

“TOGETHER WE’LL DO IT”



CUSTOMER CENTRICITY TECHNOLOGICAL EDGE
LEVERAGING NEW OPPORTUNITIES
OPERATIONAL EXCELLENCE
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PASSIONATE PEOPLE
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PASSIONATE PEOPLE TECHNOLOGICAL EDGE
LEVERAGING NEW OPPORTUNITIES

PROGRESS OVER THE YEARS

GRP's core values and a core purpose remain fixed while their business strategies and practices endlessly adapt to a changing world. The dynamics of preserving the core while stimulating progress is the reason, GRP is able to renew itself and achieve superior long-term performance.

GRP, as an organisation, is committed to providing sustainable solutions. We have derived ways and means of contributing towards a cleaner, greener planet through our various business offerings.



Significant Financial Indicators For Last Five Years

(₹ In lakhs)

	Years ended 31 st March				
	2012	2013	2014	2015	2016
Total Income	25,303	28,134	31,199	34,638	31,508
Operating Profit	4,532	2,786	3,021	2,574	2,458
Profit After Tax	2,580	1,175	1,082	887	802
Net Worth	8,790	9,726	10,559	11,247	11,888
Borrowed Funds	7,628	9,027	8,498	6,722	6,760
Fixed Assets (Gross)	14,370	18,443	19,360	20,140	21,584
Net Current Assets	2,277	940	755	500	1,129
Book Value Per Share (₹)	659	729	792	844	892
Earning Per Share (₹)	192.91	87.79	81.20	66.51	60.12
Dividend (%)	330	150	160	112.50	100
Ratios:					
Debt Equity	0.61	0.75	0.66	0.47	0.47
Operating Profit To Sales	18%	10%	10%	7%	8%
Interest Coverage	12	5	5	6	7

CIN	L25191GJ1974PLC002555
BOARD OF DIRECTORS	Kandathil M.Philip, Chairman (Emeritus) Dr. Peter Philip, Chairperson Rajendra V. Gandhi, Managing Director Harsh R.Gandhi, Executive Director Mahesh V.Gandhi Rajeev M. Pandia Apurva R. Shah Nayna R. Gandhi Alpana Parida Shah (w.e.f. 20 th May, 2016) Bhagwandas T. Doshi (up to 20 th May, 2016)
AUDITORS	A.B.Modi & Associates Chartered Accountants Mumbai
BANKERS	HDFC Bank Ltd., Citibank NA
REGISTERED OFFICE	Plot No.8, G.I.D.C. Estate, Ankleshwar – 393 002 Dist. Bharuch (Gujarat)
WORKS	Ankleshwar & Panoli (Gujarat), Akkalkot Road & Chincholi Solapur (Maharashtra), Perundurai (Tamilnadu)
CORPORATE OFFICE	510, 'A' Wing, Kohinoor City Commercial I, Kiroi Road, Off.L.B.S. Marg, Kurla (W), Mumbai – 400 070.
SHARES LISTED ON	Bombay Stock Exchange Ltd. National Stock Exchange of India Ltd.
REGISTRAR & TRANSFER AGENTS	Universal Capital Securities Pvt.Ltd. 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.
ISIN No.	INE137I01015
E-mail	investor.relations@grpweb.com
Web Site	www.grpweb.com

CIN : L25191GJ1974PLC002555

Registered Office: Plot No.8, GIDC Estate, Ankleshwar - 393 002 Dist. Bharuch, Gujarat.

Tel No.: 022 67082500 / 2600, Fax : 022 67082599

e-mail id : investor.relations@grpweb.com, website:www.grpweb.com

NOTICE

NOTICE is hereby given that the **FORTY SECOND ANNUAL GENERAL MEETING** of the Members of **GRP LIMITED** will be held at the Registered Office of the Company at Plot No.8, GIDC Estate, Ankleshwar - 393 002, Dist. Bharuch, Gujarat State on **Wednesday, 21st September, 2016 at 12.30 p.m.** to transact the following business :

Ordinary Business:

1. a) To consider and adopt the audited financial statement of the company for the financial year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon.
- b) To consider and adopt the audited consolidated financial statement of the company for the financial year ended 31st March, 2016.
2. To declare dividend on equity shares for the financial year 2015 -16.
3. To appoint a director in place of Mahesh V. Gandhi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To reappoint M/s.A.B.Modi & Associates, Chartered Accountants, the retiring auditors of the company as Auditors, who shall hold office from the conclusion of this Annual General meeting until the conclusion of the next Annual General meeting and to authorize Board of Directors to fix their remuneration.

