



QUALITY FOILS (INDIA) LIMITED

Formerly Known as Quality Foils (India) Pvt. Ltd.
(An ISO 9001 : 2015 Company)

Regd. Office :- 3, Industrial Development Colony, Hisar-125 005, Haryana (India)
Phone : 0091 - 1662 - 220327, 220328
E-mail : contactus@qualityfoils.com Website : www.qualityfoils.com
CIN : L27107HR1990PLC030929

Date: August 05, 2025

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

Scrip Code – QFIL
ISIN: INE001M01015

Subject: Intimation of Annual Report of Quality Foils (India) Limited (“Company”) for the Financial Year 2024-25.

Dear Sir/ Madam,

Pursuant to Regulation 34 of SEBI (LODR, Regulations) 2015, we hereby wish to intimate that **35th Annual General Meeting (“AGM”)** of the Company is scheduled to be held on **Thursday, September 04, 2025**, at **10:30 A.M.** at the registered office of the Company situated at 3 – Industrial Development Colony, Hisar-125005, Haryana.

Pursuant to regulation 34 of SEBI (LODR Regulations) 2015, we hereby submit the Annual Report of the Company containing Notice of AGM for the financial year 2024-25.

The Annual Report containing the Notice is also uploaded on the website of the Company at [https://www.qualitygroup.in/wp-content/uploads/2025/08/Annual%20Report 2024-25.pdf](https://www.qualitygroup.in/wp-content/uploads/2025/08/Annual%20Report%2024-25.pdf)

Kindly take the same on records and oblige.

Thanking You,

For **Quality Foils (India) Limited**



Amelia Nelson
Company Secretary and Compliance Officer

Encl. As Above



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

ANNUAL REPORT

QUALITY FOILS (INDIA) LIMITED

Financial Year 2024-25



Website: www.qualitygroup.in

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

Our Management

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

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIFTH (35TH) ANNUAL GENERAL MEETING ("AGM") OF QUALITY FOILS (INDIA) LIMITED ("COMPANY") WILL BE HELD ON THURSDAY, SEPTEMBER 04, 2025 AT 10:30 A.M. AT ITS REGISTERED OFFICE SITUATED AT 3 - INDUSTRIAL DEVELOPMENT COLONY, HISAR-125005, (HARYANA), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2025 including the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss Accounts and Cash flow statement along with reports of the Board of Director's and the Auditor's thereon.
2. To reappoint Mr. Kuldip Bhargava as Director liable to retire by rotation under Section 152 of the Companies Act, 2013.

SPECIAL BUSINESSES:

3. To ratify the remuneration of the Cost Auditor of the Company

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

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as approved by the Board of Directors in accordance with the recommendation of Audit Committee, the remuneration of Rs. 38,500/- (Rupees Thirty-Eight Thousand Five Hundred only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, to be paid to M/s N. R. Goyal & Co., Cost Accountants (Firm Registration No. 101252), to conduct the audit of cost records of the Company, for the financial year 2025-26 be and is hereby ratified.

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

4. To consider and recommend the Managerial Remuneration, in excess of limits as per Schedule V of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Sections 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members be and is hereby accorded for the payment of managerial remuneration to Mr. Tejasvi Bhargava (Managing Director) and Mr. Kuldip Bhargava

(Chairman) in excess of the limits prescribed under Section 197 read with schedule V (Section II of Part II) of the Companies Act, 2013 in the event of inadequacy of profits for the financial year 2025-26 based on the estimated projections of the net profits calculated under Section 198 of the Companies Act, 2013, in accordance with the terms and conditions approved by the Board of Directors and as set out in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to vary, alter or modify the terms and conditions of appointment including remuneration within the overall limits specified under the Act and Schedule V and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

5. **To consider and approve the re-appointment of Mr. Tejasvi Bhargava as the Managing Director of the Company and variation in terms of appointment pursuant to Section 196, 203 and 152 of the Companies Act 2013.**

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

"RESOLVED THAT pursuant to the provisions of Sections Section 196, 203 and 152 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the articles of association, and upon the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, the consent of the members be and is hereby accorded to re-appoint Mr. Tejasvi Bhargava (DIN: 00011205) as the Managing Director of the Company for a further period of 5 (Five) years, with effect from March 01, 2026 to February 28, 2031 (inclusive of both dates), at a remuneration and on such terms and conditions as set out below with liberty and authority of Board of Directors (hereinafter referred the "Board" and shall include the "NRC" of the Board) to alter and vary the terms and conditions including remuneration of the said re-appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any other amendment thereto or any re-enactment thereof as may be agreed to between the Board and Mr. Tejasvi Bhargava.

RESOLVED FURTHER THAT in accordance with provisions of Section 197 read with Schedule V and the applicable provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, rules if any, of the Companies Act, 2013 and any other laws, regulations prevailing for the time being in force and other statutory approvals, as may be required, the Company do hereby approves the remuneration of Mr. Tejasvi Bhargava with effect from March 01, 2026 to February 28, 2031 (inclusive of both dates) as the Managing Director of the Company, as recommended by the Nomination & Remuneration Committee and the Board is noted hereunder:

a) Remuneration:

Basic Salary: Rs. 3,00,000/- per month

Expenses incurred by the Company on his electricity, water and furnishing shall be evaluated as per Income Tax Rules 1962

Perquisites & others: Contribution to the Provident Fund, Family benefit fund and Superannuation fund and other funds as prescribed.

Car: The Company shall provide a Car for the Company business and if no car is provided, reimbursement of the conveyance shall be as per the actual on the basis of claims made by him.

Telephone: Free use of Telephone at his residence provided that personal long distant calls on the telephone shall be billed by the Company to the Director.

Travelling: Reimbursement of Foreign and Domestic travel expenses for himself and his family.

Medical benefits: Reimbursement of medical expenses on actual basis for self and his family as per Company rules.

b) Others:

- a) Leave travel concessions for self and his family as per the rules of the Company.
- b) Bonus /ex-gratia as per the rules of the Company.
- c) Gratuity as per the rules of the Company, subject to a maximum ceiling as may be prescribed in the payment of gratuity act from time to time.
- d) Leave with full payment or encashment thereof as per the rules of the Company.
- e) Club fees subject to maximum of two clubs.
- f) Any other allowances as per Company rules to other employees.

No Sitting fees shall be paid for attending any meeting.

The office of Director may be terminated by the Company or the concerned director by giving the one month prior notice in writing to other Board of Directors.

RESOLVED FURTHER THAT in addition to the terms and conditions already approved by the members, at the time of his previous appointment, the members do hereby approve the below mentioned revised/additional terms and conditions of re-appointment and remuneration of Mr. Tejasvi Bhargava as Managing Director, which shall be read in conjunction with and form an integral part of the earlier approved terms.

The revised/additional terms and conditions for the re-appointment of the Managing Director as stated below:

a. Minimum Remuneration in case of lack or inadequacy of Profits: Where in any financial year during the currency of tenure of the Managing Director, we have nil profit or the profits are inadequate, the Managing Director shall be paid remuneration as under:

- Remuneration shall be payable in accordance with Section II, Part II of Schedule V of the Companies Act, 2013 or on the basis of calculations based upon the prevailing provisions or subject to the prior approval of shareholders, based on the effective capital of the Company and accordance with the approval of the Nomination and Remuneration Committee at the relevant point of time;
- Contributions to Provident Fund, Superannuation fund or Annuity Fund to the extent singly or taken together are not taxable under the Income Tax Act, 1961;

- Gratuity Payable at a rate not exceeding half a month's salary for each completed year of service, and
- Encashment of Leave at the end of the tenure.

b. Managing Director shall be identified as Director liable to retire by Rotation at Annual General Meetings pursuant to Section 152 of the Companies Act 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and to do all such acts, deeds, matters and things as may be necessary or desirable, including execution of any documents, instruments or writings, to give effect to this resolution."

6. **To approve and authorize Board of Directors of the Company to borrow money pursuant to Section 180(1)(a), 180(1)(c) and 179 of the Companies Act, 2013.**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) read with Section 180(1)(a) along with other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in supersession of all earlier resolutions passed in this regard, the consent of the members be and is hereby accorded to grant the authorization & power to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof) to borrow, from time to time, in any number of tranches (apart from temporary loans) obtained/to be obtained from the company's bankers, in excess of the aggregate of the paid-up share capital, free reserves, and securities premium account but up to a limit of which in aggregate shall not exceed Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crore only).

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to authorize the Board of Directors to sell, lease or otherwise dispose of, or to create charges, mortgages, or hypothecation on the whole or substantially the whole of the company's undertaking(s), whether present or future, for securing any borrowing, as per Section 180(1)(a) of the Companies Act 2013 for the purpose of undertaking the transactions which falls under the ambit of Section 180(1)(c) of the Act as the borrowings may also require the creation of charge or security on the company's assets etc.

Accordingly, the members approval via special resolutions is accorded to:

1. Authorize the Board to borrow money exceeding the specified threshold under Section 180(1)(c); and
2. Authorize the Board to create security or charge on the company's assets as per Section 180(1)(a).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution, including but not limited to finalising terms and conditions of such borrowings and executing necessary documents."

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

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

"RESOLVED THAT pursuant to the provisions of Section 185(2) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in supersession of all the previous resolutions passed in this regard, and subject to such approvals as may be necessary, the consent of the members be and is hereby accorded to grant the authorization & powers to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) for providing loan(s), guarantee(s), or security(ies) in connection with any loan taken by the following entities from time to time in any number of tranches, for the purpose of conducting business activities and meeting fund requirements, which are persons in whom the directors of the Company are interested, for their principal business activities:

- **Name of the Entities** – Quality Stainless Private Limited, Quality Bio Green Private Limited and Quality Bioenergy LLP.
- **Nature of Relationship** – Mr. Kuldip Bhargava, Mr. Tejasvi Bhargava and Mr. Tapasvi Bhargava are the Directors/Members.

up to an aggregate outstanding amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crore only) on such terms and conditions (including interest rate, repayment terms, and security) as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate, finalise, approve and execute all necessary documents, deeds, agreements, and writings, and to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

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

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

"RESOLVED THAT pursuant to the provisions of Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in supersession of all the previous resolutions passed in this regard, consent of the members be and is hereby accorded to grant the authorization and powers to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee thereof) to:

- give any loan(s) to M/s Quality Stainless Private Limited, M/s, Quality Bio Green Private Limited and



M/s Quality Bioenergy Limited Liability Partnership (LLP);

- give any guarantee(s) or provide any security(ies) in connection with a loan to M/s Quality Stainless Private Limited, M/s, Quality Bio Green Private Limited and M/s Quality Bioenergy Limited Liability Partnership (LLP); and
- acquire by way of subscription, purchase or otherwise, the securities of M/s Quality Stainless Private Limited, M/s, Quality Bio Green Private Limited and M/s Quality Bioenergy Limited Liability Partnership (LLP),

including amount already borrowed or to be borrowed from time to time by the following entities in any number of tranches for the purpose of continuation of business activities which is exceeding the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, up to an aggregate amount of Rs. 1,50,00,00,000 (Rupees One Hundred and Fifty Crores only) as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine the actual sum to be invested, loaned, guaranteed or secured from time to time, and to negotiate and finalize the terms and conditions, execute necessary agreements, and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

9. **Appointment of M/s Rajesh Garg & Company as Secretarial Auditor of the Company for a period of Five Years**

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

"RESOLVED THAT pursuant to provisions of Section 204 of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions, if any, of the Companies Act 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (LODR) (Third Amendment) Regulations, 2024, and other applicable provisions, the approval of the members be and is hereby accorded to appoint M/s Rajesh Garg & Co. (Practicing Company Secretaries), (FCS No. 5960), a Peer-Reviewed Company Secretary in Practice (Peer Review Certificate No. 799/2020) having its Office at 1226, Urban Estate-II, Hisar, Haryana 125001, to act as the Secretarial Auditor of the Company for a term of five consecutive years with effect from April 1, 2025 on such remuneration as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT Mr. Kuldip Bhargava (Director) and Mr. Tejasvi Bhargava (Managing



Quality Foils (India) Limited

Director of the Company be and is hereby authorized to finalize the terms of appointment, including audit fees, enter into necessary engagement letters, and do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to comply with applicable provisions concerning tenure, cooling-off periods, and eligibility criteria under SEBI (LODR) Regulations, 2015.

Registered Office:
3 Industrial Development Colony
Hisar, Haryana 125005

Date: August 05, 2025
Place: Hisar

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



Kuldip Bhargava

**Kuldip Bhargava
Director**

NOTES:

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

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

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

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

2. The route map of the venue of the meeting is annexed towards the end of this Notice hereto.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
4. Members can inspect proxies lodged with the Company during the period from 24 hours before the meeting to the conclusion of the meeting by giving notice, in writing, at-least three days in advance.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name, shall be entitled to vote.
6. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto and the same should be taken as part of this Notice.
7. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 regarding Director seeking appointment at the meeting are provided as an **Annexure A** hereto.
8. All documents referred to in the Notice along with Register of Directors and Key Managerial Personnel & their Shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts and Arrangements, maintained under Section 189 of the Companies Act, 2013 in which Directors are interested are available for inspection at the Registered Office of the Company during business hours on working days up to the date of the AGM.
9. Members holding shares in dematerialized form are requested to update the details pertaining to their shareholding such as change of address/name, bank details, ECS mandate, nominations, power of attorney etc. with their Depository Participants. However the members who hold shares in physical form may write to the Company Secretary at 3- Industrial Development Colony, Hisar-125005, Haryana



Quality Foils (India) Limited

or RTA at M/s. Bigshare Services Pvt. Ltd., Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves, Road, Andheri (East), Mumbai – 400059, India, Tel.: +91 22 62638200, Fax: +91 22 62638299, Email: ipo@bigshareonline.com

10. The Securities and Exchange Board of India ('SEBI') has mandated transfer of securities in physical mode to be discontinued with effect from April 01, 2019. effective from 1st April, 2019. Further SEBI received representation from investors as well as RTAs and listed companies that some of the investors had missed the timelines for re-lodging their documents for transfer of securities and in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, it has been decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026.
11. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialize their holdings.
12. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
13. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the relevant Rules made there under and Regulation 36 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of Annual General Meeting will be sent by electronic mode only to the members whose e-mail addresses are registered with the Company / Depository Participant(s). Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including the Notice of Annual General Meeting from the Company, electronically. The Notice of the AGM along with the Annual Report for the F/Y 2024-25 will also be available on the Company's website: <https://www.qualitygroup.in/qualityfoils/>
14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
15. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD_RTAMB/PCIR/2021/655 dated 3rd November, 2021, it is mandatory for Members holding shares in physical form to register their PAN, KYC details, Bank Particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN. Members are requested to provide Form ISR1, ISR2, Nomination Form duly filled and signed along with the hard copy of the following self-attested documents to RTA for

registration against their respective folio(s):

- Identity Proof: Copy of PAN Card/ Aadhar Card
- Address Proof: Copy of Aadhar Card/ Passport/ Client Master List/ Utility Bill not over 3 months old
- Bank Details: Copy of the cancelled cheque stating the name of the Member as account holder Contact Details: Mobile no., email ID
- Nomination: Please provide Form SH13 duly filled and signed to RTA.

