

**SYNTHIKO FOILS LIMITED**

Regd. Office : 84/1, 84/2, Jamsar Road, Jawhar,  
Dist. : Paighar - 401 603. Tel. : 02520-222360  
E-mail : foilslimited@rediffmail.com  
CIN No. : L27200MH1984PLC033829

Date: 03<sup>rd</sup> September, 2024.

To,  
Department of Corporate Service (DCS-CRD),  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

Ref: Synthiko Foils Limited (Scrip Code: 513307)

**Sub.: Notice of 39<sup>th</sup> Annual General Meeting, Notice of Book Closure and Annual Report of Synthiko Foils Ltd**

Dear Sir,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III and Regulation 34 (1) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), please find enclosed herewith the Notice of **39<sup>th</sup> (Thirty-Ninth) Annual General Meeting ("AGM")** of the Company is scheduled to be held on **Wednesday, 25<sup>th</sup> September, 2024 to be held through AC/VC at 03.00 p.m. (IST).**

The Notice of the AGM and the Annual Report for the Financial Year (F.Y.) 2023-24 is enclosed herewith, which is being sent to the Shareholders of the Company by permitted mode(s) and is also made available on the website of the Company, viz., <https://www.synthikofoilsLtd.com/>

We further wish to inform that pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed for the purpose of 39<sup>th</sup> (Thirty-Ninth) AGM from **Thursday, 19<sup>th</sup> September, 2024 to Wednesday, 25<sup>th</sup> September, 2024 (both days inclusive).**

Kindly take the same on your record and acknowledge the same.

Thanking you,

Yours faithfully,

For SYNTHIKO FOILS LTD

*Bhavesh Dadhia*

**BHAVESH DADHIA**  
DIRECTOR  
DIN: 00726076



**39th**

**ANNUAL REPORT**

**2023 - 2024**

**SYNTHIKO FOILS LIMITED**

**CIN:**

**L27200MH1984PLC033829**

## Synthiko Foils Limited

### **Board of Directors:**

Mr. Ramesh Dadhia (DIN 00726044)	:	Chairman and Managing Director & CFO
Mr. Bhavesh Dadhia (DIN 00726076)	:	Whole Time Director & CEO
Mr. Dilip D. Punjabi (DIN 00725991) (upto 31 <sup>st</sup> March, 2024)	:	Independent Non-Executive Director
Mrs. Sheetal Bhavesh Dadhia (DIN 07144050)	:	Women Non-Executive Director
Mr. Nirav Paresh Shah (DIN:10570698) (w.e.f 1 <sup>st</sup> April, 2024)	:	Additional Independent Non-Executive Director
Mr. Sunil Dhoot (Resigned w.e.f 10 <sup>th</sup> April, 2024)	:	Company Secretary & Compliance Officer.
Mrs. Mamta Lasod (Appointed w.e.f 1 <sup>st</sup> July, 2024)	:	Company Secretary & Compliance Officer.

### **Statutory Auditors:**

M/s. S C Mehra & Associates LLP  
Chartered Accountants, Mumbai

### **Secretarial Auditor:**

HSPN & Associates LLP, Company Secretaries,  
Mumbai.

### **Bank:**

ICICI Bank Limited, Thane

### **Registered office:**

84/1,84/2, Jamsar Road,  
Jawhar, Palghar-401603,  
Email:foilslimited@rediffmail.com  
Tele: 022 2864 0863  
Telefax: 02520- 295081

### **Registrar and share transfer agent:**

**Purva Shareregistry India Pvt. Ltd.**

9, Shiv Shakti Industrial Estate,  
Sitaram Mills Compound, Boricha Marg,  
Lower Parel (East), Mumbai-400013.

Tele: 022-2301 6761 / 2301 8261

Telefax: 022-2301 2517

### **Listing of Equity Shares:**

BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai-400001.

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**NOTICE IS HEREBY GIVEN THAT THE THIRTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SYNTHIKO FOILS LIMITED WILL BE HELD ON WEDNESDAY, 25<sup>th</sup> SEPTEMBER, 2024, AT 03.00 P.M THROUGH VIDEOCONFERENCING/OTHER AUDIO-VISUAL MEANS (VC/OAVM) FACILITY TO TRANSACT FOLLOWING BUSINESS:**

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**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited accounts for the year ended March 31<sup>st</sup>, 2024 along with notes thereon as on that date and the reports of Directors and Auditors thereon.
2. To reappoint Mrs. Sheetal Dadhia (DIN: 07144050) Director who retires by rotation and eligible offers herself for re-appointment.

**SPECIAL BUSINESS**

3. **To consider and if thought fit to pass with or without modification(s) the following resolution as an SPECIAL RESOLUTION:**

**APPOINTMENT OF MR. NIRAV PARESH SHAH (DIN: 10570698) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

“**RESOLVED THAT** pursuant to the provisions of Section 149,150, 152, 161 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, and as per the provisions of Articles of Association of the Company, Mr. Nirav Paresh Shah (DIN: 10570698) who was appointed as an additional director and also as an Independent Director of the Company w.e.f. 1<sup>st</sup> April, 2024, and who holds office upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2023 – 2024 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013be and is hereby appointed as an Independent Director of the Company to hold office for the period of 5 (five) years w.e.f. 1<sup>st</sup> April, 2024.

**“RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith

**Date: 26<sup>th</sup> August, 2024**  
**Place: Jawhar.**

**For and on behalf of the Board**  
**Sd/-**  
**Ramesh Dadhia**  
**Chairman and Managing Director**

## **EXPLANATORY STATEMENT**

### **As required by Section 102 of the Companies Act, 2013**

#### **Notes:**

#### **Item No:3**

This is to inform you that

- (a) The Board of Directors (bases on the recommendation of Nomination & Remuneration Committee) appointed Mr. Nirav Paresh Shah (DIN: 10570698) as an additional director as well as Independent Director of the Company w.e.f 1<sup>st</sup> April. 2024.
- (b) Pursuant to Section 161 of the Companies Act, 2013, Mr. Nirav Paresh Shah (DIN: 10570698) holds office upto to the date of this Annual General Meeting
- (c) Mr.Nirav Paresh Shah (DIN: 10570698) has given his consent to act as a Director of the Company pursuant to Section 152 of the Companies Act, 2013. Mr. Nirav Paresh Shah (DIN; 10570698) has further confirmed that he is neither disqualified neither debarred from holding office of Director under Companies Act, 2013 or pursuant to any Order issued by SEBI.
- (d) The Board of Directors of the Company have recommended to regularize the appointment of Mr. Nirav Paresh Shah (DIN: 10570698) as an Independent Director of the Company

**Brief profile of Mr. Nirav Paresh Shah (DIN: 10570698) are as follows:**

Mr. Nirav Paresh Shah (DIN: 10570698) is 51 years old and has experience of over several years of Corporate Management and Finance. He has done Bachelor of Engineering from Bharati Vidyapeeth University Pune.

His knowledge as a director will help in bringing more expertise and a sound financial management outlook towards the functioning of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives (except Mr. Nirav Paresh Shah) is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution. The Board recommends the Special Resolution set forth in Item No. 3 for approval of the Members

**For and on behalf of the Board**

Sd/-

**Ramesh Dadhia**

**Chairman & Managing**

**Director(DIN:**

**00726044)**

**Place: Jawhar**

**Date: 27<sup>th</sup> August, 2024.**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, dated April 13, 2020, dated May 05, 2020, dated January 13, 2021, dated December 8, 2021, dated May 5, 2022 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide circular dated May 12, 2020 (“SEBI Circular”) permitted the holding of the Annual General Meeting (“the Meeting”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circular, the Meeting of the Company is being held through VC / OAVM.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars and SEBI Circular, the AGM will be held through VC/OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form is not annexed to this Notice.
3. Pursuant to Section 113 of the Act representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/OAVM.  
Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney, (PDF/JPG Format) if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation shall be sent to the Company by email through its registered email address, to [foilslimited@rediffmail.com](mailto:foilslimited@rediffmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
4. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2023-24 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 for FY 2023-24 will also be available on website of the Company, i.e. [www.synthikofoilsltd.com](http://www.synthikofoilsltd.com)/website of the Stock Exchanges i.e. BSE Limited and at [www.bseindia.com](http://www.bseindia.com), and on the website of the CDSL [www.evotingindia.com](http://www.evotingindia.com).
5. The business set out in the Notice will be transacted through electronic voting system and



the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 13.

4. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at [foilslimited@rediffmail.com](mailto:foilslimited@rediffmail.com).
6. Notice is also given under Section 91 of the Act read with Regulation 42 of the Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from Thursday, 19<sup>th</sup> September, 2024 to Wednesday, 25<sup>th</sup> September 2024(both days inclusive).
7. For registration of email id for obtaining Annual Report and User ID/password for e-voting and updation of bank account mandates is annexed to this Notice use the link <http://www.purvashare.com/email-and-phone-updation/>.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants (“DPs”) in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. Purva Sharegistry (India) Pvt. Ltd. in case the shares are held by them in physical form.
9. The Company has designated an exclusive email id called [foilslimited@rediffmail.com](mailto:foilslimited@rediffmail.com) to redress Members’ complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at [foilslimited@rediffmail.com](mailto:foilslimited@rediffmail.com).
10. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at [foilslimited@rediffmail.com](mailto:foilslimited@rediffmail.com) at least 7 days before the Meeting. The same will be replied by the Company suitably.
11. Information and other instructions relating to e-voting are as under:
  - a) Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
  - b) The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to the Members.
  - c) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner (in case of electronic shareholding) as on

the cut-off date, i.e., Wednesday, 18<sup>th</sup> September, 2024. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

- d) A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Wednesday, 18<sup>th</sup> September, 2024, only shall be entitled to avail the facility of e-voting.
- e) Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Wednesday, 18<sup>th</sup> September, 2024; such Member may obtain the User ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [support@purvashare.com](mailto:support@purvashare.com). However, if a member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.
- f) The Board of Directors of the Company has appointed Mr. Piyush Gohel, Designated Partner of HSPN & Associates LLP, (Membership no. FCS 9068, COP: 27451) of Mumbai as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- g) The Scrutinizer, after scrutinizing the votes, will, not later than 2(Two) Working days from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e. [www.synthikofoilsltd.com](http://www.synthikofoilsltd.com) and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
- h) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday, 25<sup>th</sup> September, 2024.
- i) Information and other instructions relating to e-voting are as under:
  - i. The remote e-voting facility will be available during the following period:  
Commencement of e-voting: From 9:00 a.m. (IST) on Sunday, 22<sup>nd</sup> September, 2024. End of e-voting: Up to 5:00 p.m. (IST) on Tuesday, 24<sup>th</sup> September, 2024.  
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.
  - ii. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend/participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.
  - 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System My easi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.</li> </ol>

	<p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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

- iv. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- v. Click on “Shareholders” module.
- vi. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- vii. Next, enter the Image Verification as displayed and Click on Login.
- viii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- ix. If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field or if the same is not updated, member may send an e-mail to Purva Sharegistry at <a href="mailto:support@purvashare.com">support@purvashare.com</a></li> </ul>
Dividend Bank Details OR Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the</li> </ul>

(DOB)	Dividend Bank details field as mentioned in instruction (v).
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After entering these details appropriately, click on “SUBMIT” tab.

- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the Electronic Voting Sequence Number **EVSN- 240827019** for the relevant Synthiko Foils Limited on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xx. Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xxi. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
- xxii. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
- j) Instructions for Shareholders for e-voting during the Meeting are as under:
- i. The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
  - ii. Only those Shareholders, who are present in the Meeting 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 available during the Meeting
  - iii. If any Votes are cast by the Shareholders through the e-voting available during the Meeting and if the same Shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the Shareholders attending the Meeting.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
13. Share transfer documents and all correspondence relating thereto, should be addressed to the Purva Share Registry (India) Pvt. Ltd. at Unit No. 9 Shiv Shakti ind. Estate J.R.

Boricha Marg, Lower Parel(E), Mumbai - 400 011 or at their designated email id i.e. support@purvashare.com.

14. The Company, consequent upon introduction of the Depository System (“DS”), entered into agreements with National Securities Depository Limited (“NSDL”) and CDSL. The Members, therefore, have the option of holding and dealing in the shares of the Company in dematerialised form through NSDL or CDSL.
15. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates etc. Simultaneously, DS offers several advantages like exemption from stamp duty on transfer of shares, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
17. SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Purva Sharegistry.
18. As mandated by SEBI, effective April 01, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DPs.
19. As per Regulation 40(7) of the Listing Regulations, read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax PAN Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company/Purva Sharegistry for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / nominee(s). In exceptional cases, the transfer of physical

shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 06, 2018.

20. Pursuant to Section 72 of the Act, Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to Purva Sharegistry. Further, Members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies(Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to Purva Sharegistry. These forms will be made available on request.
21. Information of Director seeking re-appointment at the ensuing Meeting, as required under Regulation 36(3) of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, is as follows:

1. Name of Director	Mrs. Sheetal Dadhia	Mr. Nirav Paresh Shah
2. Director Identification Number	07144050	10570698
3. Date of Birth/Age	06th September, 1975/ 48 years	13 <sup>th</sup> October, 1972/51 years
4. Designation	Non-Executive Women Director	Non-Executive Independent Director
5. Date of Appointment/Re-appointment	Appointment w.e.f. 30th March, 2015	Appointment w.e.f. 1 <sup>st</sup> April, 2024.
6. Qualification	M.A. (English)	Bachelor of Enggering
7. Nature of expertise in specific functional areas	Marketing, Finance & Administration.	Marketing, Finance & Administration
8. Terms and condition of appointment / reappointment	N.A	N.A
9.Details of remuneration sought to be paid (in Rs.)	N.A	N.A
10. Remuneration last drawn (in Rs.)	N.A	N.A
11 No. of Meetings of the Board attended during the financial year 2023-24	5	1
12. Directorships held in other public companies (excluding foreign companies and Section 8 companies	Nil	Nil
13. List of Listed Companies in which the person has resigned in the	Nil	Nil

past three years		
14. Period	N.A	5 years
15. Pecuniary relationship with the company	Mrs. Sheetal Dadhia is the wife of Mr. Bhavesh Dadhia, Whole-Time Director and CEO of the Company and she holds Nil Equity Shares as on 31st March, 2024.	Mr. Nirav Paresh Shah is not related to any Director or Promoter of the Company
16. Number of shares held in the Company	Nil	Nil

22. Since the Meeting will be held through VC/ OAVM, the Route Map and Attendance Slip are not annexed to this Notice.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH**

**VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the Meeting through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholders/ members login where the EVSN of the Company will be displayed.

2. The Members can join the Meeting through 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 Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis. However, the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are not restricted on first come first served basis.
3. Shareholders are encouraged to join the Meeting through Laptops / iPad for better experience.
4. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [foilslimited@rediffmail.com](mailto:foilslimited@rediffmail.com) up to Thursday, 28<sup>th</sup> September, 2023 (5:00 p.m. IST). Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
7. The Shareholders who have not registered themselves can put the question on the chatbox available on the screen at the time of the Meeting.
8. Members who need technical assistance before or during the Meeting can send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

**For and on behalf of the Board**

Sd/-

**Ramesh Dadhia**

**Chairman & Managing Director**

**(DIN: 00726044)**

**Place: Jawhar**

**Date: 27<sup>th</sup> August, 2024.**

## DIRECTORS' REPORT

To,  
**The Members of  
Synthiko Foils Limited.**

Your directors have pleasure in presenting the 38<sup>th</sup> Annual Report together with the Audited Financial Statements on standalone basis for the year ended on 31<sup>st</sup> March, 2024.

### 1. FINANCIAL RESULTS:

(Figures in 000.)

Particulars	For the year ended on 31 <sup>st</sup> March, 2024	For the year ended on 31 <sup>st</sup> March, 2024
Total Income	259226.30	2,56,593.40
Profit before Depreciation and Tax	4550.7	4386.10
Less: Depreciation	1539.5	2108.60
Tax Expenses	833.70	621.00
<b>Net Profit for the year</b>	<b>2177.50</b>	<b>1656.50</b>
Add. Profit & Loss A/c Bal of Previous year	NIL	NIL
Appropriations:	NIL	NIL
Proposed Dividend	NIL	NIL
Dividend Distribution NIL - on Proposed Dividend	NIL	NIL
Transfer to General Reserve	NIL	NIL
<b>Balance c/d to Balance Sheet as at 31.03.2024.</b>	<b>2177.50</b>	<b>1656.50</b>

### 2. STATEMENT OF COMPANY'S AFFAIRS:

The year 2023-2024 was optimistic year for the company's operations. During the year the Income from operations increased from last year's revenue of **Rs 25,64,92,700** to **Rs 25,82,15,100**. The profit after tax is **Rs. 21,77,500** and its increased by 31.46% from the figures of the last year's Profit after Tax of **Rs. 16,56,500**.

### 3. DIVIDEND:

In order to conserve resources, your directors do not recommend any dividend for the Financial Year ended on 31<sup>st</sup> March, 2024.

### 4. TRANSFER TO RESERVES:

The Company has not transferred any amount to any reserve.

**5. CHANGE IN NATURE OF BUSINESS, IF ANY:**

There is no change in the nature of business of the Company.

**6. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:**

The relations between Company and its employees being cordial and no instance of any Industrial Dispute reported during the year 2023-24. During the Financial Year the Company does not have any employee who was drawing remuneration required to be disclosed pursuant to the Section 197 of Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**7. PARTICULARS OF REMUNERATION:**

In terms of provision of section 197 (12) of the Companies Act 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing have been provided in **Annexure II**, however as there are no employees drawing remuneration in excess of the prescribed limits. The information as required the names and other particulars of employees drawing remuneration in excess of the limits set out in the said Rules forms part of the Report. However, having regard to the provisions of the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report including the aforesaid information is being sent to the Members of the Company.

**8. SUBSIDIARY COMPANY:**

Since the Company has no subsidiary, provisions of Section 129(3) of the act does not apply to the Company.

**9. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

Since the provisions of section 135 of the Companies Act, 2013 is not applicable to the Company. Therefore, Company has not developed and implemented policy on Corporate Social Responsibility.

**10. DEPOSITS:**

The Company has neither accepted nor renewed any deposits during the year under review.

**11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO:**

The particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings/outgo are set out in **Annexure – I** to this Report.

**12. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Mrs. Sheetal Dadhia (DIN: 07144050) who was liable to retire by rotation during the year, being eligible for re-appointment offers herself for re-appointment, be and is hereby was re-appointed as a Director of the company.

During the year under review, Mr.Dilip Dharampal Punjabi (DIN:00725991) cease to be Non-Executive Independent Director of the Company due to Completion of Two terms of 5 consecutive years as Independent Director of the Company.

Mr. Nirav Paresh Shah (DIN: 10570698) was appointed as an additional director and also as an Independent Director of the Company w.e.f. 1<sup>st</sup> April, 2024, and who holds office upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2023 – 2024 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and it is proposed to regularise his appointment as an Independent Director of the Company to hold office for the period of 5 (five) years w.e.f. 1<sup>st</sup> April, 2024, at the ensuing Annual General Meeting of the Company.

Mr. Sunil Dhoot Company Secretary & Compliance Officer of the Company resigned w.e.f 10<sup>th</sup> April, 2024. While Board in its meeting held on 1<sup>st</sup> July, 2024 appointed Mrs. Mamta Lasod as Company Secretary & Compliance Officer of the Company w.e.f 1<sup>st</sup> July, 2024.

**14. EXTRACT OF ANNUAL RETURN:**

Pursuant to the provisions of Section 92(3) of Companies Act, 2013 the Annual Return for FY 2023-24 is available on company's website. [www.synthikofoilsLtd.com](http://www.synthikofoilsLtd.com)

**15. NUMBER OF MEETINGS OF THE BOARD:**

Five (5) Board Meetings were held during the year 2023-24 pursuant to Section 173 (1) of Companies Act, 2013.

**16. DECLARATIONS OF INDEPENDENT DIRECTORS:**

The Independent Directors have submitted their disclosures to the Board that fulfill all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.



**17. DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to Section 134 (3) (C) of the Companies Act, 2013 your Directors state that:

- (a) in the preparation of Annual Accounts for the year ended on 31<sup>st</sup> March, 2024, the applicable accounting standards have been followed and there are not material departures from the same.,
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a

- true and fair view of the state of affairs of the Company at the end of the financial year on 31<sup>st</sup> March, 2024 and the profit and loss of the Company for that period.,
- (c) the Directors have taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.,
  - (d) the Directors have prepared Accounts on 'going concern' basis., and
  - (e) The Directors have laid down internal financial controls to be followed by the Company and that such financial controls are adequate and are operating effectively.
  - (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**18. COMMENTS ON AUDIT REPORTS:**

There is no qualification, reservation or adverse remark or disclaimer made by M/s S C Mehra and Associates LLP Chartered Accountants in their Audit report for the year ended on 31<sup>st</sup> March, 2024.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

**19. REPORTING OF FRAUDS AUDITORS:**

During the year under review, the Statutory Auditors, and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Act, details of which needs to be mentioned in this Report.

**20 PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The particulars of loans given and investment made has been disclosed in the financial statements in note no. 6 of the financial statements.

**21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

During the year 2023-24 the Contract or Arrangements entered in to by the Company with related parties were approved by the Audit Committee pursuant to subsection (iv) (4) of Section 177 of Companies Act, 2013 and by the Board of Directors pursuant to Section 188 (1) of Companies Act, 2013.

