



# GSM FOILS LIMITED

CIN: U43303MH2023PLC405459

**REGISTERED OFFICE:** GALA NO 06/106/206/306, SAPPHIRE BUILDING, DIAMOND INDUSTRIAL ESTATE, VASAI (E), PALGHAR - 401208, MAHARASHTRA

**PHONE NO.:** +91 91 84689 68102

**EMAIL ID:** info@gsmfoils.com

**WEBSITE:** www.gsmfoils.com

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September 04, 2024

To,  
The Manager (Listing Department)  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra – Kurla Complex,  
Bandra (E), Mumbai – 400 051

**Sub: Annual Report for the Financial Year 2023-2024 along with Notice of 01<sup>st</sup> Annual General Meeting**

**Ref: Script Code: GSMFOILS**

Dear Sir/ Madam,

In terms of requirements of Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, please find enclosed herewith Annual Report of the Company for the financial year 2023-2024 along with Notice of 01<sup>st</sup> Annual General Meeting.

The Annual Report is also available on the Company's Website at <https://www.gsmfoils.com>.

Kindly take the same on your record.

**Thanking you**  
**For GSM FOILS LIMITED**

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**SAGAR BHANUSHALI**  
**WHOLE TIME DIRECTOR**  
**DIN: 09126902**



1<sup>ST</sup> ANNUAL REPORT FOR 2023-2024  
GSM FOILS LIMITED



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## About Company

Incepted in the year 2019 GSM Foils is engaged in manufacturing broad array of Blister Foils and Aluminum Pharma Foils. We have gained wide market popularity as our raw materials are obtained from reliable vendors of the industries. Over the past few years, we have acquired definite know how in different type of foils used in pharmaceuticals companies. Our products are highly cherished for the abrasion resistance, high tensile strength, durability, bond strength, sealing strength. We are offering product which is quality tested as per industrial standards. Our product ranges from 0.020/ 0.025/ 0.030/ 0.040 micron. for coated / poly laminated/ blister/ printed foils. As an ISO 9001:2015 certified company our aim is provide top rated products at a competitive price therefore we have invested in modernized manufacturing techniques and have presented a wide assortment of highly demanded products, including high quality Blister Foils and Strip Pharma Foils. We work with the ethos of integrity and strive to become one of the most trusted entities that deliver promised quality with the offered products in addition to the exclusive benefits of abrasion resistance, high tensile strength, durability, bond strength, and superior sealing strength.

As supply chain members we strive to be strategic partners of our customers through innovations in aluminum foil packs and flexible packaging. Our success lies in adding to the competence of our customer through innovations in packaging.

Our analysis of the business' performance, transformation, strategy and prospects are together intended to inform our stakeholders of the Company's performance for the year under report, while also outlining the broad future direction.

The manufacturing facility of the Company is located at Vasai East IE, District of Thane in the state of Maharashtra. The manufacturing facility is located at near distance from where company can easily purchase raw materials for production of aluminum foils. Further, skilled Labor are also easily available in the locality where the plant of the Company situated, this will help in producing Quality product and maximize the output in production and reduce the wastage.





The Company believes that  
**“QUALITY MEANS DOING IT RIGHT WHEN NO  
 ONE IS LOOKING.”**





## Chairman Speech

Dear Shareholders,

At the outset sincere thanks and a warm welcome to the new family members, for exhibiting such a rock-hard confidence in GSM Family. It is a legacy that will carry forward in the years to come, started with a lap of IPO in SME Board. As the chairman I firmly believe that I carry a huge bunch of responsibilities rather than rights, but moreover I carry the most precious thing in the universe and that is the trust of GSM family. I am happy to witness the completion of a progressive year with strong performance. This financial year witnessed an outstanding revenue from operation of Rs. 4083.39 lakhs of GSM FOILS LIMITED.

Our growth is more seen than said and our recent past performance says all about the hard-work that is done by the GSM family.

As an organization we believe that goodwill and growth are two sides of one coin and are incomplete if another is missing. When I say family, I mean it as we are not just into number game, but we do acknowledge our responsibility towards society and we do adhere towards it at different levels which is beyond Statutory CSR, at a humanitarian level.

It brings me immense pleasure to put forth the 01<sup>st</sup> Annual Report of your Company, GSM FOILS LIMITED, for the financial year 2023-24.

Your Company's philosophy is to achieve long-term value to serve the best interest of all stakeholder-shareholders, customers, employees, Government and the society.

I would like to acknowledge the hard work, dedication of our talented employees for their passion and dedication with which they continue to contribute to the culture of excellence. We thank you all for your continued support in our growth. Further also thank you, our investors, for your patience, for showing confidence and trust in management capabilities and guidance thus far and looking forward to the future with optimism and innovation.

***"Quality is never an accident; it is always the result of high intention, sincere effort, intelligent direction and skillful execution; it represents the wise choice of many alternatives."***

***Warm Regards,  
Sagar Bhanushali  
Chairman and Whole Time Director***



## CORPORATE INFORMATION

### Board of Directors and Key Managerial Personnel

Mr. Sagar Girish Bhanushali Chairman & Whole-time Director (DIN: 09126902)	Mr. Mohansingh Laxmansingh Parmar Managing Director (DIN: 08413828)
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Mr. Mahesh Virchand Mehta Non-Executive and Independent Director (DIN: 09325268)	Mr. Vijay Venilal Pandya Non-Executive and Independent Director (DIN: 10420959)	Mrs. Swati Dhaval Mirani Non-Executive and Independent Director (DIN: 10449509)
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Mr. Sagar Girish Bhanushali Chief Financial Officer	Mr. Pratik Mukeshbhai Makwana Company Secretary & Compliance Officer
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<u>Statutory Auditor</u> M/s M N C A & Associates Chartered Accountants
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<u>Registered Office Address:</u> GALA NO 06/106/206/306, Sapphire Building, Diamond Industrial Estate, Vasai East IE - 401208, Thane, Maharashtra
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<u>Banker</u> BANK OF INDIA
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<u>Stock Exchange</u>  National Stock Exchange of India Limited (Emerge Platform)  Exchange Plaza, Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra Website: <a href="http://www.nseindia.com">www.nseindia.com</a>	<u>Registrar &amp; Share transfer Agents</u>  Bigshare Services Private Limited  Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, Next to Ahura Centre, Andheri East, Mumbai – 400093, MH, India Email: <a href="mailto:bssahd@bigshareonline.com">bssahd@bigshareonline.com</a> Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> Contact: 022-6263 8200
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## OUR MANUFACTURING FACILITY AND GLIMPSE OF FACTORY IMAGES



**PRODUCT OFFERING:**  
**BLISTER FOIL**





**Blister Pack Formation**

Consist of a thermoformed plastic tray or cold-formed tray sealed with aluminium foil or plastic lidding.



**Protection Against Degradation**

Protects pharmaceutical products from moisture, oxygen, and light, ensuring the efficacy and hygiene of the tablets.



**Layer**

Blister foils, primarily 20 and 25-micron thick, consist of nitrocellulose coating, vinyl solution, and bare aluminium foil.



**BLISTER FOIL:**  
**TYPES**



**Push-Through Blister Packaging**

Medication is released by tearing open the package, constructed from paper, PET, and aluminium foil/HSC.



**Peel-Push Blister Packaging**

Medication is dispensed by peeling back the lidding and pushing through the aluminium foil; lidding is layered with paper/PET/aluminium/HSC.



**Peel-Open Blister Packaging**

Medication is accessed by peeling off the lidding, which combines aluminium with a paper or paper/PET backing.



**Tear-Open Blister Packaging**

Medication is released by tearing open the package, constructed from paper, PET, and aluminium foil/HSC.

**PRODUCT OFFERING:**  
**ALUMINIUM STRIP PHARMA FOILS**



**Superior Protection**

Aluminium foils provide complete insulation against light, gases, moisture, and germs, ensuring each capsule is individually protected.

**Special Usage**

Strip Foils are used for the drugs, which are light sensitive to mid sensitive to highly sensitive.

**Layer**

Strip foils consist of nitrocellulose coating, 30 or 40-micron aluminium, and 150 GSM LDPE, offering greater strength than blister foils.

**ALUMINIUM STRIP PHARMA FOILS:**  
**TYPES**



**0.30 mm Strip Foil**

A 30-micron aluminum foil with 150 GSM LDPE, designed for standard pharmaceutical packaging.

Ideal for products where a standard level of protection is required without compromising on cost-effectiveness.



**0.040 mm Strip Foil**

A thicker 40-micron aluminum foil with 150 GSM LDPE, providing enhanced strength and barrier properties.

Used for packaging moisture-sensitive medications, high-value pharmaceuticals, or products requiring extended shelf life and enhanced protection.



*VMCH Coating*



*VMCH Solution Application*





*Foil Washing*



*Poly Lamination Machines*

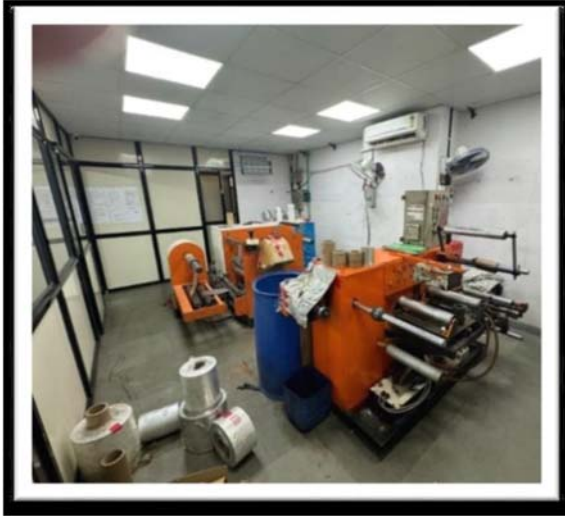


*Drum Slitting Machine*



*Printing Machine*





*Doctoring Machine*









## **NOTICE**

**NOTICE** is hereby given that the **01<sup>st</sup> Annual General Meeting** of the members of **GSM FOILS LIMITED** will be held on **Saturday, 28<sup>th</sup> September, 2024 at 04:00 p.m. IST** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

### **ORDINARY BUSINESS:**

- 1. To Consider and adopt the financial Statement of the Company for the financial year ended March 31, 2024 and reports of Board of Directors and Auditor thereon;**

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

**"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

- 2. To appoint Mr. Mohansingh Laxmansingh Parmar (DIN: 08413828), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment;**

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

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Mohansingh Laxmansingh Parmar (DIN: 08413828), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

- 3. Re-appointment of M/s. M N C A & Associates, Statutory Auditors of the Company;**

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

**"RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), M/s. M N C A & Associates, Chartered Accountants be and is hereby reappointed as the Statutory Auditors of the Company for a period of five years from FY 2024-2025 to FY 2028-2029 i.e. to hold the office from the conclusion of this Annual General Meeting till the conclusion of 06<sup>th</sup> Annual General Meeting of the Company, on such terms and at a Remuneration plus reimbursement of out of pocket expenses at actuals plus applicable taxes as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."



#### **SPECIAL BUSINESS:**

##### **4. Approval of charges for service of documents on the shareholders:**

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 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any shareholder by the Company by sending it to him/her by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the shareholders be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him/her, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.”

**RESOLVED FURTHER THAT** any of the Director of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

**By order of the Board of Directors,  
GSM FOILS LIMITED**

**Sd/-  
SAGAR BHANUSHALI  
Chairman & Whole Time Director  
DIN: 09126902**

**Place: Vasai East (Mumbai)  
Date: 02.09.2024**



#### Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. The Members can join the Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting through VC/OAVM will be made available on first come first served basis.

#### 5. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-2024 will also be available on the Company's website <https://www.gsmfoils.com>, websites of the Stock Exchanges, i.e., National Stock Exchange of India Limited at <https://www.nseindia.com>.

6. For receiving all communication (including Annual Report) from the Company electronically Members are requested to register / update their email addresses with the relevant Depository Participant.
7. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least seven (7) days in advance before the start of the meeting i.e. by Saturday, September 28, 2024 at 04:00 p.m. IST. through email on [cs@gsmfoils.com](mailto:cs@gsmfoils.com). The same will be replied by the Company suitably. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.