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

16. Voting through electronic means

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members a facility to exercise their right to vote on the resolution proposed to be considered at the Annual General Meeting ("AGM") by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
- ii. The facility for voting through ballot paper system shall also be made available at the venue of the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through above voting system.
- iii. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- iv. The Company has engaged the services of **M/s Bigshare Services Private Limited** (hereinafter called the "RTA") as the Agency to provide e-voting facility.
- v. The Board of Directors has appointed Mr. Rajesh Garg, Practicing Company Secretary (Membership No. 5960), as Scrutinizer to scrutinize the remote e-voting and voting at the meeting in a fair and transparent manner.
- vi. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. August 28, 2025 shall be entitled to vote. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
- vii. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. August 28, 2025.
- viii. Any person, who become a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. August 28, 2025 may obtain the login ID and password by sending a request at contactus@qualityfoils.com
- ix. The voting period begins on September 01, 2025 at 09:00 A.M. and ends on September 03, 2025 (IST) at 05:00 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 (record date) of August 28, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

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

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

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

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

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

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

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

	<p>Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on</p>

	registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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

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

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account** should enter **8 Character DP ID** followed by 8 Digit Client ID as user id.
 - Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Investor Mapping:

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

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

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

Investor vote File Upload:

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

Helpdesk for queries regarding e-voting:

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA i.e. bssdelhi.bd@bigshareonline.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 Digit Beneficiary ID), Name, Client Master or Copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in step 1(A).
3. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.



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

ITEM NO. 03

Pursuant to the provisions of Section 148 of the Companies Act, 2013, the Board has recommended in its meeting held on May 15, 2025 on the basis of the recommendation of the Audit Committee, the shareholders to ratify the remuneration of Rs. 38,500/- (Rupees Thirty-Eight Thousand Five Hundred only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses, to be paid to M/s N. R. Goyal & Co., Cost Accountants (Firm Registration No. 101252), to conduct the audit of cost records of the Company, for the financial year 2025-26.

Accordingly, consent of the Members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2025-26.

The Board recommends the Resolution set forth in Item No. 3 for the approval of the Members.

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

The Board recommends passing of this resolution as Ordinary Resolution

ITEM NO. 04

The Board of Directors, based on the recommendation received from Nomination & Remuneration committee, it has been proposed that based on the estimated projections of the net profits calculated under Section 198 of the Companies Act, 2013, there may be an inadequate profits for the financial year 2025-26 for the purpose of managerial remuneration to be paid pursuant to Section 197 read with Schedule V of the Companies Act, 2013 and therefore, the remuneration payable to the Chairman and Managing Director would exceed the limits prescribed under Section II of Part II of Schedule V. Therefore, shareholder approval by way of special resolution is required to pay remuneration in excess of the Schedule V limits, in compliance with the conditions mentioned therein. The said approval shall be effective from immediate after the closure of this meeting.

Given the substantial contributions of both in managing the operations and stabilising the business despite adverse market conditions, the Board considers it appropriate to pay the remuneration as a reward for their continued commitment and leadership even in case company may have inadequate profits.

Disclosure as per Section II to Part II of Schedule V of the Companies Act, 2013 is as follows:

- **Nature of Industry:** Manufacturing
- **Commencement of business:** May 08, 1990
- **Financial performance of the company:**
 - Net Profit (as per Section 198 of the Companies Act 2013): 141.85 lakh
 - Turnover: 15280.19 lakh
- **Foreign investment/ collaborations:** NIL.

• **Details of Managerial Person:**

Particulars	Mr. Tejasvi Bhargava	Mr. Kuldip Bhargava
Background	Mr. Tejasvi, Born in Hisar, Haryana, India on November 15, 1979 he did his schooling in Hisar and full-time graduation from New Delhi and subsequently he did MBA from TVU (London), and further completed a Management course from IIM, Ahmedabad. He is having more than 18 years of experience in Steel Industry. After having his successful tenure with the above mentioned multinational IT BPO, Mr. Tejasvi in September 2003 joined the Quality Group initially as a full time Director and since 1 st August 2015 promoted as full time Managing Director.	Mr. Kuldip Bhargava, born in Hisar, Haryana, India on April 22, 1953 comes from a highly illustrious family of Hisar, Pt Thakur Das Bhargava. Mr. Kuldip Bhargava joined his father at an early stage and later on started his own career in the manufacturing of cold rolled steel and later on stainless steel - Quality Foils (India) Pvt Ltd in May 1990. Mr. Kuldip Bhargava is one of the promoters and Chairman of Quality Group of companies comprising of Quality Foils (India) Ltd. and Quality Stainless Pvt Ltd, manufacturing Cold Rolled Stainless Steel Precision Strips & Coils; Stainless Steel Welded as well as Seamless Tubes & Pipes and Stainless-Steel Flexible Hose, Assemblies & Bellows.
Past remuneration	49.42 lakh per annum for the financial year 2024-25	61.42 lakh per annum for the financial year 2024-25
Recognition or awards	None	None
Profile	As Managing Director, he is responsible for the overall management, operations, business development, and strategic decision-making of the Company. His expertise in steel industry makes him suitable for the role. Under his able leadership both the units have grown substantially as market leaders and also increased their market size which includes Exports to EU and Americas. Under him the group has also diversified into the manufacture of SS Flexible Hoses and Assemblies, which partially meets the requirement of ISRO Space programme, DRDO & BHEL's.	He is having more than 41 years of experience in steel industry, manufacturing of cold rolled steel Precision Strips & Coils; Stainless Steel Welded as well as Seamless Tubes & Pipes and Stainless-Steel Flexible Hose, Assemblies & Bellows. Mr. Kuldip Bhargava is one of the promoters and Chairman of Quality Group of companies comprising of Quality Foils (India) Limited. and Quality Stainless Private Limited.
Remuneration proposed	Rs. 27.00 lakh per annum	Rs. 27.00 lakh per annum
Comparative remuneration profile	The proposed remuneration is in line with the industry standards for similar positions in comparable companies, considering the size and scale of the Company	
Pecuniary relationship	Apart from receiving remuneration as Managing Director, he holds 173600 equity shares of the Company.	Apart from receiving remuneration as Managing Director, he holds 672800 equity shares of the Company.
Reasons of loss or inadequate profits	Industry-wide slowdown and regulatory headwinds affecting overall business growth.	
Steps taken or proposed to be taken for	The Company has initiated and plans to continue with the following strategic measures to improve performance and profitability	



improvement	
Expected increase in productivity and profits in measurable terms	The management anticipates a turnaround in financial performance over the next 12-24 months.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Tejasvi Bhargava and Mr. Kuldip Bhargava to whom the resolution relates, are concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of this resolution as a Special Resolution.

ITEM NO. 05

The term of office of Mr. Tejasvi Bhargava as Managing Director of the Company, is due to expire on February 28, 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on August 05, 2025, approved the reappointment of Mr. Tejasvi Bhargava as Managing Director for a further term of five years, with effect from March 01, 2026 to February 28, 2031, subject to the approval of shareholders by way of Special Resolution under the applicable provisions of the Companies Act, 2013.

In view of Mr. Bhargava's extensive experience, long-standing association with the Company, and the leadership he has provided, the Board considers it in the best interest of the Company to continue his engagement. He has 18+ years of experience in steel industry and has been instrumental in driving the Company's strategic direction, operational efficiency, and financial performance. His appointment shall be at a remuneration and on such terms and conditions as set out below with liberty and authority of Board of Directors (hereinafter referred the "Board" and shall include the "NRC" of the Board) to alter and vary the terms and conditions of the said re-appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any other amendment thereto or any re-enactment thereof as may be agreed to between the Board and Mr. Tejasvi Bhargava.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved the remuneration of Mr. Tejasvi Bhargava as Managing Director for the period from March 1, 2026 to February 28, 2031, subject to shareholder approval.

In accordance with Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company proposes to approve the main terms and conditions of reappointment, including remuneration are as follows:

Key Terms of Reappointment:

- c) **Name:** Mr. Tejasvi Bhargava (DIN: 00011205)
- d) **Designation:** Managing Director
- e) **Period of Reappointment:** March 01, 2026 to February 28, 2031 (Five years)
- f) **Remuneration:**

Basic Salary: Rs. 3,00,000/- per month



Quality Foils (India) Limited

Expenses incurred by the Company on his electricity, water and furnishing shall be evaluated as per Income Tax Rules 1962

Perquisites & others: Contribution to the Provident Fund, Family benefit fund and Superannuation fund and other funds as prescribed.

Car: The Company shall provide a Car for the Company business and if no car is provided, reimbursement of the conveyance shall be as per the actual on the basis of claims made by him.

Telephone: Free use of Telephone at his residence provided that personal long distant calls on the telephone shall be billed by the Company to the Director.

Travelling: Reimbursement of Foreign and Domestic travel expenses for himself and his family.

Medical benefits: Reimbursement of medical expenses on actual basis for self and his family as per Company rules.

Others:

- a) Leave travel concessions for self and his family as per the rules of the Company.
- b) Bonus /ex-gratia as per the rules of the Company.
- c) Gratuity as per the rules of the Company, subject to a maximum ceiling as may be prescribed in the payment of gratuity act from time to time.
- d) Leave with full payment or encashment thereof as per the rules of the Company.
- e) Club fees subject to maximum of two clubs.
- f) Any other allowances as per Company rules to other employees.

No Sitting fees shall be paid for attending any meeting.

The office of Director may be terminated by the Company or the concerned director by giving the one month prior notice in writing to other Board of Directors.

g) **Nature of Duties:** As determined by the Board from time to time

h) **Liable to retire by rotation:** Yes

i) **Commencement of business:** May 08, 1990

j) **Financial performance of the company:**

- o Net Profit (as per Section 198 of the Companies Act 2013): 141.85 lakh
- o Turnover: 15280.19 lakh

k) **Foreign investment/ collaborations:** NIL



Quality Foils (India) Limited

Particulars	Mr. Tejasvi Bhargava
Background	Mr. Tejasvi, Born in Hisar, Haryana, India on November 15, 1979 he did his schooling in Hisar and full-time graduation from New Delhi and subsequently he did MBA from TVU (London), and further completed a Management course from IIM, Ahmedabad. He is having more than 18 years of experience in Steel Industry. After having his successful tenure with the above mentioned multi-national IT BPO, Mr. Tejasvi in September 2003 joined the Quality Group initially as a full time Director and since 1 st August 2015 promoted as full time Managing Director.
Past remuneration	49.42 lakh per annum for the financial year 2024-25
Comparative Remuneration	Commensurate with industry standards
Pecuniary relationship	Apart from receiving remuneration as Managing Director, he holds 173600 equity shares of the Company.
Justification for Remuneration	Based on his contribution, experience, and industry benchmarks
Reasons of loss or inadequate profits	Industry-wide slowdown and regulatory headwinds affecting overall business growth.
Steps taken or proposed to be taken for improvement	The Company has initiated and plans to continue with the following strategic measures to improve performance and profitability
Expected increase in productivity and profits in measurable terms	The management anticipates a turnaround in financial performance over the next 12-24 months.

All other terms of Mr. Tejasvi Bhargava's appointment, as previously approved by the Shareholders and as also set out in the employment agreement will remain same except for any specific modifications as noted in the accompanying resolution subject to the approval of the members.

The appointment is made in compliance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 and is not subject to approval of the Central Government.

Mr. Tejasvi Bhargava satisfies all the conditions for appointment as Managing Director as prescribed under the Companies Act, 2013 and rules made thereunder.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Tejasvi Bhargava and his relatives Mr. Tapasvi Bhargava and Mr. Kuldip Bhargava, is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution for the approval of the shareholders as a Special Resolution.

ITEM No. 06

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

- To borrow money, where the money to be borrowed, together with the money already borrowed by the

Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except.

- to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings

The Board is of the view that considering the Company's current and future funding requirements to avoid hindrances in conducting routine business activities and its operations, working capital needs, and expansion plans, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time in any number of tranches, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company. Thus, the Board of Directors of the Company proposes before the members to increase the limits and to enable the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital, free reserves, and securities premium account but up to a limit of which in aggregate shall not exceed Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crore only).

Further, the Board also requires shareholder approval by way of a special resolution to sell, lease or otherwise dispose of, or to create charges, mortgages, or hypothecation on the whole or substantially the whole of the company's undertaking(s), whether present or future, for securing any borrowing, as per Section 180(1)(a) of the Companies Act 2013 for the purpose of undertaking the transactions which falls under the ambit of Section 180(1)(c) of the Act as the borrowings may also require the creation of charge or security on the company's assets etc.

Accordingly, the Board recommends passing of the special resolutions to:

1. Authorize the Board to borrow money exceeding the specified threshold under Section 180(1)(c) of the Companies Act 2013; and
2. Authorize the Board to create security or charge on the company's assets as per Section 180(1)(a) of the Companies Act 2013.

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

ITEM No. 07

Pursuant to Section 185(2) of the Companies Act, 2013, a company is allowed to advance any loan (including any loan represented by a book debt), or give any guarantee or provide any security in connection with any loan taken by to any person in whom a director is interested, subject to the condition that:

A special resolution is passed by the shareholders in a general meeting, and the said loans or guarantees are utilized by the borrowing entity(ies) for its principal business activities.

In this context, the Board of Directors of the Company at its meeting held on August 05, 2025 approved the proposal to provide loan(s)/guarantee(s)/security(ies) to following entities in which one or more directors of the Company are interested, to render/provide financial support in the form of loan/guarantee including Corporate Guarantees for the business requirements from time to time in any number of tranches of upto an aggregate amount of Rs. 150,00,00,000/- Crores (Rupees One Hundred and Fifty Crores) under the Companies



Act, 2013, subject to the approval of shareholders by way of special resolution.

- **Name of the Entities** – Quality Stainless Private Limited, Quality Bio Green Private Limited, Quality Bioenergy LLP.
- **Nature of Relationship** – Mr. Kuldip Bhargava, Mr. Tejasvi Bhargava and Mr. Tapasvi Bhargava are the Directors/Members.

on such terms and conditions (including interest rate, repayment terms, and security) as may be decided by the Board of Directors of the Company.

This financial assistance is proposed to support the business operations and working capital requirements of above mentioned entities.

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

ITEM No. 8

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

In order to meet the future business requirements and to support the operational and strategic objectives of M/s Quality Stainless Private Limited, M/s, Quality Bio Green Private Limited and M/s Quality Bioenergy Limited Liability Partnership (LLP), already borrowed or to be borrowed from time to time in any number of tranches for the purpose of continuation of business activities which is exceeding the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, up to an aggregate amount of Rs. 1,50,00,00,000 (Rupees One Hundred and Fifty Crores only) as prescribed under Section 186 of the Companies Act, 2013.

The approval of the shareholders is therefore being sought by way of a special resolution, as required under Section 186(3) of the Companies Act, 2013.

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

ITEM No. 9

Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report a Secretarial Audit Report in Form MR-3 given by a Practicing Company Secretary (PCS).

To comply with the above provisions and ensure continued good governance practices, the Board of Directors at its meeting held on May 15, 2025 based on the recommendation of the Audit Committee, approved the appointment of M/s Rajesh Garg & Co. (Practicing Company Secretaries), Hisar (FCS No. 5960), a Peer-Reviewed Company Secretary in Practice (Peer Review Certificate No. 799/2020), as the Secretarial Auditor of the Company for a term of five consecutive years with effect from April 1, 2025 to conduct the Secretarial Audit as per the provisions of the Companies Act, 2013 and the LODR Regulations, 2015.