The related party transactions were at arm's length basis and were in the ordinary course of business of the Company. The other details with respect to related party

transactions in Form AOC – 2 are set out in **Annexure -III** to this Report. The policy on Related Party Transactions is available on Company's website- [www.synthikofoilsltd.com](http://www.synthikofoilsltd.com).

**22. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**23. EVALUATION OF BOARD:**

The performance of Board, its Committees and Individual Directors were reviewed during the year pursuant to subsection (p) (3) of Section 134 of Companies Act, 2013. Also, the performance of Committees of the Board was reviewed by the same and forthwith the evaluated performance of Board, Individual Directors and Committees were found to be satisfactory as during the year 2023-24.

**24. STATUTORY AUDITORS:**

M/s. S C Mehra & Associates, Chartered Accountants having FRN 106156W were appointed as Statutory Auditors of the Company in 37<sup>th</sup> Annual General Meeting held during the year under-review to hold office for a period of 3 years i.e till the end of 40<sup>th</sup> Annual General Meeting to be held in year 2025.

However, as per Companies (Amendment) Act, 2017 notified on 7<sup>th</sup> May, 2018 the provisions regarding the ratification of Auditor in every AGM has been done away.

**25. INTERNAL AUDITORS:**

As per section 138 of the Companies Act, 2013, the Company has appointed M/s. Vatsal Bhatia & Company, Chartered Accountant as the internal auditors for the financial year to 2023-2024 to conduct the internal audit and to ensure adequacy of the Internal controls, adherence to Company's policies and ensure statutory and other compliance through, periodical checks and internal audit.

## **26. SECRETARIAL AUDITOR'S REPORT:**

The Company has appointed M/s HSPN & Associates LLP, Company Secretaries, as Secretarial Auditors of the Company to carry out the Secretarial Audit for the Financial Year 2023-24 and to issue Secretarial Audit Report as per the prescribed format under rules in terms of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Their report is appended to this report as **Annexure IV** to Director's Report.

### **Auditors Observation:**

- 1. The Composition of Audit Committee and Nomination and Remuneration Committee is not in Compliance with the provisions of Section 177 and 178 of Companies Act, 2013 respectively.**

### **Directors Comment:**

- 1. Company being a small company in terms of paid-up capital and revenue is in process of identifying a suitable candidate to be appointed as Independent Director of the Company.**

## **27. COMMITTEES OF THE BOARD:**

The Company's Board has the following committees:

1. Audit Committee.
2. Shareholders/Investors Grievance Committee (Stakeholders Relationship Committee).
3. Nomination and remuneration Committee.

**28. WHISTLE BLOWER:**

The Board of Directors have set up the Whistle Blower Policy I.e., Vigil Mechanism for Directors and Employees of the Company to report concerns about unethical behavior, actual or suspected fraud, or violations of Company's Code of Conduct or Ethics Policy. The detailed Vigil Mechanism Policy is available at Company's Website: [www.synthikofoilsltd.com](http://www.synthikofoilsltd.com).

**29. INTERNAL FINANCIAL CONTROLS:**

The Board hereby reports that the Internal Financial Controls were reviewed by the Audit Committee and there were adequate Internal Financial Controls existed in the Company with respect to the Financial Statements for year ended on 31<sup>st</sup> March, 2024 and the Internal Financial Controls are operating effectively.

**30. COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company is following the applicable Secretarial Standards as prescribed and formulated by ICSI during the Financial year 2023-2024.

**31. DISCLOSURE UNDER SEXUAL HARASSMENT ACT:**

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints, redressal for the benefits of its employees. There were no complaints filed against any of the employees of the Company under this Act.

**32. LISTING OF SHARES:**

The Equity Shares of the Company as listed on BSE Limited.

**33. OTHER DISCLOSURES:**

The company does not have any Employees Stock Option Scheme in force and hence particulars are not furnished, as the same are not applicable

#### **34. POLICIES:**

The Company seeks to promote highest levels of ethical standards in the normal business transactions guided by the value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates formulation of certain policies for Listed Companies. The Policies are reviewed periodically by the Board and are updated based on the need and compliance as per the applicable laws and rules and as amended from time to time. The policies are available on the website of the Company Website: [www.synthikofoilsLtd.com](http://www.synthikofoilsLtd.com).

#### **35. THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

During the year there has been no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future.

#### **36. ENHANCING SHAREHOLDER VALUE:**

Your company firmly believes that its success, the marketplace and a good reputation are among the primary determinants of value to the shareholder.

The organizational vision is founded on the principles of good governance and delivering leading-edge products backed with dependable after sales services.

Following the vision Your Company is committed to creating and maximizing Long-term value for shareholders.

#### **37. CAUTIONARY STATEMENT:**

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts maybe forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operation include global and domestic demand and supply conditions affecting selling prices of Raw Materials, Finished Goods, input availability and prices, changes in government regulations, tax laws, economic developments within and outside the country and various other factors. The current Covid-19 pandemic has also affected the operations of the Company.

**38. ACKNOWLEDGEMENTS:**

The Board of Directors hereby express thanks to all the Shareholders, Customers, Suppliers, Associates, Employees and various Authorities for extending their valued support and patronage to the Company.

**Date: 27<sup>th</sup> August, 2024.**

**For and on behalf of the Board**

**Sd/-**

**Place: Jawhar**

**Ramesh Dadhia  
(DIN 00726044)**

**Managing Director & Chairman**

## **Annexure -I**

### **Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earning and Outgo required under the Companies (Accounts) Rules,2014.**

#### **CONSERVATION OF ENERGY:**

The Company has implemented system of optimum of Energy and its conservation. The old machineries were timely replaced with new machineries to get optimum productions and wastage of power and to get the optimum ratio for inputs.

#### **RESEARCH AND DEVELOPMENT (R&D):**

The Company's core strategy for Research and Developments pertains to the Research of new designs with added values to serve the consumers with the requirements. The products research is conducted in phased manner during the year to introduce new designs and product ranges for betterment of the consumer market. The expenditure towards Research and Developments were not significant to report.

#### **FUTURE PLANS FOR RESEARCH AND DEVELOPMENTS:**

The activities of research and Developments are on ongoing process where the production patterns and products designs need updation from time to time to sustain in the competitive market. The future plan for Research and Development of new product applications with the variety range of innovation in design.

#### **TECHNOLOGY ABSORPTION:**

The production technologies of the company pertain to heat and press lamination wherein heat is applied to the surface of aluminum foil for lamination with LDPE. The other product is coating and printing wherein resin coating is done on aluminum foil and printing is done as per customer's design. The technology applied is in line with current industry practices. The technological updation is an integral part of the business to get better products.



**FOREIGN EXCHANGE EARNING AND OUTGO:**

	2023-24	(Rs in Lacs) 2022-23
(a) Foreign Exchange Earnings		-
(b) Foreign Exchange Outgo:		
Import of Capital Goods	-	-
Import of Raw materials	435.17	513.96
Stores and Consumables	-	-
Expenses for Foreign Travel	1.29	NIL
Advances paid for Imports	NIL	NIL

**For and on behalf of the Board Of Synthiko Foils  
Limited**

**Date: 27<sup>th</sup> August, 2024.  
Place: Jawhar**

**Sd/-  
Managing Director & Chairman  
(Ramesh Dadhia)  
(DIN 00726044)**

## ANNEXURE-II

THE INFORMATION REQUIRED UNDER SECTION 197 OF THE ACT READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 ARE GIVEN BELOW:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of the directors	Ratio to median Remuneration
Non-executive directors	
Mr. Dilip Punjabi	N. A.
Mrs. Sheetal Dadhia	N. A.
Executive directors	
Mr. Bhavesh Dadhia	3.68
Mr. Rameshchandra Jaylal Dadhia	3.06

- b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% Increase in remuneration in the financial year
Mr. Bhavesh Dadhia	NIL
Mr. Rameshchandra Jaylal Dadhia	NIL
Mr. Dilip Punjabi	N. A.
Mrs. Sheetal Dadhia	N. A.

- c. The percentage increase in the median remuneration of employees in the financial year: 8%
- d. The number of permanent employees on the rolls of Company: 22
- e. The explanation on the relationship between average increase in remuneration and Company Performance:

On an average, employees received an annual increase of 8%

The increase in remuneration is in line with the market trends prevalent in the Economy. In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organisation performance, apart from an individual's performance.

**f. Comparison of the remuneration of the key managerial personnel against the performance of the Company:**

Aggregate remuneration of key managerial personnel (KMP) in FY 2023-24	<b>33,00,000</b>
Revenue	<b>25,92,26,300</b>
Remuneration of KMPs (as a % of revenue)	<b>1.29</b>
Profit before Tax (PBT)	<b>30,11,200</b>
Remuneration of KMP (as a % of PBT)	<b>109.59</b>

**g. Variations in the market Capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:**

Particulars	March 31, 2024	March 31, 2023	% Change
Market Capitalisation	10,47,82,800	29,91,93,000	-64.97
Price Earnings Ratio	48.18	181	73.38

**h. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:**

Particulars	March 31, 2023	IPO	% Change
Market Price (BSE) Rs. 5/- Paid Up	60.22	10.00	1104.40

**i. 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:**

The average annual increase was around 8%

Increase in the managerial remuneration for the year was NIL

- j. **Comparison of each remuneration of the key managerial personnel against the performance of the Company:**

	<b>Mr. Ramesh Dadhia (Managing Director &amp; CFO)</b>	<b>Mr. Bhavesh Dadhia (Whole Time Director &amp; CEO)</b>
Remuneration in FY 2024	15,00,000	18,00,000
Remuneration as % of revenue	0.58	0.70
Remuneration as % of Profit before Tax	49.81	59.78

- k. **The key parameters for any variable component of remuneration availed by the directors:**

There are no variable components of remuneration provided to the Directors

- l. **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: N.A.**
- m. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on 13<sup>th</sup> February, 2024 that the remuneration is as per the remuneration policy of the Company. The policy is available on the company's website: [www.synthikofoilsltd.com](http://www.synthikofoilsltd.com)

- n. **The statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.**

The Nomination and Remuneration Committee of the Company has affirmed at its meeting held on 13<sup>th</sup> February, 2024 that the remuneration is as per the remuneration policy of the Company. The policy is available on the company's website: [www.synthikofoilsltd.com](http://www.synthikofoilsltd.com)

**ANNEXURE – III ANNEXURE B TO THE DIRECTORS' REPORT**

**FORM NO. AOC – 2**

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

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

**1. Details of contracts or arrangements or transactions not at Arm's Length Basis:**

(a) Name(s) of the related party and nature of relationship	<b>NIL</b>
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) Date(s) of approval by the Board	
(g) Amount paid as advances, if any	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

**2. Details of material contracts or arrangement or transactions at Arm's Length Basis:**

(a) Name(s) of the related party and nature of \Relationship	<b>NIL</b>
(b) Nature of contracts/ arrangements/ transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Date(s) of approval by the Board, if any:	
(f) Amount paid as advances, if any	

**For and on behalf of the  
Board Of Synthiko Foils  
Limited**

**Sd/-**

**Managing Director & Chairman  
(Ramesh Dadhia)  
(DIN 00726044)**

**Date: 27<sup>th</sup> August, 2024.**

**Place: Jawhar**

**ANNEXURE – IV**

**Secretarial Audit Report Form No. MR-3**

For the financial year ended on 31st March, 2023.