Special Business:

5. To consider and if thought fit, to pass with or without modification, the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Alpana Parida (DIN:06796621), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 20th May, 2016, and who holds office up to the date of forthcoming annual general meeting under Section 161 of the Companies Act, 2013, and in respect of whom Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Smt. Alpana Parida as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to 19th May, 2021, not liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) subject to such sanctions as may be necessary, the approval of the Company be and is hereby accorded to the reappointment of Shri Rajendra V. Gandhi, (DIN : 00189197) as Managing Director of the Company for a period of three years with effect from 1st August, 2016 upon the terms and conditions as to remuneration, perquisites, allowances and benefits as set out in the draft agreement proposed to be entered into between the company and Shri Rajendra V. Gandhi, a copy whereof is placed before this meeting and is hereby specifically approved.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to vary / increase the remuneration as aforesaid to the extent the Nomination and Remuneration Committee and / or the Board of Directors may consider appropriate, provided however, that the remuneration payable to Shri Rajendra V. Gandhi as Managing Director shall be within the limits set out in that behalf in the said Act including Schedule V to the Act or any amendments thereto or any modifications or statutory re-enactment(s) thereof and / or any Rules or Regulations framed thereunder, and the terms of the said agreement shall be suitably modified to give effect to such variation or increase, as the case may be.”

“RESOLVED FURTHER THAT during the currency of the tenure of Shri Rajendra V. Gandhi as Managing Director, where in any financial year, the company has no profits or its profits are inadequate, the company do pay to Shri Rajendra V. Gandhi, Managing Director, remuneration by way of salary, commission, perquisites and allowances as specified above as per the applicable provisions of the said Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) including Schedule V thereto (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to execute all Agreements and other documents and take such steps expedient or necessary to give effect to the above resolutions.”

7. To consider and if thought fit, to pass with or without modification, the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), an amount not exceeding one per cent (1%) of the net profits of the Company for a particular financial year computed in the manner specified under Section 198 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), be paid and distributed to the directors of the Company or some or any of them (other than the Managing Director, Executive Director and the Whole-time Director, if any) as remuneration by way of Commission, in addition to the sitting fees for attending the Meetings of the Board of Directors and/or any Committee thereof, of such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors as it may deem fit, for a period of five years w.e.f. financial year 2016-17.”

NOTES :

- a. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions / authority, as applicable. Member / Proxies should bring the duly filled attendance slip enclosed herewith to attend the meeting. The proxy holder shall prove his / her identity at the time of attending the meeting.
- b. The Register of Members and Transfer Books of the company will be closed from Thursday, 15th September, 2016 to Wednesday 21st September, 2016, both days inclusive.
- c. If the dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made credited / dispatched within 30 days from 21st September, 2016.
 - i) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of business hours on 14th September, 2016.
 - ii) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 14th September, 2016.
- d. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service, Electronic Clearing Service, mandates, nominations, power of attorney, change of address, change of name and e-mail address etc., to their Depository Participant. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Universal Capital Securities Pvt. Ltd. (UCS) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to UCS.
- e. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or UCS for assistance in this regard.
- f. Members holding physical shares in identical order of names in more than one folio are requested to send to the Company or UCS the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
- g. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- h. The unclaimed dividend up to the financial year ended 31st March, 1995 have been transferred to the General Revenue Account of the Central Government pursuant to Section 205A (5) of the Companies Act, 1956. Members, who have not encashed their dividend warrants up to the financial year ended 31st March, 1995 are requested to claim the same from the Registrar of Companies, Gujarat at Ahmedabad.
- i. Pursuant to Section 205A and 205C of the Companies Act, 1956, any dividend remaining unclaimed with the Company on the expiry of 7 (seven) years from the date of its transfer to the unclaimed / unpaid account, will be transferred to the Investors Education and Protection Fund (IEPF) set up by the Central Government. Accordingly, unclaimed dividends for the financial year ended 31st March, 1995 to 31st March, 2008 and unclaimed interim dividend for the financial year ended 31st March, 2009 have been transferred to the said fund. Members, who have not encashed their dividend warrant(s) so far, for the final dividend for the financial year ended 31st March, 2009 and for the interim and final dividends for subsequent financial years, are requested to make their claims to the Company or to UCS. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall lie against the Company in respect of any amounts which were unclaimed for a period of seven years from the dates that they first become due for payment and no payment shall be made by the company in respect of any such claims.
- j. As required by the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, brief profile of the Directors proposed to be appointed / re-appointed at the annual general meeting is given below:

