



GSM FOILS LIMITED

CIN: U43303MH2023PLC405459

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

PHONE NO.: +91 91 84689 68102

EMAIL ID: info@gsmfoils.com

WEBSITE: www.gsmfoils.com

September 03, 2025

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

Sub: Annual Report for the Financial Year 2024-2025 along with Notice of 02nd Annual General Meeting

Ref: Script Code: GSMFOILS

Dear Sir/ Madam,

In terms of requirements of Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, please find enclosed herewith Annual Report of the Company for the financial year 2024-2025 along with Notice of 02nd Annual General Meeting.

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

Kindly take the same on your record.

Thanking you
For GSM FOILS LIMITED

SAGAR BHANUSHALI
WHOLE TIME DIRECTOR
DIN: 09126902



GSM FOILS LIMITED

**2ND ANNUAL REPORT
FOR THE FINANCIAL
YEAR 2024-2025**



CONTENT OF THE REPORT

Particulars	Page No.
About Company	1
Chairman Speech	12
Corporate Information	14
Notice of AGM	15
Directors Report	30
Annexure-I (AOC-2)	45
Annexure-II (Particulars of Employees)	46
Annexure-III (Conservation of Technology, Technology Absorption and Foreign Exchange Earnings & Expenditure)	48
Annexure-IV (Management Discussion & Analysis Report)	50
Annexure-V (Secretarial Audit Report)	55
CEO-CFO Declaration	59
Declaration by MD	60
Certificate of Disqualification of Directors	61
Non-Applicability of CG Report	62
Independent Auditor's Report	63
Financial Statements	82



About Company

GSM Foils — Where Precision Meets Protection

In 2019, a vision took shape — a vision to wrap life-saving medicines in layers of trust, innovation, and perfection. That vision became GSM Foils, a company devoted to crafting world-class Blister Foils and Aluminum Pharma Foils for the pharmaceutical industry.

From the very beginning, we set our standards high. Every sheet of foil that leaves our floor begins its journey with carefully sourced raw materials from trusted vendors, ensuring that quality is never a coincidence, but always a choice. Over the years, we've mastered the art and science of pharmaceutical foils — understanding not just the materials, but the mission they serve.

Our products are more than packaging. They are guardians of potency, designed with abrasion resistance, tensile strength, durability, bond integrity, and flawless sealing. With a range that spans 0.020/0.025/0.030/0.040 microns, we provide coated, ploy-laminated, blister, and printed foils, Alu – Alu Foils each tested to meet — and exceed — the highest industry benchmarks.

Certified under ISO 9001:2015, we combine cutting-edge manufacturing technology with a culture of excellence. This allows us to deliver premium quality at competitive prices, with efficiency that minimizes waste and maximizes value.

At GSM Foils, we don't just follow industry trends — we shape them. As a strategic partner to our clients, we innovate relentlessly, developing aluminum foil packaging



solutions that enhance safety, efficiency, and presentation for pharmaceutical brands across the globe.

Our manufacturing facility, strategically located in Vasai East IE, Thane District, Maharashtra, stands close to both raw material sources and a highly skilled workforce. This geographic advantage ensures swift procurement, seamless production, and rapid delivery — all without compromising on quality.

In every roll we produce, there is a promise — a promise of protection, reliability, and innovation. For us, foils are not just products; they are the final layer of trust between a life-saving medicine and the person who needs it most.

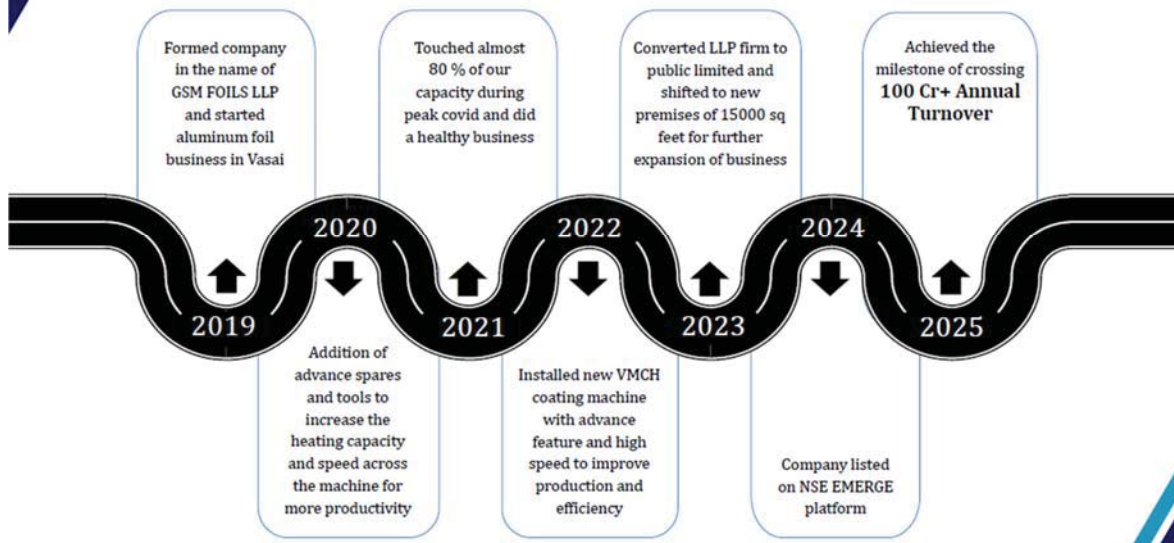
GSM Foils — Sealing Quality. Protecting Trust.

“Microns of Strength. Miles of Trust.”



OUR MANUFACTURING FACILITY AND GLIMPSE OF FACTORY IMAGES

Our Journey



Product Portfolio



Blister Foil

Blister Pack Formation

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

Protection Against Degradation

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

Layer

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



Aluminium Strip Pharma Foils

Superior Protection

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

Special Usage

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

Layer

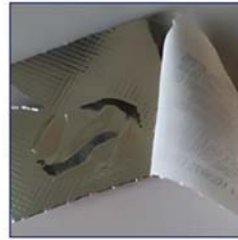
Strip foils consist of nitrocellulose coating, 30 or 40-micron aluminium, and 150 GSM LDPE, offering greater strength than blister foils.

Blister Foils



Push-Through Blister Packaging

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



Peel-Push Blister Packaging

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



Peel-Open Blister Packaging

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



Tear-Open Blister Packaging

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

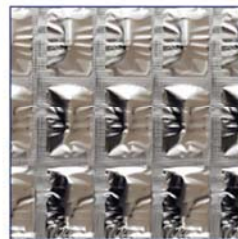
Aluminium Strip Pharma Foils



0.30 mm Strip Foil

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

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



0.040 mm Strip Foil

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

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



Comprehensive Quality Control Measures



Bursting Strength Test

Measures the maximum pressure required to rupture the foil, ensuring durability.

Peeling Strength Test

Assesses the force needed to peel the foil layers apart, confirming adhesion quality.

Sealing Strength Test

Evaluates the strength of sealed joints, ensuring secure packaging integrity.

Bond Strength Test

Tests the adhesion between layers, ensuring the foil remains intact under stress.

GSM Calculator

Calculates the grammage per square meter, ensuring material consistency and quality.

Digital Controlled Hot Plate

Ensures accurate heating for viscosity testing, crucial for maintaining product quality.

Viscosity Cup

Measures the viscosity of liquids, ensuring consistent flow properties during production.

Pinhole Count Box

Detects pinholes in the foil, ensuring no defects that could compromise product integrity.

Delivering Value Through Quality, Customization, and Innovation



Quality Assurance & Compliance

Ensures top-quality products through advanced testing and strict adherence to ISO 9001:2015 standards.



Tailored Client Solutions

Offers customized packaging and dependable delivery, fostering lasting business relationships with clients.



Product Innovation

Continuous investment in R&D drives product innovation, keeping GSM Foils ahead of industry trends.



Vertical Integration

Strong supplier partnerships enable consistent quality and competitive pricing, enhancing GSM Foils' market position.



Certifications



ISO CERTIFICATE



RESIDUAL SOLVENT DECLARATION



TSE, BSE DECLARATION



FOOD GRADE DECLARATION



BRC CERTIFICATE



CGMP CERTIFICATE



VMCH Coating



VMCH Solution Application



Foil Washing



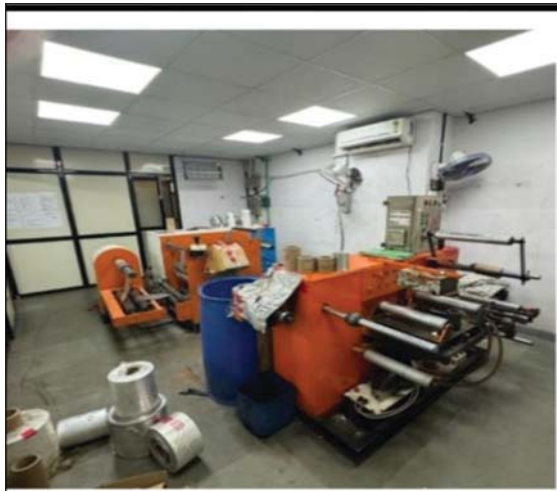
Poly Lamination Machines



Drum Slitting Machine



Printing Machine



Doctoring Machine



Slitting machine



Lamination machine





Chairman's Message

GSM FOILS LIMITED – 2ND ANNUAL REPORT 2024–25

Dear Shareholders,

It is with great pride and gratitude that I extend my heartfelt thanks to the GSM family — especially our new shareholders — for placing your trust in us. This legacy, which began with the listing of our IPO on the SME Board, is one we are committed to carrying forward with dedication and purpose.

PERFORMANCE HIGHLIGHTS FY 2024–25

Revenue from Operations: ₹13,379.99 lakhs

Growth Drivers:

- ❖ Strategic market positioning
- ❖ Operational excellence
- ❖ Strong team performance

COMMITMENT TO RESPONSIBILITY

As Chairman, I view my role not as a position of rights, but as one of deep responsibility. The trust of our stakeholders is our most valued asset.

At GSM, we believe that goodwill and growth are inseparable — each incomplete without the other. Our responsibility extends beyond statutory CSR, guided by a deep sense of humanitarian values and social responsibility.

LOOKING AHEAD

Our vision remains clear: to create long-term, sustainable value for all stakeholders — shareholders, customers, employees, the government, and the communities we serve. We move forward with optimism, innovation, and a firm commitment to excellence.



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

SAGAR BHANUSHALI

Chairman & Whole-Time Director



CORPORATE INFORMATION

<u>BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</u> Mr. Sagar Girish Bhanushali Chairman & Whole-time Director (DIN: 09126902) Mr. Mohansingh Laxmansingh Parmar Managing Director (DIN: 08413828) Mr. Mahesh Virchand Mehta Non-Executive and Independent Director (DIN: 09325268) Mr. Vijay Venilal Pandya Non-Executive and Independent Director (DIN: 10420959) Mrs. Swati Dhaval Mirani Non-Executive and Independent Director (DIN: 10449509) <u>KEY MANAGERIAL PERSONNEL</u> Mr. Sagar Girish Bhanushali Chief Financial Officer Mr. Pratik Mukeshbhai Makwana Company Secretary & Compliance Officer <u>INTERNAL AUDITOR</u> AMB Jain & Co. Chartered Accountants <u>STATUTORY AUDITOR</u> M/s M N C A & Associates Chartered Accountants	<u>REGISTERED OFFICE ADDRESS:</u> GALA NO 06/106/206/306, Sapphire Building, Diamond Industrial Estate, Vasai East IE - 401208, Thane, Maharashtra PHONE NO.: +91 84689 68102, EMAIL: info@gsmfoils.com, WEBSITE: www.gsmfoils.com <u>REGISTRAR & SHARE TRANSFER AGENTS</u> Bigshare Services Private Limited Pinnacle Business Park, Office No S6-2, 6th, Mahakali Caves Rd, Next to Ahura Centre, Andheri East, Mumbai-400093, MH, India Email: bssahd@bighsareonline.com Website: www.bigshareonline.com Contact: 022-6263 8200 <u>STOCK EXCHANGE</u> National Stock Exchange of India Limited (Emerge Platform) <u>SECRETARIAL AUDITOR</u> K. P. Ghelani & Associates <u>BANKER</u> DBS Bank India Limited
--	---



NOTICE

NOTICE is hereby given that the **02ND Annual General Meeting** of the members of **GSM FOILS LIMITED** will be held on **Saturday, September 27, 2025 at 04.00 p.m. IST** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. **To Consider and adopt the financial Statement of the Company for the financial year ended March 31, 2025 and reports of Board of Directors and Auditor thereon;**

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

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **To appoint Mr. Sagar Girish Bhanushali (DIN: 09126902), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment;**

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sagar Girish Bhanushali (DIN: 09126902), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

3. **TO APPOINT M/S. K.P. GHELANI & ASSOCIATES, COMPANY SECRETARIES AS A SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS:**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, M/s. K.P. Ghelani & Associates (Membership No. A33400), Company Secretaries, be and are hereby appointed as the Secretarial Auditors of the Company, to hold office for a term of five consecutive years i.e. from financial year 2025-2026 to financial year 2029-2030, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors (which expression shall include or deemed to include any committee of the Board thereof constituted or to be constituted) be and is hereby authorised on behalf of



the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the aforesaid resolution.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

4. TO APPROVE REMUNERATION OF 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 other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and such other permissions as may be necessary, the payment of the total remuneration of Rs.45,000/- plus reimbursement of out-of-pocket expenses at actuals plus applicable taxes payable to M/s M. C. Bambhroliya & Associates, Cost Accountants, who were appointed as "Cost Auditor" to conduct the audit of Cost Records maintained by the Company for the Financial Year ending March 31, 2026, be and is hereby ratified and approved."