[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]

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To,

The Members,

**SYNTHIKO FOILS LIMITED, 84\1 84\2 JAMSAR ROAD, JAWHAR, PALGHAR-401603.**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SYNTHIKO FOILS LIMITED** (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers and minute books, Forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2024, to the extent applicable 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 to the Company during the period under review;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company:
- vi) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- vii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- viii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable to the Company during the period under review;
  - ix) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable to the Company during the period under review;
  - x) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable to the Company during the period under review;
  - xi) The Securities and Exchange Board of India (Registrars to and Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not Applicable to the Company during the period under review;
  - xii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable to the Company during the period under review; and
  - xiii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable to the Company during the period under review;
- i. The Management has identified and confirmed the following applicable Acts, Laws and Regulations specifically applicable to the Company being the Company is into the business of manufacturing of aluminum foils:
- xiv) The Environment Protection Act, 1986; and
  - xv) Air (Prevention and Control of Pollution) Act 1981 and Rules issued by State Pollution Control Board; and
  - xvi) Water (Prevention and Control of Pollution) Act 1974 and Rules issued by State Pollution Control Board.

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

- i) Secretarial Standards 1 and 2 issued and revised by The Institute of Company Secretaries of India.
- ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

During the year under review, the Company in general has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards and Listing Obligations mentioned above subject to the following observations:

- *The Composition of Audit Committee and Nomination and Remuneration Committee is not in compliance with the provisions of Section 177 and 178 of Companies Act, 2013 respectively.*

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors; However, the Composition of Audit Committee and Nomination and Remuneration Committee is not as per Section 177 and 178 of the Companies Act, 2013 as mentioned above. There were changes in the composition of the Board of Directors during the year.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

We further report that during the audit period;

1. Mr. Dilip Dharampal Punjabi (DIN:00725991) ceased to be Non-Executive Independent Director of the Company w.e.f 31<sup>st</sup> March, 2024 due to completion of consecutive 2 terms as Independent Director of the Company.
2. Board in its meeting held on 30<sup>th</sup> March, 2024 appointed Mr. Nirav Paresh Shah (DIN: 10570698) as an Additional Non-Executive Independent Director of the Company w.e.f 1<sup>st</sup> April, 2024 who holds office up to and is eligible to be appointed by the shareholders' of the Company in the ensuing annual general meeting of the Company.
3. Mr. Sunil Dhoot Company Secretary & Compliance Officer of the Company resigned w.e.f 10<sup>th</sup> April, 2024. While Board in its meeting held on 1<sup>st</sup> July, 2024 appointed Mrs. Mamta Lasod as Company Secretary & Compliance Officer of the Company w.e.f 1<sup>st</sup> July, 2024.

**Date: 27<sup>th</sup> August, 2024**  
**Place: Mumbai**  
**ICSI UDIN: F009068F001051549**  
**PEER REVIEW NO: 2507/2022**

**For HSPN & Associates LLP**  
**Company Secretaries**

Sd/-

**Piyush A Gohel**  
**Partner**  
**FCS No.: 9068**  
**CP No.: 27451**

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**

To,  
The Members,  
SYNTHIKO FOILS LIMITED.

Our report of even date is to be read along with this letter.

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

**Date: 27<sup>th</sup> August, 2024**  
**Place: Mumbai**  
**ICSI UDIN: F009068F001051549**  
**PEER REVIEW NO: 2507/2022**

**For HSPN & Associates LLP**  
**Company Secretaries**

Sd/-

**Piyush A Gohel**  
**Partner**  
**FCS No.: 9068**  
**CP No.: 27451**

## **ANNEXURE – V**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### **INDUSTRY STRUCTURE & DEVELOPMENTS**

Globally, aluminum is one of the fastest growing metal. This continued demand growth is generated from various sectors like Power, Transport, Construction, Consumer durable & Packaging. The consumption of aluminum in these sectors will have a steady growth & growth rate in these sectors are expected to be aligned with GDP growth rate.

#### **OPPORTUNITIES & THREATS**

##### **Opportunity**

With the continued interest of general population for well packaged food & the properties of aluminum foils to keep products away from sunlight & in preserved environment, the consumption of Aluminum Foils & other packaging material has continued to grow in recent time, the growth has been constant & all the Pharma Products & FMCG products have chosen Aluminum Foil & other packaging material to further their products in market. The continued trends indicate strong demands in the future with growth prospective in demand Year on Year.

##### **Threats**

With opportunities owing to the growing markets, equated amount of threats are also posed by way of new players entering the market segment & packaging industry is no stranger to similar threats, the challenges by way of enhanced competition in market place & changing dynamics of packaging requirements do pose threat to existing product folio, while also at times importations at much cheaper prices in some of the packaging material & also the Forex Fluctuations do play some challenges which will need to be met by packaging industry.

#### **RISK AND CONCERNS**

Your company in the packaging industry does faces equated risks like any other company in Non-Ferrous Metal industry, involving facing competition with existing manufacturers & also challenges brought forward by new entrants in the industry. The challenges by way of cheaper imports also needs to be alert with & the additional challenge brought out by Covid-19, the demand may be affected with negative growth in the industry.

#### **SAFETY, HEALTH & WORK ENVIRONMENT**

With introduction of Modern Manufacturing Techniques, motivation to small group activities, housekeeping competition etc. helps us to keep track of performances of individual departments. Our company will continue to invest in their employees for better environment in the plant.

Your Company conduct regular monitoring of work environment within the facility & i.e. noise level checks, illumination level checks, work environment air quality monitoring, air emission levels, etc. to ensure that best possible work environment is offered to all of employees & to ensure that we do not deviate from our responsibilities towards the society.

## **ENERGY**

The Company has a strong commitment towards energy conservation for the benefit of the nation and itself. Efforts to optimize process parameters modernize & upgrade technology as well as equipment's, with the objective of increasing energy productivity are continuous and ongoing.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company views Internal Control as a tool for improving operational performance and ensuring reliability of reporting mechanism. The Company is equipped with adequate internal control systems for its business operations which determine the efficiency of its operational strengths in financial reporting and ensure compliance with applicable laws and regulations.

## **HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

Employees are vital and valuable assets for any organization. They always been part of success stories experienced by organizations. Your Company recognizes people as the primary source of its competitiveness and continues to focus on people development by leveraging technology and developing a continuously learning human resource base to unleash their potential and fulfill their aspirations. It believes in creating a favorable work environment which can lead to innovative ideas. The Company has an optimum process of recruitment and awarding its human resource which leads to attraction and retention of highly qualified and productive individuals in the organization.

## **CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, expectations and estimates regarding future performance may be "forward looking statements" within the meaning of applicable securities laws and regulations and are based on currently available information. The management believes these to be true to the best of its knowledge at the time of preparation of this report. However, these statements are subject to future events and uncertainties, which could cause actual results to differ materially from those that, may be indicated by such statement.

**RATIO ANALYSIS:**

<b>Particulars</b>	<b>2023-24</b>	<b>2022-23</b>	<b>Change %</b>
Debtors Turnover Ratio	5.61	4.65	20.64
Inventory Turnover Ratio	9.33	7.72	20.25
Interest coverage Ratio	0.47	0.54	-14.89
Current Ratio	4.41	2.09	111
Debt Equity Ratio	0.29	0.73	60
Operating Profit Margin Ratio (%)	3.34	2.75	21.50
Net Profit Margin Ratio (%)	0.84	0.65	19
Return on Net worth (%)	3.62	2.93	23.55

Debtors Turnover Ratio: Increased due to timely realisation of Debtors

Inventory Turnover Ratio: Increased due to better inventory management

Interest Coverage Ratio: Reduced due to increase in fund utilisation

Current Ratio: Increased due to reduction in Current Liabilities

Debt Equity Ratio: Decrease in Debt as compared to earlier years

Operating Net Profit Margin Ratio: Increased due to better realisation

Net Profit Margin Ratio: Slight increase due to better realisation

Return on Net Worth: Slight increase due to increase in net profit.

**For and on behalf of the Board  
of SYNTHIKO FOILS LIMITED**

**Sd/-**

**Ramesh Dadhia**

**Managing Director & Chairman**

**(DIN 00726044)**

**Date: 27<sup>th</sup> August, 2024.**

**Place: Jawhar**

## CEO/CFO CERTIFICATION

To,  
The Board of Directors  
Synthiko Foils Limited  
Mumbai

Dear Sir,

We, Mr. Ramesh Dadhia, Director cum CFO and Mr. Bhavesh Dadhia, Director Cum CEO of the Company hereby certify that in respect of the financial year ended on March 31, 2024.

1. We have reviewed the financial statement and the cash flow statements for the year and that to the best of our knowledge and belief:
  - a. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - b. 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.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
  - a. Significant changes, if any, in internal control over financial reporting during the year;
  - b. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and.
  - c. Instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of management or an employee having a significant role in the Company's internal control system over financial reporting.

**Date: 27<sup>th</sup> August, 2024**

**Place: Jawhar**

**Sd/-**  
**Ramesh Dadhia**  
**Managing Director**  
**Cum CFO**  
**DIN: 00726044**

**Sd/-**  
**Bhavesh Dadhia**  
**Whole time Director**  
**Cum CEO**  
**DIN: 0072607**

## INDEPENDENT AUDITOR'S REPORT

To,  
The Members of,  
**Synthiko Foils Ltd**

### Report on the Audit of Financial Statements

#### Opinion

We have audited the financial statements of **Synthiko Foils Ltd** ("the Company"), which comprise the balance sheet as at March 31, 2024, the statement of Profit and loss 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.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and Profit and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## **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 Directors' report.