S. No.	Particulars	Details
1.	Name of the Audit Firm	M/s Rajesh Garg & Company, Practicing Company Secretaries Certificate of Practice No. 4093, Peer Review Certificate No. 799/2020.
2.	Brief Profile	Mr. Rajesh Garg, proprietor of M/s Rajesh Garg & Company, Practicing Company Secretaries, Hisar (FCS No. 5960) has been providing corporate secretarial services and legal advisory services to clients for over 22 years. He is well reputed in the field of corporate laws. His expertise covers a wide variety of areas, including secretarial audit, advisory services and other legal services for various client segments. His core specialization lies in Corporate Law, Securities Law, Depository Participant Audit, Corporate Restructuring and Legal Due Diligence Audit.
3.	Proposed fees payable to the Secretarial Auditor	M/s. Rajesh Garg & Company, Practising Company Secretary, Certificate of Practice No. 4093, Peer Review Certificate No. 799/2020 as Secretarial Auditor, with effect from April 1, 2025, for a period of 5 years, at an annual remuneration of Rs. 15,000/- (Rupees Fifteen Thousand only).
4.	Recommendation/ Terms of Appointment	<p>On the basis of the recommendation of Board and Audit Committee.</p> <ol style="list-style-type: none"> 1. M/s. Rajesh Garg & Company has been appointed as Secretarial Auditor, with effect from April 1, 2025, for a period of 5 years, subject to the approval of the members at the ensuing Annual General Meeting of the Company. 2. The Secretarial Auditor shall be paid a professional fee of Rs. 15,000/- (Rupees Fifteen Thousand only) plus applicable taxes and reimbursement of actual out-of-pocket expenses incurred in connection with the audit. 3. The appointment is for a period of Five financial year, unless otherwise modified or terminated by mutual consent or due to regulatory reasons.



Quality Foils (India) Limited

The Board recommends passing a special resolution for the appointment of the secretarial auditor.

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

Registered Office:

3 Industrial Development Colony
Hisar, Haryana 125005

Date: August 05, 2025

Place: Hisar

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



Kuldip Bhargava
Kuldip Bhargava
Director

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

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

Name of Director	Mr. Kuldip Bhargava
DIN	00011103
Brief Resume	<p>Mr. Kuldip Bhargava, born in Hisar, Haryana, India on April 22, 1953 comes from a highly illustrious family of Hisar, Pt Thakur Das Bhargava. His grandfather and known advocate of northern region; was also a Member of Parliament. His grand uncle – Dr. Gopi Chand Bhargava was the first premier/Chief Minister of combined Punjab & Haryana. His father – Shri A P Bhargava – himself was an engineer having completed his education from Lahore University and was the first elected President/ Municipal Commissioner of Municipal Committee of Hisar, Haryana and he had established the first small scale iron & steel industry in Hisar namely, East Punjab Mfg. Co – a grey iron foundry.</p> <p>He is having more than 41 years of experience in steel industry. After his education Mr. Kuldip Bhargava joined his father at an early stage and later on started his own career in the manufacturing of cold rolled steel and later on stainless steel - Quality Foils (India) Pvt Ltd in May 1990. Mr. Kuldip Bhargava is one of the promoters and Chairman of Quality Group of companies comprising of Quality Foils (India) Ltd. and Quality Stainless Pvt Ltd, manufacturing Cold Rolled Stainless Steel Precision Strips & Coils; Stainless Steel Welded as well as Seamless Tubes & Pipes and Stainless-Steel Flexible Hose, Assemblies & Bellows. He is well regarded for his diligence and far-sighted approach for the overall growth of the stainless-steel industry.</p> <p>He is currently the president of Hisar Industries Association, Hisar, Haryana. He remained as Independent Director of Jindal Saw Ltd. for many years and various other companies.</p> <p>He is also a member of the family trust which is running CBSE affiliated school in Hisar which also render free education to economically weaker students and also medical help for the needy. He also spends lot of time in improving the overall environment in and around his industrial units in Hisar. Mr. Kuldip Bhargava is a Godfearing individual and carries the rare quality of patient hearing and helping not only the employees / workmen working in his group of companies but for the needy in general.</p>
Date of Birth (Age in years)	April 22, 1953 (aged about 72 years)
Qualification	Under Graduation from Haryana Open University
Experience and expertise in specific functional area	He is having more than 41 years of experience in steel industry.
Terms and conditions of re-appointment	Terms and conditions as mutually decided with him by Board at the time of appointment.
Details of remuneration	The last drawn remuneration for the month of July, 2025 is Rs. 3,00,000/-

**Quality Foils (India) Limited**

to be sought and remuneration last drawn	
Date on which first appointed on the Board	08/05/1990 as Director
Details of shareholding in the Company 31 March, 2025	672800 equity shares
Relationship with other Directors/Key Managerial Personnel ("KMP") (if any)	Mr. Kuldip Bhargava is the father of Mr. Tejasvi Bhargava
Number of Board Meetings attended during the year 2023-24.	5 (Five)
Details of Directorships / Committee Chairmanship and Memberships in other public limited companies (As on March 31, 2025)	NIL
Name of the listed entities from which the Director has resigned during the past three years	NIL



Brief profile and details of Mr. Tejasvi Bhargava, Director, who is proposed to be re-appointed as Managing Director, are as under:

Name of Director	Mr. Tejasvi Bhargava
DIN	00011205
Brief Resume	<p>Born in Hisar, Haryana, India on November 15, 1979 he did his schooling in Hisar and full-time graduation from New Delhi and subsequently he did MBA from TVU (London), and further completed a Management course from IIM, Ahmedabad.</p> <p>Before stepping into the current business set up, he had worked as full-time Director at Voice Data Management Private Limited, Gurgaon (An IT BPO organization) for two years.</p> <p>He is having more than 18 years of experience in Steel Industry. After having his successful tenure with the above mentioned multi-national IT BPO, Mr. Tejasvi in September 2003 joined the Quality Group initially as a full time Director and since 1st August 2015 promoted as full time Managing Director. At the time of his joining, he was entrusted with the affairs of SS Cold Rolling & Pipe/Tube manufacturing divisions of the group. Under his able leadership both the units have grown substantially as market leaders and also increased their market size which includes Exports to EU and Americas. Under him the group has also diversified into the manufacture of SS Flexible Hoses and Assemblies, which partially meets the requirement of ISRO Space programme, DRDO & BHEL's. Being the Group's Managing Director, he has been very successfully managing all company's operations, staff and ventures in order to maintain and grow its business.</p> <p>Apart from this, on his personal capacity, he owns a part of family stake in Jindal Quality Tubulars Ltd, a subsidiary company of Jindal Saw Limited. for production of SS Pipes & Tubes.</p> <p>A keen Squash Enthusiast, also an active part of organisation as Chairman Rural Committee and Chair Climate Change Committee at CII Young Indians (Gurugram Chapter), CII, Stainless Steel Tube Producers Association (Executive Member) & ISSDA.</p>
Date of Birth (Age in years)	November 15, 1979 (about 45 years)
Qualification	He has done full-time graduation from New Delhi, MBA from TVU (London), and further a Management course from IIM, Ahmedabad.
Experience and expertise in specific functional area	19 years of experience in Steel Industry.
Terms and conditions of re-appointment	<p>The present resolution seeks approval of the Members for reappointment of Mr. Tejasvi Bhargava, as Managing Director for a period of Five Years starting from March 01, 2026.</p> <p>The shareholders' approval is also required for revision of terms of appointment along with fixing his Managerial Remuneration which is in excess of the Limits as prescribed in Schedule V of the Companies Act, 2013.</p>
Details of remuneration to be sought and remuneration last drawn	The previous remuneration of Mr. Tejasvi Bhargava, Managing Director of the Company was approved by the members at the Extra-ordinary General Meeting held on 12 th November, 2022. The last drawn remuneration for the month of July, 2025 is Rs. 3,00,000/-
Date on which first appointed on the Board	September 29, 2003
Details of shareholding in the Company 31st March, 2025	1,73,600 equity shares of face value of Rs. 10/- each.



Quality Foils (India) Limited

Relationship with other Directors/Key Managerial Personnel ("KMP") (if any)	Mr. Kuldip Bhargava, Executive Chairman and Director of the Company, is the father of Mr. Tejasvi Bhargava. He is not related to any other Director/ KMP of the Company.
Number of Board Meetings attended during the year 2024-25.	5 (Five)
Details of Directorships / Committee Chairmanship and Memberships in other public limited companies (As on March 31, 2025)	Nil
Name of the listed entities from which the Director has resigned during the past three years	Nil

Registered Office:
3 Industrial Development Colony
Hisar, Haryana 125005

Date: August 05, 2025

Place: Hisar

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



Kuldip Bhargava
Kuldip Bhargava
Director



Form No. MGT-11
Proxy Form

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

Name of the Company: Quality Foils (India) Limited

CIN: L27107HR1990PLC0309295

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

Ph: 01662- 220327, 28; **E-mail:** contactus@qualityfoils.com ; **Website:** www.qualitygroup.in;

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

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

1. Name:

Address:

Email Id.:Signature:

Or failing him/her

2. Name:

Address:

Email Id.:Signature:

Or failing him/her

3. Name:

Address:

Email Id.:Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General



Quality Foils (India) Limited

Meeting of the Company, to be held on **Thursday, September 04, 2025 at 10:30 a.m.** at the registered office of the Company at 3 – Industrial Development Colony, Hisar-125005, Haryana, India and at any adjournment thereof in respect of such resolution as is indicated below:

Sr. No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2025 including the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss Accounts and Cash flow statement along with reports of the Board of Director's and the Auditor's thereon.		
2.	To reappoint Mr. Kuldip Bhargava as Director liable to retire by rotation under Section 152 of the Companies Act, 2013.		
3.	To ratify the remuneration of the Cost Auditor of the Company		
4.	To consider and approve the managerial remuneration in excess of limits prescribed under Section 197 read with Schedule V (if applicable) of the Companies Act, 2013.		
5.	To consider and approve the re-appointment of Mr. Tejasvi Bhargava as the Managing Director of the Company pursuant to Section 196 and 203 of the Companies Act 2013.		
6.	To approve and authorize Board of Directors of the Company to borrow money pursuant to Section 180(1)(a), 180(1)(c) and 179 of the Companies Act, 2013.		
7.	To give authorization to advance/give loan, give any guarantee or to provide any security pursuant to Section 185 of the Companies Act, 2013		
8.	To give authorization to grant loan to any person, give guarantee or provide security, acquire by way of subscription in securities pursuant to Section 186 of the Companies Act, 2013		
9.	Appointment of M/s Rajesh Garg & Company as Secretarial Auditor of the Company for a period of Five Years		

Signed this..... day of, 2025

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

Affix
Revenue
Stamp

Notes:

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



Quality Foils (India) Limited

QUALITY FOILS (INDIA) LIMITED

CIN: L27107HR1990PLC030929

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

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

Website: www.qualitygroup.in

Attendance Slip

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

I/We, hereby record my/our presence at the 35th Annual General Meeting of the Company to be held on **Thursday, September 04, 2025 at 10:30 a.m.** at its registered office at 3 – Industrial Development Colony, Hisar-125 005, (Haryana).

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

Note:

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



Form No. MGT-12

Polling Paper

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

Name of the Company: Quality Foils (India) Limited

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

CIN: L27107HR1990PLC030929

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

I hereby exercise my vote in respect of Ordinary and Special businesses enumerated in Notice of 35th **Annual General Meeting** of the Company, to be held on the **Thursday, September 04, 2025 at 10:30 a.m.** at Registered Office of the Company at 3 – Industrial Development Colony, Hisar – 125005, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended on March 31, 2025 including the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss Accounts and Cash flow statement along with reports of the Board of Director's and the Auditor's thereon.		
2.	To reappoint Mr. Kuldip Bhargava as Director liable to retire by rotation under Section 152 of the Companies Act, 2013.		
3.	To ratify the remuneration of the Cost Auditor of the Company		
4.	To consider and approve the managerial remuneration in excess of limits prescribed under Section 197 read with Schedule V (if applicable) of the Companies Act, 2013.		
5.	To consider and approve the re-appointment of Mr. Tejasvi Bhargava as the Managing Director of the Company pursuant to Section 196 and 203 of the Companies Act 2013.		
6.	To approve and authorize Board of Directors of the Company to borrow money pursuant to Section 180(1)(a), 180(1)(c) and 179 of the Companies Act, 2013.		



Quality Foils (India) Limited

7.	To give authorization to advance/give loan, give any guarantee or to provide any security pursuant to Section 185 of the Companies Act, 2013		
8.	To give authorization to grant loan to any person, give guarantee or provide security, acquire by way of subscription in securities pursuant to Section 186 of the Companies Act, 2013		
9.	Appointment of M/s Rajesh Garg & Company as Secretarial Auditor of the Company for a period of Five Years		

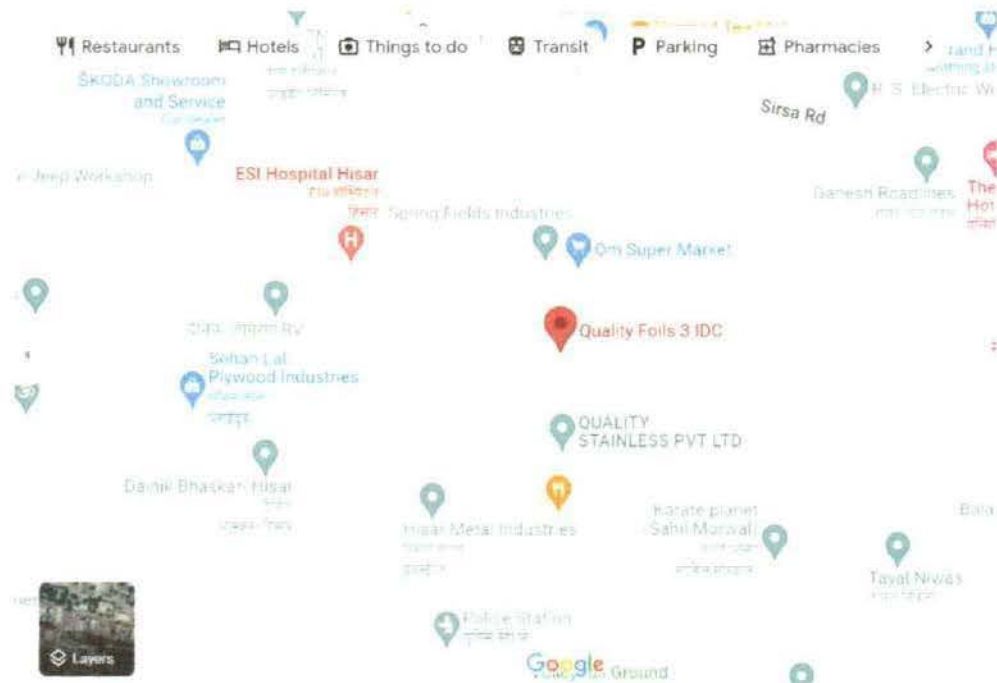
Place:

Date:

(Signature of shareholder)

ROUTE MAP

Venue of the **35th Annual General Meeting** of Quality Foils (India) Limited to be held on **Thursday, September 04, 2025 at 10:30 a.m.** its registered office at 3 – Industrial Development Colony, Hisar-125005, (Haryana).



**DIRECTORS' REPORT**

TO
THE MEMBERS,
QUALITY FOILS (INDIA) LIMITED ("Company")

Your directors have pleasure in presenting the 35th Annual Directors' Report on the business and operations of your Company together with the audited Financial Statement for the financial year ended March 31, 2025.

1. Financial Results

The Company's financial performance for the year ended March 31, 2025 is summarized below:

(Rs. in Lakhs)		
Particulars	For the Financial year ended March 31, 2025	For the Financial year ended March 31, 2024
Total Revenue	15280.19	15538.30
Profit before depreciation and Taxation		
Less: depreciation	173.46	157.26
Profit after depreciation	243.38	171.80
Less: Provision for Taxation		
Current Year	29.75	44.51
Deferred Tax	62.65	(6.29)
Previous Year Tax	9.13	-
Net Profit/(Loss) for the period	141.85	133.58
Add: Profit brought forward	1877.71	1744.13
Less: Transfer to General Reserve	-	-
Profit available for appropriation	2019.56	1877.71
Dividend & Tax on dividend	-	-
Surplus carried to Balance Sheet	2019.56	1877.71

2. State of affairs and highlights

The Company has been engaged in the business of manufacturing of Cold Rolled Stainless Steel Precision Strips and Coils and SS Flexible Hoses, situated in the hub of the 'Stainless Steel City' Hisar (Haryana) with marketing offices in Delhi, Mumbai and further representations in Europe, provides an added advantage of abundant raw material supply.

