

GOLDCOIN HEALTH FOODS LIMITED

Reg. Office : 66/392, Pragatinagar, Naranpura, Ahmedabad – 380 013

M.: 094267 68644

Email: goldcoinhealth@gmail.com

CIN: L15419GJ1989PLC012041



Date: 06.02.2025

To,
The Listing Department,
Bombay Stock Exchange Limited,
25" Floor, P.J. Towers,
Dalal Street, Mumbai-400001

Scrip Code: 538542

Symbol: GOLDCOINHF

Dear Sir/ Madam,

Sub: Intimation of the outcome of the meeting of the Board of Directors of GoldCoin Health Foods Limited ("Company") held on 06.02.2025, and disclosures under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, read with sub para 1.5 & 2.2 of Para A.1 & A.2 of Annexure- 18 of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155, dated November 11, 2024.

- 1) The Board of Directors of the Company ("Board") at their meeting held today approved the Scheme of Arrangement between the Company and its Shareholders for reduction & Consolidation of Share Capital of the Company under Section 66 and other applicable provisions of the Companies Act, 2013 ("Act") ("The Scheme") which provides for reduction and Consolidation of capital of the Company.

The Board's approval of the Scheme as aforesaid is subject to necessary approval by the Stock Exchange, SEBI, Shareholders of the Company, Ahmedabad Bench of National Company Law Tribunal (NCLT) and such other statutory and regulatory approvals as may be required.

In terms of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155, dated November 11, 2024, we are furnishing herewith the requisite details OF Reduction & Consolidation in **ANNEXURE- A & ANNEXURE- B** hereto.

- 2) The Board also considered and approved: - Unaudited Financial Results of the third quarter and period ended December 31, 2024. prepared in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held today i.e. on 06.02.2025 is attached **ANNEXURE- C**, hereto.

The Statutory Auditors M/s. V S S B & Associates, have carried out a Limited Review Report on Unaudited Financial Results of the third quarter and period ended December 31, 2024 with unmodified opinion and the same is also attached herewith.

The Meeting of the Board of Directors of the Company commenced at 03:30 P.m. and concluded. at 4:30 P.m.

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You are requested to take the above on your record.

Thanking you,

Yours Faithfully

For, GoldCoin Health Foods Limited

A handwritten signature in blue ink, appearing to read 'Devang P. Shah'.

Devang P. Shah

DIN: 00633868

Managing Director

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Annexure- A

Details as specified in section V-A of chapter V sub para 1.5 of Para A.1 of Annexure- 18 of SEBI MASTER Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155, dated November 11, 2024.

Details and reasons for restructuring	DETAILS OF THE SCHEME:
	<p>The Scheme provides for reduction & consolidation of Share Capital of the Company under Section 66 and other applicable provisions of the Companies Act, 2013 (“Act”).</p> <p>REASON FOR RESTRUCTURING:</p> <p>a) The reduction of share capital would cause the balance sheet to bring in true and fair representation of the Company by the available assets of the Company and reflect the real financial position of the Company.</p> <p>b) The reduction of share capital does not involve any cash outflow as the face value of the shares is being reduced from Rs.10 to Rs.5 per share, which will be used to offset the accumulated losses, thereby improving the company's balance sheet.</p> <p>c) The reduction of share capital will improve the company's financial position by eliminating accumulated losses, thereby positioning the company for future growth. As the company's financials improve, shareholders may benefit from the improved financial health through potential rewards such as dividends or capital appreciation.</p> <p>d) The scheme does not involve any conveyance or transfer of any property and consequently, the order of the Hon'ble NCLT of Ahmedabad approving the scheme will not attract any stamp</p>

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	<p>duty under the Gujarat Stamp Act or Indian Stamp Act in this regard.</p> <p>e) The proposed scheme, if approved, would not, in any manner, be prejudicial to the interest of the members or creditors of the Company. The Scheme will not affect the ability of the Company to honour its commitments or pay its debts. Accordingly, the proposed Scheme would not, in any, way adversely affect the Company in its ordinary course of business or its shareholders or creditors.</p> <p>f) The reduction and Consolidation thereafter of share capital will enable the Company to simplify its capital structure, resulting in a more efficient and manageable shareholding base, which is essential for positioning the Company for sustainable future growth.</p>
<p>Quantitative and/ or qualitative effect of restructuring;</p>	<p>Quantitatively, Prior to the reduction, the Company has 30,00,900 equity shares with a face value of Rs.10 each, totalling a paid-up share capital of Rs.3,00,09,000. Under the proposed reduction scheme, the face value of each share will be reduced to Rs.5, resulting in the same number of shares, i.e., 30, 00,900 equity shares, but a reduced paid-up share capital of Rs.1,50,04,500. This reduction of Rs.1.50 crore in paid-up share capital will be utilized to offset accumulated losses and bring the Company's capital structure in line with its current financial position.</p> <p>Qualitatively. The restructuring will improve the Company's financial transparency by eliminating accumulated losses, providing a more accurate reflection of its financial position. This will enhance investor confidence, position the Company for future growth, and create opportunities for higher shareholder value</p>