8. For the smooth conduct of proceedings of the AGM, Members can submit questions/queries in advance with regard to the resolution to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address [cs@gsmfoils.com](mailto:cs@gsmfoils.com) at least seven (7) days in advance before the start of the meeting i.e. by Saturday, September 28, 2024 at 04:00 p.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
9. All the work related to share registry in terms of both physical and electronic are being conducted by Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited (RTA), Office at E2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri East, Mumbai – 400 072. Maharashtra, India. The Shareholders are requested to send their communication to the aforesaid address.
10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e., **Saturday, September 28, 2024**.
11. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [cs@gsmfoils.com](mailto:cs@gsmfoils.com).
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
13. This notice along with Annual Report for 2023-2024 is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on **Friday, August 30, 2024**.
14. The person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on closing of **Friday, September 20, 2024** i.e. cut-off date only shall be entitled to vote at the meeting.
15. The Register of Members and Share Transfer Books shall remain closed from **Saturday, September 21, 2024 to Friday, September 27, 2024** (both days inclusive).
16. Members may pursuant to section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH- 13 with the respective depository participant.
17. M/s K.P. Ghelani & Associates, Practicing Company Secretary appointed as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
18. **Instructions For Remote E-Voting Before / During the AGM THROUGH VC/OAVM ARE AS FOLLOWS:**

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting



Facility Provided by Listed Entities”, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Bigshare Services Private Limited (“Bigshare”), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below:

- i. The remote e-voting period begins on **Wednesday, September 25, 2024 (9:00 a.m. IST)** and ends on **Friday, September 27, 2024 (5:00 p.m. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, September 20, 2024** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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



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 <b>CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting 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. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22- 23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**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 <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

#### **4. Procedure for joining the AGM/EGM through VC/ OAVM:**

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**



- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- 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 attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK**" option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**The instructions for Members for e-voting on the day of the AGM/EGM are as under:-**

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.



**Explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and other applicable provisions:**

**Item No. 04**

As per the provisions of Section 20 of the Companies Act, 2013, a shareholder may request for any document through a particular mode, for which the shareholder shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense that may be borne by the Company for such dispatch will be paid in advance by the shareholder to the company.

The Board of Directors recommends the said resolution to be passed as an ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**By order of the Board of Directors,  
GSM FOILS LIMITED**

**Sd/-  
SAGAR BHANUSHALI  
Chairman & Whole Time Director  
DIN: 09126902**

**Place: Vasai East (Mumbai)  
Date: 02.09.2024**



### Annexure – I

The relevant details of Directors who is proposed to be re-appointed Directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

Details of the Directors seeking appointment and re-appointment at the 01<sup>st</sup> Annual General Meeting of the company:

Name of the Director	Mr. Mohansingh Laxmansingh Parmar
DIN	08413828
Nature	Re-appointment as a Managing Director (Retire by rotation)
Date of Birth	May 03, 1982
Qualification	He has completed his Primary Education from Maharashtra State Board and First year junior college from P.D. Lions College of Commerce & Economics.
Date of Appointment	27/06/2023 as a director 14/12/2023 as a Managing Director
Expertise in Specific Functional area	He has 4 years of experience in pharmaceutical packaging industry.
Directorship held in another Public Limited Company	NA
No. of Shares Held (As on 31.03.2024)	4902588 Equity Shares
List of other Companies in which Directorship are held	NA
Chairmanship or membership on other companies	NA



## Directors' Report

Dear Members,

The Directors of your Company have pleasure in presenting their 1<sup>st</sup> Annual Report of the business and operations of the Company along with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2024.

### Financial Results

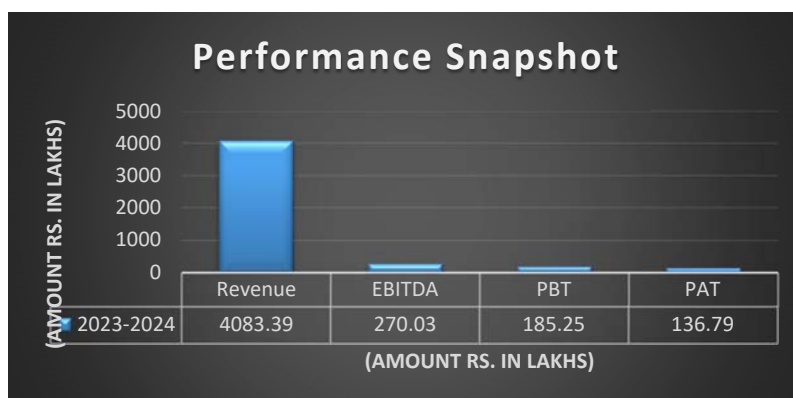
The financial performance of your Company for the financial year ended on 31<sup>st</sup> March, 2024 is as under: -

		(Rs. In Lakhs)
Particulars		2023-2024
Revenue from Operations		4083.39
Other Income		0.00
<b>Total Revenue</b>		<b>4083.39</b>
Cost of Materials Consumed		3557.25
Purchase of Stock in trade		-
Change in Inventories		(250.43)
Employee Benefit Expense		98.24
Finance Costs		71.52
Depreciation and Amortization Expenses		13.26
Other Expenses		408.29
<b>Total Expenditures</b>		<b>3898.13</b>
Profit/loss Before Tax		185.26
<b>Tax Expenses:</b>		
Current Tax		47.80
Deferred Tax		0.66
<b>Profit After Tax</b>		<b>136.79</b>
<b>Earnings per Share:</b>		
Basic		1.46
Diluted		1.46

### Financial Analysis and Review of Operations

#### Sales & Profitability Review

During the year under review the Company has generated revenue from its operation of Rs. 4083.39 Lacs. The Company has booked profit before depreciation, interest and tax of Rs. 270.03 Lacs. Net profit after comprehensive income worked out to Rs. 136.79 Lacs.







## **Dividend**

Keeping in view the current profitability of the Company and to conserve resources, your directors do not recommend payment of dividend at the forthcoming Annual General Meeting.

## **Transfer to Reserves**

Your Company has transferred Rs. 137.40/- Lakhs for year ended March 31, 2024 to Reserves and Surplus.

## **Change In Nature of Business**

During the year, the Company has not changed its business or object and continues to be in the same line of business as per the main object of the Company.

## **Change in Registered Office**

During the year under review, the company has changed its registered office from GALA NO 18, BLDG/2, APEX COMMERCIAL COMPLEX, VASAI ROAD E, BASSEIN, THANE - 401202, MAHARASHTRA to GALA NO 06/106/206/306, SAPPHIRE BUILDING, DIAMOND INDUSTRIAL ESTATE, VASAI (E), PALGHAR - 401208, MAHARASHTRA with effect from 11<sup>th</sup> December, 2023.

## **Change in Status of the Company from Private to Public**

The Company was converted into a public limited Company pursuant to a special resolution passed by the shareholders at the Extra Ordinary General Meeting held on 14<sup>th</sup> July, 2024 and consequently the name of the Company was changed from GSM FOILS PRIVATE LIMITED to GSM FOILS LIMITED and a fresh certificate of incorporation was issued by the Registrar of Companies, dated 04<sup>th</sup> September, 2023 bearing Corporate Identification Number U43303MH2023PLC405459.

## **Share Capital**

During the year under review, following changes took places in the Authorized and Paid-up share capital of the Company.

### Authorized Equity Share Capital

During the year, the Authorized Equity Share Capital of the Company was increased from Rs. 220,000/- (Rupees Two Lac Twenty Thousand Only) divided into 22,000/- (Rupees Twenty-Two Thousand) Equity Shares of Rs. 10/- each to Rs.500,000 (Rupees Five Lacs Only) divided into 50,000 (Fifty Thousand) Equity Shares of Rs. 10/- each by creation of additional 280,000 (Two Lacs Eighty Thousand) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares at an Extra Ordinary General Meeting held on 14<sup>th</sup> July, 2023.

During the year, further the Authorized Equity Share Capital of the Company was increased from Rs.500,000/- (Rupees Five Lakh Only) divided into 50,000 (Fifty Thousand) Equity Shares of Rs.10/- each to Rs.180,000,000/- (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lakh) Equity Shares of Rs.10/- each by creation of additional 1,79,50,000 (One Crore Seventy Nine Lakh Fifty Thousand) Equity Shares of Rs.10/- each ranking pari passu in all respect with the existing Equity Shares at an Extra Ordinary General Meeting held on 14<sup>th</sup> December, 2023.



### Issued, Subscribed & Paid-Up Capital and Allotments

The details of Allotments made during the Financial Year 2023-2024 are given as under:

After approval from members of the company in Extra - Ordinary General Meeting held on 19<sup>th</sup> February, 2024, the company has issue 3,85,463 (Three Lakh Eighty Five Thousand Four Hundred Sixty Three) equity shares of face value of Rs.10/- (Rupees Ten only) each, at a price of Rs.250/- (Rupees Two Fifty) per share, upon the conversion of unsecured loan of Rs.9,63,65,750/- (Rupees Nine Crore Sixty Three Lakh Sixty Five Thousand Seven Hundred Fifty Only) outstanding as on 19<sup>th</sup> February, 2024 and the Board of Directors in their meeting held on 20<sup>th</sup> February, 2024 approved and allotted the 3,85,463 (Three Lakh Eighty Five Thousand Four Hundred Sixty Three) equity shares of face value of Rs.10/- (Rupees Ten only) each, at a price of Rs.250/- (Rupees Two Fifty) per share.

The company has issue and allot 89,64,186 (Eighty Nine Lakh Sixty Four Thousand One Hundred Eighty Six) Equity shares of Rs. 10/- each as a Bonus Shares in the proportion of 22 (Twenty Two) Bonus share of Rs.10/- (Rupees Ten Only) each for every 01 (One) existing Fully Paid-up Equity Share of Rs. 10/- each held by the Members after approval from members at Extra - Ordinary General Meeting held on 28<sup>th</sup> February, 2024, the board of directors of the company has allotted 89,64,186 (Eighty Nine Lakh Sixty Four Thousand One Hundred Eighty Six) equity shares of Rs.10/- each fully paid-up as bonus shares.

Pursuant to the Initial Public Offer of Equity Shares as approved by the Members of the Company via resolution dated 07<sup>th</sup> March, 2024, the Board of Directors, in their meeting held on 29<sup>th</sup> March, 2024 has allotted total 3,440,000 Equity Shares of Rs. 10/- each at price of Rs. 32/- per Equity Share to the successful allottees.

### **Significant and Material Orders**

- The Registrar of Companies issued Fresh certificate of incorporation consequent to conversion of GSM Foils LLP to GSM Foils Private Limited as on 27<sup>th</sup> June, 2023.
- The Registrar of Companies issued a fresh certificate of Incorporation consequent to conversion of Private Limited to Public Limited as on 04<sup>th</sup> September, 2023.

There are no significant and material orders passed by the regulators or courts or tribunals except herein above mentioned.

### **Material Changes and Commitment**

#### Initial Public Offer and Listing of Equity Shares

The directors are pleased to inform that the Initial Public Offer ("the IPO") of 3,440,000 Equity Shares of Rs. 10/- each at price of Rs. 32/- (including premium of Rs. 22/-) per Equity Share aggregating ₹ 1,100.80 Lakhs. The issue was entirely a fresh issue of 34,40,000 Equity Shares by way of fixed price issue.

The Equity Shares of the Company was traded and Company was listed on National Stock Exchange of India Limited (Emerge Platform) with effect from 31<sup>st</sup> May, 2024.



There are no material changes and commitments, affecting the financial position of the Company, have occurred between the ends of financial year of the Company i.e. March 31, 2024 to the date of this Report other than hereinabove mentioned.

## Directors And Key Managerial Personnel

### Constitution of Board

As on the date of this report, the Board comprises of the following Directors;

Name of Director	Category Cum Designation	Date of Original Appointment	Date of Appointment at current Term & designation	Total Direct or Ships*	No. of Committee **		No. of Shares held as on March 31, 2024
					in which Director is Member	in which Director is Chairman	
Mr. Sagar Girish Bhanushali	Chairman & Whole Time Director	27/06/2023	14/12/2023	1	1	-	4467681 Equity Shares
Mr. Mohansingh Laxmansingh parmar	Managing Director	27/06/2023	14/12/2023	1	1	-	4902588 Equity Shares
Mrs. Yashoda Kanwar Bhagrot (Resigned w.e.f. 14 <sup>th</sup> February, 2024)	Non-Executive Director	14/07/2023	NA	NA	NA	NA	NA
Mr. Mahesh virchand Mehta	Non-Executive Director & Independent Director	14/12/2023	NA	1	-	2	-
Mr. Vijay Venilal Pandya	Non-Executive Director & Independent Director	14/12/2023	NA	1	1	-	-
Mrs. Swati Dhaval Mirani	Non-Executive Director & Independent Director	19/02/2024	NA	1	1	-	-

\* Excluding Section 8 Company, Struck off Company, Amalgamated Company and LLPs.

\*\* Committee includes Audit Committee, and Shareholders' Relationship Committee across all Public Companies including our Company.

During the year, Mrs. Yashoda Kanwar Bhagrot Resigned w.e.f. 14<sup>th</sup> February, 2024 as a Non-Executive Director from the company.

The composition of Board complies with the requirements of the Companies Act, 2013 ("Act") and in pursuance of Regulation 17 of Listing Regulations.



## Disclosure By Directors

The Directors on the Board have submitted notice of interest under Section 184(1) i.e. in Form MBP-1, intimation under Section 164(2) i.e. in Form DIR-8 and declaration as to compliance with the Code of Conduct of the Company.

None of the Director of the Company is serving as a Whole-Time Director in any other Listed Company and the number of their directorship is within the limits laid down under section 165 of the Companies Act, 2013.