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

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

**Sd/-
Pratik Makwana
Company Secretary
and Compliance Officer**

**Place: Vasai East (Mumbai)
Date: 02.09.2025**



Notes:

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 10/2022 dated December 28, 2022, 09/2023 September 25, 2023 and the latest circular being 09/2024 dated September 19, 2024 ('MCA Circulars') and SEBI vide its Circular No. SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (hereinafter collectively referred to as "the Circulars"), has allowed the Companies to conduct the AGM through Video Conferencing or Other Audio-Visual Means ('VC/OAVM') till September 30, 2025 without the physical presence of members at a common venue. In accordance with the said Circulars and applicable provisions of the Act, the 02nd AGM of the Company is being conducted through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Item No. 3 and 4 of the Notice forms part of this Notice.

3. The relevant details as required pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India in respect of the Director seeking re-appointment are annexed and also form part of this Notice.

4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

5. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

6. Participation at the AGM through VC shall be allowed for 1,000 Members on first-cum-first served basis. This will not include large Members (Members holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

7. The Members can join the Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting through VC/OAVM will be made available on first come first served basis.

8. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2024-2025 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the



Notice and Annual Report 2024-2025 will also be available on the Company's website <https://www.gsmfoils.com>, websites of the Stock Exchanges, i.e., National Stock Exchange of India Limited at <https://www.nseindia.com>.

9. Pursuant to the first proviso to the Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company shall provide in advance an opportunity at least once in a Financial Year to the Members to register their e-mail address and changes therein either with Depository Participant or with the Company. In view of the same, the Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Notices of all General Meetings, Annual Reports and other documents through electronic mode, pursuant to the provisions of the Companies Act, 2013 read with the rules framed thereunder.

10. For receiving all communication (including Annual Report) from the Company. Members are requested to register / update their email addresses with the relevant Depository Participant.

11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least seven (7) days in advance before the start of the meeting i.e. by **Friday, September 19, 2025** through email on cs@gsmfoils.com. The same will be replied by the Company suitably. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

12. For the smooth conduct of proceedings of the AGM, Members can submit questions/queries in advance with regard to the resolution to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address cs@gsmfoils.com at least seven (7) days in advance before the start of the meeting i.e. by **Friday, September 19, 2025**. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

13. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that, member's questions will be answered only if the members continue to hold shares of the Company as on cut-off date. Due to limitations of transmission and co-ordination during the Q&A session, the Company may dispense with the speaker registration during the AGM.

14. All the work related to share registry in terms of both physical and electronic are being conducted by Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited (RTA), Office at E2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri East, Mumbai – 400 072. Maharashtra, India. The Shareholders are requested to send their communication to the aforesaid address.

15. The e-voting/remote e-voting period commences on **Wednesday, September 24, 2025 (9:00 A.M. IST) and ends on Friday, September 26, 2025 (5:00 P.M. IST)**. The e-voting module shall be disabled for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

16. A member can opt for only single mode of voting i.e. remote e-voting or e-voting at the AGM. If a member cast votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.



17. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

18. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date.

19. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e., **Saturday, September 27, 2025 at 04.00 p.m. IST.**

20. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@gsmfoils.com.

21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

22. This notice along with Annual Report for 2024-2025 is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on **Friday, August 29, 2025.**

23. The person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on closing of **Friday, September 19, 2025** i.e. cut-off date only shall be entitled to vote at the meeting.

24. The Register of Members and Share Transfer Books shall remain closed from **Saturday, September 20, 2025 to Friday, September 26, 2025 (both days inclusive).**

25. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at ivote@bigshareonline.com. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

26. Members may pursuant to section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH-13 with the respective depository participant.

27. M/s K.P. Ghelani & Associates, Company Secretaries appointed as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

28. Instructions For Remote E-Voting Before / During the AGM THROUGH VC/OAVM ARE AS FOLLOWS:

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



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

- i. The voting period begins on **Wednesday, September 24, 2025 (9:00 A.M. IST) and ends on Friday, September 26, 2025 (5:00 P.M. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, September 19, 2025** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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



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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with 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 Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.



<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 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 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 or joining virtual meeting & voting during the meeting.
---	--

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

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

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

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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

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

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338



ITEM NO.02 DIRECTOR RETIRE BY ROTATION

Details of the Directors seeking appointment and re-appointment at the Annual General Meeting of the company: The relevant details of Directors who is proposed to be re-appointed Directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Details of the Directors seeking appointment and re-appointment at the 02nd Annual General Meeting of the company:

Name of the Director	Mr. Sagar Girish Bhanushali
DIN	09126902
Nature	Re-appointment as a Whole Time Director (Retire by rotation)
Date of Birth	May 22, 1995
Qualification	He has completed his Bachelor's Degree in Commerce from University of Mumbai in the year 2015. He is a qualified Chartered Accountant from institute of Chartered Accountant of India.
Date of Appointment	27/06/2023 as a Director 14/12/2023 as a Whole Time Director
Expertise in Specific Functional area	He has 4 years of experience in pharmaceutical packaging industry. He is involved in formulating business strategies and effective implementation of the same. He looks after the management and operations of the company and is involved in bringing about innovation in the operations and products of the Company. He is responsible for the entire management and administration of the Company.
Directorship held in another Public Limited Company	NA
No. of Shares Held (As on 31.03.2025)	4467681 Equity Shares
List of other Companies in which Directorship are held	NA
Chairmanship or membership on other companies	NA



ITEM 3: TO APPOINT M/S. K. P. GHELANI & ASSOCIATES, COMPANY SECRETARIES AS A SECRETARIAL AUDITORS OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS

As pursuant to provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], after recommendation of Nomination and Remuneration Committee and Audit Committee of the company, the board of directors has approved the appointment of M/s K.P. Ghelani & Associates, Company Secretaries (Mem No. A33400) in its meeting held on September 02, 2025, the Company recommended to members to appoint M/s K.P. Ghelani & Associates, Company Secretaries (Mem No. A33400) as the Secretarial Auditors of the Company for the year 2025-2026 to 2029-2030, for a term of five consecutive years, subject to approval of the Members at this Annual General Meeting.

The Firm has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. Their expertise covers Corporate Law, Secretarial Services, Securities Laws, Advisory/ Representation services.

The remuneration payable to the Secretarial Auditors for the financial years 2025-2026 to 2029-2030 would be mutually agreed between the Audit Committee and the Board of Directors and the Secretarial Auditors.

The Firm has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the Rules made thereunder and the SEBI Listing Regulations.

Accordingly, approval of the Shareholders is sought for appointment of M/s K.P. Ghelani & Associates, Company Secretaries (Mem No. A33400) as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive financial years, commencing from 2025-2026 to 2029-2030.

The Board recommends the Ordinary Resolution as set out at Item 03 of the accompanying Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution.

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

**Sd/-
Pratik Makwana
Company Secretary
and Compliance Officer**

**Place: Vasai East (Mumbai)
Date: 02.09.2025**



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")

ITEM 4: TO APPROVE REMUNERATION OF COST AUDITOR OF THE COMPANY

The Board, on the recommendations of the Audit Committee, has approved the appointment and remuneration of M/s M. C. Bambhroliya & Associates, Cost Accountants as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 at a Remuneration of Rs.45,000/- (Rupees Forty Five Thousand Only) plus reimbursement of out of pocket expenses at actuals plus applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor needs to be ratified by the Members of the Company. Accordingly, approval of the members is requested for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor to conduct audit of the Cost Records of the Company for the Financial Year ending March 31, 2026. Relevant documents in respect of the said item are available for inspection by the Members of the Company up to the date of the Meeting.

The Board recommends the Ordinary Resolution as set out at Item No. 4 for approval by the Members.

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

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

**Sd/-
Pratik Makwana
Company Secretary
and Compliance Officer**

**Place: Vasai East (Mumbai)
Date: 02.09.2025**



Directors' Report

Dear Members,

The Directors of your Company have pleasure in presenting their 02nd Annual Report of the business and operations of the Company along with the Audited Financial Statements for the financial year ended March 31, 2025.

Financial Results

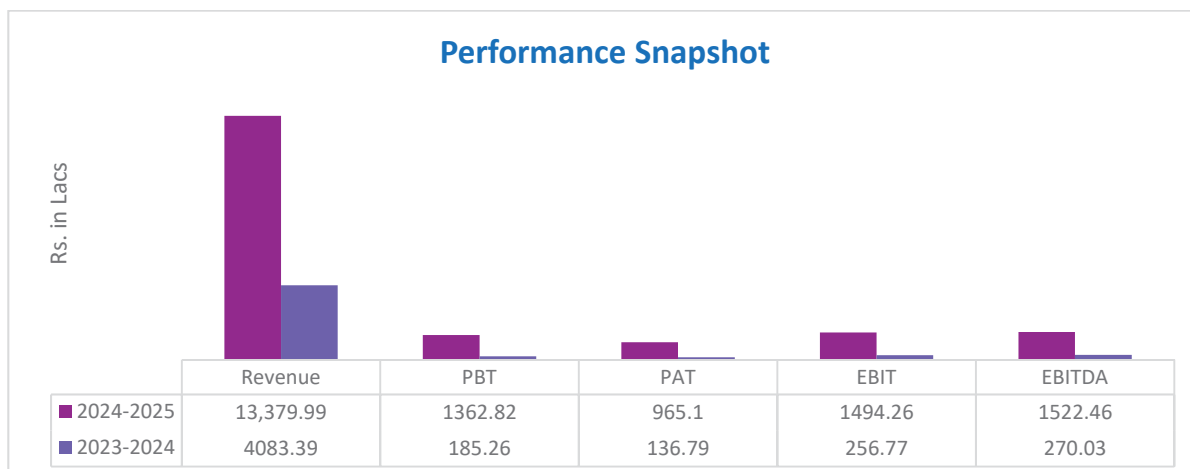
The financial performance of your Company for the financial year ended on March 31, 2025 is as under:

(Rs. In Lakhs)		
Particulars	2024-2025	2023-2024
Revenue from Operations	13379.99	4083.39
Other Income	1.95	0.00
Total Revenue	13381.94	4083.39
Cost of Materials Consumed	11585.95	3557.25
Purchase of Stock in trade	-	-
Change in Inventories	(398.44)	(250.43)
Employee Benefit Expense	256.67	98.24
Finance Costs	131.44	71.52
Depreciation and Amortization Expenses	28.20	13.26
Other Expenses	415.31	408.29
Total Expenditures	12019.13	3898.13
Profit/loss Before Tax	1362.82	185.26
Tax Expenses:		
Current Tax	396.65	47.80
Deferred Tax	1.07	0.66
Profit After Tax	965.10	136.79
Earnings per Share:		
Basic	7.53	1.46
Diluted	7.53	1.46

FINANCIAL ANALYSIS AND REVIEW OF OPERATIONS

Sales & Profitability Review

During the year, your company has achieved revenue from operation of Rs.13,379.99 Lakh as compared to previous year revenue from operation of Rs.4083.39 Lakh. Profit after tax was Rs.965.10 Lakh during the year under review as compared to profit after tax of Rs.136.79 Lakh of previous year.