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

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

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 scepticism 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls systems 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 misstatement in the standalone 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 misstatement 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 Act, we give in "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:**

- a) 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.
- b) 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
- c) The Balance Sheet, the Statement of Profit and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”;
- g) In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- h) 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:
- i. The Company does not have any pending litigations which would impact its financial position.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts,
    - a. 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; and
    - b. no funds have been received by the company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries and
    - c. Based on audit procedures carried out by us, that 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 (a) and (b) contain any material misstatement.
-

- v. In our opinion and according to the information and explanations given to us, No Dividend declared or paid during the year by the company under section 123 of the Companies Act, 2013.
- vi. Based on our examination which included test checks, the Company has used accounting software(s) for maintaining its books of account for the financial year ended March 31, 2024, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software(s). Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

For S C Mehra Associates LLP  
Chartered Accountants  
Firm Registration No.106156W

Sd/-

Place: Mumbai  
Date: 30<sup>th</sup> May 2024  
UDIN:24039730BKAOZR7706

CA S C Mehra  
Partner  
M. No. 039730

**Annexure “A” to the Independent Auditor’s Report\***

(Referred to in paragraph 1 under ‘Report on other legal and regulatory requirements’ section of our report to the members of **Synthiko Foil Ltd** of even date)

1.	(a)	In our opinion and according to the information and explanations given to us, the Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment.  The Company does not have any intangible assets.
	(b)	The property, plant and equipment of the Company were physically verified by the management during the year. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.
	(c)	In our opinion and according to the information and explanations given to us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.  In respect of immovable properties of land and building that have been taken on lease and disclosed as property, plant and equipment in the financial statements, the lease agreements are in the name of the Company.
	(d)	The Company has not revalued its property, plant and equipment (including right of use asset) during the year. Accordingly, paragraph 3 (i) (d) of the Order is not applicable.
	(e)	In our opinion and according to the information and explanations given to us, there are no proceedings 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. Accordingly, paragraph 3 (i) (e) of the Order is not applicable.
2.	(a)	The inventories have been physically verified by the management during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such verification.
	(b)	The Company has a working capital limit in excess of Rs. 5 crores sanctioned by banks or financial institutions based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and financial institutions and such statements are in agreement with the book of accounts.
3.		In our opinion and according to information and explanation given to us, the Company has not made investments in/ provided any guarantee or security/ granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties. Accordingly, paragraph 3 (iii) of the Order is not applicable.
4.		In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.
5.		In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year. Accordingly, paragraph 3 (v) of the Order is not applicable.

6.	The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.			
7.	In our opinion and according to the information and explanations given to us:			
(a)	Amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited by the Company with the appropriate authorities.			
(b)	No undisputed amounts payable in respect of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable, except the following:			
	<b>Name of the statute</b>	<b>Nature of the dues</b>	<b>Amount</b>	<b>Period to which the amount related</b>
	Income Tax Act 1961	Income Tax Payable	Rs. 7,018/-	<b>FY 2008-09</b>
	Income Tax Act 1961	Income Tax Payable	Rs.88,208/-	<b>FY 2011-12</b>
	Income Tax Act 1961	Income Tax Payable	Rs. 620/-	<b>FY 2012-13</b>
	Income Tax Act 1961	Income Tax Payable	Rs. 32,770/-	<b>FY 2013-14</b>
	Income Tax Act 1961	Income Tax Payable	Rs. 5,54,990/-	<b>FY 2017-18</b>
	Income Tax Act 1961	Income Tax Payable	Rs. 27,700/-	<b>FY 2018-19</b>
	Income Tax Act 1961	Income Tax Payable	Rs. 86,907/-	<b>FY 2019-20</b>
	Income Tax Act 1961	Income Tax Payable	Rs. 18,471/-	<b>FY 2020-21</b>
	Income Tax Act 1961	TDS payable	Rs. 4,07,710/-	<b>From FY 2010-11 to 2021-22</b>
	MGST Act 2017 & CGST Act 2017	GST Interest Payable	Rs. 17,489/	<b>FY 2019-20</b>
	<b>Total</b>		<b>Rs. 12,27,296/</b>	
8.	In our opinion and according to the information and explanations given to us, there are no transactions not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, paragraph 3 (viii) of the Order is not applicable.			
9.	(a)	In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.		
	(b)	In our opinion and according to the information and explanations given to us, the Company is not declared as a wilful defaulter by any bank or financial institution or other lender.		
	(c)	In our opinion and according to the information and explanations given to us, the term loans obtained during the year were applied for the purpose for which they were availed.		
	(d)	In our opinion and according to the information and explanations given to us, funds raised on short term basis have not been utilised for long term purposes.		
	(e)	The Company does not have any subsidiaries/ associates/ joint-ventures and accordingly, paragraphs 3 (ix) (e) and 3 (ix) (f) of the Order are not applicable.		

	(f)	In our opinion and according to the information and explanations given to us, the company has no subsidiaries, joint ventures or associate companies so the Order are not applicable.
10.	(a)	In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (x) (a) of the Order is not applicable.
	(b)	In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3 (x) (b) of the Order is not applicable.
11.	(a)	To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year. Accordingly, paragraph 3 (xi) (a) of the Order is not applicable.
	(b)	Since there is no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year paragraph 3 (xi) (b) of the Order is not applicable.
	(c)	To the best of our knowledge and according to the information and explanations given to us, no whistle-blower complaints, have been received by the Company during the year.
12.		The Company is not a Nidhi Company and accordingly, Paragraphs 3 (xii) of the Order is not applicable.
13.		In our opinion and according to the information and explanations given to us, the transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14.		In our opinion and according to the information and explanations given to us, the Company has an internal audit system, commensurate with the size and nature of its business.
15.		In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3 (xv) of the Order is not applicable
16.	(a)	In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
	(b)	In our opinion and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
	(c)	In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3 (xvi) (c) of the Order is not applicable.
	(d)	In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) and it does not have any other companies in the Group. Accordingly, paragraph 3 (xvi) (d) of the Order is not applicable.

17.		The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
18		There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3 (xviii) of the Order is not applicable.
19.		In our opinion and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and management plans, there are no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
20.	(a)	In our opinion and according to the information and explanations given to us, Section 135 of the Companies Act 2013 is not applicable to the company. Accordingly, paragraph 3 (xx) of the Order is not applicable.
	(b)	In our opinion and according to the information and explanations given to us, sub-section (5) of section 135 of the Act is not applicable to the company Accordingly, paragraph 3 (xx) of the Order is not applicable.
21.		In our opinion and according to the information and explanations given to us, the Company does not have investments in subsidiaries / associates or joint venture companies. Accordingly, paragraph 3 (xxi) of the Order is not applicable.

For S C Mehra Associates LLP  
Chartered Accountants  
Firm Registration No.106156W

Sd/-

Place: Mumbai  
Date:30<sup>th</sup> May 2024  
UDIN:24039730BKAOZR7706

CA S C Mehra  
Partner  
M. No. 039730

## **Annexure “B” to the Independent Auditor’s Report**

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of **Synthiko Foils Ltd** of even date)

### **Report on the internal financial controls over financial reporting under clause (i) of sub - section 3 of section 143 of the Companies Act, 2013 (“the Act”)**

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

#### **Management’s responsibility for internal financial controls**

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

#### **Auditors’ responsibility**

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

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

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



## **Meaning of internal financial controls over financial reporting**

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

## **Limitations of internal financial controls over financial reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future 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 and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S C Mehra Associates LLP  
Chartered Accountants  
Firm Registration No.106156W

Sd/-

Place: Mumbai  
Date : 30<sup>th</sup> may 2024  
UDIN:24039730BKAOZR7706

CA S C Mehra  
Partner  
M. No. 039730

**M/S SYNTHIKO FOILS LTD.**  
**BALANCE SHEET AS AT 31ST MARCH, 2024**

(Rs. In '000)

PARTICULARS		Refer Note No.	In Rupees	In Rupees
			31/03/2024	31/03/2023
<b>I.</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	(a) Fixed assets	4		
	(i) Tangible assets		11,552.70	15,003.40
	(ii) Intangible assets			
<b>2</b>	<b>Current assets</b>			
	a) Inventories	5	27,785.30	33,205.20
	b) Investments	6	1.80	1.80
	c) Trade Receivables	7	36,992.90	55,051.10
	d) Cash and cash equivalents	8b	242.60	243.20
	e) Other Balances with bank	8a	0.00	460.10
	e) Other Financial Assets	9	45.20	535.80
	f) Other Current Assets	10	947.90	518.00
	<b>TOTAL</b>		<b>77,568.30</b>	<b>1,05,018.40</b>
<b>II.</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders' funds</b>			
	(a) Share Capital	11	8,700.00	8,700.00
	(b) Reserves and Surplus	12	51,527.20	49,349.70
<b>2</b>	<b>Non-current liabilities</b>			
	Other Financial Liabilities	13	0.00	1,612.60
	Provisions (Non Current)	14	1,481.60	1,570.80
	Deferred Tax Liabilities (net)	15	895.10	881.50
<b>3</b>	<b>Current liabilities</b>			
	(a) Trade Payables	16	2,610.50	3,612.50
	(b) Other Financial Liabilities	17	16,610.10	37,796.50
	(c) Other Current Liabilities	18	-8,917.20	-2,915.70
	(d) Provisions (Current)	19	4,661.10	4,410.60
	<b>TOTAL</b>		<b>77,568.30</b>	<b>1,05,018.40</b>
	<b>The notes are an integral part of these financial statements</b>	<b>1</b>		
<p>This is the Balance Sheet referred to in our Report of even date. For S.C. MEHRA &amp; ASSOCIATES LLP Chartered Accountants</p>			<p>For SYNTHIKO FOILS LTD. CIN No. L27200MH1984PLC033829</p>	
<p>Sd/- S.C. MEHRA Partner Membership No:039730 Firm No. :-106156W/W100305 Mumbai, 30th May, 2024</p>	<p>Sd/- Ramesh Dadhia Director DIN No : 00726044</p>	<p>Sd/- Bhavesh Dadhia Whole-Time Director DIN No : 00726076</p>		

**M/S SYNTHIKO FOILS LTD.**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2024**

(Rs. In '000)

Particulars		Refer Note No.	In Rupees	In Rupees
			For The Year Ended 31-Mar-2024	For The Year Ended 31-Mar-2023
I.	Revenue from operations	20	2,58,215.10	2,56,492.70
II.	Other income	21	1,011.20	100.70
<b>III</b>	<b>Total Revenue (I + II)</b>		<b>2,59,226.30</b>	<b>2,56,593.40</b>
IV.	Expenses:			
	Purchases	22	2,12,519.10	2,08,947.80
	Manufacturing Expenses	23	10,091.20	8,955.60
	Changes in Inventory	24	5,419.90	9,488.20
	Employee Benefits Expenses	25	16,382.20	16,979.20
	Finance Costs	26	4,110.90	2,674.60
	Depreciation and Amortization Expenses		1,539.50	2,108.60
	Other Expenses	27	6,152.20	5,161.80
	<b>Total expenses</b>		<b>2,56,215.10</b>	<b>2,54,315.80</b>
<b>V.</b>	<b>Profit before exceptional and extraordinary items and tax (IV-III)</b>		3,011.20	2,277.50
VI.	Tax Expenses:			
	(1) Current Tax		820.00	700.00
	(2) Deferred Tax		13.70	-79.00
			<b>833.70</b>	<b>621.00</b>
<b>VII</b>	<b>Profit (Loss) for the period from continuing operations (VI-V)</b>		<b>2,177.50</b>	<b>1,656.50</b>
VIII	Earnings per equity share:			
	(1) Basic		1.25	0.95
	(2) Diluted		1.25	0.95
<b>The notes are an integral part of these financial statements</b>				

This is the Balance Sheet referred to in our Report of even date.