There has been no change in the nature of business of the Company during the financial year ended March 31, 2025.

3. **Company's Business Growth and prospects**

The total income for the financial year 2024-25 has decreased to Rs. 15280.19 Lakhs, as against Rs. 15538.30 Lakhs in the financial year 2023-24, and the profit after tax has increased to Rs. 141.58 Lakhs in the financial year 2024-25, from Rs. 133.58 Lakhs in the financial year 2023-24.

4. **Dividend**

In terms of the Dividend Distribution Policy of the Company and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), equity shareholders of the Company may expect dividend, if the Company is having surplus funds and after taking into consideration the relevant internal and external factors as mentioned in the said Policy. Accordingly, considering the cash position, fund requirements for growth of business of your Company and agreement with the Lenders, the Board of Directors has not recommended any dividend for the financial year ended March 31, 2025.

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

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

5. **Transfer to Reserves**

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

6. **Share Capital**

There has been no change in the share capital of your Company during the Financial Year 2024-25.

The Authorised Share Capital of the Company as at March 31, 2025 is 4,00,00,000/- (Rupees Four Crores only) and the Paid-up Share Capital is Rs. 2,85,40,000/- (Rupees Two Crore Eighty Five Lakh Forty Thousand Only).

7. **Annual Return**

The Annual Return for the Financial year 2024-25 shall be uploaded on the website of the Company <https://www.qualitygroup.in/qualityfoils/>.

8. **Material Changes and Commitments**

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

the Company.

9. **Deposits**

During the FY 2024-25, your Company has not accepted any deposits from the public falling under Section 73 and 76 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014, and as such no amount of principal or interest was outstanding as on the date of the Balance Sheet

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

1. Accepted during the year: **Nil**
2. Remained unpaid or unclaimed as at the end of the year: **Nil**
3. Deposits repaid during the Year: **Nil**
4. Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved: - **Since the Company has not accepted any deposits during the Financial Year, therefore this clause shall not be applicable on the Company.**
 - a) at the beginning of the year: **Not Applicable**
 - b) during the year: **Not Applicable**
 - c) at the end of the year: **Not Applicable**
 - d) The details of deposits, not in compliance with the requirements of Chapter V of the Act: **Nil**

10. **Transfer to Investor Education and Protection Fund (IEPF)**

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

11. **Particulars of loans, guarantees or investments by the Company under Section 186 of the Companies Act, 2013**

The particulars of loans, guarantees or investments by your Company under Section 186 of the Companies Act, 2013 are stated in Notes to Accounts of the financial statements, forming part of the Annual Report.

12. **Internal Financial Control**

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

Details regarding the internal financial control and its effectiveness are provided in the Management Discussion and Analysis section, which is forms a part of Annual Report.

13. Vigil Mechanism/Whistle Blower Policy

During the period, the Company has complied with the provisions of Section 177(9) and (10) of the Companies Act, 2013. The Company has established a Vigil Mechanism / Whistle Blower Policy to provide a secure environment and mechanism for directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud, or violation of the Company's Code of Conduct.

The Vigil Mechanism & Whistle Blower Policy has been posted on the Company's website which may be accessed on the Company's website at the link:

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

14. Risk Management

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities.

The Company has laid down a comprehensive Risk Assessment and Minimization Procedure which is reviewed by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. The major risks have been identified by the Company and its mitigation process/measures have been formulated in the areas such as business, project execution, financial, human, environment and statutory compliance.

The Board has constituted Risk Management Committee to frame, implement, monitor the Risk Management Plan of the Company. Additionally, the Company has also devised a Risk Management Policy for identification of elements of risks and procedures for reporting the same to the Board which may be accessed on the Company's website at the link:

<https://www.qualitygroup.in/wp-content/uploads/2023/01/RISK-ASSESSMENT-AND-MANAGEMENT-POLICY.pdf>

Details regarding the risk management policy are provided in the Management Discussion and Analysis section, which is forms a part of Annual Report.

15. Energy Conservation, Technology Absorption, Foreign Exchange Earnings & Outgo

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings

and outgo, as required to be disclosed under the Companies Act, 2013, are provided in **Annexure A** to this Report.

16. Directors' Responsibility Statement

In accordance with Section 134(3)(c) read with 134(5) of Companies Act, 2013, the Directors would like to inform the Members that the Audited Accounts for the financial year ended March 31, 2025, are in full conformity with the requirement of the Companies Act, 2013. The Financial Accounts are audited by the Statutory Auditors, (M/s Kansal Jain & Associates having FRN: 023083N). The Directors further confirm that:

- 1) In the preparation of the annual financial statements for the year ended March 31, 2025 the applicable Indian accounting standards (IND-AS) read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- 2) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- 3) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 4) The Directors have prepared the annual accounts on a going concern basis;
- 5) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- 6) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. Particulars of contracts or arrangement with Related Parties

All related party transactions entered into during financial year 2024-25 were on an arm's length basis and in the ordinary course of business. Therefore, the provisions of Section 188 of the Companies Act, 2013 were not attracted.

The disclosure as required under Section 134(3) (h) of the Act in form AOC-2, of related party transactions entered during the financial year 2024-25, is provided in **Annexure B** to this report. The disclosure of transactions with related parties for the financial year is given in to the Balance Sheet i.e. as per Accounting Standard -18.

The Policy on materiality of related party transactions may be accessed on the Company's website at the link:

<https://www.qualitygroup.in/wp-content/uploads/2023/01/POLICY-ON-DEALING-WITH-RELATED-PARTY-TRANSACTIONS.pdf>

18. Compliance with secretarial standards

During the year under review, your Company has complied with all applicable secretarial standards issued by the Institute of Company Secretaries of India and approved by the Central Government pursuant to Section 118(10) of the Companies Act, 2013.

19. Directors and Key Managerial Personnels

The following were the appointment/resignation/change in designation that took place during the Financial Year 2024-25 in your Company.

- a) Mr. Mohan Lal (DIN: 10252864) was regularized as an Executive Director on the Board of the Company with effect from September 04, 2024.
- b) Ms. Meenakshi, Company Secretary and Compliance Officer of the Company had resigned from the said post with effect from June 29, 2024.
- c) Ms. Amelia Nelson was appointed as Company Secretary and Compliance Officer with effect from August 10, 2024

The structure of the Board is as follow:

S. No.	Name of the Person	Designation
1.	Mr. Kuldip Bhargava	Chairman and Executive Director
2.	Mr. Tejasvi Bhargava	Managing Director
3.	Mr. Mohan Lal	Executive Director
4.	Mr. Rajender Kedia	Independent Director
5.	Mr. Sumant Bhatnagar	Independent Director
6.	Ms. Uma	Independent Director
7.	Ms. Amelia Nelson	Company Secretary
8.	Mr. Birdhi Chand Jain	Chief Executive officer

Further, after the closure of FY 2024-25, Mr. Tejasvi Bhargava (DIN: 00011205) was re-appointed as the Managing Director on the Board of the Company with effect from March 01, 2026 for a term of five years starting from March 01, 2026 and the same has been approved by the Shareholders in the ensuing AGM.

20. Code of Conduct for Directors and Senior Management Personnels

The Board of Directors has established a Code of Conduct applicable to its members and senior management personnel. This Code serves as a framework for ethical business practices, equitable treatment, and the prohibition of actions such as bribery, corruption, and anti-competitive behaviour.

All Board members and senior management personnel have confirmed their compliance with the Code of Conduct for the financial year 2024-25. The Code is also available on the website of the Company at

<https://www.qualitygroup.in/wp-content/uploads/2023/01/CODE-OF-CONDUCT-OF-DIRECTORS-AND-SENIOR-MANAGERIAL-PERSONNEL.pdf>

21. Code on Prohibition of Insider Trading

In accordance with SEBI Insider Trading Regulations, the Company has established a "Code of Conduct to Regulate, Monitor, and Report Trading by Designated Persons" ("**Code on prohibition of Insider Trading**"). Such measures aim to prevent insider trading activities and ensure ethical management of sensitive information.

The Code on prohibition of Insider Trading is reviewed and amended suitably from time to time, to incorporate the amendments carried out by SEBI. The Code outlines the duties and responsibilities of Designated Persons (DPs), including the maintenance of a Structured Digital Database (SDD). This database serves as a crucial tool for preventing insider trading and managing Unpublished Price Sensitive Information (UPSI).

To enhance employee awareness and compliance, the Company periodically circulates informative emails and conducts periodic quiz on the Prevention of Insider Trading, outlining Do's and Don'ts and familiarizing employees with key aspects of the Code. During the year under review, the Audit Committee evaluated the adequacy and effectiveness of the internal control systems related to the SEBI Insider Trading Regulations. It reviewed cases of non-compliance, if any, and recommended actions to the Board in line with the penalty framework.

Any non-compliances are promptly reported to the Stock Exchanges in the prescribed format, and penalties, if applicable, are directly deposited by the Designated Person into SEBI's Investor Protection and Education Fund.

The Code is available on the website of the Company <https://www.qualitygroup.in/wp-content/uploads/2023/01/CODE-OF-CONDUCT-TO-REGULATE-MONITOR-REPORT-TRADING-BY-INSIDERS.pdf>

22. Declaration by Independent Directors

All the Independent Directors of the Company had given the declaration under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16 of SEBI (LODR), 2015. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct for Board Members and Senior Management. Further, all the Directors have also confirmed that they are not debarred to act as a director by virtue of any SEBI order or any other authority. The Company has received a declaration from the Independent Directors that their name is included in the data bank.

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

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

23. Statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year.

There is no appointment of the Independent Directors during the year FY 2024-25. Hence, this clause shall not be applicable on the Company.

24. Performance Evaluation

The Company has devised a policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors. The evaluation of all the Directors and the Board as whole was conducted based on the criteria and framework adopted by the Board.

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

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

25. Corporate Social Responsibility

In accordance with Section 135(5) of the Companies Act, 2013, and its subsequent rules, the Company is mandated to allocate a minimum of 2% of its average net profits from the past three financial years towards Corporate Social Responsibility (CSR) initiatives, as calculated under Section 198 of the

Companies Act, 2013 for the financial year 2024-25, however, the Company was not required to earmark funds for CSR activities and to formulate the CSR Policies as per the stipulated criteria.

26. **Committees of the Board**

a) **Audit Committee**

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

Composition of Audit Committee:

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

During the financial year 2024-25, the Audit committee held a total of 4 (four) meetings. All the four Audit committee meetings were held physically at the Registered Office of the Company. The respective dates of the Audit committee Meetings and Number of members who attended the meeting during the mentioned period are as follows:

S. No.	Date of meeting	No. of members Attended the Meeting	No. of members entitled to attend the meeting
1	May 22, 2024	2	3
2	August 10, 2024	2	3
3	October 28, 2024	3	3
4	February 04, 2025	3	3

b) **Stakeholders Relationship Committee ("SRC")**

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

Composition of Stakeholders Relationship Committee:

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

During the financial year 2024-25, the SRC held 1 (One) meeting which was held physically at the Registered Office of the Company. The respective dates of the SRC Meetings and Number of members who attended the meeting during the mentioned period are as follows:

S. No.	Date of meeting	No. of members Attended the Meeting	No. of members entitled to attend the meeting
1	February 04, 2025	3	3

c) Nomination and Remuneration Committee ("N&RC")

The Nomination and Remuneration Committee has constituted by the Board of Directors at their meeting held on November 26, 2022 in accordance with the Section 178(4) of the Companies Act 2013.

Composition of Nomination and Remuneration Committee

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

During the financial year 2024-25, the NRC held 2 (Two) meetings which were held physically at the Registered Office of the Company. The respective dates of the NRC Meetings and Number of members who attended the meeting during the mentioned period are as follows:

S. No.	Date of meeting	No. of members Attended the Meeting	No. of members entitled to attend the meeting
1.	August 10, 2024	2	3
2.	October 28, 2024	3	3

d) Corporate Social Responsibility (CSR) Committee:

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

27. Meetings of Board of the Directors

The Board meets at regular intervals to discuss and decide on Company / Business policy and strategy. The gap between any two consecutive meetings was within the limit prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations. The necessary quorum was present during all the meetings.

During the financial year 2024-25 the board of directors held a total of 5 (Five) meetings. All the Five Board meetings were held physically at the Registered Office of the Company. The respective dates of the Board Meetings and Number of Directors who attended the meeting during the mentioned Period are as follows:

S. No.	Date of Board Meeting	No. of Directors Attended the Board Meeting	No. of Directors entitled to attend the board meeting
1.	May 22, 2024	5	6
2.	June 29, 2024	5	6
3.	August 10, 2024	5	6
4.	October 28, 2024	6	6
5.	February 04, 2025	5	6

28. **Meeting of shareholders of the Company**

During the financial year ended March 31, 2025, only one (1) meeting of shareholders was held i.e. 34th Annual General Meeting which was held on September 04, 2024.

29. **Auditors and Auditor's Report**

a) **Statutory Auditor**

Pursuant to the provisions of Section 139 of the Companies Act, 2013, M/s. Kansal Jain and Associates (FRN: 023083N) were appointed as Statutory Auditors of the Company for the five consecutive years, to hold office from the conclusion of the 34th Annual General Meeting held on September 04, 2024 until the conclusion of 39th Annual General Meeting of the Company to be held for the financial year 2029-30, on such remuneration as may be decided. Vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, the requirement of annual ratification has been omitted.

Further, the Auditors' Report "with an unmodified opinion", on the financial statements of the Company for financial year 2024-25, forms part of this Annual Report. There was no observation, qualification, reservation or adverse remark in the Auditor's Report. The Notes on Financial Statements referred to in the Auditors' report are self-explanatory and therefore do not require any further comments.

b) **Secretarial Auditor**

M/s. Rajesh Garg & Co., Practicing Company Secretaries, Hisar (FCS No. 5960) is to be appointed as the Secretarial Auditor in the ensuing AGM with the approval of Members of the Company for a consecutive period of five years starting from April 01, 2025 on such remuneration as may be decided, to conduct the Secretarial Audit of the Company.

The Secretarial Audit Report (MR-3) for financial year 2024-25 forms part of the Annual Report as **Annexure-C**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

c) Internal Auditor

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

The Internal audit report for financial year 2024-25 does not contain any qualification, reservation or adverse remark.

d) Cost Auditors

M/s. N. R. Goyal & Company, Cost Accountants, Delhi having Firm Registration No. 101252, was appointed as the Cost Auditor to conduct the Cost Audit of the Company for the financial year 2024-25. The remuneration to be paid to Cost Auditors as recommended and approved by the Audit Committee and Board, and to be ratified in the 35th Annual General Meeting of the Company.

30. Cost Records

The Company has maintained all the cost records as specified by the Central Government as required under sub-section (1) of section 148 of the Companies Act, 2013.

31. Reporting of Frauds by Auditors

None of the Auditors of the Company have reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013.

32. Particulars of Employees and related disclosures

The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2024-25 who is covered under provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in **Annexure D** to this Report.

33. Corporate Governance

In terms of Regulation 15(2)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Compliances with the provisions of Corporate Governance as specified in Regulations 17 to 27 and Clause (b) to (i) and (t) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to your company as it is listed on the SME Exchange. Accordingly, a separate report on Corporate Governance and the certificate from the Auditors are not required to be annexed.

34. Management's Discussion and analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2) and (3) read with the Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forms part of the Annual Report as **Annexure E** to the Board's report.

35. Stock Exchange where the securities are listed

SME Exchange of National Stock Exchange of India Ltd., ("NSE Emerge") Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra-Kurla complex, Bandra (E), Mumbai – 400051.