## Board Meetings

The Board of the Company regularly meets to discuss various Business opportunities. Additional Board meetings are convened, as and when required to discuss and decide on various business policies, strategies and other businesses.

During the year under review, Board of Directors of the Company met 12 (Twelve) times as on 28<sup>th</sup> June, 2023, 01<sup>st</sup> July, 2023, 16<sup>th</sup> October, 2023, 11<sup>th</sup> December, 2023, 15<sup>th</sup> December, 2023, 14<sup>th</sup> February, 2024, 20<sup>th</sup> February, 2024, 01<sup>st</sup> March, 2024, 06<sup>th</sup> March, 2024, 22<sup>nd</sup> March, 2024, 23<sup>rd</sup> March, 2024 and 28<sup>th</sup> March, 2024.

The gap between two consecutive meetings was not more than 120 (One Hundred and Twenty) days as provided in Section 173 of the Act.

The details of attendance of each Director at the Board Meetings are given below:

NAME	DESIGNATION	NO. OF MEETINGS ENTITLED TO ATTEND	NO. OF MEETINGS ATTENDED
Mr. Sagar Girish Bhanushali	Chairman & Whole Time Director	12	12
Mr. Mohansingh Laxmansingh Parmar	Managing Director	12	12
Mrs. Yashoda Kanwar Bhagrot (Resigned w.e.f. 14 <sup>th</sup> February, 2024)	Non-Executive Director	5	5
Mr. Mahesh Virchand Mehta (Appointed w.e.f. 14 <sup>th</sup> December, 2024)	Non-Executive Director & Independent Director	8	8
Mr. Vijay Venilal Pandya (Appointed w.e.f. 14 <sup>th</sup> December, 2024)	Non-Executive Director & Independent Director	8	8
Mrs. Swati Dhaval Mirani (Appointed w.e.f. 19 <sup>th</sup> February, 2024)	Non-Executive Director & Independent Director	6	6



## General Meetings

During the year under review, the following General Meetings were held, the details of which are given as under:

Sr. No.	Type of General Meeting	Date of General Meeting
1	Extra Ordinary General Meeting	14/07/2023
2	Extra Ordinary General Meeting	14/12/2023
3	Extra Ordinary General Meeting	19/02/2024
4	Extra Ordinary General Meeting	28/02/2024
5	Extra Ordinary General Meeting	07/03/2024

## Independent Directors

In terms of Section 149 of the Companies Act, 2013 and rules made thereunder, the Company has three Non-Executive Independent Directors in line with the act. The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013 that they meet the criteria of independence laid down in Section 149 (6) of the Act. All the Independent Directors of the Company have registered themselves in the Independent Director Data Bank. Further, In the opinion of the Board, all our Independent Directors possess requisite qualifications, experience, expertise including the Proficiency and hold high standards of integrity for the purpose of Rule 8(5)(iia) of the Companies (Accounts) Rules, 2014.

Mr. Mahesh Virchand Mehta (DIN: 09325268) was appointed as a Non-Executive Independent Director for 5 Years w.e.f. 14<sup>th</sup> December, 2023 at the Extra-Ordinary General Meeting of the members held on 14<sup>th</sup> December, 2023.

Mr. Vijay Venilal Pandya (DIN: 10420959) was appointed as a Non-Executive Independent Director for 5 Years w.e.f. 14<sup>th</sup> December, 2023 at the Extra-Ordinary General Meeting of the members held on 14<sup>th</sup> December, 2023.

Mrs. Swati Dhaval Mirani (DIN: 10449509) was appointed as a Non-Executive Independent Director for 5 Years w.e.f. 19<sup>th</sup> February, 2024 at the Extra-Ordinary General Meeting of the members held on 19<sup>th</sup> February, 2024.

## Formal Annual Evaluation:

The Board of Directors has carried out an annual evaluation of its own performance, its committees and individual Directors pursuant to the requirements of the Act and the Listing Regulations.

Further, the Independent Directors, at their exclusive meeting held on 28<sup>th</sup> March, 2024 during the year reviewed the performance of the Board, its Chairman and Non-Executive Directors and other items as stipulated under the Companies Act, 2013 and Listing Regulations.

## Formal Updation Programs for Independent Directors:

The Company conduct familiarization and updation programs for independent directors on need basis. Conducted by knowledgeable persons from time to time.



## B) Retirement by Rotation and Subsequent Re-Appointment

Mr. Mohansingh Laxmansingh Parmar (DIN: 08413828) Director of the company, is liable to retire by rotation at the ensuing Annual General Meeting, pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and being eligible have offered himself for re-appointment.

Appropriate business for his re-appointment is being placed for the approval of the shareholders of the Company at the ensuing AGM. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard, of the person seeking re-appointment as Director are also provided in Notes to the Notice convening the 01<sup>st</sup> Annual General meeting.

### Key Managerial Personnel

Name	Designation	Date of Appointment	Date of Resignation
Mr. Mohansingh Parmar	Managing Director	14/12/2023	NA
Mr. Sagar Bhanushali	Whole Time Director	14/12/2023	NA
Mr. Sagar Bhanushali	Chief Financial Officer	11/12/2023	NA
Mr. Pratik Makwana	Company Secretary & Compliance Officer	11/12/2023	NA

During the year, in accordance with Section 203 of the Companies Act, 2013, the Company had appointed Mr. Mohansingh Parmar (DIN: 08413828) as a Managing Director of the Company (KMP) & Mr. Sagar Bhanushali (DIN: 09126902) as a Whole time Director (KMP) of the Company, w.e.f. 14<sup>th</sup> December, 2023.

The Company has appointed Mr. Sagar Bhanushali as Chief Financial Officer of the Company (KMP) w.e.f. 11<sup>th</sup> December, 2023. The Company has appointed Mr. Pratik Makwana as a Company Secretary and Compliance Officer (KMP) of the Company w.e.f. 11<sup>th</sup> December, 2023.

### Directors' Responsibility Statement

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- In preparation of annual accounts for the year ended March 31, 2024, the applicable accounting standards have been followed and that no material departures have been made from the same;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;



- d) The Directors had prepared the annual accounts for the year ended March 31, 2024 on going concern basis.
- e) The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## COMMITTEES OF BOARD

### Constitution of Various Committees & Its Meeting;

#### AUDIT COMMITTEE;

The Audit Committee was constituted vide Board resolution dated 06<sup>th</sup> March, 2023 pursuant to Section 177 of the Companies Act, 2013. The Committee met 01 (one) times during the year. The meetings were held on 22<sup>nd</sup> March, 2024 with the requisite quorum present for the meeting. The composition and attendance of members of the committee are as under:

Sr. No.	Name of the Person	Designation	Particulars of Meetings	
			No. of Meetings entitled to attend	No. of Meetings Attended
1	Mr. Mahesh Virchand Mehta	Chairman	1	1
2	Mrs. Swati Dhawal Mirani	Member	1	1
3	Mr. Sagar Girish Bhanushali	Member	1	1

#### NOMINATION AND REMUNERATION COMMITTEE;

The Board has constituted the Nomination and Remuneration Committee vide Board Resolution dated 06<sup>th</sup> March, 2023 pursuant to section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal. There is no committee meeting held during the year 2023-2024. The composition of the Committee is given below:

Sr. No.	Name of the Person	Designation	Particulars of Meetings	
			No. of Meetings entitled to attend	No. of Meetings attended
1	Mr. Vijay V Pandya	Chairman	-	-
2	Mr. Mahesh Virchand Mehta	Member	-	-
3	Mr. Swati Dhawal Mirani	Member	-	-





#### **STAKEHOLDER RELATION COMMITTEE:**

The Shareholders' Relationship Committee has been formed by the Board of Directors pursuant to Section 178 (5) of the Companies Act, 2013 at the meeting held on 06<sup>th</sup> March, 2023. The Committee mainly focus on the redressal of Stakeholders' / Investors' Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report, etc. There is no committee meeting held during the year 2023-2024. The composition of the Committee is given below:

Sr. No.	Name of the Person	Designation	Particulars of Meetings	
			No. of Meetings entitled to attend	No. of Meetings attended
1	Mr. Mahesh Virchand Mehta	Chairman	-	-
2	Mr. Vijay V Pandya	Member	-	-
3	Mr. Mohansingh L Parmar	Member	-	-

#### **Corporate Social Responsibility Committee**

The Company is not required to constitute Corporate Social Responsibility Committee as it does not fall within the purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on Corporate Social Responsibility.

#### **Vigil Mechanism:**

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013, the Company has established a "Vigil Mechanism" incorporating whistle blower policy in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for employees and Directors of the Company, for expressing the genuine concerns of unethical behavior, actual or suspected fraud or violation of the codes of conduct by way of direct access to the Chairman/ Chairman of the Audit Committee. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Policy on Vigil Mechanism and whistle blower policy as approved by the Board may be accessed on the Company's website at the link <https://www.gsmfoils.com/policies.php>

#### **Public Deposits**

The company has not accepted any deposits from the public. Hence, the directives issued by the Reserve Bank of India & the relevant Provisions of the Company Act, 2013 and the Rules made thereunder are not applicable.

#### **Particulars of Loans, Guarantees, Investments & Security**

Details of Loans, Guarantees, Investments and Security covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

#### **Extract of Annual Return**

Pursuant to the provisions of Section 134(3)(a) of Companies Act, 2013, the web address of the Annual Return of the Company is <https://www.gsmfoils.com/>.



### **Contracts or arrangements with related parties:**

All the Related Party Transactions entered into during the financial year were on an Arm's Length basis and in the Ordinary Course of Business. The disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is attached as 'Annexure- I' forms part of this Report.

The details of the related party transactions for the financial year 2023-2024 is given in notes of the financial statements which is part of Annual Report.

The Policy on Related Party Transactions as approved by the Board of Directors is available on the website of the Company at <https://www.gsmfoils.com/policies.php>

### **Disclosure of Remuneration:**

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules will be available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company and the same will be furnished on request. Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company.

Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as an 'Annexure – II', forms part of this Report.

### **Subsidiaries of the Company**

During the year under review, the Company does not have any Subsidiaries.

### **Associates and Joint Venture Company**

During the year under review, the Company does not have any Associate or Joint Venture.

### **Sexual Harassment of Women at Workplace**

The Company has setup an Internal Complaints Committee (ICC) for redressal of Complaints. Further, the company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year 2023-2024, the Company has not received a single complaint on sexual harassment.

### **Conservation of Energy and Technology Absorption**

The Information relating to Conversion of energy, technology absorption and foreign exchange earnings and outgoing as required pursuant to section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 provided under "Annexure III".



### **Secretarial Standards of ICSI**

Pursuant to provisions of section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of the Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs, wherever applicable.

### **Risk Management**

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

### **Internal Financial Control Systems and their Adequacy**

The Company has an effective internal control system, which ensures that all the assets of the Company are safeguarded and protected against any loss from unauthorized use or disposition.

The Company has put in place adequate internal financial controls with reference to the financial statements commensurate with the size and nature of operations of the Company. During the year, such controls were tested and no material discrepancy or weakness in the Company's internal controls over financial reporting was observed.

### **Corporate Governance**

The Company strives to incorporate the appropriate standards for corporate governance. However, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to mandatorily comply with the provisions of certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore the Company has not provided a separate report on Corporate Governance, although few of the information are provided in this report under relevant headings.

### **Management Discussion and Analysis Report:**

In terms of Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a review of the performance of the Company for the year under review, Management Discussion and Analysis Report is presented in a separate section which is annexed to this Report as 'Annexure – IV'.

### **Statutory Auditor and their Report**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder, M/s. M N C A and Associates, Chartered Accountants (FRN: 100586W), were appointed as Statutory Auditors of the Company for the F.Y. 2023-2024.

The Board of Directors of the Company, on the recommendation of the Audit Committee, recommended for the approval of the Members for reappointment of M/s. M N C A & Associates, Chartered Accountants as a Statutory Auditors of the Company for a period of five years from FY 2024-2025 to FY 2028-2029 i.e. to hold the office



from the conclusion of this Annual General Meeting till the conclusion of 06<sup>th</sup> Annual General Meeting of the Company, on such terms and at a Remuneration plus reimbursement of out of pocket expenses at actuals plus applicable taxes as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

M/s. M N C A & Associates, Chartered Accountants have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

M/s. M N C A and Associates, Chartered Accountants, have confirmed that they have not been disqualified to act as Statutory Auditors of the Company and that their appointment is within the maximum ceiling limit as prescribed under Section 141 of Companies Act, 2013 / relevant statute.

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force). The Auditors' Report for the Financial Year ended March 31, 2024, does not contain any qualification, reservation or adverse remark. Further the Auditors' Report being self – explanatory does not call for any further comments from the Board of Directors.

#### **Secretarial Auditor**

During the year under review, Secretarial audit was not applicable. However, in accordance with the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has also appointed M/s. K.P. Ghelani & Associates, Company Secretaries as a Secretarial Auditor of the Company for the F.Y. 2024-2025.

