

GLEAM FABMAT LIMITED

04TH ANNUAL REPORT

F.Y. 2021-2022

CORPORATE INFORMATION

GLAM FABMAT LIMITED

BOARD OF DIRECTORS

| | |
|------------------------------------------------------------|------------------------------------|
| Mr. Amit Gupta | Managing Director |
| Mr. Arun Gupta | Whole-time Director |
| Mr. Anil Kumar Gupta | Whole-time Director |
| Ms. Pushpa Gupta | Non- Executive Director |
| Mr. Ankit Rastogi | Non-Executive Independent Director |
| Mr. Kapil Sharma | Non-Executive Independent Director |
| Mr. Ajay Maruda (appointed we.f.05.08.2022) | Non-Executive Additional Director |
| Mr. Jagdip Panachand Vora (appointed w.e.f. 05.08.2022) | Executive additional director |

CHIEF FINANCIAL OFFICER

Mr. Amit Gupta

COMPANY SECRETARY AND COMPLAINEE OFFICER

Mr. Arjun Dhingra

STATUTORY AUDITORS

M/s. Kapish Jain & Associates,
Chartered Accountants,
504, B-Wing Statesman House-148, Barakhamba Road, New Delhi-110001

SECRETARIAL AUDITOR

M/s. Vikas Verma & Associates, Company Secretaries,
B-502, Statesman House, 148, Barakhamba Road, New Delhi- 110001

REGISTRARS & SHARE TRANSFER AGENT

Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra
Email: info@bigshareonline.com

CIN

L28999DL2018PLC335610

REGISTERED OFFICE

5504/15, G/F, Basti Harpool Singh, Sadar Bazar, Delhi-110006

BANKERS

Indusind Bank

STOCK EXCHANGE

BSE Limited

ISIN

INE03CM01014

E-MAIL

gleam.fml@gmail.com

WEBSITE

www.gfl.org.in

CONTENTS

| Particulars | Page No. |
|------------------------------------|-----------------|
| Notice | 4-16 |
| Directors' Report | 17-32 |
| MR-3 | 33-36 |
| Management Discussion and Analysis | 37-38 |
| Auditors' Report | 39-50 |
| Balance Sheet | 51 |
| Statement of Profit & Loss | 52 |
| Cash Flow Statement | 53 |
| Notes on Accounts | 54-70 |

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 04th ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF GLEAM FABMAT LIMITED WILL BE HELD ON THURSDAY 29TH DAY OF SEPTEMBER, 2022 AT 04:00 P.M. (IST) THROUGH VIDEO CONFRENCING (“VC”)/OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1- To Receive, Consider and Adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 together with Board Report and the Auditors’ Report thereon.

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March 2022 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

ITEM NO. 2- To appoint a director in place of Ms. Pushpa Gupta (DIN: 05123161), who retires by rotation and being eligible, offers herself for reappointment and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution;

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Pushpa Gupta (DIN: 05123161) who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

ITEM NO. 3- To regularize the appointment of Mr. AJAY MARUDA (DIN: 09495848) as director of the company and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of Companies Act, 2013 and the rules made thereunder including any statutory modifications or re-enactment thereof and rules made thereunder, (for the time being in force), in accordance with the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. AJAY MARUDA (DIN: 09495848), who was appointed as an Additional Director in the category of Non-Executive Director, whose term of office as Additional Director expires at the conclusion of this Annual general meeting be and is hereby appointed as a Non-Executive Director of the company and liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

ITEM NO. 4- To regularize the appointment of Mr. Jagdip Panachand Vora (DIN: 09518891) as a director of the company and in this regard, to consider and, if thought fit, to pass with or without modification(s) the

following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of Companies Act, 2013 and the rules made thereunder including any statutory modifications or re-enactment thereof and rules made thereunder, (for the time being in force), in accordance with the recommendation of Nomination and Remuneration Committee and the Board of Directors, **Mr. Jagdip Panachand Vora (DIN: 09518891)**, who was appointed as an Additional Director in the category of Executive Director, whose term of office as Additional Director expires at the conclusion of this Annual general meeting be and is hereby appointed as an Executive Director of the company and liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

**By Order of the Board
For Gleam Fabmat Limited**

**Sd/-
Arjun Dhingra
Company Secretary
M No. 61899**

**Date: 03.09.2022
Place: New Delhi**

Notes:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its Circular no.21/2021, dated December 14, 2021 read together with circular dated January 13, 2021, April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In accordance with the MCA circulars, provisions of the Companies Act, 2013 (“the Act”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC/ OAVM. In compliance with the provisions of the Companies Act, 2013 (‘Act’), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and MCA Circulars, the 04th AGM of the Company is being held through VC/OAVM on Thursday, 29th September, 2022 at 04:00 P.M. (IST).
2. The deemed venue for 04th AGM shall be the Registered Office of the Company at 5504/15, G/F, Basti Harpool Singh, Sadar Bazar North Delhi-110006 India.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include 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. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.gfl.org.in>. The Notice can also be accessed from the websites of the Stock Exchange i.e. www.bseindia.com. The AGM Notice is also disseminated on

the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

8. 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 AGM.
9. Listing Regulations has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the registrar and share transfer agent in respect of shares held in physical form. For further details about registration process, please contact your depository/ R&TA of the Company.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit 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's RTA. You are also requested to update your Bank details by writing to the Company's RTA.
11. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.
12. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to gleam.fml@gmail.com.
13. Members are requested to 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 Depository Participant and holdings should be verified.
14. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination in Form SH- 13 and SH-14, respectively, the same forms can be obtained from the Registrar and Transfer Agent of the Company.
15. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.
16. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

17. The Board of Directors of the Company has appointed Mr. Vikas Kumar Verma, Managing Partner of M/s Vikas Verma & Associates, New Delhi as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.
18. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 23rd September, 2022 to Thursday, 29th September, 2022 (both day inclusive).
19. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within two working days from the conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairperson or any other person authorized by the Chairperson, who shall countersign the same and declare the result of the voting forthwith.
20. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at <http://www.gfl.org.in> and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on (Monday) 26th September, 2022 at 09:00 A.M. and ends on (Wednesday) 28th September, 2022 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|--------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

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

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

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

| Login type | Helpdesk details |
|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|----------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | 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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

(vi) After entering these details appropriately, click on "SUBMIT" tab.

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; gleam.fml@gmail.com (Designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at gleam.fml@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at gleam.fml@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) 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 or call on 1800 22 55 33.

By Order of the Board
For Gleam Fabmat Limited

Sd/-
Arjun Dhingra
Company Secretary
M No. 61899

Date: 03.09.2022
Place: New Delhi

Annexure-1 to the Notice

INFORMATION IN PURSUANT REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECETARIAL STANDARDS (SS-2) OF GENERAL MEETING OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT/ RETIRING BY ROTATION AT THE ENSUING ANNUAL GENERAL MEETING ARE AS FOLLOWS INFORMATION:

| | | | |
|----------------------------------------------------------------------------------------------------------|----------------------------------------|-----------------------------------------------|----------------------------------------------|
| Name of the Director | PUSHPA GUPTA | AJAY MARUDA | JAGDIP PANACHAND VORA |
| DIN | 05123161 | 09495848 | 09518891 |
| Date of Birth | 17/10/1958 | 02/01/1996 | 22/01/1966 |
| Date of first Appointment | 20/06/2018 | 05/08/2022 | 05/08/2022 |
| Qualification | Graduation | Graduation | Graduation |
| Nature of his expertise in specific functional areas | She has experience of more than 5 year | He has experience of only 2 years. | He has experience of more than 5 years. |
| Brief Profile Father's name: Pan number: | Mr. Manohar Lal Gupta AADPG6710C | Mr. Devabhai Jivabhai Maruda DJMPM6268L | Mr. Panachand Chunilal Vora AAJPV5121C |
| Name of other Public Companies in which the person holds the Directorships | Nil | Nil | Nil |
| Name of the Public Companies in which the person holds the Memberships of committees of the Board | Nil | Nil | Nil |
| Shareholding in the Company (Equity) | Nil | Nil | Nil |
| Relationship with other Directors/Manager/Key Managerial Personnel | Mother of MD (Mr. Amit Gupta) | Nil | Nil |
| Number of Board Meetings attended during the FY 2021-2022 | 5 | NA | NA |

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Ajay Maruda (DIN: 09495848) as an Additional Non-Executive Director of the Company.

Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Ajay Maruda (DIN: 09495848) shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, based on the recommendation of Nomination and Remuneration Committee, proposing his candidature for the office of Director. Mr. Ajay Maruda, once appointed will be liable to retire by rotation. The profile and specific areas of expertise of Mr. Ajay Maruda, are provided as Annexure to this Notice.

Mr. Ajay Maruda, has given declaration to the Board that he is not restrained from acting as a Director by virtue of any Order passed by the SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director of the Company.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Ajay Maruda (DIN: 09495848) on the Board of the Company and accordingly the Board recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in the item no. 3 of the notice.

Except Mr. Ajay Maruda and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 4:

Mr. Jagdip Panachand Vora (DIN: 09518891), was appointed as an Executive, Additional Director by the Board of the Company with effect from August 05, 2022. In terms of the provisions of Section 161(1) of the Act, Mr. Jagdip Panachand Vora (DIN: 09518891), would hold office upto the date of the ensuing Annual General Meeting. In respect of whom the Company has received a notice in writing for the office of Director.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, has approved the proposal for appointment of Mr. Jagdip Panachand Vora, as an Director and recommends the Resolution for approval of the Members as an Ordinary Resolution as set out in the item no. 4 of the notice.

Except Mr. Jagdip Panachand Vora (DIN: 09518891)and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

**By Order of the Board
For Gleam Fabmat Limited**

**Sd/-
Arjun Dhingra
Company Secretary
M No. 61899**

**Date: 03.09.2022
Place: New Delhi**

DIRECTORS' REPORT

To,

The Members,
GLEAM FABMAT LIMITED

Dear Members,

Your Directors have pleasure in presenting you the 4th (Forth) Annual Report on the business and operation of the Company together with the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022.

1. FINANCIAL SUMMARY

Financial performance of the Company is summarized in the table below:

| PARTICULARS | (In Lakhs) | |
|----------------------------------------|-----------------------------------|-----------------------------------|
| | Financial Year 2021-22 | Financial Year 2020-21 |
| Revenue from Operations | 408.91 | 2428.21 |
| Other Income | 0.00 | 2.43 |
| Total Revenue | 408.91 | 2430.64 |
| Employee Benefit Expenses | 0.65 | 7.40 |
| Finance Cost | 0.00 | 0.01 |
| Depreciation and Amortization Expenses | 0.65 | 0.65 |
| Other Expenses | 408.68 | 2422.33 |
| Total Expenses | 409.99 | 2430.39 |
| Profit Before Tax | (1.08) | 0.25 |
| Tax Expense | | |
| - Current tax | ----- | 1.61 |
| - Deferred tax | 0.15 | 2.52 |
| Net Profit for the Year | (1.23) | (3.88) |

2. STATEMENT OF COMPANY'S AFFAIRS

During the year under review, your Company achieved a turnover of INR 408.91 Lakhs as against the turnover of INR 2428.21 Lakhs in the Previous Year.

Net Loss after taxation decreased from INR (3.88) Lakhs/- in F.Y. 2019-20 to INR (1.23) in F.Y. 2020-21.

3. CHANGE IN NATURE OF BUSINESS

There were no changes in the nature of business of the Company during the financial year.