36. Compliance of guidelines of SEBI/Stock Exchange

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

37. Statement of Deviation or Variation

As per Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, there is no deviation or variation in the use of funds raised through Public Issue of Equity Shares from the objects stated in the Prospectus of the Company.

38. Industrial Relations

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

39. Business Responsibility and Sustainability Report

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

40. Policy on prevention of Sexual Harassment

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

Further, in terms of the provisions of the Rule 8(5)(x) of Companies (Accounts) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details in relation to the POSH Act, for the financial year ended on March 31, 2025 are as under:

- a) Number of complaints pertaining to sexual harassment received during the financial year: **NIL**
- b) Number of complaints pertaining to sexual harassment disposed off during the financial Year: **NIL**
- c) Number of complaints pertaining to sexual harassment pending for more than Ninety days: **NIL**

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

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

41. Details of Subsidiary, Joint Venture or Associate Companies

As on March 31, 2025, Company doesn't have any Subsidiary & Joint Venture and Associate Companies at the end of the year.

42. Credit Rating

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

43. Policy on Director's appointment and remuneration

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

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

44. OTHER DISCLOSURES

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

- a) There were no issue of equity shares with differential rights as to dividend, voting or otherwise.
- b) There was no Buy Back of its Securities by the Company from the Shareholders.

- c) There was no issue of shares (including sweat equity shares) to the employees of the Company under any scheme.
- d) No application has been made or any proceeding is pending against the Company under the Insolvency and Bankruptcy Code, 2016.
- e) There was no instance of one-time settlement with any bank or financial institution.
- f) Company does not have any subsidiary.
- g) 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.
- h) There are no shares in the demat suspense account/unclaimed suspense account of the Company.

45. Maternity Benefit

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year

46. Health, Safety and environment:

The company considers safety, environment and health as the management responsibility and therefore being constantly aware of its obligation towards maintaining and improving the environment across various spheres of its business activities.

47. Acknowledgement

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

Date: August 05, 2025
Place: Hisar

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



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

Annexure-A

Conservation of energy, technology absorption and foreign exchange earnings and out-go-rule 8(3) of companies (accounts) rules, 2014.

• **CONSERVATION OF ENERGY:**

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

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

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

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

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

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

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

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

• **TECHNOLOGY ABSORPTION:**

1) The effort made towards technology absorption:

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

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

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



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

• The details of technology imported -

During the Financial Year 2024-25, the Company has introduced the new technology imported from China - 4 High reversing cold rolling Mill, Bright annealing Line (BAL) for stainless steel coils, Stainless Steen Precision Slitter line, Tension levelling line for the production of thinner coils of stainless steel.

• The year of Import - FY 2024-25

• Whether the technology been fully absorbed - Yes

• if not fully absorbed, areas where absorption has not taken place and the reasons thereof.
NA

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

•

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

(Amount: In Lakh)

Foreign Exchange Earnings and Outgo	2024-25	2023-24
Total Foreign Exchange outflow during the year under review (actual outflows)	4.12	21.55
Total Foreign Exchange inflow during the year under review (actual inflows)	166.67	248.96

For and on behalf of the

Board of Directors

Quality Foils (India) Limited



Kuldip Bhargava
Chairman

DIN: 00011103

R/o: Anand bhawan,

Hisar, Haryana-125001

Date: August 05, 2025

Place: Hisar

Annexure B
Form No. AOC-2

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

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

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

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

Name of the Related Party and Nature of Relationship	Nature of Contract/ Arrangements	Duration of the Contract/ Arrangements	Salient Terms of the Contract/Arrangements/ transactions, including the value, if any	Justification for entering into such contracts or arrangements or transactions	Amount paid as advance, (if any)	Date(s) of approval by the Board
Mr. Kuldip Bhargava	Managerial remuneration paid	One financial year	Managerial Remuneration paid for the financial year 2024-25 amounting Rs. 61.42 lakhs per annum (in the ordinary course of business)	approval is being sought under Sections 197 and 198 of the Companies Act. 2013	Nil	
	Interest paid	Continuing until repayment of Loan amount	3.30 lakhs (in the ordinary course of business)	This contract is being entered into to procure service which are essential for business needs	Nil	June 29, 2024
Mr. Tejasvi Bhargava (Managing Director)	Interest paid	Continuing until repayment of Loan amount	0.72 lakhs (in the ordinary course of business)	This contract is being entered into to procure services which are essential for business needs	Nil	June 29, 2024
	Managerial Remuneration paid	One financial year	Managerial Remuneration paid for the Financial year 2024-25 amounting Rs. 49.42 lakhs per annum (in the ordinary course of business)	approval is being sought under Sections 197 and 198 of the Companies Act.	Nil	
Mrs. Divya Bhargava (Wife of Mr. Tejasvi Bhargava)	Remuneration paid	One financial year	6.22 lakhs (in the ordinary course of business)		Nil	June 29, 2024
Mrs. Preet Bhargava (Wife of Mr. Tapasvi Bhargava)	Remuneration paid	One financial year	6.22 lakhs (in the ordinary course of business)		Nil	June 29, 2024
Mrs. Anita Jain (Wife of Mr. Birdhi Chand Jain)	Remuneration paid	One financial year	6.23 lakhs (in the ordinary course of business)		Nil	June 29, 2024



Quality Foils (India) Limited

Mohan Lal	Remuneration paid	One financial year	3.42 Lakh (in the ordinary course of business)		Nil	June 29, 2024
Birdhi Chand Jain	Remuneration paid	One financial year	12.58 Lakh (in the ordinary course of business)		Nil	October 28, 2024
Amelia Nelson	Remuneration paid	One financial year	3.53 Lakh (in the ordinary course of business)		Nil	October 28, 2024
Quality Stainless Private Limited	Sales	One financial year	72.34 lakhs (in the ordinary course of business)	This contract is being entered into to procure service which are essential for business needs	Yes	June 29, 2024
Quality Stainless Private Limited	Purchases	One financial year	116.93 lakhs (in the ordinary course of business)	This contract is being entered into to procure service which are essential for business needs	Yes	June 29, 2024
Quality Bioenergy LLP	Sales	One financial year	3.01 lakhs (in the ordinary course of business)	This contract is being entered into to procure service which are essential for business needs	Yes	June 29, 2024
Aurum Fabrication	Sales	One Financial Year	0.95 lakhs (in the ordinary course of business)	This contract is being entered into to procure service which are essential for business needs	Yes	June 29, 2024

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



Kuldip Bhargava
Kuldip Bhargava
Chairman

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

Date: August 05, 2025
Place: Hisar



Rajesh Garg & Co.

Company Secretaries

H No.1226, Urban Estate-2, Hisar Haryana-125005

E-Mail:rajeshgargcs2002@yahoo.com

Mobile No.9812010694

Form No. MR-3
SECRETARIAL AUDIT REPORT
Quality Foils (India) Limited
(Financial Year 2024-25)

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

To,

The Members,

Quality Foils (India) Limited

Regd. Off.: 3, Industrial Development Colony,
Hisar-125005 (Haryana)

We, Rajesh Garg & Co., Practicing Company Secretaries, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Quality Foils (India) Limited**, Hisar (CIN: L27107HR1990PLC030929) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

The objective of this Secretarial Audit is to verify compliance by the Company with the applicable provisions of laws, rules, regulations, guidelines, standards, and procedures under various statutes and to ensure that proper systems and processes are in place in the Company to monitor and ensure compliance.

The audit has ensured that the affairs of the Company are being conducted in a manner that is compliant with the applicable corporate laws and principles of good governance.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31 March 2025 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.



We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2025 according to the provisions of:

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

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Depositors and Participants) Regulations, 2018.
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014; **(NA)**
- h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(NA)**
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(NA)** and
- j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(NA)**

(vi) OTHER APPLICABLE ACTS;

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

- a. Industrial Disputes Act, 1947;
- b. Payment of Wages Act, 1936;
- c. The Minimum Wages Act, 1948;
- d. Employees' State Insurance Act, 1948;
- e. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952;



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

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings;
- b) The listing agreements entered into by the Company with NSE Emerge;

Auditor's Opinion:

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

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

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

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



are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.


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

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

For Rajesh Garg & Co.
Company Secretaries

Place: Hisar
Date: 30-07-2025
UDIN=F005960G000896685
PR CERT.NO.6749/2025




(Rajesh Garg)
CP No.4093

Annexure I
ANNEXURE TO SECRETARIAL AUDIT REPORT

To,


The Members,
Quality Foils (India) Limited
Regd. Off.: 3, Industrial Development Colony,
Hisar-125005 (Haryana)

Our Secretarial Audit Report of even date is to be read along with this letter.

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

For Rajesh Garg and Co.
Company Secretaries




(Rajesh Garg)
CP No. 4093

Place: Hisar
Date: 30-07-2025
UDIN= F005960G000896685
PR CERT.NO.6749/2025

Annexure D
Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
i. Rule 5 (i) & (ii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The ratio of the remuneration of each director to the median remuneration of the employees of the company, the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, the percentage increase in the median remuneration of employees in the financial year:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director /KMP for financial year 2024-25 (Rs. In Lakh)	% Increase in Remuneration during the Financial Year 2024-25 as per Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	Ratio of remuneration of each Director to median remuneration of employees of the Company for the Financial Year 2024-25 (Excl. MD and WTD)	Ratio of remuneration of each Director to median remuneration of employees of the Company for the Financial Year 2024-25 (Incl. MD and WTD)
1.	Tejasvi Bhargava (Managing Director)	49.42	-	24.80	24.66
2.	Mr. Kuldip Bhargava (Chairman and Director)	61.42	-	30.83	30.64
3.	Mr. Birdhi Chand Jain (Chief Financial Officer)	12.58	4.31%	6.31	6.27
4.	*Ms. Amelia Nelson (Company Secretary and Compliance Officer)	3.53	-	1.77	1.76
5.	**Ms. Meenakshi (Company Secretary & Compliance Officer)	1.37 lakh	-	0.69	0.68
6.	Mr. Mohan Lal	3.66 lakh	17.31%	1.68	1.67

* Ms. Amelia Nelson, Company Secretary was appointed with effect from August 10, 2024.

** Ms. Meenakshi, Company Secretary resigned with effect from June 29, 2024

- The percentage increase in the median remuneration of employees of the Company including Managing Director (MD) and Whole- time Director (WTD) is 24.66 % in the financial year 2024-25
 - The percentage increase in the median remuneration of employees of the Company excluding Managing Director (MD) and Whole- time Director (WTD) is 24.80% in the financial year 2024-25.
- ii. There were 204 permanent employees on the rolls of the Company as on March 31, 2025.



- iii. The average percentile increases in remuneration of employees other than the managerial personnel in the financial year 2024-25 was 8.60. The percentage increase in the remuneration of the Managing Director was NIL. The managerial remuneration was based on the company's performance benchmarks, leadership responsibilities during strategic transitions, and industry standards. No exceptional circumstances were noted.
- iv. The remuneration paid by the Company is as per the remuneration policy.
- v. The names of the top ten employees in terms of remuneration drawn and the name of every employee, who:
 - i. if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees;
 - ii. if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month:

There is no employee in the Company covered in this category. However the list of top ten employees in terms of remuneration drawn during the financial year are as follow:

Particulars	Details	Details	Details	Details	Details	Details	Details
Name	Kuldip Bhargava	Subir Kumar Tarafdar	Birdhi Chand Jain	Shankar Angrish	Gagandeep Mehta	Manoj Kumar Verma	Kapil Mittal
Designation	Chairman cum Director	Executive Export	Chief Financial Officer	Executive	General Manager	Manager	Chartered Accountant
Remuneration received for FY 2024-25	Rs. 61.42 Lakh	Rs. 20.16 lakh	Rs. 12.84 lakh	Rs. 12 lakh	Rs. 8.66 lakh	Rs. 7.37 lakh	Rs. 7.2 lakh
Nature of employment	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent	Permanent
Qualification	graduation	graduation	Chartered Accountant	graduation	Post graduation	graduation	Chartered Accountant
Experience	41 Years	20 years	22 years	20 years	16 years	14 years	13 years
Date of commencement of employment	08 May, 1990	01 September 2023	01 July 2008	01 October 2017	01 March 2006	01 April 2010	01 June 2013
Age (years)	Aged about 71 years	42 Years	63 Years	67 Years	45 years	52 Years	34 Years
Last employment	NA	NA	NA	NA	NA	NA	NA
Percentage of Equity shares held (as per rule 5(2)(iii) i.e. along with his spouse and dependent children, if any)	672800 Equity Shares i.e. 23.57 %	NA	1000 Equity Shares	NA	1000 Equity Shares	NA	1000 Equity Shares
Name of Director to whom he/she is related	Father of Mr. Tejasvi Bhargava.	NA	NA	NA	NA	NA	NA



Particulars	Details	Details	Details
Name	Anita Jain	Preet Bhargava	Divya Bhargava
Designation	Assistant Marketing	General Manager communication	General Manager administration
Remuneration received for FY 2024-25	Rs. 6.23 lakh	Rs. 6.22 lakh	Rs. 6.22 lakh
Nature of employment	Permanent	Permanent	Permanent
Qualification	graduation	graduation	graduation
Experience	15 Years	09 years	09 years
Date of commencement of employment	01 May 2013	01 April 2010	01 March 2004
Age (years)	55 Years	43 Years	45 Years
Last employment	NA	NA	NA
Percentage of Equity shares held (as per rule 5(2)(iii) i.e. along with his spouse and dependent children, if any)	NA	NA	NA
Name of Director to whom he is related	NA	NA	Wife of Mr. Tejasvi Bhargava

- iii. If employed throughout the financial year or part thereof, was in receipt of remuneration in excess of that drawn by the Managing Director and he holds along with his spouse and dependent children, two percent or more of the equity shares of the Company.



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

Sr. No.	Particulars	Details
1	Name	Kuldip Bhargava
2	Designation	Chairman cum Director
3	Remuneration received for FY 2024-25	Rs. 61.42 Lakh
4	Nature of employment	Permanent
5	Qualification	graduation
6	Experience	41 Years
7	Date of commencement of employment	08 May, 1990
8	Age (years)	Aged about 71 years
9	Last employment	NA
10	Percentage of Equity shares held (as per rule 5(2)(iii) i.e. along with his spouse and dependent children, if any)	672800 Equity Shares i.e. 23.57 %
11	Name of Director to whom he is related	Mr. Tejasvi Bhargava, Managing Director is the son of Mr. Kuldip Bhargava.

iii. No employee who is not a director received remuneration in excess of the highest-paid director during the financial year.

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



Kuldip Bhargava
Kuldip Bhargava
Chairman

Date: August 05, 2025
Place: Hisar

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

Annexure E**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

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

A. Industry Structure and Developments

The stainless steel manufacturing industry in India continues to evolve with rising demand from sectors such as automotive, construction, consumer durables, and infrastructure. The demand for Cold Rolled Stainless Steel Strips and Stainless Steel Tubes & Pipes has remained steady, driven by government initiatives such as Make in India, smart city development, and increased infrastructure spending. The industry is witnessing increasing adoption of high-precision stainless steel products with improved corrosion resistance and strength.

The company's production of Cold Rolled Stainless Steel Strips and Stainless Steel Flexible Hoses (excluding Job production) was 7203.834 MT in the current financial year, as compared to 6786.345 MT in the previous financial year. The reserve and surplus stood to Rs. 2729.66 lakh for the current year as compared to Rs. 2587.81 lakh for the previous year. The current market price of share is Rs. 69.80/-

B. Opportunities and Threats**Opportunities:**

- Growing domestic infrastructure and industrial projects.
- Expanding export potential to Europe and Southeast Asia.

Threats:

- Volatility in raw material prices, particularly nickel and chromium.
- Rising imports from countries with subsidized manufacturing.