Name of the Director	Rajendra V. Gandhi	Smt. Alpana Parida	Mahesh V. Gandhi
Date of birth	17 th December, 1949	22 nd January, 1963	10 th February, 1944
Date of appointment	1 st August, 2013	20 th May, 2016	29 th June, 1974
Experience in specific functional areas	Varied experience of more than 45 years in rubber industry.	Experience of more than 30 years in the field of marketing and Brand Development.	Experience of more than 30 years as director in other companies.
Qualification	Graduate Engineer from the Indian Institute of Technology (IIT, Mumbai),	Graduate from IIM (Ahmedabad) and Bachelor's Degree in Economics	Graduate.
Directorship held in other public companies (excluding GRP Limited)	1) Grip Polymers Ltd. 2) Steelcast Limited	1) Cosmo Films Limited 2) S. H. Kelkar and Company Limited 3) Prime Securities Limited 4) DMA Yellow Works Ltd.	1) Indo – Nippon Chemical Co. Ltd

Memberships / Chairpersonship of committees of all public companies	Chairperson of the Board Committee: 1) Steelcast Ltd. • Audit Committee Membership of the Board Committee: 1) GRP Ltd. • Stakeholders Relationship Committee • CSR Committee 2) Steelcast Ltd. • Audit Committee • Nomination & Remuneration Committee • Stakeholders Relationship Committee • CSR Committee	Chairperson of the Board Committee: None Membership of the Board Committee: 1) Cosmo Films Ltd. • Stakeholder Relationship Committee • CSR Committee 2) S. H. Kelkar and Co.Ltd. • Nomination & Remuneration Committee 3) Prime Securities Ltd. • Audit Committee • Stakeholder Relationship Committee	----
No. of shares held in the company	22335	Nil	62500

- k. Electronic copy of the following documents : i) Annual Report for the financial year 2015-16 ii) Notice of the 42nd Annual General meeting of the company *inter alia* indicating the process and manner of e-voting iii) Attendance slip and proxy form for the 42nd Annual General meeting, are being sent by email to all the members whose email IDs are registered with the company / depository participants for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of all the aforesaid documents is being sent by the permitted mode.
- l. Notice of the 42nd Annual General meeting, attendance slip, proxy form and the annual report for the financial year 2015-16 is also available on the website of the company www.grpweb.com. Route map and prominent land mark for easy location of the venue of this meeting is attached separately and the same is also hosted on the website of the company.
- m. All documents referred to in the accompanying notice and the explanatory statement shall be available for inspection at the registered office of the company at Ankleshwar during normal business hours (9 am to 5 pm) on all working days except Saturdays and Sundays, till the date of the Annual General Meeting.
- n. **Voting through electronic means :**
- i. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the company has provided to the members facility to exercise their right to vote on resolutions proposed to be considered at the 42nd Annual General meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using e-voting system from a place other than the venue of the AGM (remote e-voting) will be provided by National Securities Depository Ltd. (NSDL).
 - ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall have the option to exercise their right to vote at the meeting through ballot paper.
 - iii. Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - iv. Remote e-voting period commences on 18th September, 2016 (9 am) and ends on 20th September, 2016 (5 pm). During this period, members of the company, as on the cut-off date of 14th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - v. The process and manner of remote e-voting are as under :
 - I. In case a member receives an email from NSDL (for members whose email IDs are registered with the company / depository participants) :
 - a) Open email and open PDF file, viz: "GRP Ltd. remote e-voting.pdf" with your client ID or folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 - b) Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com>
 - c) Click on shareholder login
 - d) Put user ID and password as initial password / PIN noted in step (a) above. Click login.
 - e) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. Do not share your password with any other person and take utmost care to keep your password confidential.