4. SHARE CAPITAL

The Authorized Share Capital of the Company is INR 10,50,00,000/- (Indian Rupees Ten Crore and Fifty Lakh Only) divided into 1,05,00,000 (One Crore and Five Lakh) Equity Shares of INR 10/- (Indian Rupees Ten) each and Paid-up Share Capital of the Company is INR 10,01,80,000/- (Indian Rupees Ten Crore One Lakh and Eighty Thousand Only) divided into 1,00,18,000 (One Crore and Eighteen Thousand) Equity Shares of INR 10/- (Indian Rupees Ten) each.

During the year under review, there was no change in the Company's Issued, Subscribed and Paid-up Equity Share Capital.

5. DIVIDEND

Since the Company has incurred losses the Board of Directors has not recommended any dividend for the financial year ended on 31st March, 2022.

6. TRANSFER OF UNCLAIMED DIVIDEND TO THE INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid in the previous financial year.

7. TRANSFER TO RESERVE

In view of accumulated losses, no amount has been transferred to the Reserves for the Financial Year 2021-22.

8. NUMBER OF MEETINGS OF THE BOARD HELD DURING THE YEAR

During the financial year under review total 6 (Six) Meetings of the Board were held on the dates given below:

- 30th June 2021
- 07th July 2021
- 31st August 2021
- 17th September 2021
- 14th November 2021
- 15th February 2022

The maximum interval between any two meetings did not exceed 120 days.

Further a separate meeting of independent directors is held during the financial year 2021-2022.

| S. No. | Name of the Director | Category | Board Meetings entitled to attend | Board Meetings Attended |
|---------------|-----------------------------|----------------------|------------------------------------------|--------------------------------|
| 1. | Mr. Amit Gupta | Managing Director | 6 | 6 |
| 2. | Ms. Pushpa Gupta | Director | 6 | 6 |
| 3. | Mr. Arun Gupta | Whole time Director | 6 | 6 |
| 4. | Mr. Anil Kumar Gupta | Whole time Director | 6 | 6 |
| 5. | Mr. Ankit Rastogi | Independent Director | 6 | 6 |
| 6. | Mr. Kapil Sharma | Independent Director | 6 | 6 |

9. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) read with Section 134(5) of the Companies Act, 2013, The Directors, to the best of their knowledge and ability, hereby confirm that:

- i) In the preparation of the Annual Accounts for the year ended 31st March, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) That they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the financial year and of the Profit and Loss of the Company for that period;
- iii) That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That they had prepared the Annual Accounts on a Going Concern Basis.
- v) That they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi) That they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. DECLARATION OF INDEPENDENCE OF DIRECTORS

Pursuant to Section 149(7) of the Companies Act, 2013, the Company has received necessary declaration from each Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

11. COMMITTEES OF THE BOARD AND OTHER COMMITTEES

Currently, the Board has following committees: Audit Committee and Nomination & Remuneration Committee.

Audit Committee:

The Audit Committee of the Company is constituted/re-constituted in line with the provisions of Section 177 of the Companies Act, 2013. The Audit Committee is constituted in line to monitor and provide effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, with the highest level of transparency, integrity, and quality of Financial Reporting.

The Company Secretary of the Company acts as the Secretary to the Audit Committee. The primary objective of the Audit Committee is to monitor and provide an effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Audit Committee oversees the work carried out in the financial reporting process by the management, the internal Auditors and the Independent Auditors and notes the processes and safeguards employed by each of them. All possible measures must be taken by the Audit Committee to ensure the objectivity and independence of the independent auditors.

The Board has accepted all recommendations of Audit Committee.

During the Financial Year under review 5 (Five) Meetings of the Audit Committee were convened and

held. The dates on which the said meetings were held:

1. 30th June 2021
2. 07th July 2021
3. 17th September 2021
4. 14th November 2021
5. 15th February 2022

| S. No. | Name of the Members | Designation | No. of the Meetings Attended |
|--------|---------------------|----------------------------------|------------------------------|
| 1. | Mr. Ankit Rastogi | Chairman Independent Director | 5 |
| 2. | Mr. Kapil Sharma | Member Independent Director | 5 |
| 3. | Mr. Amit Gupta | Member Executive Director | 5 |

The Board has accepted all recommendations of Audit Committee.

Nomination & Remuneration Committees:

The Nomination and Remuneration Committee of the Company is constituted/re-constituted in line with the provisions of Section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee recommends the appointment of Directors and remuneration of such Directors. The level and structure of appointment and remuneration of all Key Managerial personnel and Senior Management Personnel of the Company, as per the Remuneration Policy, is also overseen by this Committee.

During the year under review Two (2) meetings of the Nomination and Remuneration Committee were held:

1. 30th June 2021
2. 14th November 2021

Composition of Nomination and Remuneration Committee and its attendance meetings:

| S. No. | Name of the Director | Category | N&R Committee meeting entitled to attend |
|--------|----------------------|------------------------------------|------------------------------------------|
| 1. | Mr. Ankit Rastogi | Chairman (Independent Director) | 2 |
| 2. | Ms. Pushpa Gupta | Member (Non-Executive Director) | 2 |
| 3. | Mr. Kapil Sharma | Member (Independent Director) | 2 |

12. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

Pursuant to Section 178(3) of the Companies Act, 2013, Nomination and Remuneration Committee constituted by the Board have laid down the Criteria for nomination as Director, Key Managerial Personnel and Independence of a Director.

The Nomination & Remuneration Committee of Directors have approved a Policy for Selection, Appointment, Remuneration and determine Directors' Independence of Directors which inter-alia requires that composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and senior management employees and the Directors appointed shall be of high integrity with relevant expertise and experience so as to have diverse Board and the Policy also lays down the positive attributes/criteria while recommending the candidature for the appointment as Director.

13. DISCLOSURE ON VIGIL MECHANISM

As per the provisions of section 177(9) & (10) of the Companies Act, 2013, The Company has established a vigil mechanism through which directors, employees and business associates may report unethical behavior, malpractices, wrongful conduct, fraud, violation of Company's code of conduct, leak or suspected leak of unpublished price sensitive information without fear of reprisal.

14. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information required to be disclosed in the Board's Report pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out as "Annexure -I" to this report.

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE U/S 186 OF THE COMPANIES ACT, 2013

The particulars of loans, guarantees and investment under Section 186 of the Act for the financial year 2021-22 are provided in the financial statement which also forms part of this Report.

16. PARTICULARS OF RELATED PARTY TRANSACTION

During the year, there is transaction entered with related parties referred to in Section 188(1) of the Companies Act, 2013 read with Rule 8(2) of Companies (Accounts) Rules, 2014. Form AOC-2 for Related party transactions is enclosed as Annexure-II to this report.

17. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Pursuant to provisions of Section 134 of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are attached as "Annexure III" to this report.

18. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

The Company is aware of the risks associated with its Business. It regularly analyses and takes corrective actions for managing/ mitigating the same. The Company has framed a formal Risk Management Framework for risk assessment and risk minimization which is periodically reviewed to ensure smooth operation and effective management control. The Audit Committee also reviews the adequacy of the risk management framework of the Company, the key risks associated with the business and measure and steps in place to minimize the same.

19. CODE OF CONDUCT AND ETHICS

The Board of Directors of the Company has adopted a Code of Conduct and Ethics for the Directors, Key

Managerial Personnel and Senior Executives of the Company. Commitment to ethical professional conduct is a must for every employee, including Board members and senior management personnel of the Company. The Code is intended to serve as a basis for ethical decision-making in conduct of professional work. The Code of Conduct enjoins that each individual in the organization must know and respect existing laws, accept and provide appropriate professional views, and be upright in his conduct and observe corporate discipline. The duties of Directors including duties as an Independent Director as laid down in the Companies Act, 2013 also forms part of the Code of Conduct.

The Company has disclosed information about the establishment of the code on its website. All Board members and senior management personnel affirm compliance with the Code of Conduct annually.

20. CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility Initiatives as the provisions of Section 135(1) of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable on the Company.

21. DIRECTORS & KEY MANAGERIAL PERSONNEL

Board of Directors

During the year under review no changes were made in the Board of Directors of the Company. At present Board of Directors of the Company is comprised of following Directors:

| S. No. | Name Of Director | Designation | Date of Appointment | Date of Resignation |
|--------|---------------------------|----------------------|---------------------|---------------------|
| 1. | Mr. Amit Gupta | Managing Director | 28/12/2018 | NA |
| 2. | Mr. Arun Gupta | Director | 20/06/2018 | NA |
| 3. | Mr. Anil Kumar Gupta | Whole Time Director | 04/08/2018 | NA |
| 4. | Ms. Pushpa Gupta | Director | 20/06/2018 | NA |
| 5. | Mr. Ankit Rastogi | Independent Director | 28/12/2018 | NA |
| 6. | Mr. Kapil Sharma | Independent Director | 28/12/2018 | NA |
| 7. | Mr. Ajay Maruda | Non-Executive | 05/08/2022 | NA |
| 8. | Mr. Jagdip Panachand Vora | Executive Director | 05/08/2022 | NA |

Key Managerial Personnel:

Chief Financial Officer:

Mr. Amit Gupta is Chief Financial Officer of the Company.

Company Secretary

Mr. Arjun Dhingra is appointed as Company Secretary and Compliance officer of the Company.

22. BOARD EVALUATION

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

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

23. SUBSIDIARY COMPANIES, JOINT VENTURE AND ASSOCIATES

The Company does not have any Subsidiary, Joint Venture or Associate Company; hence the provisions of Section 129(3) of the Companies Act, 2013 relating to preparation of consolidated financial statements are not applicable.

24. AUDITORS & AUDITOR'S REPORT

Statutory Auditor

Pursuant to the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014. M/s. Kapish Jain & Associates., Chartered Accountants, (FRN: 022743N), were appointed as Statutory Auditors of the Company to hold office for a term of Five (5) consecutive years, from the conclusion Second (2nd) Annual General Meeting till the Conclusion of the Seven (7th) Annual General Meeting of the Company at such remuneration as may be decided by the Board of Directors from time to time.

M/s. Kapish Jain & Associates., Chartered Accountants, have submitted their Report on the Financial Statements of the Company for the FY 2021-22, which forms part of the Annual Report 2021-22.

The Auditor of the Company provided the following qualification in the Audit Report for the FY 2021-22.

The Company was having credit facility of Rs. 2 crores with Axis Bank Limited and defaulted in payments of demands raised by the bank. The aggregate amount of Rs. 2.06 crores were outstanding as on the date of balance sheet and the same was carried since 31st December 2019. The bank has applied to Debt Recovery Tribunal ("DRT"), Delhi, the Company is restrained from selling transferring or otherwise creating third party interest with regards to mortgaged property (i.e. Commercial Shop owned by Mrs. Puspha Gupta, Directors) until further order. The aforesaid matter is pending for the next hearing before DRT and the next hearing date is 05th November 2022.

Since the matter under consideration before Debt Recovery Tribunal-III, Delhi for recovery of overdue payments of credit facility from Axis Bank Limited, therefore, the Company has not made any provision for interest payable on the outstanding amount.

Director Comment: - The matter is still pending before the Debt Recovery Tribunal-III, Delhi and next hearing date is 05th November 2022.

Secretarial Auditor

M/s. Vikas Verma & Associates, Company Secretaries having its Registered Office at B-502, Statesman

House, 148, Barakhamba Road, New Delhi -110001, were appointed as Secretarial Auditors for the financial year 2021-22 pursuant to section 204 of the Companies Act, 2013.

The Secretarial Audit's Report submitted by them in the prescribed Form MR-3 is attached as the "Annexure IV" to this report.

Internal Auditor

The Company has complied with the requirement of the section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, and other applicable provisions of the Act.

Cost Auditor

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act are not applicable for the business activities carried out by the Company.

25. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS

The Statutory Auditors and Secretarial Auditors of the Company have not reported any frauds to the Audit Committee and/or to the Board of Directors under section 143(12) of the Act, including rules made there under.