#### **Maintenance of Cost Record**

The provisions relating to maintenance of cost records as specified by the Central Government under sub section (1) of section 148 of the Companies Act, 2013, were not applicable to the Company up to 31<sup>st</sup> March, 2024 and accordingly such accounts and records were not required to be maintained.

#### **Internal Auditor**

During the year under review, the provisions of appointment of an Internal Auditor was not applicable to the company.

#### **Human Resource Development and Industrial Relations**

The Company believes that its human resources are one of the most crucial assets and critical enablers of the Company's growth. To that extent, the Company engages with its employees to hone their skill sets and equip them with knowledge and know-how. It is also deeply invested in establishing its brand name to attract and retain the best talent in the market.

During the period under review, employee relations continued to be healthy, cordial, and harmonious at all levels, and the Company aims to maintain such relations with the employees going forward as well.



## Website

During the reporting period, the Company was not a listed entity on any Stock Exchange. However, in compliance with the Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 the Company has maintained a functional website namely <https://www.gsmfoils.com/index.php> containing information about the Company.

## **The Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with their status as at the end of the financial year**

During the Financial Year 2023-2024, there was no application made and proceeding initiated / pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against the Company. As on the date of this report, there is no application or proceeding pending against the company under the Insolvency and Bankruptcy Code, 2016.

## General Disclosure

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the Act and listing regulations, to the extent the transactions took place on those items during the year.

Your directors' further 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;

- (i) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (ii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme;
- (iii) There is no revision in the Board Report or Financial Statement;
- (iv) 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;
- (v) Information on subsidiary, associate and joint venture companies.

## Cautionary Statement

Statements in the Management Discussion and Analysis and other parts of the report describing the Company's objectives, projections, estimates and expectations may be forward-looking statements. Actual results may differ materially from those expressed or implied due to various risks and uncertainties. Important factors that could make a difference to the Company's operations include economic and political conditions in India and other countries, in which the Company may operate. Other factors that may impact the Company's operations include volatility in interest rates, changes in government regulations and policies, tax laws, statutes, and other incidental factors.

## Acknowledgements

Your directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment, enabling the Company to achieve good performance during the year under review.



Your directors also take this opportunity to place on record the valuable co-operation and support extended by the banks, government, business associates and the shareholders for their continued confidence reposed in the Company and look forward to having the same support in all future endeavors.

**For and on Behalf of Board of Directors  
GSM FOILS LIMITED**

**-Sd-  
Sagar Bhanushali  
Chairman &  
Whole Time Director  
(DIN: 09126902)**

**-Sd-  
Mohansingh Parmar  
Managing Director  
DIN: 08413828**

**Date: 02.09.2024  
Place: Vasai, Mumbai**



## **Annexure – I (Form AOC–2)**

**[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]**

### **1. Details of contracts or arrangements or transactions not at arm's length basis:**

There were no contracts or arrangements or transactions entered during the year ended March 31, 2024, which were not at arm's length basis.

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

There were no material contracts or arrangements or transactions for the year ended March 31, 2024.

Thus, this disclosure is not applicable.

**For and on Behalf of Board of Directors  
GSM FOILS LIMITED**

**-Sd-  
Sagar Bhanushali  
Chairman &  
Whole Time Director  
(DIN: 09126902)**

**-Sd-  
Mohansingh Parmar  
Managing Director  
DIN: 08413828**

**Date: 02.09.2024  
Place: Vasai, Mumbai**



## **ANNEXURE-II**

Statement of Disclosures under Section 197 of the companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

I) The Ratio of the Remuneration of each Director to the Median employee's remuneration for the financial year and such other Details as prescribed is as given below:

<b>NAME</b>	<b>DESIGNATION</b>	<b>RATIO</b>
Mr. Sagar Girish Bhanushali	Chairman & Whole-Time Director	04.22
Mr. Mohansingh Laxmansingh Parmar	Managing Director	04.22
Mr. Mahesh Virchand Mehta	Non - Executive Independent Director	Nil
Mr. Vijay Venilal Pandya	Non - Executive Independent Director	Nil
Mr. Swati Dhaval Mirani	Non - Executive Independent Director	Nil
Mr. Sagar Girish Bhanushali	Chief Financial Officer	Nil
* Mr. Pratik Mukeshbhai Makwana	Company Secretary	0.40

\* Mr. Pratik Mukeshbhai Makwana, Company Secretary and compliance officer has appointed w.e.f. 11<sup>th</sup> December, 2024.

- Calculation of Median employee was based on actual salary paid to all employees during the year under review.
- The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: NA
- The percentage increase/decrease in the median remuneration of employees in the financial year: NA
- The company has incorporated on 27<sup>th</sup> June, 2023, therefore no changes in median remuneration of Employees in F.Y 2023-2024 from F.Y. 2022-2023.
- The number of permanent employees on the rolls of the Company is 45.
- Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: There is no change during the year in the average salary of the employees.





- The Independent Directors of the Company are entitled to sitting fees and commission as per the statutory provisions however no sitting fees is paid to them for the financial year 2023-2024.
- During the year company has appointed many employees which result into increase in percentage of remuneration paid to them.

It is hereby affirmed that the remuneration paid to the Directors and employees is as per the Remuneration Policy of the Company.

**For and on Behalf of Board of Directors**  
**GSM FOILS LIMITED**

**-Sd-**  
**Sagar Bhanushali**  
**Chairman &**  
**Whole Time Director**  
**(DIN: 09126902)**

**-Sd-**  
**Mohansingh Parmar**  
**Managing Director**  
**DIN: 08413828**

**Date: 02.09.2024**  
**Place: Vasai, Mumbai**



### **ANNEXURE-III**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of The Companies (Accounts) Rules 2014:

#### *Conservation of Energy:*

In its endeavor towards conservation of energy, the Company ensures optimal use of energy, avoid wastages and conserve energy as far as possible.

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

The Company has taken measures and applied strict control system to monitor day to day power consumption, to endeavor to ensure the optimal use of energy with minimum extent possible wastage as far as possible. The day-to-day consumption is monitored and various ways and means are adopted to reduce the power consumption in an effort to save energy.

#### 2. The steps taken by the Company for utilizing alternate sources of energy:

The Company has not taken any step for utilizing alternate sources of energy.

#### 3. The capital investment on energy conservation equipment:

During the year under review, Company has not incurred any capital investment on energy conservation equipment.

#### *Technology Absorption:*

i) The effort made towards technology absorption: The Company has not imported any technology and hence there is nothing to be reported here.

ii) The benefit derived like product improvement, cost reduction, product development or import substitution: **None**

iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) –

a. The details of technology imported: **None**

b. The year of import: **None**

c. Whether the technology has been fully absorbed: **None**

d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: **NA**

*The expenditure incurred on Research and Development:* **NIL**

#### *Foreign Exchange Earnings & Expenditure:*

#### i) Details of Foreign Exchange Earnings:

<b>(Rs in Lakhs)</b>			
<b>Sr No.</b>	<b>Particulars</b>	<b>F.Y. 2023-2024</b>	<b>F.Y. 2022-2023</b>
1.	Foreign Exchange Earnings	0	0



ii) Details of Foreign Exchange Expenditure:

(Rs in Lakhs)

Sr No.	Particulars	F.Y. 2023-2024	F.Y. 2022-2023
1.	Foreign Exchange Expenditure	0	0

**For and on Behalf of Board of Directors**  
**GSM FOILS LIMITED**

**-Sd-**  
**Sagar Bhanushali**  
**Chairman &**  
**Whole Time Director**  
**(DIN: 09126902)**

**-Sd-**  
**Mohansingh Parmar**  
**Managing Director**  
**DIN: 08413828**

**Date: 02.09.2024**  
**Place: Vasai, Mumbai**



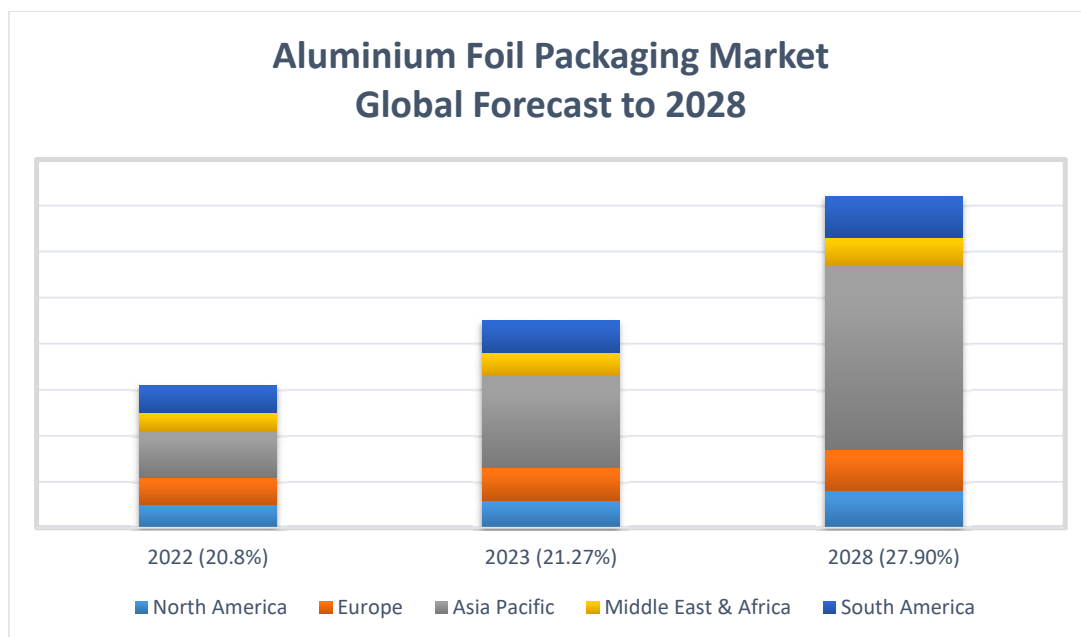
## **ANNEXURE-IV**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### **Global Economy**

The global Aluminum Foil Packaging Market (A is expected to be growth USD 27.9 billion by 2028, growing at a CAGR of 4.3% during the forecast period. Market growth in the Asia Pacific can be attributed to presence of a large and growing aluminum foil packaging demand in the Asian Countries.

Market share of Indian Aluminum Foil Packaing Market in 2023-2024, followed by Europe and North America. Emerging economies such as India and China are predicted to observed considerable demand for aluminum foil packaging due to the growing food & beverages industry, packaging, pharmaceuticals & healthcare industry. According to the world bank, Asia pacific is the fastest-growing region, in the terms of both economic and population growth. According to world economics, the region held for 44% of the global GDP, and 64% of the total GDP growth during the past 10 years.



#### **Indian Economy**

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices in the year 2023-24 is estimated at Rs. 295.36 lakh crores (US\$ 3.54 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-June 2025, India's exports stood at US\$ 109.11 billion, with Engineering Goods (25.35%), Petroleum Products (18.33%) and electronic goods (7.73%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.



India's real GDP grew by 8.2% in FY24, posting growth of over 7% for a third consecutive year, driven by stable consumption demand and steadily improving investment demand. Gross value added (GVA) at 2011-12 prices grew by 7.2% in FY24, with growth remaining broad-based.

### **Industry Structure and Developments:**

Manufacturing is emerging as an integral pillar in the country's economic growth, thanks to the performance of key sectors like automotive, engineering, chemicals, pharmaceuticals, and consumer durables. Chemicals, pharmaceuticals, electronics, automotive, industrial machinery, and textiles (among others) are expected to propel manufacturing exports to reach US\$ 1 trillion by FY28.

India has the capacity to export goods worth US\$ 1 trillion by 2030 and is on the road to becoming a major global manufacturing hub. India's manufacturing sector is poised to reach US\$ 1 trillion by 2025-26, led by Gujarat, Maharashtra, and Tamil Nadu.

India's overall exports during the April-March period of 2023-24 are US\$ 776.68 billion, reflecting a marginal positive growth of 0.04% over the April-March period of 2022-23. In March 2024 alone, exports stood at US\$ 70.21 billion.

India's manufacturing industry witnessed its fastest expansion in 16 years in March, with the HSBC final India Manufacturing Purchasing Managers' Index (PMI) soaring to 59.1, the highest since February 2008. This surge was fuelled by increased demand, resulting in notable improvements in new orders, output, input stocks, and job creation, as reported by S&P Global.

The market growth of aluminum foils is expected to be fueled by the expansion of the global packaging industry, as aluminum foils are extensively used for packaging various products such as food, beverages, cosmetics, and pharmaceuticals. The pharmaceutical industry, in particular, is experiencing a surge in demand for aluminum foils, leading to increased manufacturing activities.

Aluminum plays a major role in the modern world through its innumerable forms of applications- from kitchen ware to electric conductors and from railway wagon to Appollo spacecraft. Because of its intrinsic and versatile properties of lightness, strength to weight ratio, corrosion resistance, electrical and thermal conductivity, non toxicity etc., a wide range of uses has opened up for this metal. Aluminum as a packaging material is unmatched owing to its light weight, hygienic and non-contamination which eventually results in longer shelf-life of end products.