C. Segment-Wise or Product-Wise performance

- Cold Rolled Stainless Steel Strips Growth in FY 2024-25 was driven by increasing demand in auto and appliance sectors.
- Stainless Steel Tubes & Pipes Contributed with strong traction from construction and industrial clients.

D. Outlook

With infrastructure investment continuing and industrial consumption rising, the outlook for FY 2025-26 remains positive. The company plans to increase production capacity, invest in automation, and explore new export markets. Strategic sourcing and R&D will be emphasized to maintain competitive cost structures and product quality.

E. Risks and Concerns

- **Supply Chain Risk:** Dependency on imported raw materials could affect continuity.



- **Regulatory Risk:** Changes in import-export duties, BIS norms, or environmental regulations may impact operations.

F. Internal Control Systems and their adequacy

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

In the context of the Company's core manufacturing operations — including the production of Cold Rolled Stainless Steel Precision Strips and Coils and Stainless Steel Flexible Hoses — the internal financial controls are specifically aligned to:

- **Procurement and Raw Material Inventory Management**
Controls are in place for vendor selection, purchase order approvals, goods inward checks, and inventory reconciliation.
- **Production Planning and Cost Control**
Systems have been implemented to monitor machine utilization, process yields, and wastage, helping to track cost efficiency at every stage of manufacturing.
- **Sales, Dispatch, and Receivables**
Controls exist to ensure proper billing, dispatch tracking, credit management, and receivables aging analysis.
- **Fixed Asset Management**
Asset acquisition, capitalization, and depreciation processes are governed by defined policies.
- **IT and Data Controls**
The Company uses ERP systems for finance, inventory, and production tracking. Access rights are restricted and reviewed periodically to ensure data integrity.

The internal audit team, in coordination with the statutory auditors, periodically evaluates the adequacy and effectiveness of internal controls. Based on their reports, corrective measures are undertaken to enhance the control environment

G. Discussion on Financial Performance with Respect to Operational Performance

The total income for the financial year 2024-25 has decreased to Rs. 15280.19 Lakhs, as against Rs. 15538.30 Lakhs in the financial year 2023-24, and the profit after tax has increased to Rs. 141.58 Lakhs in the financial year 2024-25, from Rs. 133.58 Lakhs in the financial year 2023-24.

H. Material Developments in Human Resources / Industrial Relations

During the year, the company focused on training programs in quality control, safety, and lean manufacturing practices. The total number of employees as on March 31, 2025, stood at 204. Industrial relations remained cordial throughout the year, with no strikes or disruptions.



I. Ratios:

Ratios	FY 2024-25	FY 2023-24	Variance	Reasons for variance
Current Ratio	1.17	1.72	-31.76%	due to increase in short term borrowings
Debt-equity ratio	1.95	1.21	61.01%	due to increase in total borrowings
Debt service coverage ratio	0.55	1.06	-48.52%	due to increase in repayment of borrowings
Return on Equity	4.70	4.65	1.18%	-
Inventory turnover (no. of days)	45	40	13.22%	-
Trade receivables turnover (no. of days)	59	64	-8.09%	-
Trade payables turnover (no. of days)	3.54	1	254%	Due to increase in trade creditors.
Net capital turnover	12.40	9.12	36%	due to decrease in net capital
Net profit margin (%)	0.93	0.86	7.95%	-
Return on capital employed	8.81	10.32	-14.60%	-
Return on investments	-	-	-	-

J. Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof

There is a slight increase of 0.05% in return on Net Worth as compared to the previous financial year.

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



Kuldip Bhargava
Chairman

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

Date: August 05, 2025
Place: Hisar

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
Quality Foils (India) Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Quality Foils (India) Limited** ("the Company"), for the year ended 31st March, 2025 which comprise the Balance Sheet and the Statement of Profit and Loss and the Statement of Cash Flows as at and for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information in accordance with Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and give a true and fair view in conformity with the Accounting Principles generally accepted in India of the State of Affairs of the Company for the Year ended March 31, 2025, and its Profit and Cash Flows for the Year ended on that date.

Basis for opinion

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

Key Audit Matters

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

Information other than the Financial Statements and Auditors' report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including



Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

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

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

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

Responsibility of Management and Those charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's responsibilities for the Audit of the Financial Statements

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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



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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013, we give in the "**Annexure- A**" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, based on our audit we report that:
 - (1) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (2) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - (3) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (4) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (5) On the basis of written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - (6) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - (7) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (8) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (a) The Company does not have any pending litigation which would impact on its financial position.
 - (b) The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - (d) (i) The management has represented that, to the best of 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;

(ii) The management has represented, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

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

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

(f) Based on our examination, which included test checks, the Company has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For KANSAL JAIN AND ASSOCIATES

Chartered Accountants

(Firm's registration no. 023083N)



Akhil Jain

(CA AKHIL JAIN)

PARTNER

(M. No.: 517602)

(UDIN: 25517602BNUKXD1951)

Place: Hisar

Date: MAY 15, 2025

Annexure "A" to the Independent Auditor's Report

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

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

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

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

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

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

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

(e) Based on the information and explanations furnished to us, no proceedings have been initiated or are pending during the year on the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder.

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

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

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

4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Company Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

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

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

6. We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central government under sub-section (1) of section 148 of the Companies Act, 2013, and are of the opinion that, prime facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.



7. (a) In our opinion, the Company has been regular in depositing undisputed statutory dues, including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Duty of Custom, Cess and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, duty of Custom, duty of Excise, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they become payable.

(b) there are no statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes.

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

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

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

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

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

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

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

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

(b) the company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally), hence reporting under clause 3(x)(b) of the Order is not applicable.

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

For KANSAL JAIN AND ASSOCIATES

Chartered Accountants

(Firm's registration no. 023083N)



Akhil Jain

(CA AKHIL JAIN)

PARTNER

(M. No.: 517602)

(UDIN: 25517602BNUKXD1951)

Place: Hisar

Date: MAY 15, 2025

Annexure "B" to the Independent Auditor's Report

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

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

We have audited the internal financial controls over financial reporting of Quality Foils (India) Limited (the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's responsibility for internal financial controls

The Board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' responsibility

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

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

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

Meaning of internal financial controls over financial reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (iii) provide reasonable



assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of internal financial controls over financial reporting

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

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2025, 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 KANSAL JAIN AND ASSOCIATES

Chartered Accountants

(Firm's registration no. 023083N)



Akhil Jain

(CA AKHIL JAIN)

PARTNER

(M. No.: 517602)

(UDIN: 25517602BNUKXD1951)

Place: Hisar

Date: MAY 15, 2025

QUALITY FOILS (INDIA) LIMITED

(CIN: L27107HR1990PLC030929)

Notes Forming Integral Part of the Financial Statements For the Year Ended 31st March 2025.

Note 1: NATURE OF BUSINESS OPERATIONS:

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

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

Note 2: ACCOUNTING POLICIES:

2.1 STATEMENT OF COMPLIANCE

The Standalone Financial Statements of the Company have been prepared in accordance with the Accounting Principles generally accepted in India. The Financial Statements have been prepared to comply in all material respects with the Accounting Standards, as prescribed under section 133 of the Companies Act, 2013 and the rules defined there under, as amended from time to time and in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and disclosure Requirements) Regulations 2015, as amended. The above financial results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 15/05/2025. IND AS is currently NOT applicable on the company.

2.2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

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

2.2.2 FUNCTIONAL AND PRESENTATION CURRENCY

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

2.2.3 USE OF ESTIMATES

The preparation of financial statements in conformity with the generally accepted Accounting Standards and principles requires the management to make estimates, judgements and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial



statements and reported amounts of revenue and expenses during the year. Accounting Estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes and estimates are made as Management become aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.3 PROPERTY, PLANT AND EQUIPMENT

i) Tangible assets:

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

ii) Depreciation :

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

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

iii) Intangible Assets :

The Company does not have any Intangible Assets.

iv) Impairment of Assets:

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

2.4 INVESTMENTS

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

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

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



2.5 VALUATION OF INVENTORIES

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

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

2.6 REVENUE RECOGNITION

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

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



2.7 FOREIGN EXCHANGE TRANSACTION

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

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

Non-monetary foreign currency items are carried at cost.

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

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

2.8 BORROWING COSTS

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

2.9 EMPLOYEE BENEFITS

i) POST EMPLOYMENT BENEFITS

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

ii) SHORT TERM EMPLOYEE BENEFITS

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



2.10 TAXATION

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

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

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

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

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

2.11 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

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

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



2.12 DIVIDEND TO EQUITY HOLDER OF THE COMPANY

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

2.13 EARNING/(LOSS) PER SHARE

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

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



QUALITY FOILS (INDIA) LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2025

(Amount Rs. In Lakhs)

PARTICULARS	NOTE NO.	AS AT 31ST MARCH, 2025	AS AT 31ST MARCH, 2024
EQUITY AND LIABILITIES:			
Shareholders' Funds			
Share Capital	2	285.40	285.40
Reserves and Surplus	3	2,729.66	2,587.81
Total Shareholders' Funds		<u>3,015.06</u>	<u>2,873.21</u>
Non-current Liabilities			
Long Term Borrowings	4	2,122.06	1,343.12
Long Term Provisions	5	202.11	199.03
Deferred Tax Liabilities (Net)		250.58	187.93
Other Non current Liabilities	6	-	3.00
Total Non-current liabilities		<u>2,574.75</u>	<u>1,733.08</u>
Current Liabilities:			
Short term Borrowings	7	3,751.92	2,126.92
Trade Payables	8	-	7.75
(i) Due to Micro and Small Enterprises		238.55	-
(ii) Due to others		182.80	163.29
Other Current Liabilities	9	59.31	44.73
Short Term Provisions	10	4,232.58	2,342.69
Total Current Liabilities		<u>4,232.58</u>	<u>2,342.69</u>
TOTAL EQUITY AND LIABILITIES		<u>9,822.39</u>	<u>6,948.98</u>
ASSETS:			
Non-current Assets:			
Property, Plant and Equipment, Intangible Asstes			
- Property, Plant and Equipments	11	4,671.43	2,212.01
- Capital work in progress		81.60	248.37
- Intangible Assets		-	-
Non-current Investments	12	40.05	40.05
Long Term Loans and Advances	13	-	342.93
Other Non-current Assets	14	61.27	66.27
Total Non-current Assets		<u>4,854.35</u>	<u>2,909.63</u>
Current Assets:			
Inventories	15	2,088.28	1,467.37
Trade Receivables	16	2,454.79	2,407.04
Cash and cash equivalents	17	127.59	109.52
Short Term Loans and Advances	18	26.88	17.68
Other Current Assets	19	270.50	37.74
Total Current Assets		<u>4,968.04</u>	<u>4,039.35</u>
TOTAL ASSETS		<u>9,822.39</u>	<u>6,948.98</u>

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

AUDITOR'S REPORT

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR KANSAL JAIN AND ASSOCIATES

CHARTERED ACCOUNTANTS

(Firm's Reg. No. 023083N)

Akhil Jain

(CA AKHIL JAIN)

PARTNER

(M. NO. 517602)

UDIN:25517602BNUKXD1951

Place: Hisar

Dated: May 15, 2025



FOR QUALITY FOILS (INDIA) LIMITED

Tejasvi Bhargava *Kuldip Bhargava*

TEJASVI BHARGAVA
(Managing Director)
(DIN: 00011205)

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

Amelia Nelson
AMELIA NELSON
(Company Secretary)

Birdhi Hand Jain
BIRDHI HAND JAIN
(Chief Financial Officer)

QUALITY FOILS (INDIA) LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2025

(Amount Rs. in Lakhs)

PARTICULARS	NOTE NO.	FOR THE YEAR ENDED 31ST MARCH, 2025 (Rs.)	FOR THE YEAR ENDED 31ST MARCH, 2024 (Rs.)
REVENUE			
Revenue from Operations	20	15,084.74	15,468.97
Other Income	21	195.45	69.33
Total Revenue		<u>15,280.19</u>	<u>15,538.30</u>
EXPENSES:			
Cost of Material Consumed	22	12,949.74	13,394.12
Changes in Inventories of Finished goods and Work-in-progress	23	(268.17)	(268.69)
Employee Benefit Expenses	24	662.45	550.18
Finance Cost	25	231.46	282.59
Depreciation		173.46	157.26
Other Expenses	26	1,287.87	1,251.03
Total Expenses		<u>15,036.81</u>	<u>15,366.50</u>
Profit from ordinary activities before Extraordinary Items and Tax		<u>243.38</u>	<u>171.80</u>
Extraordinary Items		-	-
Profit Before Tax		<u>243.38</u>	<u>171.80</u>
Tax Expense:			
- Income tax on extraordinary items		-	-
- Current Tax		29.75	44.51
- Deferred Tax		62.65	(6.29)
- Previous years' tax adjustment		9.13	-
NET PROFIT FOR THE PERIOD/YEAR		<u>141.85</u>	<u>133.58</u>
Earnings per equity share of face value of Rs. 10/- each (Previous year at Rs. 10/- each)			
Basic and Diluted (in Rs.)			
On ordinary items		4.97	4.68
On extraordinary items		-	-

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

AUDITOR'S REPORT

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR KANSAL JAIN AND ASSOCIATES

CHARTERED ACCOUNTANTS

(Firm's Reg. No. 023083N)

Akhil Jain
(CA AKHIL JAIN)

PARTNER
(M. NO. 517602)

UDIN: 25517602BNLIKX111951

Place: Hisar

Dated: May 15, 2025



FOR QUALITY FOILS (INDIA) LIMITED

Tejasvi Bhargava

TEJASVI BHARGAVA
(Managing Director)
(DIN: 00011205)

Amelia Nelson

AMELIA NELSON
(Company Secretary)

Kuldip Bhargava

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

Birdhi Chand Jain

BIRDHI CHAND JAIN
(Chief Financial Officer)

QUALITY FOILS (INDIA) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

PARTICULARS	(Amount Rs. In Lakhs)	
	For the year ended 31.03.2025	For the year ended 31.03.2024
A. Cash Inflow/(Outflow) from Operating Activities		
Net Profit Before Tax & Extraordinary Items	243.38	171.80
Adjustment for:		
Depreciation	173.46	157.26
Interest Income	(33.91)	(37.98)
Dividend Income	(0.17)	(0.17)
Foreign Currency Fluctuation	(0.55)	(5.83)
Liabilities written off	(0.05)	(0.57)
Profit on Sale of Fixed assets	(155.95)	-
Finance Cost	231.46	282.59
Operating Profit before working Capital Changes	457.68	567.11
Adjustment for:		
(Increase)/Decrease in Inventories	(620.91)	232.07
(Increase)/Decrease in trade receivables	(47.75)	608.45
(Increase)/Decrease in other assets	(241.97)	92.62
Increase/(Decrease) in Liabilities and provisions	264.88	(6.83)
Cash Inflow from Operating Activities	(188.07)	1,493.41
Interest Income	33.91	37.98
Liabilities written off	0.05	0.57
Foreign Currency Fluctuation	0.55	5.83
Income Tax Paid	(38.88)	(44.51)
Cash Inflow Before Extra Ordinary items	(192.44)	1,493.28
Extra ordinary items	-	-
Net Cash inflow	(192)	1,493.28
B. Cash Inflow/(Outflow) from Investing Activities		
Purchase of Capital Goods/Fixed Assets	(2,528.22)	(598.81)
Sale of Capital goods/Fixed Assets	218.05	-
(Increase)/Decrease in other non current assets	347.93	(290.37)
Increase/(Decrease) in non-current Liabilities/provisions	0.09	5.99
Dividend Income	0.17	0.17
Income Tax on extraordinary items	-	-
Net Cash from investing activities	(1,961.98)	(883.01)
C. Cash Inflow/(Outflow) from Financing Activities		
Proceeds from issue of share capital	-	-
Proceeds from long term borrowings	2,020.46	349.27
Proceeds from short term borrowings	1,340.02	(854.22)
Repayment of long term borrowings	(956.53)	(293.24)
Interest Paid	(231.46)	(282.59)
Net cash from Financing activities	2,172.48	(1,080.77)
Net Changes in Cash & Cash Equivalents	18.08	(470.51)
Cash & Cash Equivalents (Opening balance)	109.52	580.04
Cash & cash Equivalents (Closing balance)	127.59	109.52

AUDITOR'S REPORT

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR KANSAL JAIN AND ASSOCIATES

CHARTERED ACCOUNTANTS

(Firm's Reg. No. 023083N)

Akhil Jain
(CA AKHIL JAIN)

PARTNER

(M. NO. 517602)

UDIN: 25517602BNUKXD1951

Place: Hisar

Dated: May 15, 2025



FOR QUALITY FOILS (INDIA) LIMITED

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

Amelia Nelson
AMELIA NELSON
(Company Secretary)

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

Birdhi Chand Jain
BIRDHI CHAND JAIN
(Chief Financial Officer)

QUALITY FOILS (INDIA) LIMITED
Notes on Financial Statements for the year ended 31st March, 2025
(Amount Rs. in Lakhs)

PARTICULARS	As at 31st March, 2025		As at 31st March, 2024	
	No. of shares	Amount	No. of shares	Amount
2 EQUITY SHARE CAPITAL:				
AUTHORISED CAPITAL:				
Equity Shares of Rs. 10/- each	4000000	400.00	4000000	400.00
ISSUED, SUBSCRIBED & PAID UP CAPITAL :				
Equity Shares of Rs. 10/- each fully paid up	2854000	285.40	2854000	285.40

Terms/Rights to Equity Shares:

i. The company has only one class of shares referred to as Equity Shares having a face value of Rs. 10/- each

ii. Each equity shareholder is entitled for one vote per share.