26. SECRETARIAL STANDARDS

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

27. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes or commitments which affect the financial position of the company have occurred between the end of the financial year of the company and the date of this report.

28. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY

According to Section 134(5) (e) of the Companies Act, 2013, the term "Internal Financial Control (IFC)" means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. The Company has a well-placed, proper and adequate Internal Financial Control system which ensures that all the assets are safeguarded and protected and that the transactions are authorized, recorded and reported correctly. To further strengthen the internal control process, the Company has developed the very comprehensive compliance management tool to drill down the responsibility of the compliance from top management to executive level.

29. DISCLOSURE ON THE PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits, falling within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

30. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

(PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which redresses complaints received on sexual harassment. During the financial year under review, the Company has not received any complaints of sexual harassment from any of the women employees of the Company.

31. MANAGEMENT DISCUSSIONS & ANALYSIS REPORT

The Management's Discussion and Analysis Report for the year under review, as stipulated under regulation 34 (3) and Part B of schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 is annexed to this Annual Report as "Annexure - V".

32. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for FY 2021-22 is available on Company's website at <https://www.gfl.org.in/>.

33. SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Company was having credit facility of Rs. 2 crores with Axis Bank Limited and defaulted in payment of demands raised by the bank. The aggregate amount of Rs. 2.06 crores were outstanding as on the date of balance sheet and the same was carried since 31st December 2019. The Bank has applied to the Debt Recovery Tribunal ("DRT") for recovery of outstanding dues. As per the order dated on 21st December 2020 in DRT-III, Delhi, the Company is restrained from selling, transferring or otherwise creating third party interest with regards to mortgaged property (i.e. Commercial Shop owned by Mrs. Puspha Gupta, Director) until further orders.

Except the matter described above the Company has not received any other significant and material order passed by the regulators or Courts or Tribunal's impacting the going concern status of your Company and its operation in future.

34. CORPORATE GOVERNANCE

Provisions relating to Corporate Governance Report under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company as the Company has listed its securities on the SME Exchange as mentioned in regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are exempted and hence the same has not been annexed to the Board's Report.

35. LISTING ON STOCK EXCHANGE

Company is listed on BSE Limited, however due to penal reasons company is suspended on 15th March 2021. In this regard management is in the process of revoking the company from suspension of trading of securities and application is also filed to stock exchange which is pending from BSE Limited

36. ACKNOWLEDGEMENTS

The Board of Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company. The Board of Directors would also like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, government and regulatory authorities, stock exchanges, customers, vendors, members during the year under review.

For & on behalf of
Gleam Fabmat Limited

Sd/-
Amit Gupta
Managing Director and CFO
DIN: 03038181

Sd/-
Anil Kumar Gupta
Whole Time Director
DIN: 08193698

Date: 03.09.2022
Place: New Delhi

"ANNEXURE - I"

INFORMATION ABOUT REMUNERATION AND PARTICULARS OF EMPLOYEES

Information of Particulars of employees pursuant to Section 197 of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

| S.NO. | PARTICULARS | REMARKS | |
|-------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|---------------------------|
| 1. | The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year. | Mr. Anil Kumar Gupta | Remuneration is decreased |
| | | Mr. Arjun Dhingra | 0.65 Lakhs P.A. |
| 2. | The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year. | Not Applicable | |
| 3. | The percentage increase in the median remuneration of employees in the financial year. | Not Applicable | |
| 4. | The number of permanent employees on the rolls of Company. | Not Applicable | |
| 5. | Average percentile increase 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. | Not Applicable | |
| 6. | Affirmation that the remuneration is as per the remuneration policy of the Company. | The remuneration for MD/KMP/rest of the employees is as per the remuneration policy of the Company. | |

INFORMATION ABOUT REMUNERATION AND PARTICULARS OF EMPLOYEES

| | | |
|--------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|-------------------------|
| Name of Employee | Mr. Anil Kumar Gupta | Mr. Arjun Dhingra |
| Designation of the Employee | Whole Time Director | Company Secretary |
| Remuneration received | INR | INR |
| Nature of employment | Permanent | Permanent |
| Qualification and Experience of Employee | Graduate and expertise in Business Management | Company Secretary |
| Date of Commencement of Employment | Appointed on 04/08/2018 | Appointed on 27/07/2021 |
| Age of Employee | 65 Years | 29 Years |
| Last Employment held by such employee before joining the company | NA | NA |
| Percentage of Equity Shares held by the employee | 12.53% | NIL |
| whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager: | Father of Mr. Amit Gupta (MD) & Mr. Arun Gupta (WTD) | NA |

For & on behalf of
Gleam Fabmat Limited

Sd/-
Amit Gupta
Managing Director and CFO
DIN: 03038181

Sd/-
Anil Kumar Gupta
Whole Time Director
DIN: 08193698

Date: 03.09.2022
Place: New Delhi

(Annexure-II)

Form No. AOC-2

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

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

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

| | |
|-----------------------------------------------------------------------------------------------------------------------|-----|
| (a) Name(s) of the related party and nature of relationship | NIL |
| (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

| Name of related party and nature of relationship | Nature of contracts/arrangements/transactions | Duration of contract | Salient Terms | Date of Approval by the Board | Amount (in INR) |
|--------------------------------------------------|-------------------------------------------------------|----------------------|---------------|-------------------------------|-----------------|
| Mr. Anil Kumar Gupta | Equity contribution from (including security premium) | NA | NA | 30.06.2021 | 125.50 |
| Mrs. Pushpa Gupta | Equity contribution from (including security premium) | NA | NA | 30.06.2021 | 1 |
| Mr. Amit Gupta | Equity contribution from (including security premium) | NA | NA | 30.06.2021 | 286.75 |
| Mr. Arun Gupta | Equity contribution from (including security premium) | NA | NA | 30.06.2021 | 276.25 |

| | | | | | |
|----------------------|-------------------------------------------------------|----|----|------------|--------|
| Ms. Garima Gupta | Equity contribution from (including security premium) | NA | NA | 30.06.2021 | 0.10 |
| Mr. Sonu Aggarwal | Equity contribution from (including security premium) | NA | NA | 30.06.2021 | 20.10 |
| Ms. Anita Aggarwal | Equity contribution from (including security premium) | NA | NA | 30.06.2021 | 20.10 |
| Mr. Anil Kumar Gupta | Unsecured borrowing from | NA | NA | 30.06.2021 | 302.14 |
| Mrs. Pushpa Gupta | Unsecured borrowing from | NA | NA | 30.06.2021 | 0.62 |
| Mr. Amit Gupta | Unsecured borrowing from | NA | NA | 30.06.2021 | 8.71 |
| Mr. Arun Gupta | Unsecured borrowing from | NA | NA | 30.06.2021 | 1.40 |
| Mr. Anil Kumar Gupta | Remuneration Paid | NA | NA | 30.06.2021 | 0.88 |
| Mr. Arjun Dhingra | Remuneration Paid | NA | NA | 30.06.2021 | 0.65 |

**For & on behalf of
Gleam Fabmat Limited**

**Sd/-
Amit Gupta
Managing Director and CFO
DIN: 03038181**

**Sd/-
Anil Kumar Gupta
Whole Time Director
DIN: 08193698**

**Date: 03.09.2022
Place: New Delhi**

"ANNEXURE-III"

**CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION,
FOREIGN EXCHANGE EARNINGS AND OUTGO**

[Pursuant to Section 134 (3)(m) read with Rule 8(3) of Companies (Accounts) Rules, 2014]

(A) Conservation of Energy

| | | |
|-------|---------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i) | The steps taken or impact on conservation of energy; | Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible saving of energy is achieved. As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately. |
| (ii) | The steps taken by the company for utilizing alternate sources of energy; | NIL |
| (iii) | The capital investment on energy conservation equipments. | NIL |

(B) Technology absorption

| | | |
|-------|--------------------------------------------------------------------------------------------------------------------------|------|
| (i) | The efforts made towards technology absorption; | NIL |
| (ii) | The benefits derived like product improvement, cost reduction, product development or import substitution; | NIL |
| (iii) | In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- | NIL |
| | (a) The details of technology imported; | N.A. |
| | (b) The year of import; | N.A. |
| | (c) Whether the technology been fully absorbed; | N.A. |
| | (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and | N.A. |
| (iv) | The expenditure incurred on Research and Development. | NIL |

(C) Foreign exchange earnings and Outgo-

| | | |
|------|-----------------------------------------------------------------------------|-----|
| (i) | The Foreign Exchange earned in the terms of actual inflows during the year; | NIL |
| (ii) | Foreign Exchange outgo during the year in terms of actual outflow. | NIL |

For & on behalf of
Gleam Fabmat Limited

Sd/-
Amit Gupta
Managing Director and CFO
DIN: 03038181

Sd/-
Anil Kumar Gupta
Whole Time Director
DIN: 08193698

Date: 03.09.2022
Place: New Delhi

“ANNEXURE-IV”

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31/03/2022
[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Board,
GLEAM FABMAT LIMITED,
5504/15, G/F, BASTI HARPOOL SINGH,
SADAR BAZAR, DELHI-110006

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GLEAM FABMAT 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 accordingly, expressing my opinion thereon.

Based on our inspection, verification of company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **GLEAM FABMAT LIMITED** (“the Company”) for the financial year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (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; *(No transaction has been recorded during the Audit Period)*
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(No*

transaction has been recorded during the Audit Period)

- d) The Securities and Exchange Board of India (Share Based employee Benefits) Regulation, 2014; *(No transaction has been recorded during the Audit Period)*
- e) The Securities and Exchange Board of India (*Issue and Listing of Debt Securities*) Regulation, 2008 *(Not Applicable during the period under review)*
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(No transaction has been recorded during the Audit Period)*
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(No transaction has been recorded during the Audit Period)*

As informed to us the following other laws specifically applicable to the company as under and as confirmed & declared by the management, the company has duly complied the same:-

1. The Employees Provident fund and Miscellaneous Provisions Act, 1952 along with labour laws
2. Employees State Insurance Act, 1948
3. Maternity Benefit Act, 1961
4. Payment Gratuity Act, 1972
5. Factories Act, 1949
6. Environmental Act, 1986 and its allied applicable laws

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

1. Secretarial Standard issued by the Institute of Company Secretaries of India.
2. The Listing Agreements/Regulations including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 entered into by the Company with Stock Exchange(s).

During the period under review, the Company has not complied with some of the provisions of the Companies Act, Rules, Regulations, Guidelines, Standards, etc.

Also, Company has not complied with the provisions of the SEBI (LODR) Regulations.

In respect to the other applicable laws specifically applicable to the Company, We have relied on information / records / declaration produced/furnished by the Company during the course of our audit and the reporting is limited to the extent.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and there exist the system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. **(Not complied with the provisions)**

All decisions of the Board were unanimous and the same are captured and recorded as part of the minutes.

We further report that there is scope to improve the systems and processes in the company and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period there were no specific instances / events except mentioned below, referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

- **Company is suspended due to penal reason on 15th March 2021. In this regard management is in the process of revoking the company from suspension of trading of securities and application is also filed to stock exchange which is pending from BSE Limited.**

We further inform that Company is in process to complete all the compliances which is pending under Companies Act & SEBI (LODR) & Statutory Acts, mentioned in the Report above.

**Thanking You,
For Vikas Verma & Associates
Company Secretaries
(FRN: P2012DE081400)**

**Date: 03.09.2022
Place: New Delhi**

**Sd/-
Vivek Rawal
Partner
M.No.: A43231
CP No.: 22687
UDIN: F009192D000908024**

Annexure-A

To,

The Members,
Gleam Fabmat Limited

Our report is to be read along with this letter.