DIVIDEND

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

TRANSFER TO RESERVES

Your Company has transferred Rs. **965.09/-** Lakhs for year ended March 31, 2025 to Reserves and Surplus.

CHANGE IN NATURE OF BUSINESS

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

CHANGE IN REGISTERED OFFICE

During the year under review, the company has not changed its registered office.

SHARE CAPITAL

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

Authorized Equity Share Capital

During the year there was no change in Authorized Share Capital of the Company.

The Authorized Capital of Rs.180,000,000/- (Rupees Eighteen Crore Only) divided into 1,80,00,000 (One Crore Eighty Lakh) Equity Shares of Rs.10/- each as on March 31, 2025.

Issued, Subscribed & Paid-Up Capital and Allotments

The total Issued, Subscribed & Paid-Up Capital of Rs. 128,116,490/- (Rupees Twelve Crore Eighty-One Lakh Sixteen Thousand Four Hundred Ninety Only) divided into 12,811,649 (One



Crore Twenty Eight Lakh Eleven Thousand Six Hundred Forty Nine) Equity Shares of Rs.10/- each as on March 31, 2025.

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

SIGNIFICANT AND MATERIAL ORDERS

The equity share of the company was listed on the National Stock Exchange of India Limited (Emerge Platform) from May 31, 2024.

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

MATERIAL CHANGES AND COMMITMENT

The board of directors in its meeting held on August 07, 2025 has decided the Raising of funds by way of issue of equity shares of the Company of face value Rs.10/- (Rupee Ten Only) ('Equity Shares') each for an aggregate amount not exceeding Rs. Rs. 2,310.00 Lakhs (Rupees Twenty Three Crores and Ten Lakhs) on Right issue basis.

The Company has received in principle approval letter from National Stock Exchange of India Limited for further issue of equity shares by of Right Issue on August 21, 2025. Upto date of this report, your company has not allotted any shares.

There are no material changes and commitments, affecting the financial position of the Company, have occurred between the ends of financial year of the Company i.e. March 31, 2025 to the date of this Report other than hereinabove mentioned.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Constitution of Board

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

Name of Director	Category Cum Designation	Date of Original Appointment	Date of Appointment at current Term & designation	Total Director Ships *	No. of Committee **	is Member in which Director is Chairman	No. of Shares held as on March 31, 2025
Mr. Sagar Girish Bhanushali	Chairman & Whole Time Director	27/06/2023	14/12/2023	1	1	-	4467681 Equity Shares



Mr. Mohansingh Laxmansingh parmar	Managing Director	27/06/2023	14/12/2023	1	1	-	4902588 Equity Shares
Mr. Mahesh virchand Mehta	Non-Executive Director & Independent Director	14/12/2023	NA	1	-	2	-
Mr. Vijay Venilal Pandya	Non-Executive Director & Independent Director	14/12/2023	NA	1	1	-	-
Mrs. Swati Dhaval Mirani	Non-Executive Director & Independent Director	19/02/2024	NA	1	1	-	-

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

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

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

DISCLOSURE BY DIRECTORS

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

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

BOARD MEETINGS

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

During the year under review, Board of Directors of the Company met 10 times:

Sr. No.	Date of Board Meeting	Sr. No.	Date of Board Meeting
1.	23/04/2024	6.	03/09/2024
2.	16/05/2024	7.	18/10/2024



3.	27/05/2024	8.	16/01/2025
4.	29/05/2024	9.	20/01/2025
5.	20/06/2024	10.	31/03/2025

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

During above mentioned Board Meetings required quorum is present as per provision of the Companies Act, 2013.

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

NAME	DESIGNATION	NO. OF MEETINGS ENTITLED TO ATTEND	NO. OF MEETINGS ATTENDED
Mr. Sagar Girish Bhanushali	Chairman & Whole Time Director	10	10
Mr. Mohansingh Laxmansingh Parmar	Managing Director	10	10
Mr. Mahesh Virchand Mehta	Non-Executive Director & Independent Director	10	10
Mr. Vijay Venilal Pandya	Non-Executive Director & Independent Director	10	10
Mrs. Swati Dhaval Mirani	Non-Executive Director & Independent Director	10	10

General Meetings

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

Sr. No.	Type of General Meeting	Date of General Meeting
1	Extra Ordinary General Meeting	28-05-2024
2	Annual General Meeting	28-09-2024

INDEPENDENT DIRECTORS

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

Mr. Mahesh Virchand Mehta (DIN: 09325268) was appointed as a Non-Executive Independent Director for 5 Years w.e.f. December 14, 2023.



Mr. Vijay Venilal Pandya (DIN: 10420959) was appointed as a Non-Executive Independent Director for 5 Years w.e.f. December 14, 2023.

Mrs. Swati Dhaval Mirani (DIN: 10449509) was appointed as a Non-Executive Independent Director for 5 Years w.e.f. February 19, 2024.

FORMAL ANNUAL EVALUATION:

The Board conducted a comprehensive evaluation of its overall effectiveness, as well as that of individual Directors / Committee, by soliciting their feedback on various aspects of Board governance.

The evaluation encompassed key areas including contribution to and oversight of corporate governance practices, participation in long-term strategic planning, and the fulfillment of Directors' duties and fiduciary responsibilities. Particular emphasis was placed on active engagement and participation during Board meetings.

The Board carefully considered and deliberated on the inputs received from the Directors. Additionally, the Independent Directors convened separately to review the performance of the Board as a whole, the Chairman, and the Non-Executive Directors, thereby ensuring an objective assessment process.

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

Further, the Independent Directors, at their exclusive meeting held on September 03, 2025, during the year reviewed the performance of the Board, its Chairman and Non-Executive Directors and other items as stipulated under the Companies Act, 2013 and Listing Regulations.

FORMAL UPDATION PROGRAMS FOR INDEPENDENT DIRECTORS:

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

RETIREMENT BY ROTATION AND SUBSEQUENT RE-APPOINTMENT:

Mr. Sagar Girish Bhanushali (DIN: 09126902) Whole Time Director of the company, is liable to retire by rotation at the ensuing Annual General Meeting, pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and being eligible have offered himself for re-appointment.

Appropriate business for his re-appointment is being placed for the approval of the shareholders of the Company at the ensuing AGM. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard, of the person seeking re-appointment as Director are also provided in Notes to the Notice convening the 02nd Annual General meeting.



KEY MANAGERIAL PERSONNEL

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

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- In preparation of annual accounts for the year ended March 31, 2025, the applicable accounting standards have been followed and that no material departures have been made from the same;
- The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that year;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors had prepared the annual accounts for the year ended March 31, 2025 on going concern basis.
- The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

COMMITTEES OF BOARD

The Board of Director has constituted following Committees vide Board Resolution passed on March 06, 2024:

AUDIT COMMITTEE:

An audit committee is a group of board members within a company that oversees the financial reporting, risk management, and internal controls of the organization. They ensure the accuracy and reliability of financial statements and that the company complies with relevant laws and regulations. The Audit Committee was constituted vide Board resolution dated 06th



March, 2024 pursuant to Section 177 of the Companies Act, 2013. Composition of the Audit Committee as follows:

Sr. No.	Name of Directors	Nature of Directorship	Designation in Committee
1	Mr. Mahesh Virchand Mehta	Non-Executive Independent Director	Chairman
2	Mrs. Swati Dhawal Mirani	Non-Executive Independent Director	Member
3	Mr. Sagar Girish Bhanushali	Chairman & Whole Time Director	Member

During the year under review, Audit Committee of the Company met 6 times:

Sr. No.	Date of Audit Committee Meeting	Sr. No.	Date of Audit Committee Meeting
1.	23/04/2024	4.	03/09/2024
2.	27/05/2024	5.	18/10/2024
3.	20/06/2024	6.	16/01/2025

The details of attendance of each Member of Audit Committee Meetings are given below:

Sr. No.	Name Of Directors	Designation	No. Meetings Entitled to Attain	No. Meetings of Attended
1	Mr. Mahesh Virchand Mehta	Chairman	6	6
2	Mrs. Swati Dhawal Mirani	Member	6	6
3	Mr. Sagar Girish Bhanushali	Member	6	6

NOMINATION AND REMUNERATION COMMITTEE:

The Board has constituted the Nomination and Remuneration Committee vide Board Resolution dated 06th March, 2024 pursuant to section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee meetings are generally held for identifying the persons who are qualified to become Directors and may be appointed in senior management and recommending their appointments and removal. The Committee Meeting of the Company held on September 03, 2024 during the year 2024-2025. The composition of the Committee is given below:

Sr. No.	Name of Directors	Nature of Directorship	Designation in Committee
1	Mr. Vijay V Pandya	Non-Executive Independent Director	Chairman
2	Mr. Mahesh Virchand Mehta	Non-Executive Independent Director	Member
3	Mr. Swati Dhawal Mirani	Non-Executive Independent Director	Member

All the members of Nomination & Remuneration Committee were present during period of meeting.



STAKEHOLDER RELATION COMMITTEE:

The Shareholders' Relationship Committee has been formed by the Board of Directors pursuant to Section 178 (5) of the Companies Act, 2013 at the meeting held on 06th March, 2024. The Committee mainly focus on the redressal of Stakeholders' / Investors' Grievances, if any, like Transfer / Transmission / Demat of Shares; Loss of Share Certificates; Non-receipt of Annual Report, etc. The Committee Meeting of the Company held on September 03, 2024 during the year 2024-2025. The composition of the Committee is given below:

Sr. No.	Name of Directors	Nature of Directorship	Designation in Committee
1	Mr. Mahesh Virchand Mehta	Non-Executive Independent Director	Chairman
2	Mr. Vijay V Pandya	Non-Executive Independent Director	Member
3	Mr. Mohansingh L Parmar	Managing Director	Member

All the members of Nomination & Remuneration Committee were present during period of meeting.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

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

VIGIL MECHANISM:

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

PUBLIC DEPOSITS:

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

PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS & SECURITY:

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



EXTRACT OF ANNUAL RETURN:

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

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

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

The details of the related party transactions for the financial year 2024-2025 is given in notes of the financial statements which is part of Annual Report.

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

Disclosure of Remuneration:

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

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

SUBSIDIARIES OF THE COMPANY:

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

ASSOCIATES AND JOINT VENTURE COMPANY:

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

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

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

During the financial year 2024-2025, the Company has not received a single complaint on sexual harassment.



CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

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

SECRETARIAL STANDARDS OF ICSI:

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

RISK MANAGEMENT:

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

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

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

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

CORPORATE GOVERNANCE:

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

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



AUDITORS:

Statutory auditor and their report:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder, M/s. M N C A and Associates, Chartered Accountants (FRN: 100586W), were appointed by the Members of the company in 01st Annual General Meeting for a period of five years from FY 2024-2025 to FY 2028-2029 i.e. to hold the office till the conclusion of 06th Annual General Meeting of the Company, on such terms and at a Remuneration plus reimbursement of out of pocket expenses at actuals plus applicable taxes as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

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

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

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force). The Auditors' Report for the Financial Year ended March 31, 2025, does not contain any qualification, reservation or adverse remark. Further the Auditors' Report being self – explanatory does not call for any further comments from the Board of Directors.

Secretarial Auditor

As pursuant to provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], after recommendation of Nomination and Remuneration Committee and Audit Committee of the company, the Company recommend to members to appoint M/s K.P. Ghelani & Associates, Company Secretaries (Mem No. A33400) for the year 2025-2026 to 2029-2030, for a term of five consecutive years.