- f) Home page of remote e-voting opens. Click on remote e-voting : Active Voting Cycles.
 - g) Select "EVEN" of GRP Ltd.
 - h) Now you are ready for remote e-voting as Cast Vote page opens.
 - i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j) Upon confirmation, the message "Vote Cast Successfully" will be displayed.
 - k) Once you have voted on resolution, you will not be allowed to modify your vote.
 - l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant board resolutions / authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through email to shah_cr@yahoo.co.in with a copy marked to evoting@nsdl.co.in
- II. In case a member receives physical copy of the notice of AGM (for members whose email IDs are not registered with the company / depository participants or requesting physical copies):
- a) Initial password is provided as below at the bottom of the attendance slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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 - b) Please follow all steps from serial No.(b) to serial No.(l) of I above, to cast vote
- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on toll free No.1800 222 990.
 - vii. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/PIN for casting your vote.
 - viii. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication.
 - ix. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date of 14th September, 2016.
 - x. Any person who acquires shares of the company and become member of the company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. 14th September, 2016, may obtain the login ID and password by sending a request to email ID evoting@nsdl.co.in or to email ID investor.relations@grpweb.com. However if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com.
 - xi. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - xii. Chetan R. Shah, Practicing Company Secretary (Membership No.FCS 2703) (email ID : shah_cr@yahoo.co.in) has been appointed as the Scrutinizer to scrutinize the remote e-voting and ballot paper voting process, in a fair and transparent manner.
 - xiii. The Chairperson of the AGM shall at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - xiv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the AGM or a person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith.
 - xv. The results declared along with the report of the Scrutinizer shall be placed on the website of the company www.grpweb.com and on the website of NSDL immediately after declaration of results by the Chairperson of AGM or a person authorised by him in writing. The results and the report shall also be immediately forwarded to the Stock Exchange/s, where the shares of the company are listed.

By Order of the Board of Directors

Place : Mumbai
Date : 20th May, 2016

Rajendra V. Gandhi
Managing Director

Registered Office: Plot No. 8, GIDC Estate, Ankleshwar – 393 002 Dist. Bharuch, Gujarat

Annexure to the Notice

Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 relating to the business set out in the accompanying Notice.

Item No.5:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Smt. Alpana Parida as an Additional Director with effect from 20th May, 2016, to hold office as Director till the date of the forthcoming Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Smt. Alpana Parida will hold office up to the date of forthcoming Annual General Meeting. The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs.1,00,000/- proposing the candidature of Smt. Alpana Parida for the office of Independent director

Smt. Alpana Parida, being eligible, this resolution seeks the approval of the members for her appointment as Independent director, for a period of five years from 20th May, 2016 to 19th May, 2021, and that she shall not be liable to retire by rotation during this tenure.

The Company has received from Smt. Alpana Parida (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) A declaration to the effect that she meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Smt. Alpana Parida, fulfils the conditions specified in the Companies Act, 2013, and Rules made thereunder for her appointment as an Independent Director of the Company, and is Independent of the Management. A copy of the draft letter for the appointment of Smt. Alpana Parida, as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail the services of Smt. Alpana Parida as an Independent Director.

Smt. Alpana Parida is graduate from IIM (Ahmedabad) in 1985 and has a Bachelor's degree in Economics from St. Stephen's College, Delhi University. Over a 30 year marketing career, spanning USA and India; Smt. Alpana Parida has long believed that advertising no longer sells products and strong brands are built in culture. She helms India's largest brand Strategy & Brand Design that has clients from PepsiCo, L&T, Mahindra, Godrej, NDDB and many others. She has worked in the United States as the CMO of a Natural Food Brand and later with Tanishq (A TATA Company) as Director Marketing & Merchandising, being responsible for profitability of a retail chain of over 200 stores. At DY Works, she has worked to define strategic design as a business driver for the last 6 years – winning prestigious accounts such as the branding of the Shanghai based BRICS bank and India's first smart city branding for Aurangabad. She is a regular speaker at global Semiotics conferences and a columnist on the power of design, she has long evangelized the power of the brand for market building.