(a) Reconciliation of the number of shares outstanding:

	As at 31.03.2025	As at 31.03.2024
	No. of shares	No. of shares
Equity Shares		
Shares outstanding at the beginning of the year (FV 10/- each)	2854000	2854000
Add: Fresh Shares issued during the year (FV 10/- each)	-	-
Shares outstanding at the end of the year (FV 10/- each)	2854000	2854000

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

Name of the shareholder	As at 31.03.2025		As at 31.03.2024	
	No. of shares	% of shares	No. of shares	% of shares
Kuldip Bhargava	662800	23.22%	622800	21.82%
Tejasvi Bhargava	173600	6.08%	123600	4.33%
Satellite Developers Pvt. Ltd.	334250	11.71%	518250	18.16%
Quality Stainless Pvt Ltd	184200	6.45%	184200	6.45%
Quality Bio Green Pvt. Ltd.	230550	8.08%	230550	8.08%

(c) Promoters' Shareholding:

Name of the promoter	As at 31.03.2025		As at 31.03.2024		% change during the year
	No. of shares	% of shares	No. of shares	% of shares	
Kuldip Bhargava	662800	23.22%	622800	21.82%	1.40%
Tejasvi Bhargava	173600	6.08%	123600	4.33%	1.75%
Kuldip Bhargava (HUF)	130050	4.56%	130050	4.56%	0%
Smt. Anshu Bhargava	115200	4.04%	115200	4.04%	0%
Tapasvi Bhargava	131900	4.62%	81900	2.87%	1.75%
Jagdeep Bhargava	13500	0.47%	13500	0.47%	0%
Manjula Vasudeva	27000	0.95%	27000	0.95%	0%
Quality Stainless Pvt Ltd	184200	6.45%	184200	6.45%	0%
Quality Bio Green Pvt. Ltd.	230550	8.08%	230550	8.08%	0%

3 RESERVES AND SURPLUS:
GENERAL RESERVE

As per last Balance Sheet	82.10	82.10
Add: During the year	-	-

(a) 82.10 82.10

SECURITY PREMIUM

As per last Balance Sheet	628.00	628.00
Add: During the year	-	-

(b) 628.00 628.00

SURPLUS:
Profit and Loss account

As per last Balance Sheet	1,877.71	1,744.13
Less: Transferred to General Reserve	-	-

	1,877.71	1,744.13
Add: Profit for the period/year	141.85	133.58

(c) 2,019.56 1,877.71

Total (a+b+c) 2,729.66 2,587.81


QUALITY FOILS (INDIA) LIMITED**Notes on Financial Statements for the year ended 31st March, 2025****(Amount Rs. in Lakhs)**

PARTICULARS	As at 31st March, 2025	As at 31st March, 2024
	Amount	Amount
4 LONG TERM BORROWINGS:		
SECURED:		
From Axis Bank Ltd.-Term Loan*	1,127.78	310.38
From Axis Bank Ltd. - WCTL under ECLGS**	60.67	164.67
From ICICI Bank Ltd. - WCTL***	319.44	-
From Sarva Haryana Gramin Bank****	25.82	-
From Mercedes-Benz Fin. Services India Pvt Ltd.,*****	24.48	39.55
From Kotak Mahindra Bank Ltd.	-	703.38
(a)	<u>1,558.19</u>	<u>1,217.98</u>
UNSECURED:		
From Other parties:		
- Directors	553.71	125.14
- Corporate loans	10.16	-
(b)	<u>563.87</u>	<u>125.14</u>
Total (a+b)	<u>2,122.06</u>	<u>1,343.12</u>

*Loan(s) are secured against: a) First pari-passu charge with other lenders on immovable property, on movable fixed assets of the company except financed exclusively charged by other banks and on present and future current assets of the company. The loan is repayable in monthly instalments. The loan(s) carries rate of interest from 8.65% p.a. to 9.25% p.a.

**Secured by extension of existing charge by equitable mortgage on company's immovable properties and hypothecation of movable fixed assets both present and future. The loan is repayable in monthly instalments. The loan carries rate of interest ranging from 8.65% p.a. to 9.25% p.a., including current maturities.

***Secured by extension of existing charge by equitable mortgage on company's immovable properties and hypothecation of movable fixed assets both present and future. The loan is repayable in monthly instalments. The loan carries rate of interest ranging from 8.85% p.a. to 9.25% p.a., including current maturities.

****Secured by hypothecation of vehicles. The loan(s) are repayable in monthly instalments. The loan carries rate of interest @ 8.85% p.a.

*****Secured by hypothecation of vehicles. The loan(s) are repayable in monthly instalments. The loan carries rate of interest @ 7.81% p.a.

Maturity Profile of borrowings are as set out below:**(Amount Rs. in Lakhs)**

Particulars	Maturity Profile				Total
	FY 2025-26	FY 2026-27	FY 2027-28	Beyond FY 2027-28	
*Axis Bank Ltd.-Term Loan (New)	233.33	233.33	233.33	661.12	1,361.11
**Axis Bank Ltd. - WCTL under ECLGS	104.00	60.67	-	-	164.67
***ICICI Bank Ltd. - WCTL	166.67	166.67	152.77	-	486.11
****Sarva Haryana Gramin Bank car loan	4.43	4.43	4.43	16.96	30.25
*****Mercedes Benz Fin. Serv.- Car Loan	14.28	15.44	9.04	-	38.76
Total	522.71	480.54	399.57	678.08	2,080.90



QUALITY FOILS (INDIA) LIMITED
Notes on Financial Statements for the year ended 31st March, 2025

PARTICULARS	(Amount Rs. in Lakhs)	
	As at 31st March, 2025 Amount	As at 31st March, 2024 Amount
5 LONG TERM PROVISIONS:		
Long Term Employee Benefits (gratuity)	202.11	199.03
	<u>202.11</u>	<u>199.03</u>
6 OTHER NON CURRENT LIABILITIES		
Securities	-	3.00
	<u>-</u>	<u>3.00</u>
CURRENT LIABILITIES:		
7 SHORT TERM BORROWINGS:		
Secured:		
From Banks:		
a. Working Capital Limits (Cash credit)	2,431.69	1,889.20
b. Letter of Credit payable	797.52	-
c. Current maturities of long-term borrowings	522.71	237.72
	<u>3,751.92</u>	<u>2,126.92</u>
Note: Short term borrowings are secured by first pari-passu charge by hypothecation of raw materials, work-in-progress, finished goods, stores and spares, book debts and movable and immovable property, plant and machinery, land and building of the company. The rate of interest on borrowings ranging from 8.65% p.a. to 9.25% p.a.		
8 TRADE PAYABLES*		
Due to Micro and Small Enterprises	-	7.75
Due to others	238.55	-
	<u>238.55</u>	<u>7.75</u>
*Refer note no. 28		
9 OTHER CURRENT LIABILITIES		
Advance from customers	13.38	24.96
Statutory dues	9.38	37.36
Other account payables*	160.04	100.97
	<u>182.80</u>	<u>163.29</u>
*Including expenses payable.		
10 SHORT TERM PROVISIONS:		
Short Term Employee Benefits (gratuity)	59.31	44.73
	<u>59.31</u>	<u>44.73</u>



Notes on Financial Statements for the year ended 31st March, 2025											
11	PROPERTY, PLANT AND EQUIPMENTS:										
	TANGIBLE ASSETS										
										(Amount Rs. in Lakhs)	
		GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		Cost	Additions	Adjustments/	Total Cost	Upto	During	Adjustments/	Total	As at	As at
	Description	as at	during	Transfers/	as at	31-03-2024	the	Transfers/	upto	31.03.2025	31-03-2024
		31-03-2024	the year	(Deductions)	31.03.2025		Year	(Deductions)	31.03.2025		
	Land	170.21	15.47	-	185.68	-	-	-	-	185.68	170.21
	Buildings	603.17	379.15	77.26	905.05	192.56	15.09	15.15	192.49	712.56	410.61
	Plant & Equipments	3,015.41	2,260.28	-	5,275.69	1,528.35	123.57	-	1,651.92	3,623.77	1,487.06
	Office Equipments	85.06	3.74	-	88.80	72.61	6.39	-	79.00	9.79	12.44
	Furniture & Fixtures	25.93	0.09	-	26.02	14.24	1.39	-	15.64	10.39	11.69
	Vehicles	223.61	36.27	-	259.88	103.61	27.02	-	130.63	129.25	120.00
	Total	4,123.39	2,694.99	77.26	6,741.12	1,911.38	173.46	15.15	2,070.68	4,671.43	2,212.01
	Capital Work in Progress	248.37	2,472.65	2,639.42	81.60	-	-	-	-	81.60	248.37
	Total	4,371.76	5,167.64	2,716.68	6,822.72	1,911.38	173.46	15.15	2,070.68	4,753.03	2,460.39
	Previous Year's	3,772.95	598.81	-	4,371.76	1,754.12	157.26	-	1,911.38	2,460.39	2,018.84



QUALITY FOILS (INDIA) LIMITED
Notes on Financial Statements for the year ended 31st March, 2025
(Amount Rs. in Lakhs)
12 NON CURRENT INVESTMENTS

Particulars	As at 31.03.2025			As at 31.03.2024	
	Face value	No. of Shares	AMOUNT	No. of Shares	AMOUNT
A. EQUITY SHARES (QUOTED)(At cost) :					
(a) JSW Energy Ltd.	10	8640	8.64	8640	8.64
(b) Orbit Corporation Ltd.	10	50000	20.02	50000	20.02
(c) Videocon Industries Ltd.	10	1300	7.92	1300	7.92
(d) Reliance Power Ltd.	10	27	0.07	27	0.07
Total - A			36.65		36.65
B. EQUITY SHARES (UNQUOTED)(At cost) :					
(a) UB Stainless Ltd.	10	5000	0.50	5000	0.50
(b) Quality Stainless Pvt. Ltd. (PAN: AAACQ0726A)	10	144600	2.89	144600	2.89
Total - B			3.39		3.39
GRAND TOTAL (A+B)			40.05		40.05
Aggregate Market value of quoted investments			47.41		46.64

13 LONG TERM LOANS AND ADVANCES

(Unsecured and considered good)		
Advances to suppliers of capital goods	-	342.93
	-	342.93

14 OTHER NON CURRENT ASSETS

(Unsecured and considered good)		
Security deposits	61.27	66.27
	61.27	66.27

15 INVENTORIES

i. Raw Material	432.17	168.66
ii. Work-in-progress	424.04	607.49
iii. Finished Goods	753.82	302.21
iv. Stores, spares and consumables	478.25	389.01
	2,088.28	1,467.37

16 TRADE RECEIVABLES#

Secured, considered good	-	-
Unsecured, considered good*		
i. Less than six months	2,403.56	2,339.84
ii. More than six months	51.23	67.20
Doubtful	-	-
	2,454.79	2,407.04

Refer note no. 29

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

17 CASH AND CASH EQUIVALENT

(a) Cash and cash equivalent		
Cash in hand	0.41	1.26
Balance with Banks in Current Accounts	6.32	20.84
(b) Other Bank balances		
In Term deposit accounts (Maturity more than 3 months but less than 12 months*)	120.86	87.41
	127.59	109.52

*Pledged with Banks as margin money.



QUALITY FOILS (INDIA) LIMITED**Notes on Financial Statements for the year ended 31st March, 2025**

PARTICULARS	(Amount Rs. In Lakhs)	
	As at 31st March, 2025 Amount	As at 31st March, 2024 Amount
18 SHORT TERM LOANS AND ADVANCES:		
(Unsecured and considered good)		
Advance to suppliers	26.88	17.68
	<u>26.88</u>	<u>17.68</u>
19 OTHER CURRENT ASSETS:		
(Unsecured and considered good)		
Balance with revenue authorities	219.50	-
Prepaid expenses	7.48	2.33
Advance Income Tax/TDS (Net)	12.74	23.06
Other receivables	30.78	12.35
	<u>270.50</u>	<u>37.74</u>
PARTICULARS	2024-25	2023-24
20 REVENUE FROM OPERATIONS		
Sales of Products	14,877.87	15,290.42
Job Work	204.32	174.55
Export Incentives	2.55	4.00
	<u>15,084.74</u>	<u>15,468.97</u>
21 OTHER INCOME :		
Interest received from Bank and others	33.91	37.98
Dividend received	0.17	0.17
Foreign Currency Fluctuation	0.55	5.83
Liabilities written off	0.05	0.57
Rent Received	4.82	24.79
Profit on sale of fixed assets	155.95	-
	<u>195.45</u>	<u>69.33</u>
22 COST OF MATERIAL CONSUMED		
RAW MATERIAL CONSUMED :		
Opening Stock	168.66	750.18
Add: Purchases (Net of discounts)	13,213.25	12,812.61
	<u>13,381.91</u>	<u>13,562.79</u>
Less: Closing stock	432.17	168.66
Cost of Material consumed	<u>12,949.74</u>	<u>13,394.12</u>
23 CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK-IN-PROCESS		
Opening Stock of Finished Goods	302.20	171.79
Opening Stock of work-in-progress	607.49	469.22
	<u>909.69</u>	<u>641.01</u>
Closing Stock of Finished Goods	753.82	302.21
Closing Stock of work-in-progress	424.04	607.49
	<u>1,177.86</u>	<u>909.70</u>
Changes in Inventories	<u>(268.17)</u>	<u>(268.69)</u>
24 EMPLOYEE BENEFIT EXPENSE		
Salaries, Wages and Other Benefits	602.28	501.64
Contribution to Provident and Other Funds	44.78	36.71
Workmen and staff welfare	15.39	11.83
	<u>662.45</u>	<u>550.18</u>



QUALITY FOILS (INDIA) LIMITED
Notes on Financial Statements for the year ended 31st March, 2025

		(Amount Rs. In Lakhs)	
PARTICULARS	As at 31st March, 2025	As at 31st March, 2024	
	Amount	Amount	
25 FINANCE COST:			
Interest paid to Banks	211.77		253.26
Interest paid to others	4.32		8.49
Other Financial/Incidental Charges	15.37		20.84
	<u>231.46</u>		<u>282.59</u>
26 OTHER EXPENSES			
A MANUFACTURING EXPENSES:			
Store, Spares and consumables	416.92		398.30
Power and Fuel	505.31		475.31
Job charges paid	14.83		20.17
Freight Inward	36.88		24.59
Repair and Maintenance - Machinery	8.73		4.08
Repair and Maintenance - Factory Building	1.28		2.28
	<u>983.95</u>		<u>924.74</u>
B SELLING, ADMINISTRATIVE & OTHERS:			
Advertisement and publicity	0.66		1.43
Auditors' Remuneration (Ref note no. 31)	0.65		0.65
Books and Periodicals	0.17		0.06
Business Promotion Expense	5.61		27.92
Commission on sales	15.23		18.24
Discount and Rebates	10.62		6.28
Donations	0.16		1.14
Fee and Subscription	18.14		21.37
Freight Outward	115.21		117.57
Rates and Taxes	0.04		0.05
Insurance Charges	10.80		12.59
Legal and Professional Charges	4.25		4.74
General Expenses	4.72		4.93
Postage and Telephone	5.13		6.09
Printing and Stationery	3.99		4.13
Rent paid	43.56		35.77
Repair and Maintenance - misc.	2.08		3.18
Sundry Balances w/off	0.27		0.88
GST/Input Tax/Service Tax	2.00		0.72
Travelling and Conveyance	25.11		34.51
Vehicles Running and Maintenance	20.75		16.65
Water Expenses	13.77		7.38
	<u>303.92</u>		<u>326.30</u>
GRAND TOTAL	<u>1,287.87</u>		<u>1,251.03</u>



QUALITY FOILS (INDIA) LIMITED

(CIN: L27107HR1990PLC030929)

Notes on Financial Statements for the Year ended 31st March, 2025

27. Share Capital

i.) Authorised Share Capital: The Authorised Share Capital of the Company as on March 31, 2025 is Rs.4,00,00,000/- divided into 40,00,000 Equity Shares of Rs.10/- each.

ii) The company is a public limited company and is listed on SME Platform of National Stock Exchange of India Ltd. (NSE EMERGE).