Aluminum foil is a thin sheet of metal. As such it can be an absolute barrier to moisture, gases, odors, bacteria and molds. The high reflectivity of aluminum ensures good protection against radiant heat, whilst its opacity is important in preventing deterioration of a very large range of foods and drinks which are affected by light. It is used for packaging and non-packaging uses. The growth of this industry has been in the recent past, owing to the growing application of foil in a variety of products.

***(Disclaimer: The Information were taken from secondary source, there might be some mistakes were there)***



## **Company Overview**

### **Operational performance**

During the year, your company achieved a Gross Turnover excluding trading turnover of Rs. 4818.40/- Lakhs and production for the Blister Foils and Strip Foils was 2125 kgs for the financial year 2023-2024.

### **Financial Performance**

The Company has reached a turnover of Rs. 4083.39/- Lakhs from the very first year of its incorporation even under the conditions of uncertain prices of raw material and heavy competition and market situation worldwide.

### **Future outlook**

Supply of Aluminum is in excess and any deficit can be imported at low rates of duty. Currently, the demand is stable while supply is in excess. Demand for aluminum is estimated to grow 6% - 8% per annum in view of the low per capita consumption in India. Competition is primarily on quality and price, as being a commodity, differentiation is difficult. However, the recent spate of consolidation has reduced the competitive pressure in the industry. Further increasing value addition to aluminum products has helped some companies protect themselves from high volatilities witnessed in this industry.

### **Resources & Liquidity**

Company continues to maintain its conservative financial profile. Company Banked with Bank of India for their working capital needs. Company has sufficient working capital limits of from Bank of India at concessional and extremely competitive interest rate. Presently Company has availed cash credit//term loan facility. Cash Flow for less than 2 years is adequate to extinguish its entire debts timely.

### **Opportunities**

Company has opportunity to increase production and sales turnover due to acceptance of product by most of the major Pharma Companies in India, Bangladesh and other countries.

### **Threats**

Due to downfall in metal and grannual rates customers may ask for rate reduction and due to impose of Anti-Dumping duty on Foil Stock (raw material) on import from China the cost of raw material increase.

### **Risk and Concerns**

The Risk Management framework of your Company ensures regular review by management to proactively identify the emerging risks, to do risk evaluation and risk prioritization along with development of risk mitigation plans and action taken to minimize the impact of the risk. The various risks, including the risks related to the economy, regulation, competition, technology etc., are documented, monitored and managed efficiently.

Your company faces risk with similar to those faced by companies operating in the non-ferrous metal sector. Profitability may also be affected on account of competition from existing and prospective manufactures of the same products and cheap import from China.

### **Segment-Wise Performance:**

The Company has identified its business segment as Primary Reportable Segment. There are no other Primary Reportable Segment and the Company's Operations fall under a single segment "Aluminum Foils". Hence, Segment reporting is not applicable as per Accounting Standard (AS) - 17 - Segment Reporting.

**Disclosure of Accounting Treatment**

The Company has followed all the treatments in the Financial Statements as per the prescribed Accounting Standards.

**Internal Control Systems and Its Adequacy**

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. The internal controls cover operations, financial reporting, compliance with applicable laws and regulations, safeguarding assets from unauthorized use and ensure compliance Of corporate policies. The Audit Committee of the Board of Directors also periodically reviews audit plans, external auditor observations and recommendations, significant risk area assessments and adequacy of internal controls.

**Human Resources/Industrial Relations Front**

The Human Resource philosophy and strategy of your Company is to attract and retain the best talent, be an employer of choice and create a holistic workplace environment, where employees get opportunities to realize their potential. Companies are judged on career growth prospects, rewards, work life balance, Performance evaluation and stability. Our standing here is a reflection of not just our employee's view but also of the larger Indian workforce which responded. Considering the long-term business goals, your Company has ensured that the Human Resources strategy is in line with and complementary to the business strategy.

It is your company's belief that people are at the heart of corporate & constitute the primary source of sustainable competitive advantage. The trust of your company's human resource development efforts therefore is to create a responsive and market driven organization. Your company continues its focus on strengthening competitiveness in all its business. Your directors look forward to the future with confidence.

The company has followed a conscious policy of providing training to Management Staff through in-house and external programme, for upgrading personal and technical skills in relevant areas of functional disciplines.

**For and on Behalf of Board of Directors**

**GSM FOILS LIMITED**

**-Sd-  
Sagar Bhanushali  
Chairman &  
Whole Time Director  
(DIN: 09126902)**

**-Sd-  
Mohansingh Parmar  
Managing Director  
DIN: 08413828**

**Date: 02.09.2024  
Place: Vasai, Mumbai**



## **CEO & CFO CERTIFICATION**

To,  
Board of Directors.  
GSM FOILS LIMITED

Subject: **Under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

We certify that:

- a. We have reviewed financial statements and the cash flow statement of **GSM FOILS LIMITED** for the year ended March 31, 2024 and that to the best of our knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, no transactions entered into by the Company during the years which are fraudulent, illegal or violative of the Code of Conduct of the Company.
- c. We accept responsibility for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of internal control systems of the Company over financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls over financial reporting, if any, of which we are aware and the steps we have taken, propose to take, to rectify these deficiencies. In our opinion, there are adequate internal controls over financial reporting;
- d. We have indicated to the auditors and the Audit Committee that there are:
  - (i) no significant changes in internal control over financial reporting during the year;
  - (ii) no significant changes in accounting policies during the year and
  - (iii) no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

.....  
(MOHANSINGH PARMAR)  
Managing Director  
DIN No.: 08413828

.....  
(SAGAR BHANUSHALI)  
Chief Financial Officer

Place: Vasai East (Mumbai)  
Date: 02.09.2024





**DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATION 26(3) READ WITH SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT**

Pursuant to Regulation 26 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management personnel of the Company have affirmed compliance to their respective Codes of Conduct, as applicable to them for the Financial Year ended March 31, 2024.

**For GSM FOILS LIMITED,**

**Sd/-  
MOHANSINGH PARMAR  
Managing Director  
DIN: 08413828**

**Date: 02.09.2024  
Place: Vasai, Mumbai**



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

**The Members,**  
**GSM FOILS LIMITED**  
 GALA NO 06/106/206/306,  
 SAPPHIRE BUILDING, DIAMOND  
 INDUSTRIAL ESTATE, VASAI EAST IE,  
 THANE – 401 208, MAHARASHTRA,

We have examined the relevant registers, records, forms; returns and disclosures received from the Directors of **GSM FOILS LIMITED** having CIN: **U43303MH2023PLC405459** and having registered office at GALA NO 06/106/206/306, SAPPHIRE BUILDING, DIAMOND INDUSTRIAL ESTATE, VASAI EAST IE, THANE – 401 208, MAHARASHTRA, (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>SR. NO.</b>	<b>NAME OF DIRECTORS</b>	<b>DIN</b>	<b>DATE OF APPOINTMENT</b>
1	SAGAR GIRISH BHANUSHALI	09126902	27/06/2023
2	MOHANSINGH LAXMANSINGH PARMAR	08413828	27/06/2023
3	MAHESH VIRCHAND MEHTA	09325268	14/12/2023
4	VIJAY VENILAL PANDYA	10420959	14/12/2023
5	SWATI DHAVAL MIRANI	10449509	19/02/2024

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For K. P. GHELANI & ASSOCIATES**  
**Company Secretaries**

**CS Keyur Ghelani**  
**Proprietor**  
**Mem No. ACS 33400**  
**CoP: 12468**  
**UDIN: A033400F001125491**

**Date: 03.09.2024**  
**Place: Rajkot**



## NON-APPLICABILITY OF THE COMPLIANCE ON CORPORATE GOVERNANCE

(Pursuant to Regulation 27(2)(A) of SEBI (LODR) Regulations, 2015)

September 03, 2024

To,  
**Board of Directors,**  
**GSM FOILS LIMITED**  
GALA NO 06/106/206/306,  
SAPPHIRE BUILDING,  
DIAMOND INDUSTRIAL ESTATE,  
VASAI EAST IE, MUMBAI – 401208,  
MAHARASHTRA

**Subject: Certificate of Non-Applicability of the compliance on Corporate Governance under Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2024**

I, Keyur Ghelani, Proprietor of M/s K. P. Ghelani & Associates, Company Secretaries, hereby certify that provisions of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 15 (2) (a) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to "GSM FOILS LIMITED" (the Company) for the year ended March 31, 2024.

Furthermore, paid-up equity capital of the Company does not exceed Rs.10.00 Crores and Net worth does not exceed Rs.25.00 Crores during the financial year 2023-2024.

Sr. No.	Financial Year (F.Y.)	Paid up Capital (Rupees in Lakhs)	Net Worth (Rupees in Lakhs)
1	F.Y. 2023-24	937.17	1103.26

\* Company was incorporated on 27<sup>th</sup> June, 2023; therefore, details are provided for the year ended March - 2024.

Therefore, the Company is not required to submit the Corporate Governance Report for the year ended on March 31, 2024.

Kindly take the same on your records.

Thanking you.

**For K. P. Ghelani & Associates**  
**Company Secretaries**

**CS Keyur Ghelani**  
**Proprietor**  
**Mem. No. ACS 33400**  
**C.P. No. 12468**  
**UDIN: A033400F001125513**



## INDEPENDENT AUDITOR'S REPORT

**To the Members of  
GSM FOILS LIMITED**  
CIN: U43303MH2023PLC405459

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the Financial Statements of GSM FOILS LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2024, and the statement of profit and loss, (statement of changes in equity) and statement of cash flows for the year then ended, and notes to the Financial Statements, including a summary of 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 required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, (changes in equity) and its 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 together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Companies Act, 2013 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.

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

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis and Directors Report (the "Reports"), 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 in the audit or otherwise appears to be materially misstated.



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

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, (changes in equity) 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 Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's Responsibilities for the Audit of the 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 period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances,





we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (i) 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.
- (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (iii) The Balance Sheet, the Statement of Profit and Loss, (the Statement of Changes in Equity) and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (iv) 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.
- (v) On the basis of the 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.
- (vi) 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.
- (vii) 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.
- (viii) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us.



- The Company does not have any pending litigations which would impact its financial position.
- The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- The management has represented that, to the best of its 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
- The management has represented, that, to the best of its 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;
- Based on such audit procedures which we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- The company has not declared or paid any dividends during the year.

For,  
**M N C A & ASSOCIATES**  
Chartered Accountants  
FRN: 100586W

**NISHIT PABARI, FCA**  
(Partner)  
Mem. No. 149385  
UDIN : 24149385BKBGWP3306

Place : VASAI (E)  
Date : 20<sup>th</sup> June, 2024



## **“ANNEXURE A”**

### **The Annexure referred to in our report to the members of GSM FOILS LIMITED for the year ended 31/03/2024.**

On the basis of the information and explanation given to us during the course of our audit, we report that:

- (i) According to the information & explanation given to us and on the basis of our examination of the records of the Company, in respect of property, plant & equipment and intangible assets:
- The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant, and Equipment.
  - The company has maintained proper records showing full particulars of intangible assets.
  - The Property, Plant and Equipment have been physically verified by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information & explanation given to us, no material discrepancies were noticed in such verification .
  - The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the company.
  - The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year and hence, reporting under clause 3(i)(d) of the order is not applicable.
  - There are no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions(Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, and hence, reporting under clause 3(i)(e) of the order is not applicable.
- (ii)
- The physical verification of inventory has been conducted at reasonable intervals by the management and whether, in the opinion of the auditor, the coverage and procedure of such verification by the management is appropriate; The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
  - According to the information and explanations given to us and on the basis of our examination of the records of the Company, during any point of time of the year, the company has not been sanctioned working capital limits in excess of five crore rupees,



in aggregate, from banks or financial institutions on the basis of security of current assets. Hence, reporting under clause 3(ii)(b) of the order is not applicable.

- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year the company has not made investments in, provided any guarantee or security or granted any loans or advances like loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- (iv) In our opinion and according to information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (v) According to the information and explanation given to us, the Company has not accepted any deposits or amounts deemed to be deposits during the year and hence the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder are not applicable to the Company.
- (vi) According to information & explanation given to us, maintenance of cost records has not been applicable to company as specified by the Central Government under sub-section (1) of section 148 of the Companies Act.
- (vii) According to the information & explanation given to us, in respect of statutory dues :
  - There were no undisputed amounts payable in respect of Goods & Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Service Tax, Customs Duty, Value Added Tax, Goods & Services Tax, 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 became payable.
- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) Based on information and explanation provided by the management of Company and on the basis of our examination of the records of the Company,
  - The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Hence, reporting under clause 3(ix)(a) is not applicable to that extent.
  - The Company has not been declared wilful defaulter by any bank or financial institution or other lender.



- The Company has not obtained any term loans during the year. Further, there were no term loans which were utilized at the beginning of the year. Hence, reporting under clause 3(ix)(a) is not applicable to that extent.
- On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.