The Board of Directors accordingly recommend the resolution for your approval.

None of the Directors or Key Managerial Personnel or their respective relatives, except Smt. Alpana Parida, to whom the resolution relates, are in any way concerned or interested, financially or otherwise in this resolution.

Item No. 6 :

Under the guidance and mentorship of Mr.Rajendra V. Gandhi, Managing Director, Company has successfully entered into Joint venture agreement with Marangoni S.p.a. He has been appointed as the President of Indian Rubber Manufacturers' Research Association (IRMRA) for a period of 3 years starting December 2015. The IRMRA is a premier research body of the Rubber Industry supported by the Government of India, under the Ministry of Commerce. The appointment of Mr. Rajendra V. Gandhi as the president is a mark of goodwill that he enjoys in the Indian rubber industry and the respect he commands from peers across the industry and in the ministry. He is the first individual from the non-tyre sector to be appointed to this position.

Considering the business expertise, experience and in view of the substantial contribution made by him for the growth, progress and financial stability of the company, the Board of Directors at its meeting held on 20th May, 2016, on the recommendation of the Nomination and Remuneration Committee, has decided that subject to approval of the shareholders by way of a special resolution and subject to such other approval/s as may be necessary, Rajendra V. Gandhi be reappointed as Managing Director for a further period of three years with effect from 1st August, 2016 upon the terms and conditions as to remuneration, perquisites, allowances and benefits as mentioned in the draft agreement proposed to be entered into between the company and Rajendra V. Gandhi.

The requisite declaration regarding fulfilment of conditions mentioned in part I of Schedule V of the Companies Act, 2013 has been received from Rajendra V. Gandhi.

His office shall be liable to retirement of directors by rotation as per the relevant provisions of the Companies Act, 2013.

The Board of Directors accordingly recommend the resolution for your approval.

None of the directors and Key Managerial Personnel of the company other than Rajendra V. Gandhi himself, Harsh R. Gandhi, Executive Director, Mahesh V, Gandhi, Director and Smt. Nayna R. Gandhi, Director being his relatives, are in any way concerned or interested, financially or otherwise in this resolution.

The material terms of the said draft agreement as referred to in the resolution are as follows:

Term: 3 (Three) years, from 1st August, 2016 to 31st July, 2019 (both days inclusive)

Remuneration:

A) Salary : Rs. 500,000/- to Rs. 800,000/- per month.

B) Commission :

Remuneration by way of commission not exceeding 1% of the net profits of the company as determined under Section 198 of the Companies Act, 2013 of a particular financial year, subject to a maximum of 12 months' salary of that particular financial year.

C) Perquisites and Allowances :

- i) In addition to salary and commission payable, Rajendra V. Gandhi, Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other allowances, medical expenses reimbursement, club fees and leave travel concession for self and his family, personal accident insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Nomination and Remuneration Committee and / or the Board of Directors and Rajendra V. Gandhi. However, such perquisites and allowances shall be subject to a maximum of 100% of the annual salary.
- ii) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.
- iii) Provision for use of Company's car for office duties and telephone and other communication facilities at residence shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- iv) Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund shall not be included in the computation of the aforesaid ceiling on perquisites and allowances to the extent these, either singly or together are not taxable under the Income Tax Act.
- v) Leave as per the rules of the Company.
- vi) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure shall not be included in the computation of the limits for the perquisites and allowances as aforesaid.

D) Minimum Remuneration

Notwithstanding anything contained herein, where in any financial year, during the currency of the tenure of Rajendra V. Gandhi as Managing Director, the Company has no profits or its profits are inadequate, the Company may pay him remuneration by way of salary, commission, perquisites and allowances not exceeding the maximum limits laid down in Section II of Part II of Schedule V of the Companies Act, 2013 as modified from time to time.

Additional information as required under Schedule V of the Companies Act, 2013 is as under :

I. General Information:

1. Nature of Industry

The Company is engaged in the business of manufacture of reclaimed rubber, custom die forms and thermoplastic elastomer.

2. Date or expected date of commencement of commercial production: The company is manufacturing reclaimed rubber since December 1978, custom die forms since March 1999 and thermoplastic elastomers since June, 2009.