For S.C. MEHRA & ASSOCIATES LLP  
Chartered Accountants

For SYNTHIKO FOILS LTD.  
CIN No. L27200MH1984PLC033829

Sd/-  
S.C. MEHRA  
Partner  
Membership No:039730  
Firm No. :-106156W/W100305  
Mumbai, 30th May, 2024

Sd/-  
Ramesh Dadhia  
Director  
DIN No : 00726044

Sd/-  
Bhavesh Dadhia  
Whole-Time Director  
DIN No : 00726076

**SYNTHIKO FOILS LTD**

(Rs. In '000)

**CASH FLOW STATEMENT AS AT 31.03.2024**

	2023-24		2022-23	
<b>CASH FLOW FROM OPERATING ACTIVITIES :</b>				
Net Profit (Loss) After Tax & Extra-ordinary Items		2,177.50		1,656.50
<b>ADJUSTMENT FOR :</b>				
Depreciation & Amortisation	1,539.50		2,108.60	
Provision for Deffered Tax	13.70		-79.00	
Provision for Gratuity	-89.10		140.00	
	1,464.10		2,169.60	
(Income)/loss from partnership firm			0.00	
Interest & Misc. Income received	-7.40	1,456.70	-57.10	2,112.50
Operating Loss/Profit before working capital charges		3,634.20		3,769.00
<b>ADJUSTMENT FOR WORKING CAPITAL:</b>				
Trade & other receivable	18,058.30		2,447.30	
Trade Payable	-1,002.00		-6,415.30	
Shares Subscription	0.00			
Preliminary Expenditure	0.00			
Inventories	5,419.80		9,488.20	
Other Current Assets	60.70		-204.80	
Provisions	250.40		-766.00	
Other Current liabilities	-6,001.50	16,785.70	-10,623.90	-6,074.50
Cash generated from operating activities (A)		20,419.90		-2,305.50
<b>CASH FLOW BEFORE EXTRA-ORDINARY ITEMS:</b>				
Less: Tax Paid				
<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>				
Purchase of fixed assets	-663.80		0.00	
Sale/Adjustment in fixed assets	2,575.00		0.00	
Decrease in Investment	0.00		0.00	
Investment made during the year	0.00		0.00	
Non-current Liabilities	0.00			
Long term loan & advances	0.00			
Interest & Miss. Income received	7.40	1,918.50	57.10	57.10
Net cash outflow from Investing Activities (B)		1,918.50		57.10
<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>				
Proceeds from Long Term Capital	0.00		0.00	
Borrowing including Working Capital	-21,186.50		3,339.30	
Borrowing including Secured loans	0.00		0.00	0.00
Borrowing including Unsecured loans	0.00		0.00	
Less: Repayment of long term borrowings	-1,612.60	-22,799.10	-2,216.60	1,122.80
Net cash flow from Financing Activities (C)		-22,799.10		1,122.80
Net increase/Decrease in cash & equivalents (A+B+C)		-460.60		-1,125.70
Cash & Cash equivalents at the beginning of the year		703.20		1,828.90
<b>Cash &amp; Cash equivalents at the end of the year</b>		<b>242.60</b>		<b>703.20</b>

**For SYNTHIKO FOILS LTD.**  
CIN No. L27200MH1984PLC033829

**Sd/-**  
S.C. MEHRA  
Partner  
Membership No:039730  
Firm No. :-106156W/W100305  
Mumbai, 30th May, 2024

**Sd/-**  
Ramesh Dadhia  
Director  
DIN No : 00726044

**Sd/-**  
Bhavesh Dadhia  
Whole-Time Director  
DIN No : 00726076

## **SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS**

### **SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS**

#### **NOTE 1**

##### **Basis of Preparation and Compliance with Ind AS**

These financial statements have been prepared in compliance with Indian Accounting Standards (Ind-AS) notified under section 133 of the Companies Act 2013 (the Act), read together with The Companies (Indian Accounting Standards) Rules, 2015].

The financial statements have been prepared and presented under the historical cost convention, on accrual basis of accounting in accordance with accounting principles generally accepted in India (“Indian GAAP”) and comply with the Accounting Standards prescribed under section 133 of the Companies Act, 2013 (“Act”), read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements comply in all material aspects with the accounting standards notified under Section 211 (3C) of the Companies Act, 1956 (Companies Accounting Standards) Rules, 2006, as amended and other relevant provisions of the Companies Act, 2013.

#### **NOTE 2**

##### **Significant Accounting Policies**

###### **A. Revenue recognition**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations include sale of goods, other charges, sale of goods is recognized on transfer of significant risks and rewards of ownership which is generally on the dispatch of goods Net Goods and Service Tax ( GST) and other taxes, if any.

Revenue are recorded at invoice value Net Goods and Service Tax of returns and trade discounts. Benefits on account of entitlement of export incentives are recognized as and when the right to receive is established. Interest income is recognized using the time proportionate method, based on rates implicit in the transaction.

###### **B. Fixed Assets**

Fixed assets are stated at cost/revalued less accumulated depreciation. Depreciation on Tangible assets has been provided as per the revised useful life of these assets as per Schedule II of the Companies Act, 2013.

**C. Investments**

Investments that are readily realizable and are intended to be held for more than one year from the date on which such investments are made, are classified as non-current investments. However, provision for diminution is made to recognize a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

**D. Inventories**

Inventories are valued and certified by the management in respect of quality & value. Raw materials are valued at lower of cost or net realizable value. Cost is determined on weighted average basis. Finished goods are valued at cost or market value whichever is lower.

Stores and spares are valued at lower of cost or net realizable value. Cost is determined on weighted average basis.

**E. Foreign Currency Transactions**

Transactions in foreign currencies entered into by the company are accounted at the exchange rates prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the statement of Profit and Loss.

**F. Employee Benefits**

Short term employee benefits payable within twelve months of rendering the service are classified as short term employee benefits and they are recognized as an expense in the statement of Profit and Loss account.

Post employment and other long term employee benefits are recognized as an expense in the statement of Profit and Loss account for the year in which the employee has rendered services. The expense is recognized at the present value of the amounts payable as per the management valuation. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the statement of profit and loss.

**G. Deferred tax on income**

Deferred tax is recognized for all 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.

**H. Impairment of Assets**

The Company reviews the carrying value of tangible assets for any possible impairment at each balance sheet date. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. In assessing the recoverable amount, the estimated future cash flows are discounted at their present value based on appropriate discount rates.

**I. Borrowing cost**

All borrowing cost are charged to the Statement of Profit and Loss.

**J. Cash and Cash equivalents**

Cash and cash equivalents comprise cash on hand, bank balances, demand deposits with banks and other short term highly liquid investments where the original maturity is three months or less.

**K. Trade receivable**

Trade receivable are stated after writing off debts considered as bad.

**L. Provision and contingencies**

The company creates a provision when there exists a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

**M. Earning per share**

The basic and diluted earnings per share ("EPS") is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the period.

**N. Other accounting policies**

These are considered with generally accepted accounting principles.

**O. Expenditure on Regulatory Approvals**

Expenditure incurred for obtaining regulatory approvals and registration of products for overseas markets is charged to the Statement of Profit and Loss.

**P. Goods and Service Tax on closing Stock** :The Company follows the practice of not providing for Goods and Service Tax on finished goods materials not cleared from the factory premises. Consequently the said practice has no effect on the profit & Loss Account for the year.

**M/S. SYNTHIKO FOILS LTD.**  
**CIN No. L27200MH1984PLC033829**  
**NOTE FORMING PART OF BALANCE SHEET AS AT 31/03/2024**  
**NOTE 2 - Fixed Assets**

(Rs. In '000)

Particulars	Gross Blocks				Depreciation				Net Block	
	At Cost	Addition During the Year	Dedn. During the year	As At 31/03/2024	As At 01/04/2023	For the Year	Dedn. During the year	As At 31/03/2024	As At 31/03/2023	As At 31/03/2024
<b>TANGIBLE ASSETS</b>										
Land	74.47	0	0	74.47	0	0	0	0	74.47	74.47
Building	11075.83	0	0	11075.83	6273.78	259.27	0	6533.05	4542.77	4802.05
Computers	429.44	0	0	429.44	416.94	<b>8.16</b>	0	425.10	4.34	12.50
Electric Equipments	220.97	0	0	220.97	191.87	5.41	0	197.28	23.69	29.10
Furniture & Fixture	2776.13	75.01	0	2851.14	2685.06	20.73	0	2705.78	145.36	91.08
Laboratory Equipments	124.14	0	0	124.14	119.86	0.98	0	120.84	3.30	4.28
Vehicles	7928.40	0	0	7928.40	6751.37	457.23	0	7208.60	719.80	1177.03
Office Equipment	320.06	70.34	0	390.39	318.10	27.60	0	345.70	44.70	1.96
Plant & Machinery	28337.56	518.50	2575.00	26281.06	19526.62	930.68	170.51	20286.80	5994.26	8810.93
<b>TOTAL</b>	<b>51286.99</b>	<b>663.84</b>	<b>2575.00</b>	<b>49375.83</b>	<b>36283.59</b>	<b>1710.06</b>	<b>170.51</b>	<b>37823.14</b>	<b>11552.69</b>	<b>15003.40</b>
<b>Previous Year</b>	<b>51286.99</b>	<b>0</b>	<b>0</b>	<b>51286.99</b>	<b>34175.04</b>	<b>2108.55</b>	<b>0</b>	<b>36283.59</b>	<b>15003.40</b>	<b>17111.95</b>