- I. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on this secretarial record based on our audit.
- II. 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 record. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- III. We have not verified the correctness and appropriateness of financial records and books of the accounts of the company.
- IV. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- V. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- VI. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Vikas Verma & Associates
Company Secretaries
FRN: P2012DE081400**

**Date: 03.09.2022
Place: New Delhi**

**Sd/-
Vikas Kumar Verma
Managing Person
CP No. 10786
Membership No. F9192
UDIN: F009192D000908024**

"ANNEXURE-V"

MANAGEMENT DISCUSSION AND ANALYSIS**Overview**

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2022.

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

Opportunities and Threats

Our Company is exposed to specific risks that are particular to its business and the environment within which it operates.

We believe that the principal factors affecting competition in our business include client relationships reputation, the abilities of employees, market focus and the liquidity on the Balance Sheet.

We believe that relations are of key importance and hence our focus on delegating debt syndication services to small and Medium Enterprises that will enable us to generate future revenue and also open up possibilities for new business through cross references. This will enhance our ability to effectively compete with our competitors and create niche for us in the market.

Segment-wise or product-wise performance

During the year under review, Company operations are focused in two primary Business Segments; (1) Trading in aluminum and allied metal products (2) Trading in textiles products Trading in aluminum and allied metal products have major contribution towards total Revenue

Outlook

The presence of a stable government at the Centre will be a major catalyst in taking major decisions which would push forward the pace of reforms and thereby directly improving the macro-economic environment. It is now being forecasted that in the near future, the Indian economy will become the fastest growing emerging market.

The rising demand for electric vehicles and OEM manufactures is also supporting the growth of the market. Also, 2021 is expected to see a rush of foreign direct investments (FDI) coming into India supported by FII inflows, thanks to liberalizing the defense, insurance and construction sectors. It is expected that Government's major structural/economic liberalization policies will be reflected in 2021 Union Finance Budget and the same is expected to further boost the industry sentiments.

Looking at the Indian economy the company has plans to diversify its business in future.

Adequacy of Internal Control System

The Company has adequate internal control systems for the business processes in respect of all operations, financial

reporting, compliance with laws and regulations etc. The management information system forms an effective and sound tool for monitoring and controlling all operating parameters. Regular internal audits ensure that responsibilities are executed effectively. The Audit Committee reviews the adequacy of internal controls on regular basis.

Risks and areas of concern

Our strength is our determination and team work, weakness is the low equity base, opportunities are multiples and threats are the vibrations in the economy and government policies.

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts.

Internal control systems and their adequacy

The Company has carried out the internal audit in-house and has ensure that recording and reporting are adequate and proper, the internal controls exist in the system and that sufficient measures are taken to update the internal control system. The system also ensures that all transaction are appropriately authorised, recorded and reported. Exercises for safeguarding assets and protection against unauthorised use are undertaken from time to time. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective. All these measures are continuously reviewed by the management and as and when necessary improvements are affected.

Discussion on financial performance with respect to operational performance.

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India.

Cautionary Statement

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

**For & on behalf of
Gleam Fabmat Limited**

**Sd/-
Amit Gupta
Managing Director and CFO
DIN: 03038181**

**Sd/-
Anil Kumar Gupta
Whole Time Director
DIN: 08193698**

**Date: 03.09.2022
Place: New Delhi**

INDEPENDENT AUDITOR'S REPORT

To the Members of **Gleam Fabmat Limited**
Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of **Gleam Fabmat Limited** ("**the Company**") which comprises the Balance Sheet as at 31 March 2022, 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 (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, **except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report**, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022 and loss and its cash flows for the year ended on that date.

Basis for Qualified Opinion

The Company was having credit facility of Rs. 2 crores with Axis Bank Limited and defaulted in payment of demands raised by the bank. The aggregate amount of Rs. 2.06 crores were outstanding as on the date of balance sheet and the same was carried since 31st December 2019. The bank has applied to the Debt Recovery Tribunal ("DRT") for recovery of outstanding dues. As per the order dated on 21st December 2020 in DRT-III, Delhi, the Company is restrained from selling, transferring or otherwise creating third party interest with regards to mortgaged property (i.e. Commercial Shop owned by Mrs. Puspha Gupta, Director) until further orders. The aforesaid matter is pending for next hearing before DRT and the next hearing date is 1st June 2022.

Since the matter under consideration before Debt Recovery Tribunal-III, Delhi for recovery of overdue payments of credit facility from Axis Bank Limited, therefore, the Company has not made any provision for interest payable on the outstanding amount.

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

INDEPENDENT AUDITOR'S REPORT

To the Members of **Gleam Fabmat Limited**
Report on the Audit of the Standalone Financial Statements

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

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Director's report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

The Director's report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

Management's and Board of Director's Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and other accounting principles generally accepted in India. 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 of 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 standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

INDEPENDENT AUDITOR'S REPORT

To the Members of *Gleam Fabmat Limited* Report on the Audit of the Standalone Financial Statements

Auditor's Responsibilities for the Audit of Standalone Financial Statement

Our objectives are to obtain reasonable assurance about whether the Standalone 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Standalone Financial Statements 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 the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

INDEPENDENT AUDITOR'S REPORT

To the Members of **Gleam Fabmat Limited** **Report on the Audit of the Standalone Financial Statements**

Emphasis of Matters

- (a) Note No.33 to the financial statements, Company has not obtained Actuarial Valuation with regards to Employee's terminal benefits i.e., Gratuity and Leave Encashment as mandated by Accounting Standard 15 issued by the Institute of Chartered Accountants of India. In view of lesser number of employees on rolls, the Company has made provision for these benefits on actual basis as on the Balance Sheet date.
- (b) Note No.35 to the financial statements, Company has not maintained the adequate records for the inventory lying as stock in trade. In the absence of quantitative details, valuation of these stocks is not ascertainable/measured. We have relied on the representation made to us by the management.
- (c) Note No.36 to the financial statements, Company is in process of reconciliation of GST input tax credit between credit lying in books and credit available in GSTR-2A at GST portal. Any discrepancies / loss of credit arise out of such reconciliation, if any, is presently not ascertainable.
- (d) Note No.38 to the financial statements, which describes the management's assessment of the impact of the outbreak of Corona virus (Covid-19) on the business operations of the Company. The management believes that no adjustments are required in the financial statements as it does not impact the current financial year, however, in view of the various preventive measures taken and highly uncertain economic environment, a definitive assessment of the impact on the subsequent periods is highly dependent upon circumstances as they evolve.
- (e) Note No.42 to the financial statements, the registration under Goods and Service Tax Act of Delhi State has been cancelled by the GSTIN vide Order ID ZA070821027560S dated 06 August 2021 on account of registered premises not found during their physical verification and the same is inactive as on the date of the financial statement. Therefore, no sale and purchase have been made after the cancellation order.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

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

INDEPENDENT AUDITOR'S REPORT

To the Members of **Gleam Fabmat Limited** **Report on the Audit of the Standalone Financial Statements**

- (c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of change in equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- (d) ***Except for the effects of the matters described under the Basis for Qualified Opinion paragraph***, in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).
- (e) The matter described in sub-paragraph (a) under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
- (f) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the adequacy of the Internal Financial Control with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in the **"Annexure B"**.
- (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 has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - 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 during the period ended 31st March 2022.
 - iv.
 - The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
 - The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

INDEPENDENT AUDITOR'S REPORT

To the Members of Glean Fabmat Limited Report on the Audit of the Standalone Financial Statements

- Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under subclause (a) and (b) above contain any material mis-statement.
- v. The Company has not declared or paid any dividend during the year ended 31 March 2022.
- (i) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

For Kapish Jain & Associates,
Chartered Accountants
Firm's Registration No.: 022743N

Sd/-
Kapish Jain
Partner
Membership No.: 514162
UDIN: 22514162AJXBWB1409

Place: New Delhi
Date: 30 May 2022

Annexure A referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of Gleam Fabmat Limited on the standalone financial statements for the year ended 31 March 2022

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the property, plant and equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification program adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not own any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.
- (ii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by the management were appropriate. No discrepancies were noticed on verification between the physical stock and the books records that were 10% or more in the aggregate for each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned a working capital limit in excess of Rs 5 crore by bank or financial institution based on the security of current assets during the year. Accordingly, reporting under clause 3(ii)(b) of the Order are not applicable.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investment provided guarantee or security, or granted any advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or any others parties during the year. Accordingly, reporting under clause 3(iii) of the Order are not applicable.
- (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not granted any loan to its subsidiaries or others during the year.

Annexure A referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of Gleam Fabmat Limited on the standalone financial statements for the year ended 31 March 2022

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we are in opinion that the terms and conditions of the loan given are, prima facie, not prejudicial to the interest of the Company.
- (c) In respect of loans and advances in the nature of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts of principal and interest are regular.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than 90 days in respect of loans granted to companies, firms, LLPs or other parties.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loan which has fallen due during the year. Further, no fresh loans were granted to any party to settle the overdue loans. Accordingly, Clause 3(iii)(e) of the Order is not applicable to the Company.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loan which is repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not deal with any loans, investments, guarantees and security under the provisions of sections 185 and 186 of the Act. Accordingly, Clause 3(iv) of the Order is not applicable to the Company.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company’s products/business activity. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees’ state insurance, income-tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable **except TDS payable amounting to Rs 7.12 lacs as on 31 March 2022.**
 - (b) According to the information and explanations given to us, there are no statutory dues referred to in sub clause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts during the year.
- (ix) (a) **According to the information and explanations given to us, the Company has defaulted in repayment of its loan or borrowings including interest thereon to lender.**

Annexure A referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of Gleam Fabmat Limited on the standalone financial statements for the year ended 31 March 2022

- (b) **According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has been declared a willful defaulter by bank.**
- (c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and did not have any term loans outstanding at the beginning of the current year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilized for long term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiary, joint venture and associate companies. Accordingly, reporting under clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debenture during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company, with the related parties are in compliance with section 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standard
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under review.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.

Annexure A referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of the Independent Auditor’s Report of even date to the members of Gleam Fabmat Limited on the standalone financial statements for the year ended 31 March 2022

- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has incurred cash losses in the current financial period and in the immediately preceding financial period.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) 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 standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company does not fulfil the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Kapish Jain & Associates,
Chartered Accountants
Firm’s Registration No.: 022743N

Sd/-
Kapish Jain
Partner
Membership No.: 514162
UDIN: 22514162AJXBWB1409

Place: New Delhi
Date: 30 May 2022

Annexure B to Independent Auditor's Report

Referred to in paragraph 13(f) of the Independent Auditor's Report of even date to the members of Gleam Fabmat Limited on the financial statements as of and for the year ended 31 March 2022

Page 1 of 2

We were engaged to audit the internal financial controls over financial reporting of **Gleam Fabmat Limited** as at 31 March 2022, in conjunction with our audit of the standalone financial statements of the Company for the period ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India ("ICAI") and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. 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 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 of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Annexure B to Independent Auditor's Report

Referred to in paragraph 13(f) of the Independent Auditor's Report of even date to the members of Glean Fabmat Limited on the financial statements as of and for the year ended 31 March 2022

Page 2 of 2

Disclaimer of Opinion

According to information and explanations given to us, the Company has not established its internal financial controls over financial reporting on criteria based on or 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. Because of this reason, we are unable to obtain sufficient appropriate evidence to provide a basis for our opinion whether the Company had adequate internal financial controls over financial reporting, and whether such internal financial controls were operating effectively as at 31 March 2022. We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company and the disclaimer does not affect our opinion on the standalone financial statements of the Company.