3. In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

4. Financial Performance based on given indicators:

Significant Financial Indicators for last five years (₹ In lacs)					
	Years ended 31 st March				
	2012	2013	2014	2015	2016
Total Income	25,303	28,134	31,199	34,638	31,508
Operating profit	4,532	2,786	3,021	2,574	2,458
Profit after tax	2,580	1,175	1,082	887	802
Net Worth	8,790	9,726	10,559	11,247	11,888
Borrowed Funds	7,628	9,027	8,498	6,722	6,760
Fixed Assets (Gross)	14,370	18,443	19,360	20,140	21,584
Net Current Assets	2,277	940	755	500	1,129
Book Value Per Share (₹)	659	729	792	844	892
Earning Per Share (₹)	192.91	87.79	81.20	66.51	60.12
Dividend (%)	330	150	160	112.50	100
Ratios :					
Debt Equity	0.61	0.75	0.66	0.47	0.47
Operating Profit To Sales	18%	10%	10%	7%	8%
Interest Coverage	12	5	5	6	7

5. Foreign Investments and Collaborations, if any : Nil

II. Information about Rajendra V. Gandhi :

1. Background Details / Recognition or awards / job profile and suitability : Refer para 1 of Item No.6 of the Explanatory statement mentioned above.
2. Past remuneration: Gross remuneration (excluding exempt perquisites) for last three financial years is as under :

Financial Year	Gross Remuneration (₹ lacs)
2013-14	90.75
2014-15	75.20
2015-16	78.00

3. Remuneration proposed: Gross remuneration (excluding exempt perquisites) proposed to be paid to Rajendra V. Gandhi in the financial year in which there will be a loss or inadequacy of profits, shall be maximum Rs.120.00 lacs p.a.
4. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:
Taking into consideration the size of the Company, the nature of the industry, the profile, knowledge, skills and responsibilities shouldered by Rajendra V. Gandhi, the above proposed remuneration is commensurate and comparable with the remuneration drawn by managerial personnel in similar capacities in other companies in the rubber and related industry.
5. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:
Rajendra V. Gandhi except receiving remuneration as Managing Director, does not have any other pecuniary relationship with the company. Rajendra V. Gandhi is a relative of Harsh R. Gandhi, Executive Director, Mahesh V. Gandhi, Director and Smt. Nayna R. Gandhi, Director of the company.

III. Other Information:

1. Reasons of loss or inadequate profits: Profits are likely to be inadequate, due to challenging business environment in the automobile industry in general and in the rubber goods manufacturing industry in particular.
2. Steps taken or proposed to be taken for improvement : Company under the guidance and mentorship of Rajendra V. Gandhi is constantly endeavoring for :
 - a) Revenue maximization through geographic expansion and industry outreach for improved asset turnover.
 - b) Profitability improvement through cost optimization and new technology adoption; and
 - c) Rationalization of capital employed by combining manufacturing locations and integrating the operations.

Item No.7:

Section 197 of the Companies Act, 2013 permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorises such payment by way of a resolution of members.

The members of the Company at the Annual General Meeting held on 25th August, 2011, approved the remuneration payable to Non-Executive Directors of the Company by way of commission not exceeding one per cent of the net profits of the Company for each year for a period of five years commencing from the financial year 2011-12 and ending with financial year 2015-16.

Pursuant to Section 309 (7) of the erstwhile Companies Act, 1956 such approvals obtained from shareholders are valid only for a period of 5 years. Since the validity of the earlier resolution passed by the shareholders expired in the financial year i.e., 2015-16, approval is sought from Shareholders for renewal of the resolution for a further period of 5 years commencing from 1st April, 2016.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that, sum not exceeding one per cent of the net profits of the Company computed in the manner specified under Section 198 of the Companies Act, 2013, be continued to be paid and distributed to the directors of the Company or some or any of them (other than the Managing Director, Executive Director and the Whole-time Director, if any) as remuneration by way of Commission, in accordance with the recommendations of the Nomination and Remuneration Committee of the Board and approval by the Board of Directors of the Company, for a further period of five years commencing from 1 April 2016. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

Details of commission and sitting fees paid to Non-Executive Directors during the Financial Year 2015-16 is provided in the annexure to the Directors Report and the Corporate Governance Report.