(x) During the year,

- The company has not raised moneys by way of initial public offer or further public offer (including debt instruments). Hence, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- The year the Company has made any preferential allotment as bonus shares to existing share holder of company or private placement of shares or convertible debentures (fully or partly or optionally) and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.

(xi)

- To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- There are no whistle-blower complaints received by the Company during which require attention, when performing our audit.

(xii) The company is not Nidhi Company. Accordingly, paragraph 3(xii) of Order is not applicable.



- (xiii) According to the information and explanations given to us and based on our examination of the record of the Company, transactions with related parties are in compliance with the provisions of section 177 and 188 of the Companies Act where applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business but does not have an internal audit system due to the size of the company which is not applicable to company.
- (xv) According to the information and explanations given to us and based on our examination of the record of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him, and hence, provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi)
- The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence, reporting under clause 3(xvi)(a) of the order is not applicable.
  - The company has not conducted any non-banking financial or housing finance activities during the year and hence, the company is not required to obtain a certificate of registration from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(c) of the order is not applicable.
  - The company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India and hence, reporting under clause 3(xvi)(c) of the order is not applicable.
  - According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) To comply with the statutory requirements New auditors were appointed as the previously appointed firm was non peer reviewed firm and further no issue or objection were raised by outgoing auditor.
- (xix) 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 and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our





attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not 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. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) There are no amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, nor has been transferred to special account since the requirement of sub-section (6) of section 135 of the said Act is not applied to the company.

For,

**M N C A & ASSOCIATES**

Chartered Accountants

FRN: 100586W

**NISHIT PABARI, FCA**

(Partner)

Mem. No. 149385

UDIN : 24149385BKBGWP3306

Place : VASAI (E)

Date : 20<sup>th</sup> June, 2024



## **ANNEXURE - B TO THE AUDITORS' REPORT**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **GSM FOILS LIMITED** ("The Company") as of 31/03/2024 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 Company's management 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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



## Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls over Financial Reporting

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

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31/03/2024, 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,  
**M N C A & ASSOCIATES**  
Chartered Accountants  
FRN: 100586W

**NISHIT PABARI, FCA**  
(Partner)  
Mem. No. 149385  
UDIN : 24149385BKBGWP3306

Place : VASAI (E)  
Date : 20<sup>th</sup> June, 2024

# BALANCE SHEET AS AT 31/03/2024

In ` Lakhs

Particulars	Note No.	as at 31/03/2024
<b>EQUITY AND LIABILITIES</b>		
<b>Shareholders' funds</b>		
Share capital	2.1	937.16
Reserves and surplus	2.2	166.09
Money received against share warrants	2.3	-
		1103.25
Share application money pending allotment	2.4	-
<b>Non-current liabilities</b>		
Long-term borrowings	2.5	91.07
Deferred tax liabilities (Net)	2.6	0.35
Other Long term liabilities	2.7	-
Long-term provisions	2.8	-
		91.42
<b>Current liabilities</b>		
Short-term borrowings	2.9	450.91
Trade payables	3.0	
Total outstanding dues of micro enterprises and small enterprises		
Total outstanding dues of creditors other than micro enterprises and small enterprises		262.40
Other current liabilities	3.1	15.84
Short-term provisions	3.2	73.34
		802.49
		1997.17
<b>TOTAL</b>		
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, Plant and Equipment and Intangible Assets		
Property, Plant and Equipment	3.3	83.50
Intangible assets	3.4	-
Capital work-in-progress	3.5	-
Intangible assets under development	3.6	-
		83.50
Non-current investments	3.7	-
Deferred tax assets (net)	3.8	-
Long-term loans and advances	3.9	-
Other non-current assets	4.0	-
		83.50
<b>Current assets</b>		
Current investments	4.1	-
Inventories	4.2	1023.45
Trade receivables	4.3	723.46
Cash and cash equivalents	4.4	39.54
Short-term loans and advances	4.5	85.91
Other current assets	4.6	41.30
		1913.67
Accounting Policies and Notes on Accounts	1.0	
<b>TOTAL</b>		<b>1997.17</b>

In terms of our attached report of even date

## For M N C A & ASSOCIATES

CHARTERED ACCOUNTANTS

FRN : 100586W

## For GSM FOILS LIMITED

**NISHIT PABARI, FCA**

PARTNER

MEM. NO 149385

UDIN : 24149385BKBGWP3306

**SAGAR BHANUSHALI**

CFO & Whole-time Director

DIN : 09126902

**MOHANSINGH PARMAR**

Managing Director

DIN : 08413828

**PRATIK MAKWANA**

Company Secretary

**Place** : VASAI (E)

**Date** : 20/06/2024

# STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2024

In ` Lakhs except earning per share

Particulars	Note No.	For the Year Ended 31/03/2024
Revenue from operations	4.7	4083.39
Other income	4.8	-
<b>Total Income</b>		<b>4083.39</b>
<b>Expenses</b>		
Cost of materials consumed	4.9	3557.25
Purchases of Stock-in-Trade	5.0	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	5.1	(250.43)
Employee benefits expense	5.2	98.24
Finance costs	5.3	71.52
Depreciation and amortization expense	5.4	13.26
Other expenses	5.5	408.29
<b>Total expenses</b>		<b>3898.13</b>
Profit before exceptional, extraordinary and prior period items and tax		185.26
Exceptional items	5.6	-
Profit before extraordinary and prior period items and tax		185.26
Extraordinary Items	5.7	-
Profit before prior period items and tax		185.26
Prior Period Items	5.8	-
Profit before tax		185.26
Tax expense:	5.9	
Current tax		47.80
Deferred tax		0.66
Profit/(loss) for the period from continuing operations		136.79
Profit/(loss) from discontinuing operations	6.0	-
Tax expense of discontinuing operations		-
Profit/(loss) from Discontinuing operations (after tax)		-
Profit/(loss) for the period		136.79
Earnings per equity share:	6.2	
Basic		1.46

In terms of our attached report of even date

For

**M N C A & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
FRN : 100586W

For GSM FOILS LIMITED

**NISHIT PABARI, FCA**  
PARTNE  
MEM. NO 149385  
UDIN : 24149385BKBGWP3306

**SAGAR BHANUSHALI**  
CFO & Whole-time Director  
DIN : 09126902

**MOHANSINGH PARMAR**  
Managing Director  
DIN : 08413828

**PRATIK MAKWANA**  
Company Secretary

**Place** : VASAI (E)  
**Date** : 20/06/2024

# CASH FLOW STATEMENT FOR THE YEAR ENDED 31/03/2024

in Lacs

Particular	31/03/2024
<b>Cash Flows from Operating Activities</b>	
Net Profit Before Tax and Extra Ordinary Items	185.25
<b>Adjustment For</b>	
Depreciation	13.26
Foreign Exchange	0.00
Other adjustment to reconcile Profit	0.00
<b>Total Adjustment to Profit/Loss (A)</b>	<b>13.26</b>
<b>Adjustment For working Capital Change</b>	
Adjustment for Increase/Decrease in Inventories	-1023.45
Adjustment for Increase/Decrease in Trade Receivables	-723.46
Adjustment for Increase/Decrease in Other Current Assets	-107.21
Adjustment for Increase/Decrease in Trade Payable	262.40
Adjustment for Increase/Decrease in other current Liabilities	89.53
Adjustment for Provisions	-47.86
<b>Total Adjustment For Working Capital (B)</b>	<b>-1550.05</b>
<b>Total Adjustment to reconcile profit (A+B)</b>	<b>-1536.79</b>
<b>Net Cash flow from (Used in ) operation</b>	<b>-1351.54</b>
Dividend Received	0.00
Interest received	C
Interest Paid	0.00
Income Tax Paid/ Refund	-20.00
<b>Net Cash flow from (Used in ) operation before Extra Ordinary Items</b>	<b>-1371.54</b>
Proceeds from Extra Ordinary Items	0.00
Payment for Extra Ordinary Item	0.00
<b>Net Cash flow From operating Activities</b>	<b>-1371.54</b>
<b>Cash Flows from Investing Activities</b>	0.00
Proceeds From fixed Assets	0.00
Proceeds from Investment or Equity Instruments	0.00
Purchase of Fixed Assets	96.76
Proceeds from Govt. Grant	0.00
Other Inflow/Outflow Of Cash	0.00
<b>Net Cash flow from (Used in ) in Investing Activities before Extra Ordinary Items</b>	<b>-96.76</b>
Proceeds from Extra Ordinary Items	0.00
Payment for Extra Ordinary Item	0.00
<b>Net Cash flow from (Used in ) in Investing Activities</b>	<b>-96.76</b>
<b>Cash Flows from Financial Activities</b>	
Proceeds From Issuing Shares	965.86
Proceeds from Issuing Debenture /Bonds/Notes	0.00
Redemption of Preference Share	0.00
Redemption of Debenture	
Proceeds from other Equity Instruments	
Proceeds From Borrowing	541.98
Repayment Of Borrowing	0.00
Dividend Paid	0.00
Interest Paid	0.00
Income Tax Paid/Refund	0.00
<b>Net Cash flow from (Used in ) in Financial Activities before Extra Ordinary Items</b>	<b>1507.84</b>
Proceeds from Extra Ordinary Items	0.00
Payment for Extra Ordinary Item	0.00
<b>Net Cash flow from (Used in ) in Financial Activities</b>	<b>1507.84</b>
<b>Net increase (decrease) in cash and cash equivalents before effect of exchange rate changes</b>	<b>39.54</b>
Effect of exchange rate change on cash and cash equivalents	0.00
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>39.54</b>
Cash and cash equivalents at beginning of period	0.00
<b>Cash and cash equivalents at end of period</b>	<b>39.54</b>

For,  
**M N C A & ASSOCIATES**  
Chartered Accountants  
FRN : 100586W

For and on behalf of,  
**GSM FOILS LIMITED**

**NISHIT PABARI, FCA**  
PARTNE  
MEM. NO 149385  
UDIN : 24149385BKBGWP3306

**SAGAR BHANUSHALI**  
CFO & Whole-time Director  
DIN : 09126902

**MOHANSINGH PARMAR**  
Managing Director  
DIN : 08413828

**PRATIK MAKWANA**  
Company Secretary

**Place** : VASAI (E)  
**Date** : 20/06/2024



**NOTE 2.1 - SHARE CAPITAL**

Particulars	31.12.2023		31.03.2024	
	Number of shares	(Amount in Lakhs)	Number of shares	(Amount in
(a) Authorised	18,000,000.00	1,800.00	18,000,000.00	1,800.00
1,80,00,000 equity shares of Rs.10 each	18,000,000.00	1,800.00	18,000,000.00	1,800.00
(b) Issued, Subscribed and Paid up	22,000.00	2.20	9,371,649.00	937.16
9371649 Equity shares of Rs.10/- each	22,000.00	2.20	9,371,649.00	937.16
<b>Total</b>	<b>22,000.00</b>	<b>2.20</b>	<b>9,371,649.00</b>	<b>937.16</b>

**Notes:****Rights, Preferences and Restrictions attached to equity shares :**

- Right to receive dividends as may be approved by the Board of Directors / Annual General Meeting.
- The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 2013.
- Every member of the company holding equity shares has a right to attend the General Meeting of the Company and has a right to speak and on a show of hands, has one vote if he is present in person and on a poll shall have the right to vote in proportion to his share of the paid-up capital of the company.