M/s. K.P. Ghelani & Associates, Company Secretaries in Practice, was appointed as a Secretarial Auditors of the Company for the Financial Year 2024-2025 and have submitted their Report in Form No. MR-3 as required under Section 204 of the Companies Act, 2013 and rules made thereunder is attached herewith as **Annexure V**.

Internal Auditor

The Board of our Company at its meeting held on September 02, 2025 has appointment Mr. Ankur M Jain, Proprietor of M/s A M B Jain & Co., Chartered Accountants, as Internal Auditor of the Company for year 2025-2026, pursuant to recommendation of the Audit Committee, at remuneration, plus applicable taxes and reimbursement of actual out of pocket expenses incurred by them during the course of audit.



Cost Auditor and Maintenance of Cost Record

Pursuant to the provisions of section 148 of the Act, the Board of Directors on the recommendation of the Audit Committee, M/s M. C. Bambhroliya & Associates, Cost Accountants (Mem. No. 33005) has appointed as the cost auditor of the Company for the financial year 2025-2026 and have recommended their remuneration to the members for ratification at the ensuing AGM. Accordingly, a resolution seeking members ratification for the remuneration payable to the cost auditor forms part of the Notice of the ensuing AGM.

The cost auditor has furnished the eligibility certificate along with his consent to such appointment in terms of the relevant provisions of the Act read with Rules framed thereunder. The Audit Committee has also received a certificate from the cost auditor certifying their independence and arm's length relationship with the Company.

As per the provisions of section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost records and accordingly, such accounts and records are maintained.

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS:

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

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

WEBSITE:

During the reporting period, the Company listed entity on any Stock Exchange. However, in compliance with the Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 the Company has maintained a functional website namely <https://www.gsmfoils.com/index.php> containing information about the Company.

POLICIES:

Particulars of Policies
Familiarization Programme of ID
Nomination and Remuneration Policy
Vigil Mechanism & Whistler Blower Policy
Code of Conduct_for BoD and SMT
Code of Practice and procedure for UPSI
Criteria or Policy for making payments to NED
Policy on Materiality of Related Party Transactions
Policy on Preservation and Archival of Documents
Policy on prevention of Sexual Harrasement at workplace (POSH)
Policy_on_Determination_of_Matriality
Terms & conditions of Appointment of Independent Directors
Prohibition of Insider Trading Policy
Policy on identification of Group Companies, Material Creditors
Internal Financial Control Policy



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

During the Financial Year 2024-2025, there was no application made and proceeding initiated / pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against the Company. As on the date of this report, there is no application or proceeding pending against the company under the Insolvency and Bankruptcy Code, 2016.

GENERAL DISCLOSURE:

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

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

- (i) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (ii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme;
- (iii) There is no revision in the Board Report or Financial Statement;

CAUTIONARY STATEMENT:

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



ACKNOWLEDGEMENTS:

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

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

For and on Behalf of Board of Directors
GSM FOILS LIMITED

Sagar Bhanushali
Chairman &
Whole Time Director
DIN: 09126902

Mohansingh Parmar
Managing Director
DIN: 08413828

Date: 02.09.2025
Place: Vasai, Mumbai



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:

Sr. No.	Name of Related Party and Nature of Relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
..... Nil								

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

Sr. No.	Name of Related Party and Nature of Relationship	Nature of contracts/arrangements / transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any
	(a)	(b)	€	(d)	€	(f)	(g)
1	Mr. Sagar Bhanushali	Remuneration	Not Fixed	- Rs. 47,00,000	Remuneration	23-04-2024	--
2	Mr. Mohansing Parmar	Remuneration	Not Fixed	- Rs. 43,00,000	Remuneration	23-04-2024	--
3	Mr. Pratik Makwana	Remuneration	Not Fixed	- Rs. 5,40,000	Remuneration	23-04-2024	

For and on Behalf of Board of Directors
GSM FOILS LIMITED

Mr. Sagar Bhanushali
Chairman & Whole Time Director
DIN: 09126902

Mr. Mohansing Parmar
Managing Director
DIN:

Date: 02/09/2025 Place: Mumbai



ANNEXURE-II

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

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

NAME	DESIGNATION	RATIO
Mr. Sagar Girish Bhanushali	Chairman & Whole-Time Director	17.60
Mr. Mohansingh Laxmansingh Parmar	Managing Director	16.10
Mr. Mahesh Virchand Mehta	Non - Executive Independent Director	Nil
Mr. Vijay Venilal Pandya	Non - Executive Independent Director	Nil
Mr. Swati Dhaval Mirani	Non - Executive Independent Director	Nil
Mr. Sagar Girish Bhanushali	Chief Financial Officer	Nil
* Mr. Pratik Mukeshbhai Makwana	Company Secretary	2.02

* Mr. Pratik Mukeshbhai Makwana, Company Secretary and compliance officer has appointed w.e.f. 11th December, 2023 and during the year the company has not paid salary to Mr. Pratik Mukeshbhai Makwana.

- Calculation of Median employee was based on actual salary paid to all employees during the year under review.
- The Independent Directors of the Company are entitled to sitting fees and commission as per the statutory provisions however no sitting fees is paid to them for the financial year 2024-2025.
- The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

NAME	DESIGNATION	% INCREASE
Mr. Sagar Girish Bhanushali	Chairman & Whole-Time Director	79.79



Mr. Mohansingh Laxmansingh Parmar	Managing Director	77.91
Mr. Mahesh Virchand Mehta	Non - Executive Independent Director	Nil
Mr. Vijay Venilal Pandya	Non - Executive Independent Director	Nil
Mr. Swati Dhaval Mirani	Non - Executive Independent Director	Nil
Mr. Sagar Girish Bhanushali	Chief Financial Officer	Nil
* Mr. Pratik Mukeshbhai Makwana	Company Secretary	100.00

* Mr. Pratik Mukeshbhai Makwana, Company Secretary and compliance officer has appointed w.e.f. 11th December, 2023 and during the year the company has not paid salary to Mr. Pratik Mukeshbhai Makwana.

- The percentage increase/decrease in the median remuneration of employees in the financial year: NA
- The number of permanent employees on the rolls of the Company is 31.
- Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: There is no change during the year in the average salary of the employees.
- During the year company has appointed many employees which result into increase in percentage of remuneration paid to them.
- It is hereby affirmed that the remuneration paid to the Directors and employees is as per the Remuneration Policy of the Company.

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

Sagar Bhanushali
Chairman &
Whole Time Director
DIN: 09126902

Mohansingh Parmar
Managing Director
DIN: 08413828

Date: 02.09.2025
Place: Vasai, Mumbai



ANNEXURE-III

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

Conservation of Energy:

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

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

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

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

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

3. The capital investment on energy conservation equipment:

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

Technology Absorption:

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

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

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

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

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

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

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

NA

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



Foreign Exchange Earnings & Expenditure:

i) Details of Foreign Exchange Earnings:

(Rs in Lakhs)

Sr No.	Particulars	F.Y. 2024-2025	F.Y. 2023-2024
1.	Foreign Exchange Earnings	0	0

ii) Details of Foreign Exchange Expenditure:

(Rs in Lakhs)

Sr No.	Particulars	F.Y. 2024-2025	F.Y. 2023-2024
1.	Foreign Exchange Expenditure	0	0

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

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

Mohansingh Parmar
Managing Director

DIN: 08413828

Date: 02.09.2025
Place: Vasai, Mumbai



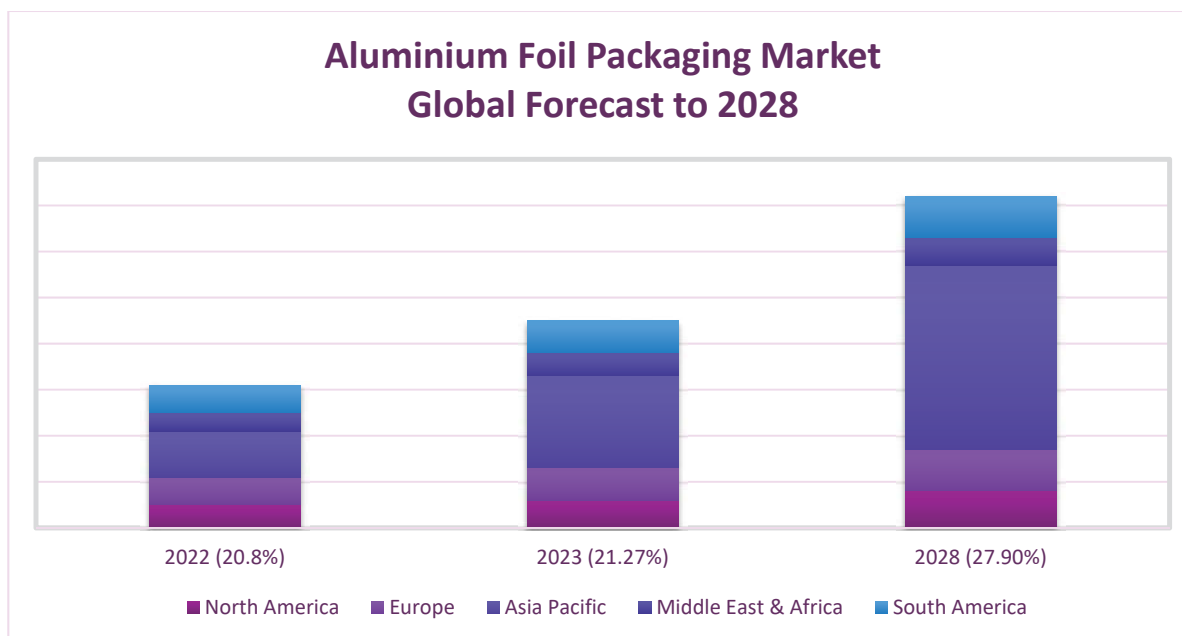
ANNEXURE-IV

MANAGEMENT DISCUSSION AND ANALYSIS

Global Economy

The global aluminum foil market size was valued at USD 23.1 billion in 2020 and is expected to reach USD 30.4 billion by 2027, growing at a CAGR of 3.8% during the forecast period.

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



Indian Economy

India Aluminum Market – Industry Trends & Forecast Report, 2030

India Aluminum Market size by value was estimated at USD 13.79 billion in 2023. During the forecast period between 2024 and 2030, India Aluminum Market size is expected to expand at a CAGR of 6.70% reaching a value of USD 21.46 billion by 2030. India Aluminum Market is driven by infrastructure development, booming construction sector, the growing automotive industry, and increased demand for renewable energy systems. The government's focus on modernizing infrastructure and developing smart cities also contributes significantly to the market's growth.



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

Rising Urbanization and Infrastructure Development

The rising urbanization and infrastructure development significantly drive India Aluminum Market. As cities expand and new infrastructure projects emerge, the demand for aluminum soars due to its durability, lightweight, and versatility. The government's focus on modernizing infrastructure and developing smart cities further amplifies this demand, making aluminum a key material in construction, transportation, and renewable energy projects.

Industry Structure and Developments:

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

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

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

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

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

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

Aluminum foil is a thin sheet of metal. As such it can be an absolute barrier to moisture, gases, odors, bacteria and molds. The high reflectivity of aluminum ensures good protection against radiant heat, whilst its opacity is important in preventing deterioration of a very large range of



foods and drinks which are affected by light. It is used for packaging and non-packaging uses. The growth of this industry has been in the recent past, owing to the growing application of foil in a variety of products.

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

Company Overview

Operational performance

During FY 2024–25, the Company recorded a Revenue Turnover of Rs. 13,379.99/- Lakhs as compared to Rs.4083.39 Lakhs in previous year and Gross Turnover of Rs. 15926.56/- Lakhs, thus company reflecting consistent operational efficiency and a strong commitment to high-quality manufacturing practices.

Financial Performance

Since its inception, the Company has demonstrated resilience and growth, achieving an impressive turnover of ₹13,379.99 lakhs in this year of operations. This growth was delivered despite challenges such as volatile raw material prices, global market fluctuations, and intense competition. The performance underscores the Company's sound business fundamentals, strategic foresight, and ability to sustain profitability in a dynamic environment.