For **Kapish Jain & Associates**
Chartered Accountants
Firm's Registration No.: 022743N

Sd/-

Kapish Jain

Partner

Membership No.: 514162

UDIN: 22514162AJXBWB1409

Place: New Delhi

Date: 30 May 2022

Gleam Fabmat Limited
CIN: L28999DL2018PLC335610
Balance Sheet as at 31 March 2022

(All amounts in ₹ lacs, unless otherwise stated)

| | Note | As at 31 March 2022 | As at 31 March 2021 |
|--------------------------------------------------------------------------------------------|------|------------------------|------------------------|
| Equity and liabilities | | | |
| Shareholders' funds | | | |
| Share capital | 3 | 1,001.80 | 1,001.80 |
| Reserves and surplus | 4 | (17.99) | (16.76) |
| | | 983.81 | 985.04 |
| Non-current liabilities | | | |
| Long-Term Borrowings | 5 | 295.48 | 295.48 |
| Other long-term liabilities | | - | - |
| Long-term provisions | 6 | - | - |
| | | 295.48 | 295.48 |
| Current liabilities | | | |
| Short-Term Borrowings | 5 | 223.57 | 223.57 |
| Trade payables | 7 | | |
| (A) Total outstanding dues of micro enterprises and small enterprises; and | | - | - |
| (B) Total outstanding dues of creditors other than micro enterprises and small enterprises | | 236.50 | 646.04 |
| Other current liabilities | 8 | 291.57 | 26.28 |
| Short-term provisions | 6 | 9.60 | 9.56 |
| | | 761.25 | 905.46 |
| Total | | 2,040.55 | 2,185.98 |
| Assets | | | |
| Non-current assets | | | |
| Property, plant and equipment | | | |
| Tangible assets | 9 | 0.71 | 1.36 |
| Intangible assets | | - | - |
| Long-term loans and advances | 10 | - | - |
| Other non-current assets | | - | - |
| Deferred tax assets (Net) | 11 | 1.57 | 1.72 |
| | | 2.28 | 3.08 |
| Current assets | | | |
| Inventories | 12 | 304.44 | 357.87 |
| Trade receivables | 13 | 1,003.29 | 1,078.78 |
| Cash and bank balances | 14 | 3.13 | 3.17 |
| Short-term loans and advances | 10 | 723.68 | 739.35 |
| Other current assets | 15 | 3.73 | 3.73 |
| | | 2,038.27 | 2,182.90 |
| Total | | 2,040.55 | 2,185.98 |

The accompanying notes are an integral part of these financial statements.
This is the Balance Sheet referred to in our report of even date.

In terms of our report attached
For **Kapish Jain & Associates**
Firm Registration No. 022743N

For and on behalf of the Board of Directors of
Gleam Fabmat Limited

Sd/-
Kapish Jain
Partner
Membership No.: 514162

Sd/-
Amit Gupta
Managing Director & CFO
DIN: 03038181

Sd/-
Arun Gupta
Whole Time Director
DIN:05123174

Place: New Delhi
Date: 30 May 2022

Sd/-
Arjun Dhingra
Company Secretary
Membership No. 61899

Gleam Fabmat Limited

CIN: L28999DL2018PLC335610

Statement of Profit and Loss for the year ended 31 March 2022*(All amounts in ₹ lacs, unless otherwise stated)*

| | Note | For the year ended 31 March 2022 | For the year ended 31 March 2021 |
|----------------------------------------------------------|------|-------------------------------------|-------------------------------------|
| Revenue | | | |
| Revenue from operations | 16 | 408.91 | 2,428.21 |
| Other income | 17 | 0.00 | 2.43 |
| Total revenue | | 408.91 | 2,430.64 |
| Expenses | | | |
| Purchases of stock-in-trade | 18 | 345.69 | 2,494.35 |
| (Increase)/decrease in the inventories of Stock In Trade | 19 | 53.43 | (97.96) |
| Employee benefits expense | 20 | 0.65 | 7.40 |
| Finance cost | 21 | 0.00 | 0.01 |
| Depreciation and amortisation expense | 22 | 0.65 | 0.65 |
| Other expenses | 23 | 9.56 | 25.94 |
| Total expenses | | 409.99 | 2,430.39 |
| Profit before tax | | (1.08) | 0.25 |
| Tax expense | | | |
| - Current tax | | - | 1.61 |
| - Deferred tax | 30 | 0.15 | 2.52 |
| Profit for the year | | (1.23) | (3.88) |
| Earnings per equity share | 24 | | |
| [Nominal value per share: ₹10 (previous year: ₹10)] | | | |
| Basic (in ₹) | | (0.01) | (0.04) |
| Diluted (in ₹) | | (0.01) | (0.04) |

The accompanying notes are an integral part of these financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

In terms of our report attached

For **Kapish Jain & Associates**

Firm Registration No. 022743N

For and on behalf of the Board of Directors of
Gleam Fabmat Limited

Sd/-

Kapish Jain

Partner

Membership No.: 514162

Sd/-

Amit Gupta

Managing Director & CFO

DIN: 03038181

Sd/-

Arun Gupta

Whole Time Director

DIN:05123174

Place: New Delhi

Date: 30 May 2022

Sd/-

Arjun Dhingra

Company Secretary

Membership No. 61899

Gleam Fabmat Limited

CIN: L28999DL2018PLC335610

Cash Flow Statement for the year ended 31 March 2022*(All amounts in ₹ lacs, unless otherwise stated)*

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|----------------------------------------------------------------------|-----------------------------|-----------------------------|
| A. Cash flow from operating activities | | |
| Profit before tax | (1.08) | 0.25 |
| Adjustments for : | | |
| Depreciation and amortisation expense | 0.65 | 0.65 |
| Net (profit) / loss on disposal of property, plant and equipment | - | - |
| Liabilities no longer required, written back | - | - |
| Bad debts written off | - | - |
| Operating profit before working capital changes | (0.43) | 0.91 |
| Changes in working capital: | | |
| (Increase) / Decrease in inventories | 53.43 | (97.96) |
| (Increase) / Decrease in trade receivables | 75.49 | (503.56) |
| (Increase) / Decrease in loans and advances | 15.67 | (18.19) |
| (Increase) / Decrease in other assets | - | 2.92 |
| Increase / (decrease) in trade payables | (409.54) | 605.58 |
| Increase / (decrease) in other liabilities | 265.29 | 8.70 |
| Increase / (decrease) in provisions | 0.04 | 5.99 |
| Cash generated from operations | (0.04) | 4.19 |
| Taxes paid (net of refunds) | - | 0.06 |
| Net cash from/(used in) operating activities (A) | (0.04) | 4.25 |
| B. Cash flow from investing activities | | |
| Purchase of property, plant and equipment | - | - |
| Proceeds from disposal of property, plant and equipment | - | - |
| Net cash from/(used in) investing activities (B) | - | - |
| C. Cash flow from financing activities | | |
| Capital introduced | - | - |
| Net proceed (repayment) of borrowings | - | (1.35) |
| Net cash from/(used in) investing activities (C) | - | (1.35) |
| Net increase/ (decrease) in cash and cash equivalents (A+B+C) | (0.04) | 2.90 |
| Cash and cash equivalents at the beginning of the year | 3.17 | 0.27 |
| Cash and cash equivalents at the end of the year | 3.13 | 3.17 |
| Cash and cash equivalents comprise of: | | |
| Cash on hand | 3.00 | 0.43 |
| Balance with banks | | |
| - in current accounts | 0.13 | 2.74 |
| Total | 3.13 | 3.17 |

Notes:

- The above cash flow statement has been prepared under the Indirect Method as set out in Accounting Standard-3 Cash Flow Statement, specified under Section 133 of the Companies Act, 2013.
- Figures in brackets indicate cash outflow.
- Previous year figures have been regrouped/ reclassified wherever necessary to conform to current year's classifications.

The accompanying notes are an integral part of these financial statements.
This is the Cash Flow Statement referred to in our report of even date.

In terms of our report attached
For **Kapish Jain & Associates**
Firm Registration No. 022743N

For and on behalf of the Board of Directors of
Gleam Fabmat Limited

Sd/-
Kapish Jain
Partner
Membership No.: 514162

Sd/-
Amit Gupta
Managing Director & CFO
DIN: 03038181

Sd/-
Arun Gupta
Whole Time Director
DIN:05123174

Place: New Delhi
Date: 30 May 2022

Sd/-
Arjun Dhingra
Company Secretary
Membership No. 61899

Gleam Fabmat Limited

CIN: L28999DL2018PLC335610

Notes to the financial statements for the year ended 31 March 2022

(All amounts in ₹ lacs, unless otherwise stated)

3 Share capital

| | As at 31 March 2022 | | As at 31 March 2021 | |
|-----------------------------------------------------------------|---------------------|-----------------|---------------------|-----------------|
| | Number of shares | Amount | Number of shares | Amount |
| Authorised share capital | | | | |
| Equity shares of ₹ 10 each | 1,05,00,000 | 1,050.00 | 1,05,00,000 | 1,050.00 |
| | 1,05,00,000 | 1,050.00 | 1,05,00,000 | 1,050.00 |
| Issued, subscribed and fully paid-up share capital | | | | |
| Equity shares of ₹ 10 each fully paid-up | 1,00,18,000 | 1,001.80 | 1,00,18,000 | 1,001.80 |
| Total issued, subscribed and fully paid-up share capital | 1,00,18,000 | 1,001.80 | 1,00,18,000 | 1,001.80 |

(a) Reconciliation of equity share capital

| | As at 31 March 2022 | | As at 31 March 2021 | |
|-----------------------------------------------|---------------------|-----------------|---------------------|-----------------|
| | Number of shares | Amount | Number of shares | Amount |
| Equity Shares: | | | | |
| Balance as at the beginning of the year | 10,01,800 | 1,001.80 | 10,01,800 | 1,001.80 |
| Add : Number of shares issued during the year | | | | |
| - Initial Subscription | - | - | - | - |
| - Preferential allotment | - | - | - | - |
| - Right issue | - | - | - | - |
| - Initial public offer | - | - | - | - |
| Balance as at the end of the year | 10,01,800 | 1,001.80 | 10,01,800 | 1,001.80 |

(b) Rights, preferences and restrictions attached to equity shares

Equity Shares

The Company has one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. All shareholders are equally entitled to dividend. In the event of liquidation, the equity shareholders are entitled to receive remaining assets of the Company (after distribution of all preferential amounts, if any) in the proportion of equity shares held by the shareholders.