NOTE 5	INVENTORIES		
	Particulars	31-Mar-24	31-Mar-23
	Closing Stock (as certified by directors)		-
	(Values at Cost or net realisable value, whichever is less)		
	(a) Raw materials;	10,053.50	15,484.90
	(b) Work-in-progress;	17,731.80	17,720.20
	(c) Finished goods;	0.00	0.00
	<b>Total</b>	<b>27,785.30</b>	<b>33,205.20</b>
NOTE 6	INVESTMENTS		
	Particulars	31-Mar-24	31-Mar-23
	Investment in Fully paid Shares of Jawahar urban Co.op Bank Ltd (F.V. Rs. 10) (Unquoted, At Cost)	1.80	1.80
	<b>Total</b>	<b>1.80</b>	<b>1.80</b>
NOTE 7	Trade Receivable		
	Particulars	31-Mar-24	31-Mar-23
	Sundry Debtors		
	Outstanding More than 6 Months	4,114.50	5,092.30
	Others	32,878.40	49,958.80
	(Subject to Confirmation & unsecured considered good)		
	<b>Total</b>	<b>36,992.90</b>	<b>55,051.10</b>
NOTE 8a &	CASH & CASH EQUIVALANTS		
	Particulars	31-Mar-24	31-Mar-23
	a. Balances with Banks		
	Current Account	0.00	135.60
	Deposit Account (Margin money deposit against L/C)	0.00	324.40
	b. Cash on Hand	242.60	243.20
	<b>Total</b>	<b>242.60</b>	<b>703.20</b>
NOTE 9	LONG TERM LOANS AND ADVANCES		
	Particulars	31-Mar-24	31-Mar-23
	(Unsecured Considered good)		
	Electricity Security deposit	45.20	45.20
	Factory Deposit & Worker Room Deposit	0.00	490.60
	(Subject to Confirmation)		
	<b>Total</b>	<b>45.20</b>	<b>535.80</b>
NOTE 10	SHORT TERM LOANS & ADVANCES		
	Particulars	31-Mar-24	31-Mar-23
	(Unsecured considered good)		
	Advances to Creditors	500.10	182.20
	Advances to Staff	147.10	63.40
	Advances for Work	32.90	-5.00
	Interest Accrued on Factory Deposit	0.00	32.00
	Balance with Revenue Authority	1.80	4.30
	TDS & TCS Receivable	265.90	241.10
	<b>Total</b>	<b>947.90</b>	<b>518.00</b>
NOTE 11	SHARE CAPITAL		
	Particulars	31-Mar-24	31-Mar-23
	<b>Authorised</b>		
	2000000 Equity Shares of Rs. 5/- each	10,000.00	10,000.00
	<b>Issued</b>		
	17,40,000 Equity Shares of Rs. 5/- each	8,700.00	8,700.00
	<b>Subscribed &amp; Paid up</b>		
	17,40,000 Equity Shares of Rs. 5/- each fully paid	8,700.00	8,700.00
	<b>Total</b>	<b>8,700.00</b>	<b>8,700.00</b>
NOTE 1 (i)	The reconciliation of the number of share outstanding is set out below:		
	Particulars	Equity Shares	
		Number	Amount
	Shares outstanding at the beginning of the year Rs. 5/- each	8,700.00	8,700.00
	Shares Issued during the year	0.00	0.00
	Shares bought back during the year	0.00	0.00
	Shares outstanding at the end of the year Rs. 5/- each	8,700.00	8,700.00

NOTE 1 (ii)	The details of Shareholders holding more than 5% Shares					
	Sr No	Name of Shareholders	31-Mar-24		31-Mar-23	
			No. of Shares held	% of Holding	No. of Shares held	% of Holding
	1	RAMESH J DADHIA	289640	16.65	289640	16.65
	2	BHAVESH R. DADHIA	163800	9.41	163800	9.41
	3	HIMESH R DADHIA	163600	9.40	163600	9.40
	4	YOGESH DADHIA	126840	7.29	126840	7.29
	5	URMILA R DADHIA	165823	9.53	165823	9.53
		Total	909703	52.28	909703	52.28
NOTE 12	OTHER EQUITY					
	<b>Particulars</b>		<b>31-Mar-24</b>	<b>31-Mar-23</b>		
	<b>Surplus</b>					
	Capital reserve (Government Grant received)		1,828.00	1,828.00		
	Opening Balance		47,521.70	45,865.10		
	(+ Net Profit / (Net Loss) for the current year		2,177.50	1,656.50		
	(-) Prior Period Items					
	Closing Balance		49,699.20	47,521.70		
	<b>Total</b>		<b>51,527.20</b>	<b>49,349.70</b>		
NOTE 13	OTHER FINANCIAL LIABILITIES					
	<b>Particulars</b>		<b>31-Mar-24</b>	<b>31-Mar-23</b>		
	(a) Term Loans					
	From Banks		765.80	3,829.20		
	Less : Installment Due within a year		-765.80	-3,063.30		
	[The term loans from bank has been secured against hypothecation Plant and Machinery & other movable assets and guaranteed by Directors.]					
	(b) Loans and advances from Directors - Bhavesh Dadhia		0.00	846.80		
	<b>Total</b>		<b>0.00</b>	<b>1,612.60</b>		
NOTE 14	PROVISIONS (NON CURRENT)					
	<b>Particulars</b>		<b>31-Mar-24</b>	<b>31-Mar-23</b>		
	Provision for Gratuity		1,481.60	1,570.80		
	<b>Total</b>		<b>1,481.60</b>	<b>1,570.80</b>		
NOTE 15	DEFERRED TAX LIABILITIES					
	<b>Particulars</b>		<b>31-Mar-24</b>	<b>31-Mar-23</b>		
	Deferred Tax Liabilities		895.10	881.50		
	<b>Total</b>		<b>895.10</b>	<b>881.50</b>		
NOTE 16	TRADE PAYABLES					
	<b>Particulars</b>		<b>31-Mar-24</b>	<b>31-Mar-23</b>		
	Sundry Creditors for Expenses		874.90	1,278.70		
	Sundry Creditors for Goods (Subject to Confirmation)		1,735.60	2,333.80		
	<b>Total</b>		<b>2,610.50</b>	<b>3,612.50</b>		
NOTE 17	OTHER FINANCIAL LIABILITIES					
	<b>Particulars</b>		<b>31-Mar-24</b>	<b>31-Mar-23</b>		
	BANK OVERDRAFT		16,610.10	37,796.50		
	[The Bank Overdraft has been secured against Stock and Book Debts]					
	<b>Total</b>		<b>16,610.10</b>	<b>37,796.50</b>		
	"Collateral Securities- as per Sanction letter" "Personal Guarantee- as per Sanction letter"					
NOTE 18	OTHER CURRENT LIABILITIES					
	<b>Particulars</b>		<b>31-Mar-24</b>	<b>31-Mar-23</b>		
	Duties and Taxes		-10,835.50	-7,559.00		
	Outstanding Expenses		1,051.60	1,456.90		
	Advance from Debtors		100.80	123.10		
	Term Loan From Bank ( Instalments Payable in 12 months ) <b>(Subject to Confirmation)</b>		765.80	3,063.30		
	<b>Total</b>		<b>-8,917.20</b>	<b>-2,915.70</b>		
NOTE 19	PROVISIONS					
	<b>Particulars</b>		<b>31-Mar-24</b>	<b>31-Mar-23</b>		
	(a) Provision for Employee Benefits		548.80	729.20		
	(b) Directors' Remuneration		-1.00	0.00		
	(c) Provision for Bad and Doubtful Debts		3,843.30	3,843.30		
	(d) Income Tax Provision		270.00	-161.80		
	<b>Total</b>		<b>4,661.10</b>	<b>4,410.60</b>		

NOTE 20	REVENUE FROM OPERATIONS		
	<b>Particulars</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
	Sales		0.00
	Net Sales	2,58,215.10	2,56,492.70
	<b>Total</b>	<b>2,58,215.10</b>	<b>2,56,492.70</b>
NOTE 21	OTHER INCOME		
	<b>Particulars</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
	Shell Design Income	0.00	0.00
	Interest on Fixed deposit	7.40	25.10
	Gain from Currency Exchange	984.60	0.00
	Notional Interest on Factory Deposit	0.00	32.00
	Job Work Income	0.00	0.00
	Discount Received	19.20	43.60
	<b>Total</b>	<b>1,011.20</b>	<b>100.70</b>
NOTE 22	PURCHASE		
	<b>Particulars</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
	Purchases	2,12,519.10	2,08,947.80
	<b>Total</b>	<b>2,12,519.10</b>	<b>2,08,947.80</b>
NOTE 23	MANUFACTURING EXPENSES		
	<b>Particulars</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
	Factory Rent	878.80	1,179.00
	Diesel Expenses	1,337.50	1,081.30
	Repairs and Maintainance	1,468.90	1,787.30
	Other Manufacturing Expenses	6,406.00	4,908.00
	<b>Total</b>	<b>10,091.20</b>	<b>8,955.60</b>
NOTE 24	CHANGES IN INVENTORIES		
	<b>Particulars</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
	Opening Stock	33,205.20	42,693.40
	Closing Stock	27,785.30	33,205.20
	<b>Total</b>	<b>5,419.90</b>	<b>9,488.20</b>
NOTE 25	EMPLOYEE BENEFIT EXPENSES		
	<b>Particulars</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
	(a) Salaries and Incentives	12,249.60	12,436.10
	(b) Directors Remuneration	3,300.00	3,300.00
	(c) Staff Welfare Expenses	642.50	1,103.10
	(d) Gratuity	190.00	140.00
	<b>Total</b>	<b>16,382.20</b>	<b>16,979.20</b>
NOTE 26	FINANCE COSTS		
	<b>Particulars</b>	<b>31-Mar-24</b>	<b>31-Mar-23</b>
	Bank Interest	3,747.90	1,985.00
	Bank Charges	1.70	64.60
	Interest on Term Loan & Unsecured Loan	312.90	606.20
	L/C Interest and Bank's Commission Charges	48.40	18.80
	<b>Total</b>	<b>4,110.90</b>	<b>2,674.60</b>
NOTE 27	OTHER EXPENSES		
	<b>Particulars</b>	<b>For the Year Ended 31-Mar-2024</b>	<b>For the Year Ended 31-Mar-2023</b>
	Sr No		
	1 Administrative Expenses	1,542.60	1,676.10
	2 Conveyance Expenses	1,605.00	1,121.00
	3 Legal & Professional Fees	1,422.30	1,147.30
	4 Discount /Rebates	0.00	0.00
	5 Bad Debt/Written off	-176.00	-556.60
	6 Gain/ Loss from Currency Exchange	0.00	-551.20
	7 Insurance Charges	72.80	88.00
	8 Other Selling & Distribution Expenses	1,565.70	2,096.20
	9 Auditor's Remuneration	120.00	141.00
	Total	<b>6,152.20</b>	<b>5,161.80</b>
	<b>As per Our Report of Even Date</b> <b>For S.C. MEHRA &amp; ASSOCIATES LLP</b> <b>Chartered Accountants</b>		<b>For SYNTHIKO FOILS LTD.</b> <b>CIN No. L27200MH1984PLC033829</b>
	Sd/- <b>S.C. MEHRA</b> Partner Membership No : 039730 Firm No. : 106156W/W100305	Sd/- <b>Ramesh Dadhia</b> Director DIN No : 00726044	Sd/- <b>Bhavesh Dadhia</b> Whole-Time Director DIN No : 00726076
	<b>Mumbai, 30th May, 2024</b>		

**Other explanatory information for the year ended 31 March 2024**

(All amount in Rupees , unless otherwise stated)

28 Income tax expense / (credit)	Rupees in '000	
	Year ended 31 March 2024	Year ended 31 March 2023
<b>Current tax</b>		
Tax expense for the year	820.00	700.00
<b>Total current tax expense</b>	<b>820.00</b>	<b>700.00</b>
<b>Deferred tax</b>		
Deferred tax charge/(credit)	13.68	-78.97
<b>Total deferred income tax expense/(credit)</b>	<b>13.68</b>	<b>-78.97</b>
<b>Total income tax expense/(credit)</b>	<b>833.68</b>	<b>621.03</b>