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Non-Executive Directors of the Company to whom the resolution relates are concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 7 of the notice.

The Board recommends the resolution set forth in Item No. 7 for the approval of the Members

By Order of the Board of Directors

Place : Mumbai
Date : 20th May, 2016

Rajendra V. Gandhi
Managing Director

Directors' Report to the Members,

Your Directors are pleased to present the **FORTY SECOND ANNUAL REPORT & AUDITED ACCOUNTS** for the year ended 31st March, 2016.

Particulars	2016	2015
	(₹ In lakhs)	(₹ In lakhs)
Sales & Other Income	31,538	34,653
Profit before depreciation & tax	2,458	2,453
Depreciation	1,401	1,472
Profit before tax and exceptional items	1,057	981
Provision for tax (net of MAT entitlement)	318	232
Deferred tax expenditure	(63)	(76)
(Short) provision of income tax (net) of earlier year	--	59
Exceptional items	--	121
Profit after tax for the year	802	887
Brought forward profit	5,018	4,331
Amount available for appropriation	5,820	5,218
Transfer to General Reserve	500	--
Proposed Dividend	133	150
Tax on dividend	27	30
Transitional provision for depreciation (net of deferred tax)	--	19
Balance carried to Balance Sheet	5,160	5,019
EPS:		
Basic (₹)	60.12	66.51
Diluted (₹)	60.12	66.51

DIVIDEND

Based on performance of the Company for the year under the report and keeping in line with its dividend payout policy, the Board recommends a dividend of Rs.10/- Per share (100%) for the year ended 31st March, 2016, absorbing a total of Rs.160.47 lakhs, including the dividend distribution tax. [Previous year total dividend was Rs.11.25 per share(112.50%)]

FINANCIAL RESULTS, PERFORMANCE AND FUTURE OUTLOOK

The sales of the company have fallen by 8%, mainly due to a fall in volume and a reduction in prices. The fall in the sales is due to a generally sluggish environment both domestic and international. In spite of the fall in sales revenue, the company was able to increase its profit before tax because of lower input prices. Input prices are linked closely to crude oil prices and the price of crude oil has remained subdued throughout the year under review.

The Company continues to strengthen its process capabilities and is well poised to take advantage of a revival in demand. The price increase in crude oil means that input prices are likely to increase. The continuous rise in employee costs are a matter of concern, and the company is taking steps to increase the level of automation.

Your Company has realised tax benefits u/s 35(2AB) of Income Tax Act on account of approval received from Department of Scientific & Industrial Research, Ministry of Science & Technology (DSIR) Government of India, New Delhi.

CAPITAL STRUCTURE

In view of the decline in sales revenue, the company has maintained prudent control on capital spending. With profits continuing to accrue, the company was able to meet all its repayment obligations and maintain its liquidity position. The debt equity ratio of 0.47 is low by standards prevailing in the industry. However with a drop in revenue, the company's ratings were revised to A negative (outlook revised from stable) for long term debt and A2 plus for its short term working capital debt by CRISIL.

AWARDS & ACCOLADES

The year under review saw GRP win accolades among its peers. GRP was again the recipient of the CAPEXIL award for Top Export in rubber product panel, the AIRIA award for Top Export in raw material sector, for its export performance. While GRP's share in the reclaim rubber industry is commendable, these awards were in the entire raw material category signifying GRP's standing among peers in Carbon Black, Synthetic Rubber, Rubber Process Oil industries too.

A major recognition for GRP was the appointment of its Managing Director, Mr Rajendra Gandhi as the President of the Indian Rubber Manufacturer's Research Association (IRMRA). This is an honorary appointment by the Government of India under the Ministry of Industries to head the IRMRA for a period of 3 years starting December 2015. The IRMRA is a premier research body of the Rubber Industry supported by the Government of India, under the Ministry of Commerce. We, at GRP are extremely proud of our leader and the appointment serves as an honour not just to him, but also for GRP within the broader rubber industry.

SUBSIDIARIES

Salient features of the financial statements of its Wholly-owned Subsidiary company viz. Grip Polymers Limited, and associate body corporate viz. Gripsurya Recycling LLP, in form AOC-1 are attached herewith. (Annexure 1& 2)

DIRECTORS

Smt. Alpana Parida, who was appointed as an Additional Independent Director on 20th May 2016, holds the said office till the date of the conclusion of the ensuing 42nd Annual General Meeting. A notice has been received from a member proposing her candidature for her reappointment as an Independent Director.