28. Trade Payables:

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

(Rs. In lakhs)

Sr. No.	Particulars	As at March 31, 2025	As at March 31, 2024
1	Principal amount due outstanding	-	7.75
2	Interest due on (1) above and unpaid	-	-
3	Interest paid to the supplier(s)	-	-
4	Payments made to the supplier(s) beyond the appointed day during the year.	-	-
5	Interest due and payable for the period of delay	-	-
6	Interest accrued and remaining unpaid	-	-
7	Amount of further interest remaining due and payable in succeeding year	-	-

* To the extent information available with the company.

(ii).Trade Payables Ageing:

Ageing as at 31.03.2025	Rs. In lakh				
Particulars	Less than 1 year	1 year - 2 year	2 year - 3 year	More than 3 year	Total
MSME	-	-	-	-	-
Others	238.55	-	-	-	238.55
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-
TOTAL	238.55	-	-	-	238.55

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



29. Trade Receivables Ageing:

Ageing as at 31.03.2025

Rs. In lakh

Particulars	Not Due	Less than six months	Six months – 1 year	1 year – 2 year	2 year – 3 year	More than 3 years	Total
Undisputed trade receivables-considered good	1360.11	1043.45	19.18	6.97	1.95	0.60	2432.26
Undisputed trade receivables-considered doubtful	-	-	-	-	-	-	-
Disputed trade receivables-considered good	-	-	-	-	-	22.53	22.53
Disputed trade receivables-considered doubtful	-	-	-	-	-	-	-
TOTAL						23.13	2454.79

Ageing as at 31.03.2024

Rs. In lakh

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

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

Aging schedule as on 31.03.2025

(Rs. In Lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	81.60	-	-	-	81.60
Projects temporarily suspended	-	-	-	-	-

Aging schedule as on 31.03.2024

(Rs. In Lakhs)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	248.37	-	-	-	248.37
Projects temporarily suspended	-	-	-	-	-



31. Auditors' remuneration:

		(Rs. In lakh)
	<u>31.03.2025</u>	<u>31.03.2024</u>
(a) Statutory audit fee	0.35	0.35
(b) Tax audit fee and other certification	0.30	0.30

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

		(Rs. In lakh)
	<u>31.03.2025</u>	<u>31.03.2024</u>
(a) Bank Guarantees	28.92	29.11
(b) Corporate Guarantees	1585.00	950.00

33. Information regarding Related parties and transactions with them:**A. List of Key Management Personnel and related parties:****a. Key Management Personnel:**

- i. Sh. Kuldip Bhargava - Chairman & Director
- ii. Sh. Tejasvi Bhargava - Managing Director
- iii. Sh. Mohan Lal - Director
- iv. Sh. Birdhi Chand Jain - Chief Financial Officer
- v. Ms Amelia Nelson - Company Secretary

Relatives of Key Management Personnel:

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

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

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

c. Transactions with related parties:**Rs. in lakhs**

Particulars	Nature of relationship	Name of related party	31 st March. 2025	31 st March. 2024
Managerial Remuneration	KMP	Sh. Kuldip Bhargava	61.42	61.42
		Sh. Tejasvi Bhargava	49.42	49.42
		Sh. Mohan Lal	3.42	2.50
		Sh. Birdhi Chand Jain	12.58	12.06
		Ms Amelia Nelson	3.53	-
Interest paid	KMP	Sh. Kuldip Bhargava	3.30	0.10
		Sh. Tejasvi Bhargava	0.72	0.06
Remuneration	Relatives of KMP	Mrs. Divya Bhargava	6.22	6.22
		Mrs. Preet Bhargava	6.22	6.22
		Mrs. Anita Jain	6.23	6.23
Sales and other services	Associate concern	Quality Stainless P Ltd	72.34	6042.27
		Quality BioGreen PLtd	-	17.52
		Quality BioenergyLLP	3.01	0.71



		Aurum Fabrication	0.95	-
Purchases and other services	Associate concern	Quality Stainless Pvt. Ltd.	116.93	11.24
Receivable from	Associate concern	Quality Stainless Pvt. Ltd.	-	150.87
Payable to	KMP	Sh Kuldeep Bhargava Sh. Tejasvi Bhargava	413.06 140.65	35.09 90.05

34. Additional information:

(Rs. In Lakhs)

Current Year			Previous Year		
i)	Gross Income from Job Work:	204.32	174.55		
ii)	Raw material Consumption:				
	SS Strips and other goods	12949.74			13394.12
iii)	Break-up of consumption of Raw Materials and Stores & Spares into Imported and Indigenous:				
a.	Raw	%	Rs.	%	Rs.
	Imported:	-	-	3.30	442.02
	Indigenous	100	12949.74	96.70	12952.10
b.	Stores & Spares:				
	Imported:	0.53	2.22	0.75	3.06
	Indigenous	99.47	414.70	99.25	395.24
v)	Value of Imports on CIF Basis- Capital Goods		892.34		213.39
vi)	Earnings in foreign exchange: FOB value of exports		166.67		248.96
vii)	Expenditure in Foreign Currency: Foreign Travelling Business Promotion expenses		4.12 -		12.59 8.96

35. Earnings Per share:

Rs. In lakhs

S NO.	Particulars	Current Year	Previous Year
1	Net profit for computation of Basic and Diluted EPS- From ordinary activities From extraordinary items	141.85 -	133.58 -
2	Weighted average number of equity shares for Basic and Diluted EPS (Previous year at Rs. 10/- each)	2854000	2854000

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



36. Ratios:

Ratios	Numerator	Denominator	FY 2024-25	FY 2023- 24	Variance	Reasons for variance
Current Ratio	Current Assets	Current Liabilities	1.17	1.72	-31.76%	due to increase in short term borrowings
Debt-equity ratio	Total Borrowings	Total equity	1.95	1.21	61.01%	due to increase in total borrowings
Debt service coverage ratio	Profit before tax, interest, depreciation	Net finance cost+principal repayments of long term borrowings	0.55	1.06	-48.52%	due to increase in repayment of borrowings
Return on Equity	Profit after tax	Total equity	4.70	4.65	1.18%	-
Inventory turnover (no. of days)	Average Inventory	Cost of production	45	40	13.22%	-
Trade receivables turnover (no. of days)	Average Trade receivables	Sale of products	59	64	-8.09%	-
Trade payables turnover (no. of days)	Average Trade payables	Cost of material consumed + changes in inventory	3.54	1	254%	Due to increase in trade creditors.
Net capital turnover	Net sales	Current assets-current liabilities	12.40	9.12	36%	due to decrease in net capital
Net profit margin (%)	Profit after tax	Total revenue	0.93	0.86	7.95%	-
Return on capital employed	Profit before tax and interest	TNW+ total debts	8.81	10.32	-14.60%	-
Return on investments	Current MV - cost of investments	Cost of investments	-	-	-	-



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

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

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

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

Signatures to Notes '1' to '40':

Auditor's Report

As per our report of even date attached.

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

FOR KANSAL JAIN & ASSOCIATES
Chartered Accountants
(Firm's registration no. 023083N)

(CA AKHIL JAIN)
Partner

(M.NO.:517602)

UDIN: 25517602BNUKXD1951



TEJASVI BHARGAVA
(Managing Director)
(DIN: 0001205)

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

Ms. AMELIA NELSON
(Company Secretary)

BIRDHI CHAND JAIN
(Chief Financial Officer)

Place: Hisar

Dated: May 15, 2025

QUALITY FOILS (INDIA) LIMITED

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

(CIN: L27107HR1990PLC030929)

Regd. Office: 3, Industrial Development Colony, Hisar-125005, Haryana

AUDITED STATEMENT OF FINANCIAL RESULTS FOR THE HALF-YEAR ENDED ON 31ST MARCH, 2025

(Rs. In Lakhs)

PARTICULARS	For the Half year ended			For The Year ended	
	01.10.2024 to	01.04.2024 to	01.10.2023 to	31st March	31st March
	31.03.2025	30.09.2024	31.03.2024	2025	2024
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
REVENUE					
Revenue from Operations	7382.85	7701.89	7348.91	15084.74	15468.97
Other Income	34.50	160.95	41.06	195.45	69.33
Total Revenue	7417.35	7862.84	7389.97	15280.19	15538.30
EXPENSES:					
Cost of Material Consumed	6621.96	6327.78	6184.65	12949.74	13394.12
Changes in Inventories of Finished goods and Work-in-progress	-536.16	267.99	-31.52	-268.17	-268.69
Employee Benefit Expenses	345.44	317.01	264.16	662.45	550.18
Finance Cost	131.84	99.62	166.43	231.46	282.59
Depreciation	89.70	83.76	79.39	173.46	157.26
Other Expenses	623.38	664.49	645.27	1287.87	1251.04
Total Expenses	7276.16	7760.65	7308.38	15036.81	15366.50
Profit from ordinary activities before Extraordinary Items and Tax	141.19	102.19	81.59	243.38	171.80
Extraordinary Items:					
- Profit on sale of land	-	-	-	-	-
- Loss on sale of long term investments	-	-	-	-	-
Profit Before Tax	141.19	102.19	81.59	243.38	171.80
Tax Expense:					
- Income tax on extraordinary items	-	-	-	-	-
- Current Tax	9.31	20.44	20.38	29.75	44.51
- Deferred Tax	62.65	-	-6.29	62.65	-6.29
- Previous years' tax adjustment	9.13	-	-	9.13	-
NET PROFIT FOR THE PERIOD/YEAR	60.10	81.75	67.50	141.85	133.58
Earnings per equity share of face value of Rs. 10/- each (Previous year restated at Rs. 10/- each)					
Basic and Diluted (in Rs.)					
On ordinary items	2.11	2.86	2.36	4.97	4.68
On extraordinary items	-	-	-	-	-

Notes:-

- The financial results of the Company for the financial year ended on March 31, 2025 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Company in their meeting held on May 15, 2025. The results are being published in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Company has received NIL complaint from shareholders during the quarter ended on March 31, 2025.
- The Financial Results of the Company have been prepared in accordance with Accounting Standards (AS) notified under Section 133 of companies act, 2013 read with the Companies (Accounts) Rules, 2014 as considered material or appropriate.
- There are no separate reportable segments as per AS 17 on "Segment Reporting" in respect of the Company.
- Tax expenses include current tax and deferred tax.
- The figures of the previous periods have been regrouped/reclassified wherever necessary to confirm with the current period's classification.
- Comparative figures have been rearranged /regrouped wherever necessary.
- Cash flow Statement for the financial year ended March 31, 2025 is attached herewith.

AUDITOR'S REPORT

AS PER OUR REPORT OF EVEN DATE ATTACHED
FOR KANSAL JAIN AND ASSOCIATES
 CHARTERED ACCOUNTANTS
 (Firm's Reg. No. 023083N)

Akhil Jain
 (CA AKHIL JAIN)
 PARTNER

(M. NO. 517602)
 UDIN: 25517602BNUKXD1951
 Place: Hisar
 Dated: May 15, 2025

**FOR QUALITY FOILS (INDIA) LIMITED**

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

Amelia Nelson
 AMELIA NELSON
 (Company Secretary)

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

Birdhi Chand Jain
 BIRDHI CHAND JAIN
 (Chief Financial Officer)

QUALITY FOILS (INDIA) LIMITED

Notes to the Statement of Financial Results

1. The financial results have been prepared in accordance with the Accounting Principles generally accepted in India. The Financial Statements have been prepared to comply in all material respects with the Accounting Standards, as prescribed under Section 133 of the Companies Act, 2013 and the rules defined there under, as amended from time to time and in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and disclosure Requirements) Regulations 2015, as amended. The above financial results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on May 15, 2025. Ind AS is not currently applicable to the Company.
2. The Statutory Auditors of the Company have issued their report on aforementioned audited financial results for the period ended March 31, 2025 which has been taken into records by the Audit Committee and the board at their respective meetings held on May 15, 2025. The Report does not have any impact on the aforesaid financial results which need any explanation by the board.
3. The figures for the 2nd half year ended March 31, 2025 as reported in these financial results are the balancing figures between audited figures in respect of the full financial year and the unaudited figures up to the end of the 1st half year (i.e. 01.04.2024-30.09.2024) of the financial year. The comparative financial information for the half year ended March 31, 2024 has not been subjected to limited review by the statutory auditors and have been presented solely based on the information compiled by the management.
4. The Company has issued 7,54,000 Equity Shares of face value of Rs. 10/- each, at a premium of Rs. 50/- per equity share on its Initial Public Offering (IPO) amounting to Rs. 75.40 lakhs Equity Share Capital and Rs. 377.00 lakhs towards Security Premium. The Equity Shares issued on the IPO of the Company have been listed on the SME platform of National Stock Exchange (ISIN Code: INE001M01015) on 24th March, 2023.

The funds raised by issue of the IPO are for the purpose of:

- i) Funding capital expenditure requirements towards purchase of machinery;
- ii) To meet the working capital requirements of the Company;
- iii) General Corporate purposes; and
- iv) To meet the issue expenses.

The funds raised through the IPO have been fully utilized for the specified purpose, and there have been no deviations from the intended objects or purposes as mentioned above. The actual amount of funds utilized aligns with the original disclosure.

5. The Company is operating in a single segment i.e. engineering products. Hence, the above financial results are based on single segment only.



6. The figures for the corresponding previous periods have been regrouped/reclassified/restated wherever necessary, to make them comparable.
7. EPS for the respective periods have been calculated based on the weighted average number of shares outstanding for the said periods. EPS not annualized for half year ended.
8. The above audited financial results of the company are available on the company's website www.qualitygroup.in and also on the website of NSE i.e. www.nseindia.com where the shares of the Company are listed.



Tajinder Singh

Kushal Sharma

Sign

Amelia