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	through potential dividends and capital appreciation.
Details of benefit, if any, to the promoter /promoter group/ group companies from such Proposed restructuring;	<p>The Scheme anticipates reduction and Consolidation of capital of the Company.</p> <p>Pursuant to the Scheme, no consideration is proposed to be issued to the shareholders (promoter or public) and hence, there will be no alteration in the rights of any shareholder (promoter or public).</p> <p>No specific benefit is derived by the promoter / promoter group of the Company pursuant to the Scheme.</p>
Brief details of change in shareholding pattern (if any) of all entities	Pursuant to the Scheme, there shall be no change in the shareholding pattern of the Company.

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Annexure- B

Details as specified in section V-A of chapter V sub para 2.2 of Para A.2 of Annexure- 18 of SEBI MASTER Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155, dated November 11, 2024.

Split/consolidation ratio	2:1 (2 shares of Rs. 5 each will be consolidated into 1 share of Rs. 10 each.)
Rationale behind the split/consolidation	<p>Share Capital Reduction: The reduction in share capital from Rs. 10 to Rs. 5 per share will be used to offset accumulated losses, improving the Company's balance sheet and ensuring a true and fair representation of its financial position.</p> <p>Consolidation: Post-reduction, consolidation ensures simplification of the capital structure, aligning the Company for future growth and making the shareholding base more efficient and manageable.</p>
Pre And Post Share Capital - Authorized, Paid-Up And Subscribed	<p>Pre-Consolidation:</p> <ul style="list-style-type: none">• Authorized Share Capital: Rs. 3,20,00,000 (32,00,000 equity shares of Rs. 10 each)• Paid-Up Share Capital: Rs. 1,50,04,500 (30,00,900 equity shares of Rs. 5 each)• Subscribed Share Capital: 1,50,04,500 (30,00,900 equity shares of Rs. 5 each). <p>Post-Consolidation:</p> <ul style="list-style-type: none">• Authorized Share Capital: Rs. 3,20,00,000 (32,00,000 equity shares of Rs. 10 each)• Paid-Up Share Capital: Rs. 1,50,04,500 (15,00,450 equity shares of Rs. 10 each)• Subscribed Share Capital: Rs. 1,50,04,500 (15,00,450 equity shares of Rs. 10 each)
Expected time of completion	The Scheme will be completed subject to the approval of the Hon'ble NCLT and upon fulfilling all necessary formalities, including the filing of

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	relevant documentation with the Registrar of Companies (RC). The timeline will depend on the approval process and regulatory requirements.
Class of shares which are consolidated or subdivided	The Scheme applies to equity shares of the Company.
Number of shares of each class pre and post-split consolidation	Pre-Consolidation: Number of Shares: 30,00,900 equity shares of Rs. 5 each (Total paid-up capital Rs. 1,50,04,500) Post-Consolidation: Number of Shares: 15,00,450 equity shares of Rs. 10 each (Total paid-up capital Rs. 1,50,04,500)
Number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding.	There will be no issuance of fractional shares, and the shares will be rounded off accordingly.

Limited Review Report

To,
Board of Directors of Goldcoin Health Foods Limited

We have reviewed the accompanying statement of unaudited financial results of **Goldcoin Health Foods Limited** for the quarter ended 31st December, 2024 which are included in the accompanying "Statement of Unaudited Financial Result for Quarter ended December 31, 2024" together with relevant notes thereon. The statement has been prepared by company pursuant to regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

The statement is the responsibility of the company's management and has been approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Ind AS 34 "Interim Financial Reporting (Ind As 34), prescribed under section 133 of the companies act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the statement based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the ICAI. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review of Interim Financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an Audit. Accordingly, we do not express an Audit opinion.

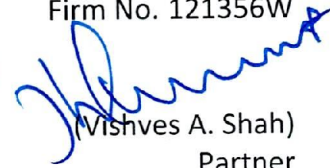
Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind As') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Date : 06/02/2025

Place : Ahmedabad



For, **V S S B & Associates**
Chartered Accountants
Firm No. 121356W



Vishves A. Shah)
Partner
M. No. 109944

UDIN: 25109944BMGPFZ6288

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(CIN : L15419GJ1989PLC012041)

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STATEMENT OF UN-AUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED ON DECEMBER 31, 2024