**- List of Shareholders holding more than 5% share capital**

Name of Shareholders	Number of shares	%	Value/Share	Total Value
SAGAR BHANUSHALI	4,467,681.00	47.67%	10.00	44,676,810.00
MOHANSINGH PARMAR	4,902,588.00	52.31%	10.00	49,025,880.00
<b>TOTAL</b>	<b>9,370,269.00</b>	<b>99.98%</b>		<b>93,702,690.00</b>

**- Details of equity shares held by promoters**

Name of Shareholders	Number of shares	%	Value/Share	Total Value
SAGAR BHANUSHALI	4,467,681.00	47.67%	10.00	44,676,810.00
MOHANSINGH PARMAR	4,902,588.00	52.31%	10.00	49,025,880.00
<b>TOTAL</b>	<b>9,370,269.00</b>	<b>99.98%</b>		<b>93,702,690.00</b>

**Details of equity shares issued for consideration other than cash:**

Particulars	31.12.2023	31.03.2024
Conversion of Directors' loan into Equity (20.02.24)	-	385,463.00
Bonus in the ratio 22 shares for Each share held (01.03.24)		8,964,186.00
<b>TOTAL</b>		<b>9,349,649.00</b>

**- STATEMENTS OF CHANGES IN EQUITY (NUMBERS IN LACS)**

Current Reporting Period				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the current reporting period	Changes in Equity Share Capital during the current year in Lacs	Balance at the end of the current reporting period in Lacs
2.20	0	0	934.96	937.16

**For**  
**M N C A & ASSOCIATES**  
 CHARTERED ACCOUNTANTS  
 FRN : 100586W

**For GSM FOILS LIMITED**

**NISHIT PABARI, FCA**  
 PARTNE  
 MEM. NO 149385  
 UDIN : 24149385BKBGWP3306

**SAGAR BHANUSHALI**  
 CFO & Whole-time Director  
 DIN : 09126902

**MOHANSINGH PARMAR**  
 Managing Director  
 DIN : 08413828

**PRATIK MAKWANA**  
 Company Secretary

**Place** : VASAI (E)  
**Date** : 20/06/2024

**NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2024****Note No. 2.2 Reserve and Surplus**

In ` Lakhs

Particulars	as at 31/03/2024
Securities Premium Opening	925.11
Adjusted Bonus Shares	(896.42)
	<b>28.69</b>
Amount Transferred From Statement of P&L	136.79
Amount Transferred From Sundries	
General Reserve	0.61
	<b>0.61</b>
	<b>137.40</b>
	<b>166.09</b>

**Note No. 2.3 Money Received Against Share Warrants**

In ` Lakhs

Particulars	as at 31/03/2024
	<b>0.00</b>

**Note No. 2.4 Share Application Money Pending Allotment**

In ` Lakhs

Particulars	as at 31/03/2024
	<b>0.00</b>

**Note No. 2.5 Long Term Borrowings**

In ` Lakhs

Particulars	as at 31/03/2024
<b>Term Loan</b>	
Banks	
<b>Others</b>	
<b>Unsecured</b>	
ADITYA BIRLA FINANCE – Repayable in 3 Years	34.62
BAJAJ FINANCE BUSINESS LOAN - Repayable in 3 Years	27.67
L & T FINANCE – SME - Repayable in 3 Years	23.37
MOHANSINGH PARMAR - DIRECTOR LOAN	1.03
SAGAR BHANUSHALI - DIRECTOR LOAN	4.38
	<b>91.07</b>

**Note No. 2.6 Deferred Taxes**

In ` Lakhs

Particulars	as at 31/03/2024
<b>Deferred Tax Liabilities</b>	
Other	0.35
	<b>0.35</b>

**Note No. 2.7 Other Long Term Liabilities**

In ` Lakhs

Particulars	as at 31/03/2024
	<b>0.00</b>



## Note No. 2.8 Long Term Provisions

In ` Lakhs

Particulars	as at 31/03/2024
Tax Provision	
Current Tax	
Other Tax	
	0.00

## Note No. 2.9 Short Term Borrowings

In ` Lakhs

Particulars	as at 31/03/2024
Loans repayable on demand	
Banks	
Secured	
BOI Cash Credit	424.46
(The loan is secured by hypothecation of stock and book debts as primary security and three commercial properties of Mohansingh Parmar (joint Owner), director of the company, situated at Infinity Square, Vasai, Palghar 401208 as Collateral security. ROI as per the latest sanction is 9.40% p.a.)	
Current maturities of long term borrowings	
SMC FINANCE	7.23
ICICI BANK LTD	6.19
DIGICREDIT URGO	2.14
HDFC BANK - UNSECURED	5.87
AXIS BANK LTD - UNSECURED	5.02
	450.91

## Note No. 3.0 Trade Payables

as at 31/03/2024

In ` Lakhs

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Not due	
(i) MSME	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Others	262.40	0.00	0.00	0.00	0.00	262.40
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00	0.00

**Note :** During our audit, we noted that the classification of creditors as Micro, Small, and Medium Enterprises (MSMEs) under the Micro, Small and Medium Enterprises Development Act, 2006, could not be ascertained. This is due to the unavailability of relevant information or the non-submission of necessary declarations by the creditors. As a result, in the absence of appropriate data, all creditors have been classified as "other than MSME" for the purpose of this report.

## Note No. 3.1 Other Current Liabilities

In ` Lakhs

Particulars	as at 31/03/2024
Other payables	
Other Current Liabilities	
EXPENSES PAYABLE	15.84
	15.84



**Note No. 3.2 Short Term Provisions**

In ` Lakhs

Particulars	as at 31/03/2024
<b>Tax Provision</b>	
<b>Current Tax</b>	
INCOME TAX	69.72
<b>Other Tax</b>	
GST PAYABLE	1.38
TDS PAYABLE	2.24
	<b>73.34</b>



**Note No. 3.3 Property, Plant, and Equipment**

In ` Lakhs

Particulars	Gross					Depreciation					Impairment				Net	
	Opening as at 27/06/23	Addition	Deduction	Revaluation	Closing as at 31/03/24	Opening as at 27/06/23	During Period	Deduction	Other Adj.	Closing as at 31/03/2024	Opening as at 27/06/23	During Period	Reversal	Closing as at 31/03/24	Closing as at 31/03/24	Closing as at 26/06/23
Plant and Machinery	129.23	-	-	-	129.23	35.47	13.01	-	-0.29	48.19	-	-	-	-	81.04	93.70
Office Equipments	0.21	-	-	-	0.21	0.18	0.01	-	-	0.19	-	-	-	-	0.02	0.09
Crain Hoist	1.88	-	-	-	1.88	0.77	0.16	-	-	0.93	-	-	-	-	0.95	1.11
Electrical Installations and equipments	0.00	1.57	-	-	1.57	0.00	0.08	-	-	0.08	-	-	-	-	1.49	0.00
<b>Grand Total</b>	<b>131.32</b>	<b>1.57</b>	<b>0.00</b>	<b>0.00</b>	<b>132.89</b>	<b>36.42</b>	<b>13.26</b>	<b>0.00</b>	<b>-0.29</b>	<b>49.39</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>83.50</b>	<b>94.90</b>

**Note No. 3.4 Intangible assets**

In ` Lakhs

Particulars	Gross				Amortisation					Impairment				Net	
	Opening as at 27/06/2023	Addition	Deduction	Closing as at 31/03/2024	Opening as at 27/06/2023	During Period	Deduction	Other Adj.	Closing as at 31/03/2024	Opening as at 27/06/2023	During Period	Reversal	Closing as at 31/03/2024	Closing as at 31/03/2024	Closing as at 31/03/2023
<b>Grand Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Previous</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>



### Note No. 3.5 Capital work-in-progress

In ` Lakhs

Particulars	as at 31/03/2024
	0.00

### Note No. 3.6 Intangible assets under development

In ` Lakhs

Particulars	as at 31/03/2024
Development Cost Gross Opening	0.00
Addition	0.00
Deduction	0.00
Development Cost Gross Closing	0.00
Accumulated Amortisation Opening	0.00
Amortisation During Period	0.00
Deductions	0.00
Other Adjustments	0.00
Accumulated Amortisation During Period Closing	0.00
Accumulated Impairment Opening	0.00
Impairment During Period	0.00
Reversal Of Impairment	0.00
Accumulated Impairment During Period Closing	0.00
Development Cost Net Opening	0.00
	0.00

### Note No. 3.7 Non-current investments

In ` Lakhs

Particulars	as at 31/03/2024
	0.00

### Note No. 3.9 Long-term loans and advances

In ` Lakhs

Particulars	as at 31/03/2024
Loans and advances to others	0.00

### Note No. 4.0 Other non-current assets

In ` Lakhs

Particulars	as at 31/03/2024
Trade Receivable	
Secured, Considered Good	0.00

### Note No. 4.1 Current investments

In ` Lakhs

Particulars	as at 31/03/2024
	0.00

### Note No. 4.2 Inventories

In ` Lakhs

Particulars	as at 31/03/2024
Raw Material	
RAW MATERIALS	260.47
Finished Goods	
FINISHED GOODS	762.98
	1023.45

**Note No. 4.3 Trade receivables**

In ` Lakhs

Particulars	as at 31/03/2024
<b>Trade Receivable</b>	
<b>Undisputed, considered good</b>	
<b>Within Six Months</b>	
SUNDRY DEBTORS	712.20
<b>Exceeding Six Months</b>	
SUNDRY DEBTORS	11.26
	<b>723.46</b>

**Ageing Schedule as at 31/03/2024**

Particulars	Outstanding for following periods from due date of payment						Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Not due	
<b>Undisputed, considered good</b>	712.20	11.26	-	-	-	-	<b>723.46</b>

**Note No. 4.4 Cash and cash equivalents**

In ` Lakhs

Particulars	as at 31/03/2024
Cash in Hand	19.32
Balances With Banks	20.22
	<b>39.54</b>

**Note No. 4.5 Short-term loans and advances**

In ` Lakhs

Particulars	as at 31/03/2024
<b>Loans and advances to others</b>	
<b>Secured, considered good</b>	
LOANS & ADVANCES	85.91
	<b>85.91</b>

**Note No. 4.6 Other current assets**

In ` Lakhs

Particulars	as at 31/03/2024
DEPOSITS (ASSET)	21.30
ADVANCE TAX	20.00
	<b>41.30</b>

In terms of our attached report of even date

**For**

**M N C A & ASSOCIATES**  
 CHARTERED ACCOUNTANTS  
 FRN : 100586W

**For GSM FOILS LIMITED**

**NISHIT PABARI, FCA**  
 PARTNE  
 MEM. NO 149385  
 UDIN : 24149385BKBGWP3306

**SAGAR BHANUSHALI**  
 CFO & Whole-time Director  
 DIN : 09126902

**MOHANSINGH PARMAR**  
 Managing Director  
 DIN : 08413828

**PRATIK MAKWANA**  
 Company Secretary

**Place** : VASAI (E)  
**Date** : 20/06/2024



**NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2024****Note No. 4.7 Revenue from operations**

In ` Lakhs

Particulars	For the Year Ended 31/03/2024
Sale of Products	
Other Goods	
SALES A/C	4083.39
	<b>4083.39</b>

**Note No. 4.8 Other income**

In ` Lakhs

Particulars	For the Year Ended 31/03/2024
	0.00

**Note No. 4.9 Cost of materials consumed**

In ` Lakhs

Particulars	For the Year Ended 31/03/2024
Raw Material	
Opening	51.56
Add : Purchase of Raw Materials	3766.16
Less : Closing of Raw Materials	260.47
<b>Cost of materials consumed</b>	<b>3557.25</b>
	<b>3557.25</b>

**Note No. 5.0 Purchases of Stock-in-Trade**

In ` Lakhs

Particulars	For the Year Ended 31/03/2024
	0.00

**Note No. 5.1 Changes in inventories of finished goods, work-in-progress and Stock-in-Trade**

In ` Lakhs

Particulars	For the Year Ended 31/03/2024
Opening	
	512.56
Closing	
	762.98
Increase/Decrease	(250.43)

**Note No. 5.2 Employee benefits expense**

In ` Lakhs

Particulars	For the Year Ended 31/03/2024
Salary, Wages & Bonus	
SALARY TO STAFF	98.24
	<b>98.24</b>

**Note No. 5.3 Finance costs**

In ` Lakhs

Particulars	For the Year Ended 31/03/2024
Interest Expenses	



INTEREST EXP	35.13
<b>Finance Charges</b>	
<b>Other Finance Charges</b>	
FRANKING CHARGES	5.50
ROC AND OTHER FINANCE CHARGES	30.89
	<b>71.52</b>

**Note No. 5.4 Depreciation and amortisation expense**

In ` Lakhs

Particulars	For the Year Ended 31/03/2024
<b>Depreciation &amp; Amortisation</b>	
<b>Depreciation Tangible Assets</b>	
Depreciation For the Year	13.26
	<b>13.26</b>

**Note No. 5.5 Other expenses**

In ` Lakhs

Particulars	For the Year Ended 31/03/2024
<b>Manufacturing Service Costs Expenses</b>	
<b>Power and Fuel</b>	
ELECTRICITY EXP	24.47
DIESEL EXPENSE	36.52
<b>Repairs Maintenance Charges Of Factory Building</b>	
FACTORY EXPENSES	68.31
<b>Insurance</b>	
FACTORY INSURANCE	6.63
<b>Frieght And Forwarding Charges</b>	
Freight	137.83
Loading Unloading Charges	3.56
<b>Lease Rentals</b>	
FACTORY RENT EXP.	31.34
<b>Administrative and General Expenses</b>	
<b>Auditors Remuneration</b>	
Auditors Expenses	0.19
<b>Managerial Remuneration</b>	
Salary To Director	19.00
<b>Other Expenses</b>	
BAD DEBT	0.58
BANK CHARGES	1.21
BOOKS AND PERIODICALS	0.50
BUSINESS PROMOTION EXP	3.75
CONVEYANCE EXP.	0.51
COURIER & POSTAGE CHARGES	0.08
FIRE NOC	0.32
FREIGHT	41.39
INTEREST ON TDS	1.11
INTERNET CHARGES	0.08
MISCELLANEOUS EXPENSES	0.03
PRINTING & STATIONARY	0.60
REPAIR AND MAINTENANCE EXP.	20.74
TELEPHONE EXP.	0.11
TRANSPORTATION EXP	0.53
TRAVELLING EXP	0.76
WATER & OTHER EXP.	0.68
BONUS EXP	4.18
STAFF WELFARE EXP	3.29
	<b>408.29</b>