(a) **Reconciliation of income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarised below:**

	Year ended 31 March 2024	Year ended 31 March 2023
<b>Profit before tax</b>	3,011.19	2,559.21
Current tax (tax percentage in computation)	662.16	562.77
Excess Tax Provision	157.84	137.23
	<b>820.00</b>	<b>700.00</b>
<b>Tax effect of the amounts which are not deductible / taxable in calculating taxable income</b>		
Expenses not allowable for tax purposes (net)		
Re-measurement of deferred tax assets and liabilities	13.68	-78.97
Others		
<b>Total</b>	<b>833.68</b>	<b>621.03</b>

(b) **Deferred tax assets / liabilities (net)**

	As at 31 March 2024	As at 31 March 2023
<b>Deferred tax liability on account of :</b>		
Depreciation and amortisation	13.68	-78.97
	<b>13.68</b>	<b>-78.97</b>
<b>Deferred tax assets on account of :</b>		
Allowance for doubtful debts	-	-
Provision for employee benefits	-	-
Unabsorbed depreciation	-	-
Brought forward and current year income tax losses	-	-
MAT Credit entitlement	-	-
	<b>-</b>	<b>-</b>
<b>Deferred tax Asset/(liability) (net)</b>	<b>-13.68</b>	<b>78.97</b>

**Significant Estimates** : The Company has recognised deferred tax assets on business losses and unabsorbed depreciation. Based on future business projections, the Company is reasonably certain that would be able to generate adequate taxable income to ensure utilisation of business losses and unabsorbed depreciation. Further, in calculating the tax expense for the current year and earlier years, the Company had disallowed certain expenditure pertaining to exempt income based on historical tax assessments. These matters are pending with tax authorities.

**M/S SYNTHIKO FOILS LTD.**

**Other explanatory information for the year ended 31 March 2024**

(All amount in Rupees , unless otherwise stated)

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- 29** a. Loans given, Investments made and Corporate Guarantees given u/s 186(4) of the Companies Act,  
b. Disclosure as per Regulation 53(f) of SEBI (Listing Obligation and Disclosure Requirements)

	<b>As at 31 March 2024</b>	
Balance at year end	0	
Maximum balance	0	

- 30** The Financial Statements were authorised for issue by the directors on 30-05-2024
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**Other explanatory information for the year ended 31st March 2024**

**30 Financial Risk Management**

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the Managing Board.

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

The Company is exposed to various financial risks majority market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks with an objective to minimise the impact of these risks based on charters and informal policies.

**A Market risk**

**A.1 Market risk - Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, management performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

According to the Company, interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

**Exposure to interest rate risk**

	As at 31 March 2024	As at 31 March 2023
Non-current borrowings (including current maturities of long term debt)	-	1,612.61
Current borrowings	17,375.89	40,859.87
<b>Total borrowings</b>	<b>17,375.89</b>	<b>42,472.48</b>
Borrowings not carrying variable rate of interest	17,375.89	42,472.48
Borrowings carrying variable rate of interest	-	-
<b>% of borrowings out of above bearing variable of interest</b>	<b>0.00%</b>	<b>0.00%</b>

**Interest rate sensitivity**

**A change of 50 bps in interest rates would have following Impact on profit before tax**

	Peroid Ended 31 March 2024	Peroid Ended 31 March 2023
50 bps increase would decrease the profit before tax by	-	-
50 bps decrease would Increase the profit before tax by	-	-

**A.2 Market Risk- Price Risk**

Equity price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Company's risk of equity price

## B Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information as well

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

Trade receivables are typically unsecured and are derived from revenue earned from customers located in and outside India.

The Company also carries credit risk on lease deposits with landlords for properties taken on leases and other vendor trade deposits. The risk relating to refunds after surrender of leased property is managed through successful negotiations or appropriate legal actions, where necessary.

## C Liquidity risk

Liquidity risk is the risk that the Company will face in meeting its obligation associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach in managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Any short term surplus cash generated, over and above the amount required for working capital and other operational requirements is retained as cash and cash equivalents (to the extent required).

31 Remuneration to directors: Remuneration to Executive Director Rs.18,00,000/- & Rs.15,00,000/- who is in Whole time Employment of the Company.

32 Particular regarding capacity, Production & stocks & material consumed

### A) Capacity:

The Company does not need Industrial License for production. Hence figures relating to licensed and installed capacity is not required.

### B) Production:

As certified by the Executive Director.

Particulars	2022-23 (Qty in MT)
745.18	666.27

### C) Stocks

Particulars	2023-24 Qty (in MT)	2023-2024 Value		2022-2023 Value (in lakhs)	
		(in lakhs)	2022-23Qty (in MT)	2022-2023 Value (in lakhs)	
Opening Stock	215.56	332.05	147.13	426.93	
Closing Stock	152.92	277.85	215.56	332.05	

### D) Sales

Particulars	2023-2024 Qty (in MT)	2023-2024 Value (in lakhs)	2022-2023 Qty (in MT)	2022-2023 Value (in lakhs)
Aluminum Foils & Packing	745.18	2582.15	666.27	2564.92

E) Raw Material Consumed.

Particulars	2023-2024 Qty (in MT)	2023-2024 Value (in lakhs)	2022-2023 Qty (in MT)	2022-2023 Value (in lakhs)
Raw Material Consumed.	881.27	2125.19	752.56	2100.29

F) Raw Material Consumed.

Particulars	2023-2024 in Value	2023-24%	2022-2023 Value	2022-23%
Imported	435.17	20.35	513.96	24.47
Indigenous	1690.02	79.65	1584.78	75.53
<b>Total</b>	<b>2125.19</b>	<b>100</b>	<b>2100.29</b>	<b>100</b>

G) Stores & Spares Consumable.

Particulars	2023-2024 in Value	2023-24%	2022-2023 Value	2022-23%
Indigenous	NIL	NIL	NIL	NIL

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A) C I F Value of Imports :	<b>2023-2024</b>	<b>2022-2023</b>
Raw Materials	435.17	513.96
B) F O B Value of Exports :	NIL	NIL

- 34 In the opinion of the management Fixed Assets, Current Assets, Loans & Advances are Current Liability and Provisions are net realizable value in the ordinary course of business.

( Rupees in Lacs )

35 Payments to Auditors :	<b>2023-2024</b>	<b>2022-2023</b>
Audit & Tax Audit Fees	1.45	1.45
(Excluding Goods & Service Tax)		

**Related Party Disclosures:**

(In accordance with Accounting Standard 18 issued by the Institute of Chartered Accountants of India )

**List of related parties**

Synthiko Foils Limiteed	Associate
Rameshchandra J Dadhia	KMP
Bhavesh R Dadhia	KMP
Yogesh Dadhia	Relative to KMP

Particulars	F. Y. 2023-2024	F. Y. 2022-2023
Remuneration to KMP	33,00,000	33,00,000
Interest paid to KMP	91,684	1,26,470
Remuneration to relatives of KMP	19,20,000	19,20,000
<b>Outstanding Loan as on</b>	<b>31.03.2024</b>	<b>31.03.2023</b>
Loans from Directors	-	8,46,777.00

The figures of the previous years are re-group, re-arrange whenever necessary.

- 36 As regards the Accounting Standard 17 "Segment Reporting" there is neither more than one business segment nor
- 37 The Company does not possess information as to which of its suppliers is MSME undertakings holding permanent registration certificate issued by the relevant authorities. Consequently, the liability if any, of interest which would be payable on delayed payments under MSME Act cannot be ascertained. However, the Company has not received any claim in respect of such interest. In view of the above, outstanding due to MSME cannot be ascertained.
- 38 The balance of secured and unsecured loans, sundry debtors, sundry creditors, current liabilities, loans and advances are subject to confirmation and reconciliation. Adjustments, which may arise on receipts of confirmation and completion of reconciliation are not ascertainable at this stage.
- 39 The Income Tax Assessment are completed upto the Assessment Year 2019-20, Sales Tax Assessment are completed upto F.Y.2016-17 and Excise Audit upto December - 2012.
- 40 Previous year figures are re grouped /re-arranged /re-classified wherever is necessary.



As per our report of even date.

**For S C Mehra & Associates LLP**  
**Chartered Accountants**  
**Firm Registration No: 106156W**

**For and on behalf of the Board of Directors of**  
**M/S SYNTHIKO FOILS LTD.**

**CA S C Mehra**  
**Partner**  
**Membership No. 039730**

**Ramesh Dadhia**  
**Director**  
**DIN No : 00726044**

**Bhavesh Dadhia**  
**Director**  
**DIN No : 00726076**

**Place: Mumbai**  
**Date: May 30, 2024**

**Place: Mumbai**  
**Date: May 30, 2024**

**FORM NO SH-13**

**Nomination Form**

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

**TO,  
SYNTHIKO FOILS LIMITED.  
84/1, 84/2, JAMSAR ROAD,  
JAWHAR, PALGHAR-401603.  
DIST. PALGHAR**

I/We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

**(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)**

<b>Nature of Securities</b>	<b>Folio No.</b>	<b>No of Securities</b>	<b>Certificate No</b>	<b>Distinctive No</b>

**(2) PARTICULARS OF NOMINEE/S –**

- a) Name:
- b) Date of Birth:
- c) Father's/Mother's/Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail Id:
- h) Relationship with the security holder:

**(3) IN CASE NOMINEE IS A MINOR -**

- a) Date of Birth
- b) Date of attaining majority
- c) Name of guardian
- d) Address of guardian

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Name of the Security Holder(s): \_\_\_\_\_

Signature \_\_\_\_\_

Witness with the name and address: \_\_\_\_\_

**Form No. SH-14**  
**Cancellation or Variation of Nomination**

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

TO,  
SYNTHIKO FOILS LIMITED.  
84/1, 84/2, JAMSAR ROAD,  
JAWHAR, PALGHAR-401603.  
DIST. PALGHAR.

I/We hereby cancel the nomination(s) made by me/us in favor of.....(name and address of the nominee) in respect of the below mentioned securities

Or

I/We hereby nominate the following person in place of.....as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death

PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No of Securities	Certificate No	Distinctive No

PARTICULARS OF NOMINEE/S –

Name:

Date of Birth:

Father's/Mother's/Spouse's name:

Occupation:

Nationality:

Address:

E-mail Id:

Relationship with the security holder:

IN CASE NOMINEE IS A MINOR -

Date of Birth

Date of attaining majority

Name of guardian

Address of guardian

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Name of the Security Holder (s) : \_\_\_\_\_

Signature \_\_\_\_\_

Witness with the name and address: \_\_\_\_\_

Signature

Name of the Security Holder(s)

Witness with name and address