Sr No	Particulars	(Rs. in lacs except Per share data)					
		Quarter ended December 31, 2024	Quarter ended September 30, 2024	Quarter ended December 31, 2023	Nine Month ended December 31, 2024 (Year to date for Current Period)	Nine Month ended December 31, 2023 (Year to date for Previous Period)	For the year ended on March 31, 2024
		Un-Audited	Un-Audited	Un-Audited	Un-Audited	Un-Audited	Audited
1	Revenue From Operations						
	(a) Revenue from Operations	1.72	1.56	0.97	4.64	2.37	3.53
	(b) Other Income	-	-	-	-	-	0.98
	Total Revenue (Net)	1.72	1.56	0.97	4.64	2.37	4.51
2	Expenses						
	a. Cost of Materials Consumed	-	-	-	-	-	-
	b. Purchases of Stock-in-trade	1.46	1.32	0.78	3.96	2.01	3.01
	c. Changes in inventories of Stock-in-Trade	-	-	-	-	-	-
	d. Employee benefits expenses	2.95	4.50	0.20	7.45	0.80	10.05
	e. Finance Cost	0.09	0.11	0.17	0.35	0.42	0.60
	f. Depreciation and Amortization Expenses	0.50	0.50	0.50	1.50	1.50	2.00
	g. Other Expenses	(0.60)	4.22	3.81	4.80	4.14	5.69
	Total Expenses	4.39	10.66	5.46	18.06	8.87	21.36
3	Profit/(Loss) before Exceptional and Extraordinary items and tax (1-2)	(2.68)	(9.09)	(4.48)	(13.42)	(6.49)	(16.84)
4	Exceptional Items	-	-	-	-	-	-
5	Profit/(Loss) before Extraordinary items and tax (3-4)	(2.68)	(9.09)	(4.48)	(13.42)	(6.49)	(16.84)
6	Extraordinary Items	-	-	(1.46)	-	(13.47)	(14.97)
7	Profit Before Tax (5-6)	(2.68)	(9.09)	(5.94)	(13.42)	(19.96)	(31.81)
8	Tax Expenses						
	(a) Current Tax	-	-	-	-	-	0.30
	(b) Deferred Tax	-	-	-	-	-	0.30
	Total Tax Expenses	-	-	-	-	-	0.30
9	Net Profit/(Loss) for the period from continuing Operations (7-8)	(2.68)	(9.09)	(5.94)	(13.42)	(19.96)	(32.11)
10	Profit (Loss) from Discontinuing operations before Tax	-	-	-	-	-	-
11	Tax Expenses of Discontinuing Operations	-	-	-	-	-	-
12	Net Profit/(Loss) from Discontinuing operations after Tax (10-11)	(2.68)	(9.09)	(5.94)	(13.42)	(19.96)	(32.11)
13	Share of Profit (Loss) of associates and Joint Ventures accounted for using equity method	-	-	-	-	-	-
14	Net Profit (Loss) for the period (12+13)	(2.68)	(9.09)	(5.94)	(13.42)	(19.96)	(32.11)
15	Other comprehensive income, net of income tax						
	a) i) Amount of item that will not be reclassified to profit or loss	-	-	-	-	-	-
	ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-	-
	b) i) item that will be reclassified to profit or loss	-	-	-	-	-	-
	ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-	-	-
	Total other comprehensive income, net of income tax	-	-	-	-	-	-
16	Total Comprehensive income for the period	(2.68)	(9.09)	(5.94)	(13.42)	(19.96)	(32.11)
17	Details of equity share capital						
	Paid-up Equity Share Capital	300.09	300.09	300.09	300.09	300.09	300.09
	Face Value of Equity Share Capital	10.00	10.00	10.00	10.00	10.00	10.00
18	Details of debt securities						
	Paid-Up Debt capital	-	-	-	-	-	-
	Face value of debt Securities	-	-	-	-	-	-
19	Reserve excluding revaluation reserves as per balance sheet of previous accounting year	-	-	-	-	-	(186.08)
20	Debenture Redemption reserve	-	-	-	-	-	-
21	Earning per Share						
i	Earning per Share for Continuing Operations						
	Basic Earning (Loss) per share from Continuing operations	(0.09)	(0.30)	(0.20)	(0.45)	(0.67)	(1.07)
	Diluted Earning (Loss) per share from Continuing operations	(0.09)	(0.30)	(0.20)	(0.45)	(0.67)	(1.07)
ii	Earning per Share for discontinuing Operations						
	Basic Earning (Loss) per share from discontinuing operations	-	-	-	-	-	-
	Diluted Earning (Loss) per share from discontinuing operations	-	-	-	-	-	-
iii	Earnings per Equity Share						
	Basic Earning (Loss) per share from Continuing and discontinuing operations	(0.09)	(0.30)	(0.20)	(0.45)	(0.67)	(1.07)
	Diluted Earning (Loss) per share from Continuing and discontinuing operations	(0.09)	(0.30)	(0.20)	(0.45)	(0.67)	(1.07)



Note:	
1	The above un-audited financial results were reviewed by the Audit Committee and approved by the Board of Directors in their meeting held on 6th February, 2025.
2	The previous periods figures have been regrouped wherever necessary.
3	The Statutory auditors of the company have carried out a "Limited Review report" of the above results as per Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.
4	This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rule 2015 (IND AS) prescribed under section 133 of the companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.

Place: Ahmedabad
Date: 06/02/2025

For and on Behalf of the Board of
Goldcoin Health Foods Limited


Devang P Shah
(Managing Director)
(DIN - 00633868)