**Note No. 5.6 Exceptional items**

In ` Lakhs

Particulars	For the Year Ended 31/03/2024
	0.00

**Note No. 5.7 Extraordinary Items**

In ` Lakhs

Particulars	For the Year Ended 31/03/2024
	0.00

**Note No. 5.8 Prior Period items**

In ` Lakhs

Particulars	For the Year Ended 31/03/2024
	0.00

**Note No. 5.9 Tax expense**

In ` Lakhs

Particulars	For the Year Ended 31/03/2024
<b>Current tax</b>	
INCOME TAX PROVISION	47.80
<b>Deferred tax</b>	
DEFERRED TAX	0.66
	<b>48.46</b>

**Note No. 6.0 Profit/(loss) from discontinuing operations**

In ` Lakhs

Particulars	For the Year Ended 31/03/2024
	0.00

**Note No. 6.2 Earnings per equity share**

In `

Particulars	For the Year Ended 31/03/2024
EPS	1.46

In terms of our attached report of even date

For,  
**M N C A & ASSOCIATES**  
 CHARTERED ACCOUNTANTS  
 FRN : 100586W

For,  
**GSM FOILS LIMITED**

**NISHIT PABARI, FCA**  
 PARTNE  
 MEM. NO 149385  
 UDIN : 24149385BKBGWP3306

**SAGAR BHANUSHALI**  
 CFO & Whole-time Director  
 DIN : 09126902

**MOHANSINGH PARMAR**  
 Managing Director  
 DIN : 08413828

**PRATIK MAKWANA**  
 Company Secretary

**Place** : VASAI (E)  
**Date** : 20/06/2024



## **1. NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024**

### **Background of The Company**

GSM Foils Limited (formerly GSM Foils LLP) was incorporated as a Limited Liability Partnership (LLP) and operated under this structure until its conversion to a limited company during the financial period. The conversion was carried out in accordance with the provisions of the Companies Act, 2013 and the applicable LLP conversion rules. The company continues to carry on the business activities previously undertaken by the LLP, with no change in the business operations or management structure following the conversion. All assets, liabilities, contracts, and obligations of the LLP were transferred to GSM Foils Limited at the time of conversion, and the company's financial statements reflect this transition.

### **Basis of preparation**

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). These financial statements have been prepared to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis and going concern basis. The accounting policies have been consistently applied by the company are consistent with those used in the previous year.

Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles in India.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current – non-current classification of assets and liabilities.

### **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.



### **Tangible Fixed Assets**

- Fixed assets are stated at cost less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.
- Borrowing costs relating to acquisition of tangible assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use. Assets under installation or under construction as at the Balance Sheet date are shown as Capital Work in Progress.

### **Intangible Fixed Assets:**

- Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.

### **Impairment of Assets:**

- The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. Net selling price is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.
- After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life

### **Depreciation and Amortisation:**

- The company has calculated depreciation on its fixed assets using the Written Down Value (WDV) method in accordance with the provisions of Schedule II of the Companies Act, 2013. The rates and methods of depreciation applied are consistent with those specified under the Act, ensuring that the assets are depreciated over their useful lives as determined by management, with reference to the Act.:

**Investments:**

Investments, if any which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other 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. If an investment is acquired, or partly acquired by the issue of shares or the other securities, the acquisition cost is the fair value of securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.
- Current investments are carried at the lower of cost and fair value determined on an individual investment basis. 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.

**Employee Benefits:**

Employee benefits include provident fund, employee state insurance scheme, gratuity fund and Compensated absences.

**Inventories:**

**Raw Materials:** Raw materials are valued at the lower of cost or net realizable value. The cost is determined on a first-in, first-out (FIFO) basis and includes all expenses incurred to bring the inventories to their present location and condition.

**Finished Goods:** Finished goods are valued at the lower of cost or net realizable value. The cost includes direct materials, labor, and a proportionate share of production overheads based on the normal operating capacity.

**Borrowing Costs:**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they



occur. Borrowing costs consist of interest, exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other costs that an entity incurs in connection with the borrowing of funds.

### **Revenue Recognition:**

#### **Revenue from Operations**

- Sale and operating income includes sale of products, services, Income from job work services, etc.
- Sale of goods are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer. Sales include excise duty but exclude sales tax and value added tax.
- Sale of services are recognised when services are rendered and related costs are incurred.
- Revenue from job work services is recognised based on the services rendered in accordance with the terms of contracts.

#### **Revenue Recognition**

##### **Other income**

- Interest income, If any is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.
- Dividend income, If any is recognised when right to receive is established.

##### **Taxation:**

- Tax expense comprises current and deferred tax. Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961
- Deferred tax expense or benefit is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.
- Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and





loss. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws.

- Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. In the situations where the Company is entitled to a tax holiday under the Income realized against future taxable profits. In the situations where the Company is entitled to a tax holiday under the Income tax Act, 1961 enacted in India, no deferred tax (asset or liability) is recognized in respect of timing differences which reverse during the tax holiday period, to the extent the Company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate.
- At each balance sheet date the Company re-assesses recognized and unrecognized deferred tax assets. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which the deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available. The Company recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.
- Minimum Alternative tax (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 recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the MAT Credit Entitlement at each balance sheet date and writes down the carrying amount of the 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.

**Earnings per share:**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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

**Provisions:**

A provision is recognized when there exists a present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to present value and are determined based on best estimates required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

**Contingent liabilities:**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed only by the occurrence or non occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably, the Company does not recognize a contingent liability but discloses its existence in the financial statements.

**Cash and cash equivalent:**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term deposits with banks with an original maturity of three months or less.

**Other remarks**

- The Company has generally been regular in depositing undisputed statutory dues including income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, Goods and Services Tax, Cess and other material statutory dues to the appropriate authorities, except for Provident Fund (PF) and other employee related compliances.
- It was informed to us that the delay was due to the conversion process of the Company from a Limited Liability Partnership (LLP) to a limited company.



- Additionally, it was observed that the Company continued to report turnover under the GST registration of the LLP for a few months following the conversion. This was due to delays in obtaining a new GST registration number for the company.
- We recommend that the Company ensure timely completion of statutory registrations and maintain compliance with all statutory dues in a timely manner to avoid any future discrepancies.
- During the financial year 2023-24, GSM Foils Limited was converted from GSM Foils LLP. After conversion, the income tax liability of GSM Foils LLP was settled from the account of LLP which is later merged to the newly incorporated company, GSM Foils Limited. The said transaction will be settled in the current financial year by the directors of GSM Foils Limited, who were previously partners in GSM Foils LLP, through their personal accounts. The necessary adjustments will be made accordingly in the books of accounts.
- During the current financial period, certain reclassifications and regroupings of accounts were made to enhance the presentation of the financial statements. These changes were implemented to better align the financial reporting with industry practices and accounting standards, without any impact on the overall financial position or performance of the company. The reclassifications pertain only to presentation improvements and do not affect the substance of the financial data.

**For, M N C A & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
FRN : 100586W

**For GSM FOILS LIMITED**

**NISHIT PABARI , FCA**  
PARTNER  
MEM. NO 149385

**SAGAR BHANUSHALI**  
CFO & Whole-time Director  
DIN : 09126902

**MOHANSINGH PARMAR**  
Managing Director  
DIN : 08413828

**PRATIK MAKWANA**  
Company Secretary

UDIN : 24149385BKBGWP3306

**Place** : VASAI (E)  
**Date** : 20/06/2024



## Other Disclosures:

- **Related Party disclosure: List of related parties with whom transactions have taken place**

NAME	RELATION
SAGAR BHANUSHALI	KEY MANAGERIAL PERSONNEL
MOHANSINGH PARMAR	KEY MANAGERIAL PERSONNEL
YASHODA BHAGROT (Resigned -22.2.24)	KEY MANAGERIAL PERSONNEL
MAHESH V MEHTA	NON-EXECUTIVE & INDEPENDENT DIRECTOR
VIJAY V PANDYA	
SWATI D MIRANI	
SANJIYA METAL CORPORATION	KMP IS PROPRIETOR

## Related Party Transactions:

Details of Remuneration of Executive Directors for the financial year ended 31/03/2024:

Name	Salary/ Remuneration	Bonus	Contribution to PF	Perquisites	Total (` .In Lacs)
SAGAR BHANUSHALI	9.50	0.00	0.00	0.00	9.50
MOHANSING PARMAR	9.50	0.00	0.00	0.00	9.50
Total					19.00

Details of Loan from Directors and relatives for the financial year ended 31/03/2024:

Name	` in Lacs
SAGAR BHANUSHALI	4.38
MOHANSING PARMAR	1.03

## Foreign currency transactions and translation

### Initial Recognition:

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**Conversion:**

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction

**Exchange Differences:**

Exchange differences arising on the settlement of monetary items, or on reporting such monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the statement of profit and loss in the year in which they arise.

**Derivatives and Commodity Hedging Transactions**

In order to hedge its exposure to foreign exchange and commodity price risks, the Company enters into forward, option, and other derivative financial instruments. The Company neither holds nor issues any derivative financial instruments for speculative purposes. Derivative financial instruments are initially recorded at their fair value on the date of the derivative transaction and are re-measured at their fair value at subsequent balance sheet dates.

**Foreign Exchange Earnings**

During the year the Company has reported foreign exchange earnings of Rs. 0.00 Million (Previous year: Rs. 0.00 Million). The foreign exchange outgo on account of import of raw materials amounted to Rs. 0.00 Million (Previous year: Rs. 0.00 Million).

**Expenditure In Foreign Currency:**

Particulars	Current	Previous
Professional and consultants fees	0.00	0.00
Royalty	0.00	0.00
Import of stock-in-trade	0.00	0.00
Other expenses (advertisement fees, travel, freight, training, etc)	0.00	0.00

Particular	Current	Previous
Foreign exchange used and earned	0.00	0.00
Foreign exchange earnings	0.00	0.00
CIF Value of imports	0.00	0.00
Expenditure in foreign currency	0.00	0.00

**Disclosure related to Following Ratios to be disclosed:-**

S. No	Particulars	Current Year	Previous Year	Variance
a)	Current Ratio	2.38	-	
b)	Debt-Equity Ratio	0.08	-	
c)	Debt Service Coverage Ratio	0.25	-	
d)	Return on Equity Ratio	0.12	-	
e)	Inventory Turnover Ratio	6.46	-	
f)	Trade Receivables Turnover Ratio	5.64	-	
g)	Trade Payables Turnover Ratio	14.35	-	
h)	Net Capital Turnover Ratio	3.67	-	
i)	Net Profit Ratio	3.35%	-	
j)	Return on Capital employed	0.20	-	
k)	Return on Investment	12.40%	-	

**Disclosure related to Undisclosed income**

There are no such transactions which are not recorded in the books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**Details of Crypto Currency or Virtual Currency**

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**Other Accounting Standard Compliances**

- For the compilation of the annual accounts for the financial year ended 31/03/2024 the applicable accounting standards have been followed along with proper explanation relating to the material departures.
- The Cash Flow statement is prepared by the indirect method set out in the accounting standards on cash flow statement. Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand
- Diluted Earnings Per Share(EPS) pursuant to issue of shares on exercise of option calculated in accordance with [Accounting Standard 20 'Earnings Per Share']



• **Additional Regulatory Information as per Para Y of Schedule III to Companies Act, 2013:**

- The Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.
- The Company has not revalued its Property, Plant and Equipment
- The Company has not granted loans or advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:
  - (a) repayable on demand or
  - (b) without specifying any terms or period of repayment
- No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder
- The Company has borrowings from banks or financial institutions on the basis of security of current assets and quarterly returns or statements of current assets filed by the Company with banks or financial institutions are subject to confirmation by the bank.
- The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956
- The Company does not have any scheme of arrangements which has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- The company does not have any investments and hence, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.
- 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 persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries except for transaction of the income tax liability of GSM Foils LLP was settled from the account of LLP which is later merged to the newly incorporated company, GSM Foils Limited. As informed to us the said transaction will be settled in the current financial year by the directors of GSM Foils Limited, who were





previously partners in GSM Foils LLP, through their personal accounts. The necessary adjustments will be made accordingly in the books of accounts.

- No funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- During the current financial period, certain reclassifications and regroupings of accounts were made to enhance the presentation of the financial statements. These changes were implemented to better align the financial reporting with industry practices and accounting standards, without any impact on the overall financial position or performance of the company. The reclassifications pertain only to presentation improvements and do not affect the substance of the financial data.

For,

**M N C A & ASSOCIATES**

Chartered Accountants

FRN: 100586W

**NISHIT PABARI, FCA**

(Partner)

Mem. No. 149385

UDIN : 24149385BKBGWP3306

Place : VASAI (E)

Date : 20<sup>th</sup> June, 2024



REGISTERED OFFICE

GALA NO 06/106/206/306, SAPPHIRE  
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VASAI EAST IE - 401208, MAHARASHTRA

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