Future outlook

The Company enters the future on a strong foundation of operational efficiency, prudent financial management, and market credibility. With robust support from Bank of India, access to competitive working capital facilities, and sufficient cash flows to extinguish all debts within two years, the Company remains financially resilient.

Industry prospects are encouraging. While aluminum supply currently exceeds demand, India's low per capita consumption is projected to drive demand growth of 6%–8% annually. Ongoing consolidation in the aluminum sector is expected to reduce competitive pressures and improve value addition, thereby enhancing pricing stability.

With wide product acceptance among major pharmaceutical companies in India, Bangladesh, and other export markets, the Company is well-positioned to scale up production, expand turnover, and capture a greater market share. Backed by disciplined execution, innovation, and consistent product quality, the Company is confident of delivering sustained growth and long-term shareholder value.

Resources & Liquidity

The Company continues to maintain a conservative financial profile. It banks with DBS Bank India Limited for its working capital needs and enjoys concessional interest rates on sanctioned limits. Presently, the Company has availed cash credit and term loan facilities, supported by cash flows that are sufficient to repay its entire debt within less than two years.

Opportunities

- Growing acceptance of the Company's products by leading pharmaceutical companies in India, Bangladesh, and other export destinations.



- Expansion of aluminum consumption in India at an expected growth rate of 6%–8% annually.
- Ability to leverage financial strength and scalability to increase production capacity and sales turnover.

Threats

- Decline in metal and granule prices may lead customers to demand price reductions.
- The imposition of Anti-Dumping Duty on Foil Stock imports from China could increase raw material costs, impacting margins.

Risk and Concerns

The Company has an established Risk Management Framework that proactively identifies emerging risks, evaluates them, and develops mitigation strategies. Risks monitored include:

- Economic Risks: Fluctuating raw material prices and demand uncertainties.
- Competitive Risks: Pressure from domestic manufacturers and cheaper imports from China.
- Regulatory Risks: Changes in trade and taxation policies.
- Operational Risks: Technology upgrades and production challenges.

The Company regularly reviews these risks to ensure effective mitigation and minimal impact on business continuity.

Segment–Wise Performance:

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

Disclosure of Accounting Treatment

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

Internal Control Systems and Its Adequacy

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



Human Resources/Industrial Relations Front

The Company believes that people are its strongest asset and a primary source of competitive advantage. Its HR strategy is aligned with long-term business goals and emphasizes:

- Attracting and retaining the best talent.
- Providing growth opportunities, training, and skill development.
- Fostering a culture of performance, work-life balance, and employee well-being.

Management staff are provided with in-house and external training programs to strengthen both technical and managerial competencies. The Company continues to enjoy cordial industrial relations and looks to the future with confidence

Key Growth Drivers

- Strong Market Acceptance – Products trusted by leading pharmaceutical companies in India, Bangladesh, and other export markets, ensuring steady and repeat demand.
- Expanding Industry Demand – Aluminum consumption in India projected to grow 6%–8% annually, driven by low per capita usage and industrial expansion.
- Financial Strength – Conservative financial profile with competitive working capital facilities from Bank of India and cash flows sufficient to repay all debts in under two years.
- Competitive Advantage – Ability to deliver consistent quality, competitive pricing, and timely delivery, strengthening customer loyalty.
- Favorable Industry Trends – Ongoing consolidation in the aluminum sector reducing competitive pressure and improving pricing stability.
- Scalable Operations – Capacity and capability to increase production and sales turnover without compromising quality or delivery timelines.

For and on Behalf of Board of Directors
GSM FOILS LIMITED

Sagar Bhanushali
Chairman &
Whole Time Director
DIN: 09126902

Mohansingh Parmar
Managing Director
DIN: 08413828

Date: 02.09.2025
Place: Vasai, Mumbai



ANNEXURE-VI

Form No. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

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

To,
The Members,
GSM FOILS LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GSM FOILS LIMITED (L43303MH2023PLC405459)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my 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 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:

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

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable during the audit period)**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not applicable to the company during the audit period;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable to the company during the audit period;

- 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 – Not applicable to the company during the audit period;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable to the company during the audit period and;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable to the company during the audit period;
 - i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- vi. Other laws applicable specifically to the Company namely:
- a) Labour Laws and other incidental laws related to labour and employees appointed by the company either on its payroll or on contractual basis as related to wages, provident fund, ESIC, compensation etc.
- vii. Based on the representation made by the Company and its officers, the Company has proper system and process in place for compliance under the other applicable Labour Laws and other incidental laws, Acts, Rules, Regulations and Guidelines.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with National stock Exchange of India Limited.

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

I 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 has been subject to review by statutory financial auditor and other designated professionals.

I further report that:

- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ii. 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 for Meetings other than those held by a shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meetings and for meaningful participation at the meetings.
- iii. All the decisions of the Board and Committees thereof were carried through with requisite majority.

I 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.



I further report that during the audit period, there were following specific events / actions having a major bearing on company's affair in pursuance of the above – referred laws, rules, regulations, guidelines, standards, etc:

- The Company came up with an Initial Public Offer of 34,40,000 equity shares of Rs.10/- each at a price of Rs.32/- per equity shares. Company has made allotment of equity shares on May 29, 2024. The Company was then listed at Emerge Platform of National Stock Exchange of India Limited with effect from May 31, 2024.

For K.P. Ghelani & Associates
Company Secretaries

CS Keyur Ghelani
Proprietor
Mem. No. ACS 33400
C.P. No. 12468
UDIN: A033400G001148591
Peer Review Certificate No. 5905/2024

Date: September 02, 2025
Place: Rajkot

This Report is to be read with our letter of even date which is annexed as **Annexure - I** and forms an integral part of this report.



Annexure - I

The Members,
GSM FOILS LIMITED

My report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I 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 and regulations, standards is the responsibility of the management. My 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 K.P. Ghelani & Associates
Company Secretaries

CS Keyur Ghelani
Proprietor
Mem. No. ACS 33400
C.P. No. 12468
UDIN: A033400G001148591
Peer Review Certificate No. 5905/2024

Date: September 02, 2025
Place: Rajkot



CEO & CFO CERTIFICATION

To,
Board of Directors.
GSM FOILS LIMITED

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

We certify that:

- a. We have reviewed financial statements and the cash flow statement of **GSM FOILS LIMITED** for the year ended March 31, 2025 and that to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, no transactions entered into by the Company during the years which are fraudulent, illegal or violative of the Code of Conduct of the Company.
- c. We accept responsibility for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of internal control systems of the Company over financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls over financial reporting, if any, of which we are aware and the steps we have taken, propose to take, to rectify these deficiencies. In our opinion, there are adequate internal controls over financial reporting;
- d. We have indicated to the auditors and the Audit Committee that there are:
 - (i) no significant changes in internal control over financial reporting during the year;
 - (ii) no significant changes in accounting policies during the year and
 - (iii) no instances of fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control systems over financial reporting.

.....
Mr. MOHANSINGH PARMAR
Managing Director
DIN No.: 08413828

.....
SAGAR BHANUSHALI
Chief Financial Officer

Date: 02.09.2025
Place: Mumbai



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

Pursuant to Regulation 26 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management personnel of the Company have affirmed compliance to their respective Codes of Conduct, as applicable to them for the Financial Year ended March 31, 2025.

For GSM FOILS LIMITED,

MOHANSINGH PARMAR
Managing Director
DIN: 08413828

Date: 02.09.2025
Place: Mumbai



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

The Members,

GSM FOILS LIMITED

GALA NO 06/106/206/306,
SAPPHIRE BUILDING, DIAMOND
INDUSTRIAL ESTATE, VASAI EAST IE,
THANE – 401 208, MAHARASHTRA, INDIA

We have examined the relevant registers, records, forms; returns and disclosures received from the Directors of **GSM FOILS LIMITED** having CIN: **L43303MH2023PLC405459** and having registered office at GALA NO 06/106/206/306, SAPPHIRE BUILDING, DIAMOND INDUSTRIAL ESTATE, VASAI EAST IE, THANE – 401 208, MAHARASHTRA, (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

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

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

For K. P. GHELANI & ASSOCIATES
Company Secretaries

CS Keyur Ghelani
Proprietor
Mem No. ACS 33400
CoP: 12468
UDIN: A033400G001148613

Date: 02.09.2025
Place: Rajkot



NON-APPLICABILITY OF THE COMPLIANCE ON CORPORATE GOVERNANCE
(Pursuant to Regulation 27(2)(A) of SEBI (LODR) Regulations, 2015)

September 02, 2025

To,
Board of Directors,
GSM FOILS LIMITED
GALA NO 06/106/206/306,
SAPPHIRE BUILDING,
DIAMOND INDUSTRIAL ESTATE,
VASAI (E), PALGHAR - 401208,
MAHARASHTRA

Subject: Certificate of Non-Applicability of the compliance on Corporate Governance under Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended on March 31, 2025.

I, Keyur Ghelani, Proprietor of M/s K. P. Ghelani & Associates, Company Secretaries, hereby certify that provisions of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 15 (2) (a) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to "GSM FOILS LIMITED" (the Company) for the quarter ended on March 31, 2025.

This is to certify that the Equity Shares of the Company are listed on SME Platform of NSE Limited and under Chapter IV and pursuant to Regulation 15(2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in regulation 17, 17A, 18, 19, 20 21 ,22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply to the listed entity which has listed its specified securities on the SME Exchange.

Therefore, the Company is not required to submit the Corporate Governance Report for the quarter ended on March 31, 2025.

Kindly take the same on your records.

Thanking you.
For K. P. Ghelani & Associates
Company Secretaries

CS Keyur Ghelani
Proprietor
Mem. No. ACS 33400
C.P. No. 12468
UDIN: A033400G001148602



INDEPENDENT AUDITOR'S REPORT

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

Report on the Audit of the Financial Statements

Opinion

We have audited the Financial Statements of **GSM FOILS LIMITED** ("the Company"), which comprise the balance sheet as at **31st March 2025**, and the statement of profit and loss, (statement of changes in equity) and statement of cash flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information [hereinafter referred to as "the Financial Statements"].

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit, (changes in equity) and its cash flows for the year ended on that date.

Basis for Opinion

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

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

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis and Directors Report (the "Reports"), but does not include the financial statements and our auditor's report thereon.
- Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon
- In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially



inconsistent with the Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.



The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in

- (i) Planning the scope of our audit work and in evaluating the results of our work; and
- (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances,



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

Report on Other Legal and Regulatory Requirements

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

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

- (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (iii) The Balance Sheet, the Statement of Profit and Loss, (the Statement of Changes in Equity) and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (iv) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (v) On the basis of the written representations received from the directors as on 31st March, 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.
- (vi) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (viii) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us.



- The Company does not have any pending litigations which would impact its financial position.
- The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- Based on such audit procedures which we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- The company has not declared or paid any dividends during the year.

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

NISHIT PABARI, FCA
(Partner)
Mem. No. 149385
UDIN : **25149385BMIPYA5139**

Place : VASAI (E)
Date : 08.05.2025



“ANNEXURE A”

The Annexure referred to in our report to the members of GSM FOILS LIMITED for the year ended 31/03/2025.

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

- (i) According to the information & explanation given to us and on the basis of our examination of the records of the Company, in respect of property, plant & equipment and intangible assets:
- The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant, and Equipment.
 - The company has maintained proper records showing full particulars of intangible assets.
 - The Property, Plant and Equipment have been physically verified by the management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information & explanation given to us, no material discrepancies were noticed in such verification .
 - The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the company.
 - The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year and hence, reporting under clause 3(i)(d) of the order is not applicable.
 - There are no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions(Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, and hence, reporting under clause 3(i)(e) of the order is not applicable.
- (ii)
- The physical verification of inventory has been conducted at reasonable intervals by the management and whether, in the opinion of the auditor, the coverage and procedure of such verification by the management is appropriate; The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
 - According to the information and explanations given to us and based on our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of ₹5 crore, in aggregate, from banks or financial institutions on the basis of



security of current assets at any point of time during the year. In this regard, the Company was sanctioned an amount of ₹20 crore from DBS Bank as working capital limits during the reporting period.

- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year the company has not made investments in, provided any guarantee or security or granted any loans or advances like loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- (iv) In our opinion and according to information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (v) According to the information and explanation given to us, the Company has not accepted any deposits or amounts deemed to be deposits during the year and hence the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder are not applicable to the Company.
- (vi) According to information & explanation given to us, maintenance of cost records has not been applicable to company as specified by the Central Government under sub-section (1) of section 148 of the Companies Act.
- (vii) According to the information & explanation given to us, in respect of statutory dues :
 - There were no undisputed amounts payable in respect of Goods & Service Tax, Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Service Tax, Customs Duty, Value Added Tax, Goods & Services Tax, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) Based on information and explanation provided by the management of Company and on the basis of our examination of the records of the Company,
 - The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Hence, reporting under clause 3(ix)(a) is not applicable to that extent.
 - The Company has not been declared wilful defaulter by any bank or financial institution or other lender.



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

(x) During the year,

- During the reporting period, the Company completed an Initial Public Offering (IPO) of equity shares. As disclosed in the Offer Documents, the Company issued a fresh issue of 3,440,000 equity shares (face value ₹10 each) at a fixed issue price of ₹32 per share, aggregating to ₹11.01 crores. The IPO was open for subscription from 24 May 2024 to 28 May 2024, with the basis of allotment finalized on 29 May 2024, and the shares were credited and listed on the NSE SME platform on 31 May 2024. The entire proceeds from the IPO have been appropriately accounted for and utilized towards funding capital expenditure for plant and machinery, bolstering working capital, and general corporate purposes, in line with the stated objectives in the Prospectus.
- The year the Company has not made any preferential allotment as bonus shares to existing share holder of company or private placement of shares or convertible debentures (fully or partly or optionally) and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.

(xi)

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

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



applicable.

- (xiii) According to the information and explanations given to us and based on our examination of the record of the Company, transactions with related parties are in compliance with the provisions of section 177 and 188 of the Companies Act where applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business but does not have an internal audit system due to the size of the company which is not applicable to company.
- (xv) According to the information and explanations given to us and based on our examination of the record of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him, and hence, provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi)
- The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence, reporting under clause 3(xvi)(a) of the order is not applicable.
 - The company has not conducted any non-banking financial or housing finance activities during the year and hence, the company is not required to obtain a certificate of registration from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(c) of the order is not applicable.
 - The company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India and hence, reporting under clause 3(xvi)(c) of the order is not applicable.
 - According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) To comply with the statutory requirements New auditors were appointed as the previously appointed firm was non peer reviewed firm and further no issue or objection were raised by



outgoing auditor.

- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) There are no amount remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, nor has been transferred to special account since the requirement of sub-section (6) of section 135 of the said Act is not applied to the company.

For,

M N C A & ASSOCIATES

Chartered Accountants

FRN: 100586W

NISHIT PABARI, FCA

(Partner)

Mem. No. 149385

UDIN : **25149385BMIPYA5139**

Place : VASAI (E)

Date : 08.05.2025



ANNEXURE - B TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of **GSM FOILS LIMITED** ("The Company") as of 31/03/2025 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 Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31/03/2025, 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,

M N C A & ASSOCIATES

Chartered Accountants

FRN: 100586W

NISHIT PABARI, FCA

(Partner)

Mem. No. 149385

UDIN : **25149385BMIPYA5139**

Place : VASAI (E)

Date : 08.05.2025



1. NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Background of The Company

GSM Foils Limited (formerly GSM Foils LLP) was incorporated as a Limited Liability Partnership (LLP) and operated under this structure until its conversion to a limited company during the previous year i.e during 2023-24. The conversion was carried out in accordance with the provisions of the Companies Act, 2013 and the applicable LLP conversion rules. The company continues to carry on the business activities previously undertaken by the LLP, with no change in the business operations or management structure following the conversion. All assets, liabilities, contracts, and obligations of the LLP were transferred to GSM Foils Limited at the time of conversion, and the company's financial statements reflect this transition.

Basis of preparation

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

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

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

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon



management's best knowledge of current events and actions, actual results could differ from these estimates.

Tangible Fixed Assets

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

Intangible Fixed Assets:

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

Impairment of Assets:

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

Depreciation and Amortisation:

- The company has calculated depreciation on its fixed assets using the Written Down Value (WDV) method in accordance with the provisions of Schedule II of the Companies Act, 2013. The rates and methods of depreciation applied are consistent with those specified under the Act,



ensuring that the assets are depreciated over their useful lives as determined by management, with reference to the Act.:

Investments:

Investments, if any which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

- On initial recognition, all investments are measured at cost. The cost comprises the purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired by the issue of shares or the other securities, the acquisition cost is the fair value of securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.
- Current investments are carried at the lower of cost and fair value determined on an individual investment basis. Long- term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the long term investments.
- On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

Employee Benefits:

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

Inventories:

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

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



Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest, exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other costs that an entity incurs in connection with the borrowing of funds.

Revenue Recognition:

Revenue from Operations

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

Revenue Recognition

Other income

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

Taxation:

- Tax expense comprises current and deferred tax. Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961



- Deferred tax expense or benefit is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.
- Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws.
- Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. In the situations where the Company is entitled to a tax holiday under the Income realized against future taxable profits. In the situations where the Company is entitled to a tax holiday under the Income tax Act, 1961 enacted in India, no deferred tax (asset or liability) is recognized in respect of timing differences which reverse during the tax holiday period, to the extent the Company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate.
- At each balance sheet date the Company re-assesses recognized and unrecognized deferred tax assets. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which the deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available. The Company recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.
- Minimum Alternative tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT Credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the MAT Credit



Entitlement at each balance sheet date and writes down the carrying amount of the MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

Earnings per share:

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

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

Provisions:

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

Contingent liabilities:

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

Cash and cash equivalent:

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

Other remarks

- The Company has generally been regular in depositing undisputed statutory dues including income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, Goods and Services Tax, Cess and other material statutory dues to the appropriate authorities.
- During the current financial period, certain reclassifications and regroupings of accounts were made to enhance the presentation of the financial statements. These changes were



implemented to better align the financial reporting with industry practices and accounting standards, without any impact on the overall financial position or performance of the company. The reclassifications pertain only to presentation improvements and do not affect the substance of the financial data.

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

For GSM FOILS LIMITED

NISHIT PABARI, FCA
PARTNER
MEM. NO 149385

SAGAR BHANUSHALI
CFO & Whole-time Director
DIN : 09126902

MOHANSINGH PARMAR
Managing Director
DIN : 08413828

PRATIK MAKWANA
Company Secretary

UDIN : 25149385BMIPYA5139
Place : VASAI (E)
Date : **08.05.2025**



GSM FOILS LIMITED
CIN : U43303MH2023PLC405459
BALANCE SHEET AS AT 31/03/2025

In ` Lakhs

Particulars	Note No.	as at 31/03/2025	as at 31/03/2024
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2.1	1281.16	937.16
Reserves and surplus	2.2	1843.08	166.09
Money received against share warrants	2.3	-	-
		3124.24	1103.25
Share application money pending allotment	2.4	-	-
Non-current liabilities			
Long-term borrowings	2.5	-	91.07
Deferred tax liabilities (Net)	2.6	1.42	0.35
Other Long term liabilities	2.7	-	-
Long-term provisions	2.8	-	-
		1.42	91.42
Current liabilities			
Short-term borrowings	2.9	1782.01	450.91
Trade payables	3.0	-	-
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		736.45	262.40
Other current liabilities	3.1	35.61	15.84
Short-term provisions	3.2	460.16	73.34
		3014.24	802.49
TOTAL		6139.90	1997.17
ASSETS			
Non-current assets			
Property, Plant and Equipment and Intangible Assets			
Property, Plant and Equipment	3.3	211.91	83.50
Intangible assets	3.4	-	-
Capital work-in-progress	3.5	-	-
Intangible assets under development	3.6	-	-
		211.91	83.50
Non-current investments	3.7	298.76	-
Deferred tax assets (net)	3.8	-	-
Long-term loans and advances	3.9	-	-
Other non-current assets	4.0	23.30	-
		533.97	83.50
Current assets			
Current investments	4.1	-	-
Inventories	4.2	1886.04	1023.45
Trade receivables	4.3	3376.64	723.46
Cash and cash equivalents	4.4	24.25	39.54
Short-term loans and advances	4.5	37.65	85.91
Other current assets	4.6	281.35	41.30
		5605.93	1913.67
Accounting Policies and Notes on Accounts	1.0	-	-
TOTAL		6139.90	1997.17

In terms of our attached report of even date

For, M N C A & ASSOCIATES
 CHARTERED ACCOUNTANTS

For GSM FOILS LIMITED



FRN : 100586W

NISHIT PABARI, FCA

(PARTNER)

MEM. NO 149385

UDIN : 25149385BMIPYA5139

SAGAR BHANUSHALI

CFO & Whole-time Director

DIN : 09126902

MOHANSINGH PARMAR

Managing Director

DIN : 08413828

PRATIK MAKWANA

Company Secretary

Place : VASAI (E)

Date : 08/05/2025

Note No. 2.1 Share Capital

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
Authorised		
18000000 (18000000) Equity Shares of ` 10/- Par Value	1800.00	1800.00
	1800.00	1800.00
Issued		
12811649 (9371649) Equity Shares of ` 10/- Par Value	1281.16	937.16
	1281.16	937.16
Subscribed		
12811649 (9371649) Equity Shares of ` 10/- Par Value	1281.16	937.16
	1281.16	937.16
Paidup		
12811649 (9371649) Equity Shares of ` 10/- Par Value Fully Paidup	1281.16	937.16
	1281.16	937.16

Holding More Than 5%

Particulars	as at 31/03/2025		as at 31/03/2024	
	Number of Share	% Held	Number of Share	% Held
MOHANSINGH PARMAR	4902588	38.27	4902588	52.31
SAGAR BHANUSHALI	4467681	34.87	4467681	47.67

Reconciliation of the number of Equity shares outstanding at the beginning and at the end of the reporting period

In ` Lakhs

Particulars	as at 31/03/2025		as at 31/03/2024	
	Number of Share	Amount	Number of Share	Amount
Number of shares at the beginning	9371649	937.16	9371649	937.16
Add : Issue	3440000	344.00	0	0.00
Less : Bought Back	0	0.00	0	0.00
Others	0	0.00	0	0.00
Number of shares at the end	12811649	1281.16	9371649	937.16

Shareholding of Promoters

Shares held by promoters as at 31/03/2025

EquityShares of ` 10

Shares held by promoter at the end of year				% change during the year
SN	Promoters Name	No. of Shares	% of total shares	
1	SAGAR BHANUSHALI	4467681	34.88	-12.79
2	MOHANSINGH PARMAR	4902588	38.27	-14.04

Shares held by promoters as at 31/03/2024



EquityShares of ` 10

Shares held by promoter at the end of year				% change during the year
SN	Promoters Name	No. of Shares	% of total shares	
1	SAGAR BHANUSHALI	4467681	47.67	0
2	MOHANSINGH PARMAR	4902588	52.31	0

Breakup of Equity Capital

EquityShares of ` 10

Particular	as at 31/03/2025	as at 31/03/2024
Directors And Related Parties	9370269	9370269
Others	3440000	0.00

Note No. 2.2 Reserve and Surplus

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
Securities Premium Opening	28.69	925.11
Additions	756.80	0.00
Adjusted Bonus Shares	(0.00)	(896.42)
Writing off of IPO expense	(44.91)	(0.00)
	740.59	28.69
Profit and Loss Opening	137.40	0.00
Amount Transferred From Statement of P&L	965.09	136.79
Amount Transferred From Sundries		
General Reserve	0.00	0.61
	0.00	0.61
	1102.49	137.40
	1843.08	166.09

Note No. 2.3 Money Received Against Share Warrants

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
	0.00	0.00

Note No. 2.4 Share Application Money Pending Allotment

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
	0.00	0.00

Note No. 2.5 Long Term Borrowings

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
Term Loan		
Banks		
Others		
Unsecured		
ADITYA BIRLA FINANCE	0.00	34.62
BAJAJ FINANCE BUSINESS LOAN	0.00	27.67
L & T FINANCE - SME	0.00	23.37