(c) Particulars of shareholders holding more than 5 % equity share of the Company

| Name of shareholder | As at 31 March 2022 | | As at 31 March 2021 | |
|---------------------|---------------------|-------------------------|---------------------|-------------------------|
| | Number of shares | % holding in the shares | Number of shares | % holding in the shares |
| Mr Anil Kumar Gupta | 12,55,000 | 12.53% | 12,55,000 | 12.53% |
| Mr Amit Gupta | 28,67,500 | 28.62% | 28,67,500 | 28.62% |
| Mr Arun Gupta | 27,62,500 | 27.58% | 27,62,500 | 27.58% |
| Ms Kanchan Goyal | 9,80,000 | 9.78% | 9,80,000 | 9.78% |
| Total | 68,85,000 | 68.73% | 68,85,000 | 68.73% |

(d) The Company has neither issued any bonus shares or issued shares pursuant to a contract without payment being received in cash nor has there been any buyback of shares in

(e) Detail of share held by promoters as at 31 March 2022

| | Number of shares | % holding in the shares | % change during the year |
|---------------------|------------------|-------------------------|--------------------------|
| Mr Anil Kumar Gupta | 12,55,000 | 12.53% | 0.00% |
| Mr Amit Gupta | 28,67,500 | 28.62% | 0.00% |
| Mr Arun Gupta | 27,62,500 | 27.58% | 0.00% |
| Mrs Pushpa Gupta | 10,000 | 0.10% | 0.00% |
| Mr Sonu Aggarwal | 2,01,000 | 2.01% | 0.00% |
| Ms Anita Aggarwal | 2,01,000 | 2.01% | 0.00% |
| Ms Garima Gupta | 1,000 | 0.01% | 0.00% |

(f) Detail of share held by promoters as at 31 March 2021

| | Number of shares | % holding in the shares | % change during the year |
|---------------------|------------------|-------------------------|--------------------------|
| Mr Anil Kumar Gupta | 12,55,000 | 12.53% | 0% |
| Mr Amit Gupta | 28,67,500 | 28.62% | 0% |
| Mr Arun Gupta | 27,62,500 | 27.58% | 0% |
| Mrs Pushpa Gupta | 10,000 | 0.10% | 0% |
| Mr Sonu Aggarwal | 2,01,000 | 2.01% | 0% |
| Ms Anita Aggarwal | 2,01,000 | 2.01% | 0% |
| Ms Garima Gupta | 1,000 | 0.01% | 0% |

4 Reserves and surplus

| | As at 31 March 2022 | As at 31 March 2021 |
|----------------------------------------------------|---------------------|---------------------|
| Deficit in the Statement of Profit and Loss | | |
| Balance at the beginning of the year | (16.76) | (12.89) |
| Add: Profit / (loss) for the year | (1.23) | (3.88) |
| Balance at the end of the year | (17.99) | (16.76) |

Gleam Fabmat Limited

CIN: L28999DL2018PLC335610

Notes to the financial statements for the year ended 31 March 2022

(All amounts in ₹ lacs, unless otherwise stated)

5 Borrowing

| | Long-term | | Short-term | |
|---------------------------------------------------|------------------------|------------------------|------------------------|------------------------|
| | As at 31 March 2022 | As at 31 March 2021 | As at 31 March 2022 | As at 31 March 2021 |
| Secured Borrowings | | | | |
| From Banks | | | | |
| - Terms Loans (Vehicle loan) * | - | - | - | - |
| Repayable on demand (cash credit facility) | | | | |
| - From Banks (Axis Bank Limited) # | - | - | 206.19 | 206.19 |
| Unsecured Borrowings | | | | |
| From Body Corporate | | | | |
| - Terms Loans (Refer Note 26) | - | - | - | - |
| From Directors | | | | |
| - From Mr Anil Kumar Gupta (Refer Note 26) | 295.48 | 295.48 | 6.66 | 6.66 |
| - From Ms Pushpa Gupta | - | - | 0.62 | 0.62 |
| - From Mr Amit Gupta | - | - | 8.71 | 8.71 |
| - From Mr Arun Gupta | - | - | 1.40 | 1.40 |
| Total | 295.48 | 295.48 | 223.57 | 223.57 |

Security details:

* Secured against hypothecation of respective Vehicles

Secured by way of hypothecation of entire current assets including movables of the company both present & future, equitable mortgage of commercial property (shop) of Ms Pushpa Gupta (Director) and personal guarantee of all the directors of the Company

6 Provisions

| | Long-term | | Short-term | |
|-----------------------------------|------------------------|------------------------|------------------------|------------------------|
| | As at 31 March 2022 | As at 31 March 2021 | As at 31 March 2022 | As at 31 March 2021 |
| Provision for Tax (Including GST) | - | - | - | - |
| Provision for Employee Benefits | - | - | 3.51 | 3.51 |
| Provision for Expenses | - | - | 6.09 | 6.05 |
| Total | - | - | 9.60 | 9.56 |

7 Trade payables

| | As at | As at |
|------------------------|---------------|---------------|
| | 31 March 2022 | 31 March 2021 |
| MSME* | - | - |
| Others | 236.50 | 646.04 |
| Disputed dues - MSME* | - | - |
| Disputed dues - Others | - | - |
| Total | 236.50 | 646.04 |

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Ageing analysis of trade payables as on 31 March 2022

| Particulars | Outstanding for following periods from due date of payment | | | | |
|----------------------------|------------------------------------------------------------|--------------|--------------|-------------------|---------------|
| | Less than 1 years | 1-2 years | 2-3 years | More than 3 years | Total |
| MSME | - | - | - | - | - |
| Others | 156.50 | 69.88 | 10.12 | - | 236.50 |
| Disputed dues - MSME | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - |
| Total trade payable | 156.50 | 69.88 | 10.12 | - | 236.50 |

Ageing analysis of trade payables as on 31 March 2021

| Particulars | Outstanding for following periods from due date of payment | | | | |
|----------------------------|------------------------------------------------------------|--------------|-----------|-------------------|---------------|
| | Less than 1 years | 1-2 years | 2-3 years | More than 3 years | Total |
| MSME | - | - | - | - | - |
| Others | 611.61 | 34.44 | - | - | 646.04 |
| Disputed dues - MSME | - | - | - | - | - |
| Disputed dues - Others | - | - | - | - | - |
| Total trade payable | 611.61 | 34.44 | - | - | 646.04 |

8 Other current liabilities

| | As at | As at |
|-------------------------|---------------|---------------|
| | 31 March 2022 | 31 March 2021 |
| Advances from customers | 284.45 | 17.55 |
| Statutory dues | 7.12 | 8.73 |
| Total | 291.57 | 26.28 |

Gleam Fabmat Limited

CIN: L28999DL2018PLC335610

Notes to the financial statements for the year ended 31 March 2022

(All amounts in ₹ lacs, unless otherwise stated)

9 Property, plant and equipment

| Particulars | Gross Block | | | Accumulated Depreciation | | | Net Block | | |
|----------------------|-----------------|-----------|-----------|--------------------------|-----------------|---------------|-----------|-----------------|---------------|
| | 1 April 2021 | Additions | Disposals | 31 March 2022 | 1 April 2021 | For the year | Disposals | 31 March 2022 | 31 March 2022 |
| Office Equipments | 1,71,441 | - | - | 1,71,441 | 84,150 | 32,574 | - | 1,16,724 | 54,717 |
| Furniture & Fixtures | 40,562 | - | - | 40,562 | 10,110 | 3,853 | - | 13,963 | 26,599 |
| Computers | 90,998 | - | - | 90,998 | 72,604 | 28,816 | - | 1,01,420 | 10,422 |
| | 3,03,000 | - | - | 3,03,000 | 1,66,864 | 65,243 | - | 2,32,107 | 70,894 |

| Particulars | Gross Block | | | Accumulated Depreciation | | | Net Block | | |
|----------------------|-----------------|-----------|-----------|--------------------------|-----------------|---------------|-----------|-----------------|-----------------|
| | 1 April 2020 | Additions | Disposals | 31 March 2021 | 1 April 2020 | For the year | Disposals | 31 March 2021 | 31 March 2021 |
| Office Equipments | 1,71,441 | - | - | 1,71,441 | 51,576 | 32,574 | - | 84,150 | 87,290 |
| Furniture & Fixtures | 40,562 | - | - | 40,562 | 6,257 | 3,853 | - | 10,110 | 30,452 |
| Computers | 90,998 | - | - | 90,998 | 43,788 | 28,816 | - | 72,604 | 18,394 |
| Vehicles | - | - | - | - | - | - | - | - | - |
| | 3,03,000 | - | - | 3,03,000 | 1,01,621 | 65,243 | - | 1,66,864 | 1,36,136 |

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Gleam Fabmat Limited
CIN: L28999DL2018PLC335610

Notes to the financial statements for the year ended 31 March 2022

(All amounts in ₹ lacs, unless otherwise stated)

10 Loans and advances

(Unsecured considered good, unless otherwise stated)

| | Long-term | | Short-term | |
|-------------------------------------|-------------------|-------------------|------------------------|------------------------|
| | As at 31 March | As at 31 March | As at 31 March 2022 | As at 31 March 2021 |
| Security deposits | - | - | - | - |
| Balance with government authorities | - | - | 17.41 | 29.12 |
| Advances to suppliers | - | - | 706.27 | 710.17 |
| Advance Income Tax | - | - | - | 0.06 |
| Total | - | - | 723.68 | 739.35 |

11 Deferred tax asset (net)

| | As at 31 March 2022 | As at 31 March 2021 |
|----------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|
| Deferred tax asset for | | |
| Depreciation | - | - |
| Deferred tax assets on account of | | |
| Tax effect of timing difference (on account in WDV of property, plant & equipment between the IT act and Companies act) | 1.57 | 1.72 |
| Tax effect of timing difference (on account of difference in expense allowable under section 35D of IT act and Companies act) | - | - |
| | 1.57 | 1.72 |
| Deferred Tax Asset (Net) | 1.57 | 1.72 |

12 Inventories

| | As at 31 March 2022 | As at 31 March 2021 |
|------------------------------------------------------------|------------------------|------------------------|
| <i>(As certified by the management)</i> | | |
| Stock-in-Trade (at lower of cost and net realisable value) | 304.44 | 357.87 |
| Total | 304.44 | 357.87 |

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Gleam Fabmat Limited

CIN: L28999DL2018PLC335610

Notes to the financial statements for the year ended 31 March 2022

*(All amounts in ₹ lacs, unless otherwise stated)***13 Trade receivables**

| | As at 31 March 2022 | As at 31 March 2021 |
|--------------------------------------|------------------------|------------------------|
| Secured & Considered Good | - | - |
| Unsecured & Considered Good | 1,003.29 | 1,078.78 |
| Doubtful | | |
| Less : Allowances for doubtful debts | - | - |
| Total | 1,003.29 | 1,078.78 |

Ageing analysis of trade receivables as on 31 March 2022

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|----------------------------------------------------|------------------------------------------------------------|--------------------|---------------|---------------|-------------------|-----------------|
| | Less than 6 months | 6 months to 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade receivables – considered good | 18.50 | 262.74 | 306.60 | 415.45 | - | 1,003.29 |
| Undisputed Trade Receivables – considered doubtful | - | - | - | - | - | - |
| Disputed Trade Receivables considered good | - | - | - | - | - | - |
| Disputed Trade Receivables considered doubtful | - | - | - | - | - | - |
| Total trade receivables | 18.50 | 262.74 | 306.60 | 415.45 | - | 1,003.29 |

Ageing analysis of trade receivables as on 31 March 2021

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|----------------------------------------------------|------------------------------------------------------------|--------------------|---------------|-----------|-------------------|-----------------|
| | Less than 6 months | 6 months to 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Undisputed Trade receivables – considered good | 462.25 | 90.43 | 526.10 | - | - | 1,078.78 |
| Undisputed Trade Receivables – considered doubtful | - | - | - | - | - | - |
| Disputed Trade Receivables considered good | - | - | - | - | - | - |
| Disputed Trade Receivables considered doubtful | - | - | - | - | - | - |
| Total trade receivables | 462.25 | 90.43 | 526.10 | - | - | 1,078.78 |

14 Cash and bank balances

| | As at 31 March 2022 | As at 31 March 2021 |
|------------------------------------------------------------------------------------|------------------------|------------------------|
| Cash and cash equivalents | | |
| Cash on hand | 3.00 | 0.43 |
| Balance with bank | | |
| - in current accounts | 0.13 | 2.74 |
| | 3.13 | 3.17 |
| Other bank balances | | |
| Balance in deposit accounts with original maturity of more but less than 12 months | - | - |
| Total | 3.13 | 3.17 |

15 Other current assets

| | As at 31 March 2022 | As at 31 March 2021 |
|----------------------------|------------------------|------------------------|
| Prepaid expenses | 3.73 | 3.73 |
| Duties & Taxes Recoverable | - | - |
| Total | 3.73 | 3.73 |

Gleam Fabmat Limited

CIN: L28999DL2018PLC335610

Notes to the financial statements for the year ended 31 March 2022

*(All amounts in ₹ lacs, unless otherwise stated)***16 Revenue from operations**

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|----------------------------------------------|-----------------------------|-----------------------------|
| Sale of goods | | |
| Trading in Aluminium & Allied Metal Products | 408.91 | 2,428.21 |
| Trading in Textile Products | - | - |
| Total | 408.91 | 2,428.21 |

17 Other income

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--------------------------------------------|-----------------------------|-----------------------------|
| Liability no longer required, written back | - | - |
| Miscellaneous income | 0.00 | 2.43 |
| Total | 0.00 | 2.43 |

18 Purchases of stock in trade

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|------------------------------------|-----------------------------|-----------------------------|
| Alluminium & Allied Metal Products | 345.69 | 2,494.35 |
| Textile Products | - | - |
| Total | 345.69 | 2,494.35 |

19 (Increase)/decrease in the inventories of stock in trade

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|-----------------------------------------------------------------------|-----------------------------|-----------------------------|
| Stock at the end of the year (A) | 304.44 | 357.87 |
| Stock at the beginning of the year (B) | 357.87 | 259.91 |
| (Increase)/decrease in the inventories of Stock In Trade (B-A) | 53.43 | (97.96) |

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Gleam Fabmat Limited
CIN: L28999DL2018PLC335610

Notes to the financial statements for the year ended March 31, 2022

(All amounts in ₹ laacs, unless otherwise stated)

20 Employee benefits expense

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--------------------------------|-----------------------------|-----------------------------|
| Salaries, allowances and bonus | 0.65 | 7.29 |
| Staff welfare | - | 0.10 |
| Total | 0.65 | 7.40 |

21 Finance cost

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|---------------------------------|-----------------------------|-----------------------------|
| Bank charges | 0.00 | 0.01 |
| Interest charges on cash credit | - | - |
| Total | 0.00 | 0.01 |

22 Depreciation and amortization expense

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|------------------------------------------------|-----------------------------|-----------------------------|
| Depreciation on tangible assets (Refer Note 9) | 0.65 | 0.65 |
| Total | 0.65 | 0.65 |

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Gleam Fabmat Limited
CIN: L28999DL2018PLC335610

Notes to the financial statements for the year ended March 31, 2022

(All amounts in ₹ laacs, unless otherwise stated)

23 Other expenses

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|----------------------------------------|-----------------------------|-----------------------------|
| Accounting charges | 0.80 | 1.48 |
| Advertisement expenses | - | 0.08 |
| Carriage expenses | 3.81 | 2.91 |
| Printing & stationery expenses | 0.08 | 0.25 |
| Director Remuneration | 0.88 | 4.50 |
| Electricity expenses | - | 0.29 |
| Penalty on statutory dues | - | 6.67 |
| GST expenses (reversal of GST input) | - | 4.68 |
| Legal & professional expenses | 0.01 | 0.41 |
| Payment to statutory auditors * | 1.40 | 1.40 |
| Rent | 0.66 | 1.20 |
| ROC fee | - | 0.08 |
| Telephone expenses | 0.38 | 0.15 |
| Travelling expenses | 0.15 | 0.43 |
| Subscription and membership fee | 0.64 | 1.20 |
| Visa credit card | 0.62 | - |
| Misc. expenses | 0.12 | 0.21 |
| Total | 9.56 | 25.94 |
| * Payment to statutory auditors | | |
| Audit fee | 1.40 | 1.40 |
| Tax audit fee | - | - |
| Other expenses | - | - |
| | 1.40 | 1.40 |

24 Earnings per equity share (EPS)

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|------------------------------------------------------------|-----------------------------|-----------------------------|
| Net profit after tax available for equity shareholders (A) | (1.23) | (3.88) |
| Weighted average number of equity shares (B) | 1,00,18,000 | 1,00,18,000 |
| Basic EPS (A/B) | (0.01) | (0.04) |
| Diluted EPS (A/B) | (0.01) | (0.04) |
| Nominal value per equity share (₹) | 10 | 10 |

Gleam Fabmat Limited

CIN: L28999DL2018PLC335610

Notes to the financial statements for the year ended on 31 March 2022*(All amounts in ₹ lacs , unless otherwise stated)***25 Contingent liabilities and capital commitments**

| | For the year ended 31 March 2022 | For the year ended 31 March 2021 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|
| (a) Contingent liabilities | | |
| - Outstanding Bank Guarantees | - | - |
| - Claim received but not acknowledged by the Company | - | - |
| (b) Estimated amount of contracts remaining to be executed on capital account and not provided for | - | - |
| (c) The Company has commitments for services, purchase of goods and employee benefits, in normal course of business. The Company does not have any long-term commitments/contracts including derivative contracts for which there will be any material foreseeable losses. | | |

26 Related party disclosures**(a) Enterprises exercising significant control :**

Holding company : NA

(b) Key management personnel (KMP)

Mr. Anil Kumar Gupta – Whole Time Director (from 4 August 2018)

Mrs. Puspha Gupta – Director (from 20 June 2018)

Mr. Amit Gupta – Managing Director and Chief Finance Officer (from 28 December 2018)

Mr. Arun Gupta – Whole Time Director (from 20 June 2018)

Mr. Ankit Rastogi – Director (from 28 December 2018)

Mr. Kapil Sharma – Director (from 28 December 2018)

Ms. Meenu Sharma – Company Secretary (from 28 October 2020; till 16 March 2021)

Mr. Arjun Dhingra – Company Secretary (from 27 March 2021)

Ms. Garima Gupta – Relative

Mr. Sonu Aggarwal – Relative

Ms. Anita Aggarwal – Relative

(c) Enterprises over which any person described in (d) is able to exercise significant influence

-M/s J. P. Metals (Proprietor Mr, Anil Kumar Gupta)

(d) Transactions with related parties during year

| Nature of transactions | For the year ended 31 March 2022 | For the year ended 31 March 2021 |
|--------------------------------------------------------------|-------------------------------------|-------------------------------------|
| Equity contribution from (including security premium) | | |
| Mr. Anil Kumar Gupta | 125.50 | 125.50 |
| Mrs. Pushpa Gupta | 1.00 | 1.00 |
| Mr. Amit Gupta | 286.75 | 286.75 |
| Mr. Arun Gupta | 276.25 | 276.25 |
| Ms. Garima Gupta | 0.10 | 0.10 |
| Mr. Sonu Aggarwal | 20.10 | 20.10 |
| Ms. Anita Aggarwal | 20.10 | 20.10 |
| Unsecured borrowing from | | |
| Mr. Anil Kumar Gupta | 302.14 | 302.14 |
| Mrs. Pushpa Gupta | 0.62 | 0.62 |
| Mr. Amit Gupta | 8.71 | 8.71 |
| Mr. Arun Gupta | 1.40 | 1.40 |
| Remuneration Paid | | |
| Mr. Anil Kumar Gupta | 0.88 | 1.80 |
| Mr. Amit Gupta | - | 0.90 |
| Mr. Arun Gupta | - | 1.80 |
| Ms. Meenu Sharma | - | 0.63 |
| Mr. Arjun Dhingra | 0.65 | - |

Notes to the financial statements for the year ended on 31 March 2022

(All amounts in ₹ lacs , unless otherwise stated)

27 Expenditure / Earning in foreign currency (on accrual basis)

| Particulars | For the year ended 31 March 2022 | For the year ended 31 March 2021 |
|---------------------------------|-------------------------------------|-------------------------------------|
| Expenditure in foreign currency | - | - |
| Earning in foreign currency | - | - |

28 Consequent to the Accounting Standard (AS) 22 - "Accounting for Taxes on Income" issued by The Institute of Chartered Accountants of India being mandatory, the Company has recorded the effects for deferred taxes.

| | For the year ended 31 March 2022 | For the year ended 31 March 2021 |
|----------------------------------------------------------------------------|-------------------------------------|-------------------------------------|
| Net deferred tax expenses has been shown in the statement of profit & loss | 0.15 | 2.52 |

29 Taxes on Income

The Break-up of Deferred Tax Assets and Liability into major components are as under:

| Particulars | For the year ended 31 March 2022 | Changes during the year | For the year ended 31 March 2021 |
|------------------------------------------|-------------------------------------|----------------------------|-------------------------------------|
| Deferred Tax Assets on account of | | | |
| Disallowance as per IT Act | - | - | - |
| Accumulated Losses | - | - | - |
| Total | - | - | - |
| Less: Deferred Tax Liability for | | | |
| Depreciation | -1.57 | 0.15 | -1.72 |
| Total | -1.57 | 0.15 | -1.72 |
| Net Deferred Tax Assets | 1.57 | -0.15 | 1.72 |

30 Dues to small and micro enterprises pursuant to section 22 of the micro, small and medium enterprises development ('MSMED') act, 2006 #:

| | For the year ended 31 March 2022 | For the year ended 31 March 2021 |
|-----------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|
| Principal amount due to suppliers registered under the MSMED Act and remaining | - | - |
| Interest due to suppliers registered under the MSMED Act and remaining unpaid as | - | - |
| Principal amounts paid to suppliers registered under the MSMED Act, beyond the | - | - |
| Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along | - | - |
| with the amount of the payment made to the suppliers and service providers beyond | - | - |
| Interest paid, under Section 16 of MSMED Act, to suppliers registered under the | - | - |
| MSMED Act, beyond the appointed day during the year. | - | - |
| Interest paid, other than under Section 16 of MSMED Act, to suppliers registered | - | - |
| under the MSMED Act, beyond the appointed day during the year. | - | - |
| Amount of interest due and payable for the year of delay in making payment (which | - | - |
| have been paid but beyond the appointed day during the year) but without adding the | - | - |
| Interest accrued and remaining unpaid as at the end of year. | - | - |
| Amount of further interest remaining due and payable even in the succeeding years, | - | - |
| until such date when the interest dues above are actually paid to the small enterprise, | - | - |
| for the purpose of disallowance of a deductible expenditure under section 23 of the | - | - |

The details of amounts outstanding to micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 are as per available information with the

31 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and postemployment received Presidential assent on 28th September 2020 and has been published in the Gazette of India. However, the date on which the provisions of the Code will come into effect has not been notified. Further, related Schemes and Rules are also awaited. The Company will evaluate the impact of the code after it has been notified.

32 In opinion of the Board, the loans & advances and other current assets have a value, which if realized in the ordinary course of business, will not be less than the value stated in the Balance Sheet.

Notes to the financial statements for the year ended on 31 March 2022

(All amounts in ₹ lacs, unless otherwise stated)

- 33 The Company has not obtained Actuarial Valuation with regards to Employee's terminal benefits i.e., Gratuity and Leave Encashment as mandated by Accounting Standard 15 issued by the Institute of Chartered Accountants of India. In view of lesser number of employees on rolls, the Company has made provision for these benefits on actual basis as on the Balance Sheet date.
- 34 Balance appearing under loans & advances, trade receivables, trade payables, current assets and current liabilities are subject to confirmations in certain cases.
- 35 The Company has not maintained the adequate records for the inventory lying as stock in trade. In the absence of quantitative details, valuation of these stocks is not ascertainable/measured. We have relied on the representation made to us by the management.
- 36 The company is in process of reconciliation of GST input tax credit between credit lying in books and credit available in GSTR-2A at GST portal. Any discrepancies / loss of credit arise out of such reconciliation, if any, is presently not ascertainable.
- 37 During the year, the Company has conducted physical verification of its property, plant and equipment in order to ensure their location, existence and assess their working condition. No discrepancies have been reported during such verification.
- 38 Management's assessment on impact of COVID-19**
The outbreak of Corona virus disease (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The management has considered the possible effects that may result from the pandemic on the carrying amount of receivables, loans/advances, investments and other assets / liabilities. Based on the current indicators of future economic conditions, the management expects to recover the carrying amount of these assets. However, the management will continue to closely monitor any material changes to future economic conditions.
- 39 The Company was having credit facility of Rs. 2 crores with Axis Bank Limited and defaulted in payment of demands raised by the bank. The aggregate amount of Rs. 2.06 crores was outstanding as on the date of balance sheet and the same was carried since 31st December 2019. The bank has applied to the Debt Recovery Tribunal ("DRT") for recovery of outstanding dues. As per the order dated on 21st December 2020 in DRT-III, Delhi, the Company is restrained from selling, transferring or otherwise creating third party interest with regards to mortgaged property (i.e. Commercial Shop of Mrs. Puspha Gupta, Director) until further orders. The aforesaid matter is pending for next hearing before DRT and the next hearing date is 1st June 2022.