MOHANSINGH PARMAR - DIRECTORE LOAN	0.00	1.03
SAGAR BHANUSHALI - DIRECTOR LOAN	0.00	4.38
	0.00	91.07

Note No. 2.6 Deferred Taxes

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
Deferred Tax Liabilities		
Depreciation	1.42	0.35
	1.42	0.35

Note No. 2.7 Other Long Term Liabilities

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
	0.00	0.00

Note No. 2.8 Long Term Provisions

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
Tax Provision		
Current Tax		
Other Tax		
	0.00	0.00

Note No. 2.9 Short Term Borrowings

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
Loans repayable on demand		
Banks		
Secured		
BOI CC	0.00	424.46
DBS BANK WORKING CAPITAL	1334.45	
Current maturities of long term borrowings		
ADITYA BIRLA FINANCE	17.87	0.00
BAJAJ FINANCE BUSINESS LOAN	11.01	0.00
L & T FINANCE - SME	11.49	0.00
TATA CAPITAL	407.19	0.00
SMC FINANCE	0.00	7.23
DIGICREDIT URGO	0.00	2.14
HDFC BANK - UNSECURED	0.00	5.87
ICICI BANK LTD	0.00	6.19
AXIS BANK LTD - UNSECURED	0.00	5.02
	1782.01	450.91

Note No. 3.0 Trade Payables

as at 31/03/2025

In ` Lakhs

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Not due	
(i) MSME	0.00	0.00	0.00	0.00	0.00	0.00
(ii) Others	710.63	25.83	0.00	0.00	0.00	736.45
(iii) Disputed dues - MSME	0.00	0.00	0.00	0.00	0.00	0.00
(iv) Disputed dues - Others	0.00	0.00	0.00	0.00	0.00	0.00

as at 31/03/2024

In ` Lakhs



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

Note No. 3.1 Other Current Liabilities

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
Other payables		
Other Current Liabilities		
EXPENSES PAYABLE	20.98	15.84
ADVANCE FROM CUSTOMER	14.64	0.00
	35.61	15.84

Note No. 3.2 Short Term Provisions

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
Tax Provision		
Current Tax		
INCOME TAX	396.65	69.72
Other Tax		
GST PAYABLE	43.70	1.38
TDS PAYABLE	18.82	2.24
ESIC PAYABLE	0.14	0.00
PF PAYABLE	0.85	0.00
	460.16	73.34



Note No. 3.3 Property, Plant and Equipment

Particulars	Gross			Depreciation			Impairment		Net	
	Openin g as at 01/04 /2024	Additio n	Deduct ion	Revalu ation	Closing as at 31/03/2 025	Openin g as at 01/04 /2024	During Period	Reversal	Closing as at 31/03/2025	Closing as at 31/03 31/03 /2024
Plant and Machinery										
PLANT AND MACHINERY	131.11	151.72			282.84	49.11	26.96		76.07	206.77
Total	131.11	151.72			282.84	49.11	26.96		76.07	82.00
Equipments										
Office Equipments										
OFFICE EQUIPMENTS	0.21				0.21	0.19	0.00		0.19	0.02
Total	0.21				0.21	0.19	0.00		0.19	0.02
Computer Equipments										
COMPUTER		0.39			0.39		0.18		0.18	0.21
Total		0.39			0.39		0.18		0.18	0.21
Other Equipments										
MOBILE		1.91			1.91		0.26		0.26	1.64
CC TV CAMERA		0.62			0.62		0.09		0.09	0.53
AIR CONDITIONER		0.73			0.73		0.12		0.12	0.61
ELECTRIC FITTINGS	1.57				1.57	0.08	0.38		0.47	1.10
Total	1.57	3.26			4.83	0.08	0.86		0.94	1.48
Furniture and Fixtures										
FURNITURE		1.24			1.24		0.19		0.19	1.05
Total		1.24			1.24		0.19		0.19	1.05
Grand Total	132.89	156.61	0.00	0.00	289.50	49.38	28.20	0.00	77.58	83.50
Previous	94.90	1.57	0.00	0.29	96.76	0.00	13.26	0.00	83.50	94.90

Note No. 3.4 Intangible assets

Particulars	Gross	Amortisation	Impairment	Net



	Opening as at 01/04/2 024	Addition	Deductio n	Closing as at 31/03/2025	Openin g as at 01/04 /2024	During Period	Deduct ion	Other Adj.	Closing as at 31/03/2025	Opening as at 01/04/2 024	During Period	Reversal	Closing as at 31/03/2025	Closing as at 31/03 /2025	Closing as at 31/03 /2024
Grand Total	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Previous	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

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

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
	0.00	0.00

Note No. 3.6 Intangible assets under development

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
Development Cost Gross Opening	0.00	0.00
Addition	0.00	0.00
Deduction	0.00	0.00
Development Cost Gross Closing	0.00	0.00
Accumulated Amortisation Opening	0.00	0.00
Amortisation During Period	0.00	0.00
Deductions	0.00	0.00
Other Adjustments	0.00	0.00
Accumulated Amortisation During Period Closing	0.00	0.00
Accumulated Impairment Opening	0.00	0.00
Impairment During Period	0.00	0.00
Reversal Of Impairment	0.00	0.00
Accumulated Impairment During Period Closing	0.00	0.00
Development Cost Net Opening	0.00	0.00
	0.00	0.00

Note No. 3.7 Non-current investments

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
Other non-current investments - FD	298.76	0.00
	298.76	0.00

Note No. 3.9 Long-term loans and advances

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
Loans and advances to others		
	0.00	0.00

Note No. 4.0 Other non-current assets

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
Trade Receivable		
Unsecured, Considered Good		
Security Deposits		
Unsecured, considered good		
SECURITY DEPOSIT	23.30	0.00
	23.30	0.00

Note No. 4.1 Current investments

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
	0.00	0.00

Note No. 4.2 Inventories

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
Raw Material		
RAW MATERIALS	724.62	260.47
Finished Goods		



FINISHED GOODS	1161.42	762.98
	1886.04	1023.45

Note No. 4.3 Trade receivables

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
Trade Receivable		
Unsecured considered good		
Within Six Months		
SUNDRY DEBTORS	3359.71	712.20
Exceeding Six Months		
SUNDRY DEBTORS	16.93	11.27
	3376.64	723.46

Note No. 4.4 Cash and cash equivalents

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
Cash in Hand	19.44	19.32
Balances With Banks	4.81	20.22
	24.25	39.54

Note No. 4.5 Short-term loans and advances

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
Loans and advances to others		
Unsecured, considered good		
LOANS & ADVANCES	10.01	85.91
PREPAID INSURANCE	4.79	0.00
PREPAID INTEREST	13.52	0.00
TDS	9.30	0.00
TCS	0.02	0.00
	37.65	85.91

Note No. 4.6 Other current assets

In ` Lakhs

Particulars	as at 31/03/2025	as at 31/03/2024
ADVANCE TO SUPPLIER	281.35	0.00
DEPOSITS (ASSET)	0.00	21.30
ADVANCE TAX	0.00	20.00
	281.35	41.30

In terms of our attached report of even date

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

For GSM FOILS LIMITED

NISHIT PABARI, FCA
 (PARTNER)
 MEM. NO 149385

SAGAR BHANUSHALI
 CFO & Whole-time Director
 DIN : 09126902

MOHANSINGH PARMAR
 Managing Director
 DIN : 08413828

PRATIK MAKWANA
 Company Secretary

UDIN : 25149385BMIPYA5139

Place : VASAI (E)
Date : 08/05/2025



GSM FOILS LIMITED
CIN : U43303MH2023PLC405459
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2025

In ` Lakhs except earning per share

Particulars	Note No.	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
Revenue from operations	4.7	13379.99	4083.39
Other income	4.8	1.95	-
Total Income		13381.94	4083.39
Expenses			
Cost of materials consumed	4.9	11585.95	3557.25
Purchases of Stock-in-Trade	5.0	-	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	5.1	(398.44)	(250.43)
Employee benefits expense	5.2	256.67	98.24
Finance costs	5.3	131.44	71.52
Depreciation and amortization expense	5.4	28.20	13.26
Other expenses	5.5	415.31	408.29
Total expenses		12019.13	3898.13
Profit before exceptional, extraordinary and prior period items and tax		1362.82	185.26
Exceptional items	5.6	-	-
Profit before extraordinary and prior period items and tax		1362.82	185.26
Extraordinary Items	5.7	-	-
Profit before prior period items and tax		1362.82	185.26
Prior Period Items	5.8	-	-
Profit before tax		1362.82	185.26
Tax expense:	5.9		
Current tax		396.65	47.80
Deferred tax		1.07	0.66
Profit/(loss) for the period from continuing operations		965.09	136.79
Profit/(loss) from discontinuing operations	6.0	-	-
Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing operations (after tax)		-	-
Profit/(loss) for the period		965.09	136.79
Earnings per equity share:	6.2		
Basic		7.53	1.46
Diluted		7.53	1.46

In terms of our attached report of even date

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

For GSM FOILS LIMITED

NISHIT PABARI, FCA
 (PARTNER)
 MEM. NO 149385

SAGAR BHANUSHALI
 CFO & Whole-time Director
 DIN : 09126902

MOHANSINGH PARMAR
 Managing Director
 DIN : 08413828

PRATIK MAKWANA
 Company Secretary

UDIN : 25149385BMIPYA5139

Place : VASAI (E)
Date : 08/05/2025



NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2025

Note No. 4.7 Revenue from operations

In ` Lakhs

Particulars	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
Sale of Products		
Other Goods		
SALES A/C	13379.99	4083.39
	13379.99	4083.39

Note No. 4.8 Other income

In ` Lakhs

Particulars	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
Interest		
FD INTEREST	1.95	0.00
	1.95	0.00

Note No. 4.9 Cost of materials consumed

In ` Lakhs

Particulars	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
Raw Material		
Opening	260.47	51.56
Purchase	12050.10	3766.16
Closing	724.62	260.47
	11585.95	3557.25
	11585.95	3557.25

Details of Raw Material

Particulars	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
RAW MATERIALS	11585.95	3557.25
	11585.95	3557.25

Note No. 5.0 Purchases of Stock-in-Trade

In ` Lakhs

Particulars	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
	0.00	0.00

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

In ` Lakhs

Particulars	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
Opening		
Stock in Trade	762.98	512.56
	762.98	512.56
Closing		
Stock in Trade	1161.42	762.98
	1161.42	762.98
Increase/Decrease		
Stock in Trade	(398.44)	(250.43)
	(398.44)	(250.43)



Details of Changes in Inventory

Particulars	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
Stock in Trade		
OPENING STOCK	(398.44)	(250.43)
	(398.44)	(250.43)

Note No. 5.2 Employee benefits expense

In ` Lakhs

Particulars	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
Salary, Wages & Bonus		
SALARY TO STAFF INCLUDING ALL STAFF RELATED EXPENSES,	166.67	98.24
DIRECTORS SALARY etc	90.00	0.00
	256.67	98.24

Note No. 5.3 Finance costs

In ` Lakhs

Particulars	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
Interest Expenses		
Interest Expenses		
INTEREST EXPENSES – TERM LOANS	28.74	35.13
INTEREST EXPENSES – CC/OD	49.51	0.00
Bank Charges		
PROCESSING AND OTHER BANK CHARGES	39.70	0.00
Other Interest Charges		
INTEREST ON INCOME TAX AND TDS	4.58	0.00
Finance Charges		
Other Finance Charges		
IPO EXPENSES	8.91	0.00
FRANKING CHARGES	0.00	5.50
ROC AND OTHER FINANCE CHARGES	0.00	30.89
	131.44	71.52

Note No. 5.4 Depreciation and amortisation expense

In ` Lakhs

Particulars	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
Depreciation & Amortisation		
Depreciation Tangible Assets		
DEPRECIATION A/C	28.20	13.26
	28.20	13.26