Since the matter under consideration before Debt Recovery Tribunal-III, Delhi for recovery of overdue payments of credit facility from Axis Bank Limited, therefore, the Company has not made any provision for interest payable on the outstanding amount.

40 Additional regulatory information

- (i) There are no proceedings that have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended from time to time) (earlier Benami Transactions (Prohibition) Act, 1988) and the rules made thereunder.
- (ii) The Company has declared as defaulter by Axis Bank Limited and the bank had applied to the Debt Recovery Tribunal for recovery of outstanding dues. The details of the same is mentioned in Note No. 39.
- (iii) There are no transactions / relationship with struck off companies.
- (iv) The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961). Further, there was no previously unrecorded income and no additional assets were required to be recorded in the books of account during the year.
- (v) The Company has neither traded nor invested in Crypto currency or Virtual Currency during the year ended March 31, 2022. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.
- (vi) The Company has not granted any loans or advances in the nature of Loans to the promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person which are repayable on demand or without specifying any terms or year of repayment (March 31, 2021: Nil).
- (vii) Valuation of PP&E, intangible asset and investment property: The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current year.
- (viii) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, and there are no companies beyond the specified layers.

(ix) Analytical Ratios

| Ratio | Numerator | Denominator | For the year ended 31 March 2022 | For the year ended 31 March 2021 |
|-----------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|-------------------------------------|-------------------------------------|
| - Current ratio (in times) | Total current assets | Total current liabilities | 2.68 | 2.41 |
| - Debt equity ratio (in times) | Total debts | Shareholders' Equity | 0.30 | 0.30 |
| - Debt service coverage ratio (in times) | Earnings available for debt service (Net profit before taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other non cash adjustments) | Debt service (Interest & lease payments + principal repayments) | (144.66) | 115.73 |
| - Return on equity ratio (in %) | Profits for the year less preference dividend (if any) | Average shareholder's equity | -0.12% | -0.39% |
| - Inventory turnover ratio (in times) | Revenue from operations | Average inventory | 1.34 | 6.79 |
| - Trade receivables turnover ratio (in times) | Revenue from operations | Average trade receivable | 0.41 | 2.25 |
| - Trade payables turnover ratio | Cost of traded goods and other expenses | Average trade payables | 1.46 | 3.86 |
| - Net capital turnover ratio (in times) | Revenue from operations | Average working capital | 0.32 | 1.90 |
| - Net profit ratio (in %) | Profit for the year | Revenue from operations | -0.30% | -0.16% |
| - Return on capital employed (in %) | Profit before tax and finance costs | Capital employed | -0.08% | 0.02% |
| - Return on investment (in %) | Income generated from invested funds | Average invested funds | -0.12% | -0.39% |

Gleam Fabmat Limited
CIN: L28999DL2018PLC335610

Notes to the financial statements for the year ended on 31 March 2022

(All amounts in ₹ lacs , unless otherwise stated)

- 41 The Company has a single reportable segment for the purpose of Accounting Standard 17.
- 42 During the year, the registration under Goods and Service Tax Act of Delhi State has been cancelled by the GSTIN vide Order ID ZA070821027560S dated 06 August 2021 on account of registered premises not found during their physical verification and the same is inactive as on the date of the financial statement. Therefore, no sale and purchase have been made after the cancellation order.
- 43 Figures for the previous year have been regrouped/reclassified/reinstated, wherever considered necessary.

This is the summary of significant accounting policies and other explanatory information referred to in our report of even date.

For **Kapish Jain & Associates**
Chartered Accountants
Firm Registration No.: 022743N

Sd/-
Kapish Jain
Partner
Membership No.: 514162

Place: New Delhi
Date: 30 May 2022

For and on behalf of the Board of Directors of
Gleam Fabmat Limited

Sd/-
Amit Gupta
Managing Director & CFO
DIN: 03038181

Sd/-
Arun Gupta
Whole Time Director
DIN:05123174

Sd/-
Arjun Dhingra
Company Secretary
Membership No. 61899

GLEAM FABMAT LIMITED

CIN U28999DL2018PLC335610

NOTES TO ACCOUNTS ON STANDALONE FINANCIAL STATEMENTS

1 CORPORATE INFORMATION

Gleam Fabmat Limited (“the Company”) is a limited company incorporated under Indian Companies Act, 2013, having its registered office at 5504/15, Ground Floor, Basti Harpool Singh, Sadar Bazar, Delhi-110006. The Company is in the business of trading of aluminum, scrap material and textiles goods.

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting and Preparation of the Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (“GAAP”) and in accordance with the applicable Accounting Standards (“AS”) as specified under Section 133 of the Companies Act, 2013 (“the 2013 Act”) and the relevant provisions of the 1956 Act / 2013 Act, as applicable. The financial statements of the Company are prepared under the historical cost convention using the accrual method of accounting. The accounting policies adopted in the preparation of the financial statements are consistent with those of the previous year. All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in Schedule III to the 2013 Act.

(b) Use of Estimates

The presentation of the financial statements, in conformity with Indian GAAP, requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable, future results could differ, the differences between the actual results and the estimates are recognized in the period in which the results are known / materialize.

(c) Property, plant and equipment (PPE)

Tangible assets are carried at cost less accumulated depreciation and accumulated impairment losses, if any. Cost comprises of the purchase price including import duties and non-refundable taxes, and directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management. Capital expenditure incurred on rented properties is classified as ‘Leasehold improvements’ under property, plant and equipment.

Subsequent costs related to an item of Property, Plant and Equipment are recognized in the carrying amount of the item if the recognition criteria are met. Items of Property, Plant and Equipment that have been retired from active use and are held for disposal are stated at the lower of their net carrying amount and net realizable value and are shown separately in the financial statements under the head ‘Other current assets’. Any write-down in this regard is recognized immediately in the Statement of Profit and Loss. An item of Property, Plant and Equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising on derecognition is recognized in the Statement of Profit and Loss.

Depreciation on tangible asset is recognized on a straight line basis based on a useful life of the assets prescribed in Schedule II to the Act. If the management’s estimates of the useful life of an asset at the time of acquisition of assets or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid schedule, depreciation is provided at a higher rate owing to their risk of higher obsolesce / wear & tear. The useful life of the assets has been reassessed based on the number of years for which the assets have already been put to use and the estimated minimum balance period for which the assets can be used in the Company. The estimated life of property, plant and equipment has been determined as follows:

GLEAM FABMAT LIMITED

CIN U28999DL2018PLC335610

Estimated useful life has been tabulated below:

| Nature of Assets | Useful Life (In years) |
|-------------------------|-------------------------------|
| Vehicles | 10 |
| Office Equipment | 5 |
| Computer | 3 |
| Furniture & Fixture | 10 |

No further depreciation is provided in respect of assets that are fully written down but are still in use.

Leasehold land in the nature of perpetual lease is not amortised. Other leasehold land are amortised over the period of the lease. All property, plant and equipment individually costing less than ₹5,000/- are fully depreciated in the year of purchase.

(d) Intangible assets

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible asset will not exceed fifteen years from the date when the asset is available for use is considered by the management. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognized as income or expense in the Statement of Profit and Loss. The estimated useful lives of intangible assets are as follows:

| Nature of Assets | Useful Life (In years) |
|-------------------------|-------------------------------|
| Software | 3 |

(e) Impairment

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss account. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

(f) Investment

Investments are classified between long term and current categories as per the Accounting Standards issued by Institute of Chartered Accountants of India.

Long term investments are stated at cost. Provision for diminution in the value of investments, if any, is made if the decline in value is of permanent nature. Current investments are valued at lower of cost or market value.

As a conservative and prudent policy, the Company does not provide for increase in the book value of individual investment held by it on the date of Balance Sheet.

GLEAM FABMAT LIMITED

CIN U28999DL2018PLC335610

(g) Inventories

The figure of closing stock is taken on the basis of physical count of stock by the management at the end of the year.

Inventories are valued at lower of historical cost and net realizable value.

Cost of inventories have been computed to include all costs of purchases, cost of conversion, all non-refundable duties & taxes and other costs incurred in bringing the inventories to their present location and condition.

Stock-in-trade are based on weighted average cost basis.

Obsolete, slow moving and defective inventories are valued at net realizable value i.e. scrap rate.

Goods in transit are stated at actual cost incurred up to the date of Balance Sheet.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated cost necessary to make the sale. Necessary adjustment for shortage / excess stock is given based on the available evidence and past experience of the Company.

(h) Revenue Recognition

1) Revenue from sale of product

Revenue is recognized in respect of sales on dispatch of product from warehouse to customers. Quality rebates, claims and other discounts, if any, are disclosed separately.

2) Revenue from sale of services

Revenue in respect of service rendered is recognised, on accrual basis net of Goods and Service Tax and discounts, as and when the service are performed as per the contractual terms agreed with the customer and when it is reasonably certain that the ultimate collection will be made.

3) Other revenue

Interest on bank deposits is recognized on the time proportion basis taking into account the amounts invested and the rate of interest as applicable.

Dividend income on investment is accounted for when the right to receive the dividend is established. Profit/Loss on sale of mutual funds is recognized when the title to mutual funds ceases to exist.

(i) Employee Benefits

1) Gratuity

Gratuity is calculated in the manner prescribed under Income Tax Act, 1961 and is recognized as expense on actual payment basis.

2) Other Short Term Benefits

Other short-term benefits are recognized as expenses on actual payment basis for the period during which services are rendered by the employee.

GLEAM FABMAT LIMITED

CIN U28999DL2018PLC335610

(j) Foreign currency transactions

Initial recognition

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

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange differences

Exchange differences arising on the settlement of monetary items or on restatement of the Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise other than of the capitalisation of exchange differences which is referred to in PPE above.

(k) Taxation

The tax expense comprises of current tax and deferred tax. Current tax is the amount of income tax determined to be payable in respect of taxable income for a period as per the provisions of Income Tax Act, 1961. Deferred tax is the effect of timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are reviewed at each balance sheet date and recognised/derecognised only to the extent that there is reasonable/virtual certainty, depending on the nature of the timing differences, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Minimum Alternate Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is not reasonably certain that the Company will pay normal income tax during the specified period.

(l) Contingent liabilities and provisions

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

A disclosure is made for a contingent liability when there is a:

GLEAM FABMAT LIMITED

CIN U28999DL2018PLC335610

- a) possible obligation, the existence of which will be confirmed by the occurrence/non-occurrence of one or more uncertain events, not fully within the control of the Company;
- b) present obligation, where it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation;
- c) present obligation, where a reliable estimate cannot be made.

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

(m) Earnings per share

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

(n) Cash, Cash Equivalents and Bank Balances

Cash, Cash Equivalents and Bank Balances for the purpose of Cash Flow Statement comprise Cash at Bank, Cash in Hand, Cheques / Drafts in Hand, Deposits with Bank within 12 months maturity and other permissible instruments as per Accounting Standard AS-3.

(o) Others

Amounts related to previous years, arisen / settled during the year have been debited / credited to respective heads of accounts.

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