Note No. 5.5 Other expenses

In ` Lakhs

Particulars	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
Manufacturing Service Costs Expenses		
Power and Fuel		
ELECTRICITY EXP	51.83	24.47
DIESEL EXPENSE	99.13	36.52
Repairs Maintenance Charges Of Factory Building		
FACTORY EXPENSES	69.96	68.31
Insurance		
FACTORY INSURANCE	3.84	6.63
OTHER INSURANCE	0.26	0.00
KEYMAN INSURANCE	0.21	0.00



Frieght And Forwarding Charges		
Freight	54.53	137.83
Loading Unloading Charges	4.38	3.56
Lease Rentals		
FACTORY RENT EXP.	50.70	31.34
Administrative and General Expenses		
Auditors Remuneration		
Audit Fees	1.00	0.00
Reimbursement Auditors Expenses	0.00	0.19
Managerial Remuneration		
Salary To Director	0.00	19.00
Selling Distribution Expenses		
Commission Paid	15.78	0.00
Other Expenses		
COURIER & POSTAGE CHARGES	0.14	0.08
CONSULTANCY FEES	35.50	0.00
CONVEYANCE EXP.	0.55	0.51
DONATION	0.51	0.00
INTERNET CHARGES	0.33	0.08
TDS INT	0.08	0.00
LEGAL FEES	0.28	0.00
PRINTING & STATIONARY	0.21	0.60
TELEPHONE EXP.	0.16	0.11
OTHER LISTING EXP	1.14	0.00
PROFESSIONAL FEES	1.16	0.00
REPAIR AND MAINTENANCE EXP.	4.66	20.74
TRANSPORTATION EXP	0.28	0.53
TRAVELLING EXP	0.31	0.76
WATER & OTHER EXP.	0.95	0.68
STAMP DUTY FOR LOAN	16.86	0.00
SOFTWARE EXP	0.24	0.00
WEBSITE EXP	0.33	0.00
MISCE EXP	(0.01)	0.03
BAD DEBT	0.00	0.58
BANK CHARGES	0.00	1.21
BOOKS AND PERIODICALS	0.00	0.50
BUSINESS PROMOTION EXP	0.00	3.75
FIRE NOC	0.00	0.32
FREIGHT	0.00	41.39
INTEREST ON TDS	0.00	1.11
BONUS EXP	0.00	4.18
STAFF WELFARE EXP	0.00	3.29
	415.31	408.29

Note No. 5.6 Exceptional items

In ` Lakhs

Particulars	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
	0.00	0.00

Note No. 5.7 Extraordinary Items

In ` Lakhs

Particulars	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
	0.00	0.00

Note No. 5.8 Prior Period items

In ` Lakhs

Particulars	For the Year Ended	For the Year Ended
-------------	--------------------	--------------------



	31/03/2025	31/03/2024
	0.00	0.00

Note No. 5.9 Tax expense

In ` Lakhs

Particulars	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
Current tax		
INCOME TAX PROVISION	396.65	47.80
Deferred tax		
DEFERRED TAX	1.07	0.66
	397.72	48.46

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

In ` Lakhs

Particulars	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
	0.00	0.00

Note No. 6.2 Earnings per equity share

In `

Particulars	For the Year Ended 31/03/2025	For the Year Ended 31/03/2024
Earnings per equity share	7.53	1.46

In terms of our attached report of even date

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

For GSM FOILS LIMITED

NISHIT PABARI, FCA
(PARTNER)
MEM. NO 149385

SAGAR BHANUSHALI
CFO & Whole-time Director
DIN : 09126902

MOHANSINGH PARMAR
Managing Director
DIN : 08413828

PRATIK MAKWANA
Company Secretary

UDIN : 25149385BMIPYA5139

Place : VASAI (E)
Date : 08/05/2025



[PART IV]
BALANCE-SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE
(or in the case the first return at any time since the incorporation of the company)

I. Registration Details

Registration No.U43303MH2023PLC405459
Balance Sheet date - **31.03.2025**

State Code : MH

II. Capital raised during the year (amount Rs. Lacs)

Public Issue	Nil	Rights Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

III. Position of mobilization and deployment of funds (amount in Rs. Lacs)

Total liabilities	6,139.90	Total assets	6,139.90
Equity and Liabilities			
Paid-up-capital	1,281.16	Reserves and surplus	1,843.08
Money against share warrant	Nil	Share application money pending allotment	Nil
Non-Current Liabilities	Nil	Current Liabilities	3,014.24
Defer Tax Liability	1.42		
Assets			
Net fixed assets	211.91	Investments	298.76
Net current assets	5,568.28	Loans and advances	37.65
Other non-current assets	23.30		

IV. Performance of company (amount in Rs. Thousands)

Turnover	13,379.99	Other Income	195.04
Total expenditure	12,019.12	Profit/loss before tax	1,362.81
Profit/loss after tax	965.09	Earning per share in Rs.	Nil
Dividend rate %	Nil		

V. Generic names of three principal products/services of company (as per monetary terms)

Item Code No. (ITC Code)	96081019 – BLISTER FOILS
Product description	79050040 – STRIP FOILS
Item Code No. (ITC Code)	
Product description	



Item Code No. (ITC Code)
Product description

1. NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

Background of The Company

GSM Foils Limited (formerly GSM Foils LLP) was incorporated as a Limited Liability Partnership (LLP) and operated under this structure until its conversion to a limited company during the previous year i.e duering 2023-24. The conversion was carried out in accordance with the provisions of the Companies Act, 2013 and the applicable LLP conversion rules. The company continues to carry on the business activities previously undertaken by the LLP, with no change in the business operations or management structure following the conversion. All assets, liabilities, contracts, and obligations of the LLP were transferred to GSM Foils Limited at the time of conversion, and the company's financial statements reflect this transition.

Basis of preparation

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

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

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

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported



amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

Tangible Fixed Assets

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

Intangible Fixed Assets:

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

Impairment of Assets:

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

Depreciation and Amortisation:



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

Investments:

Investments, if any which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

- On initial recognition, all investments are measured at cost. The cost comprises the purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired by the issue of shares or the other securities, the acquisition cost is the fair value of securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.
- Current investments are carried at the lower of cost and fair value determined on an individual investment basis. Long- term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the long term investments.
- On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

Employee Benefits:

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

Inventories:

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

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



Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest, exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other costs that an entity incurs in connection with the borrowing of funds.

Revenue Recognition:

Revenue from Operations

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

Revenue Recognition

Other income

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

Taxation:

- Tax expense comprises current and deferred tax. Current income tax expense comprises taxes on income from operations in India and in foreign jurisdictions. Income tax payable in India is determined in accordance with the provisions of the Income Tax Act, 1961
- Deferred tax expense or benefit is recognized on timing differences being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.
- Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax relating



to items recognized directly in equity is recognized in equity and not in the statement of profit and loss. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws.

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



Earnings per share:

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

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

Provisions:

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

Contingent liabilities:

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

Cash and cash equivalent:

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

Other remarks

- The Company has generally been regular in depositing undisputed statutory dues including income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, Goods and Services Tax, Cess and other material statutory dues to the appropriate authorities.
- During the current financial period, certain reclassifications and regroupings of accounts were made to enhance the presentation of the financial statements. These changes were



implemented to better align the financial reporting with industry practices and accounting standards, without any impact on the overall financial position or performance of the company. The reclassifications pertain only to presentation improvements and do not affect the substance of the financial data.

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

For GSM FOILS LIMITED

NISHIT PABARI, FCA
PARTNER
MEM. NO 149385

SAGAR BHANUSHALI
CFO & Whole-time Director
DIN : 09126902

MOHANSINGH PARMAR
Managing Director
DIN : 08413828

PRATIK MAKWANA
Company Secretary

UDIN : 25149385BMIPYA5139

Place : VASAI (E)
Date : 08/05/2025

Other Disclosures:



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

NAME	RELATION
SAGAR BHANUSHALI	KEY MANAGERIAL PERSONNEL
MOHANSINGH PARMAR	KEY MANAGERIAL PERSONNEL
MAHESH V MEHTA	NON-EXECUTIVE & INDEPENDENT DIRECTOR
VIJAY V PANDYA	
SWATI D MIRANI	
SANJIYA METAL CORPORATION	KMP IS PROPRIETOR
PRATIK MAKWANA	COMPANY SECRETARY

Related Party Transactions:

Details of Remuneration of Executive Directors for the financial year ended 31/03/2025:

Name	Salary/ Remuneration	Bonus	Contribution to PF	Perquisites	Total (`.In Lacs)
SAGAR BHANUSHALI	47.00	-	-	-	47.00
MOHANSING PARMAR	43.00	-	-	-	43.00
PRATIK MAKWANA	5.40	-	-	-	5.40
Total					95.40

Details of Loan from Directors and relatives for the financial year ended 31/03/2025:

Name	` in Lacs
SAGAR BHANUSHALI	-
MOHANSING PARMAR	-

Foreign currency transactions and translation

Initial Recognition:



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

Conversion:

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

Exchange Differences:

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

Derivatives and Commodity Hedging Transactions

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

Foreign Exchange Earnings

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

Expenditure In Foreign Currency:

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

Particular	Current	Previous
------------	---------	----------



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

Disclosure related to Following Ratios to be disclosed:-

S. No	Particulars	Current Year	Previous Year	Variance
a)	Current Ratio	1.86	2.38	-21.85%
b)	Debt-Equity Ratio	-	0.08	-
c)	Debt Service Coverage Ratio	-	-	-
d)	Return on Equity Ratio	0.31	0.12	158.33%
e)	Inventory Turnover Ratio	7.69	6.46	19.04%
f)	Trade Receivables Turnover Ratio	3.96	5.64	-29.79%
g)	Trade Payables Turnover Ratio	16.36	14.35	14.01%
h)	Net Capital Turnover Ratio	5.16	3.67	40.60%
i)	Net Profit Ratio	7.21%	3.35%	3.86%
j)	Return on Capital employed	0.48	0.20	140.00%
k)	Return on Investment	30.89%	12.40%	18.49%

Disclosure related to Undisclosed income

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

Details of Crypto Currency or Virtual Currency

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

Other Accounting Standard Compliances



- For the compilation of the annual accounts for the financial year ended 31/03/2025 the applicable accounting standards have been followed along with proper explanation relating to the material departures.
- The Cash Flow statement is prepared by the indirect method set out in the accounting standards on cash flow statement. Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand
- Diluted Earnings Per Share(EPS) pursuant to issue of shares on exercise of option calculated in accordance with [Accounting Standard 20 'Earnings Per Share']
- **Additional Regulatory Information as per Para Y of Schedule III to Companies Act, 2013:**
 - The Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the company.
 - The Company has not revalued its Property, Plant and Equipment
 - The Company has not granted loans or advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are:
 - (a) repayable on demand or
 - (b) without specifying any terms or period of repayment
 - No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder
 - The Company has borrowings from banks or financial institutions on the basis of security of current assets and quarterly returns or statements of current assets filed by the Company with banks or financial institutions are subject to confirmation by the bank.
 - The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956
 - The Company does not have any scheme of arrangements which has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.



- The company does not have any investments and hence, compliance with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.
- No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries except for transaction of the income tax liability of GSM Foils LLP was settled from the account of LLP which is later merged to the newly incorporated company, GSM Foils Limited. As informed to us the said transaction will be settled in the current financial year by the directors of GSM Foils Limited, who were previously partners in GSM Foils LLP, through their personal accounts. The necessary adjustments will be made accordingly in the books of accounts.
- No funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- During the current financial period, certain reclassifications and regroupings of accounts were made to enhance the presentation of the financial statements. These changes were implemented to better align the financial reporting with industry practices and accounting standards, without any impact on the overall financial position or performance of the company. The reclassifications pertain only to presentation improvements and do not affect the substance of the financial data.



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

NISHIT PABARI, FCA
(Partner)
Mem. No. 149385

UDIN : **25149385BMIPYA5139**

Place : VASAI (E)
Date : 08.05.2025



REGISTERED OFFICE:

GALA NO 06/106/206/306, SAPPHIRE BUILDING, DIAMOND
INDUSTRIAL ESTATE, VASAI EAST – 401208, Maharashtra,
Phone: +91 91 84689 68102
Email: info@gsmfoils.com, Website: www.gsmfoils.com