Bhagwandas T. Doshi has resigned as Independent Director of the company w.e.f. 20th May, 2016, to facilitate the reconstitution of the Board of Directors. The Board places on record its appreciation and gratitude for the valuable services rendered by him during his tenure as Director of the company.

In accordance with the provisions of the Companies Act, 2013, Mahesh V. Gandhi, retires by rotation at the ensuing 42nd Annual General Meeting and being eligible offers himself for reappointment.

All the Independent Directors have submitted their declarations to the Board to the effect that they meet the required criteria of independence as mentioned in the provisions of Section 149(6) of the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board of Directors confirm that :

- (a) in the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards have been followed and there had been no material departure;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2016 and of the profit and loss account of the company for the year ended on that date;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors, 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
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE

Report on Management Discussion and Analysis and Corporate Governance attached herewith (Annexure 3) form an integral part of this report. The certificate from Auditors of the Company, certifying compliance of the conditions of corporate governance as stipulated in schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to the report on corporate governance (Annexure 4).

STATUTORY AUDITORS

A. B. Modi & Associates, Chartered Accountants, Mumbai, the Statutory Auditors of the Company, will retire at the ensuing 42nd Annual General Meeting and are eligible for reappointment. A. B. Modi & Associates has, under Section 139 of the Companies Act, 2013 furnished a certificate of their eligibility for re-appointment.

SECRETARIAL AUDIT REPORT

Chetan R. Shah, Practicing Company Secretary has conducted secretarial audit pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder. His secretarial audit report is attached herewith (Annexure 5).

VIGIL MECHANISM

The Company has established a vigil mechanism and oversees the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the Chairperson of the Audit Committee in exceptional cases. Vigil Mechanism (Whistle Blower) Policy has been hosted by the company on its website. The web link to access the above policy hosted by the company on its website www.grpweb.com is as follows:

[http://www.grpweb.com/pdf/VIGIL%20MECHANISM%20\(Whistle%20Blower\)%20Policy.pdf](http://www.grpweb.com/pdf/VIGIL%20MECHANISM%20(Whistle%20Blower)%20Policy.pdf)

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

Periodic assessments by functional heads to identify the risk areas are carried out and Management is briefed on the risks to enable the Company to control risks through a properly defined plan. The risks are classified as financial risks, operational risks and market risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the actions taken to manage them.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

CSR Committee has been constituted by the Board of Directors. The Committee has adopted CSR policy to contribute towards social and economic development of the communities where the Company operates in, and while doing the same, to build a sustainable way of life for all sections of society, with emphasis and focus on education, health care, sustainable livelihood and empowerment of women. The CSR Policy has also been uploaded on the website of the Company. The web link to access the above policy hosted by the company on its website www.grpweb.com is as follows:

[http://www.grpweb.com/pdf/Corporate % 20 Social % 20Responsibility% 20 Policy.pdf](http://www.grpweb.com/pdf/Corporate%20Social%20Responsibility%20Policy.pdf)

The Annual Report on CSR activities of the Company is attached herewith (Annexure 6).

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of Loans, guarantees or investments made under Section 186 is attached herewith (Annexure 7).

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

During the financial year 2015-16, no contracts or arrangements were made with related parties pursuant to Section 188(1) of the Companies Act, 2013, and therefore the particulars in form AOC-2 are not required.

COMPANY'S POLICY RELATING TO PERFORMANCE EVALUATION OF THE BOARD, DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF DUTIES :

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of the individual Directors and the Board which is based on:

- Knowledge to perform the role;
- Time and level of participation;
- Performance of duties and level of oversight; and
- Professional conduct and independence;

The evaluation was carried out by means of the observations made by all the Directors on the set of questions developed by them which brought out the key attributes of the Directors, quality of interactions among them and its effectiveness. The Board is collectively of the opinion that the overall performance of the Board, Committees thereof and the individual Directors is satisfactory and conducive to the growth and progress of the Company.

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is attached herewith (Annexure 8). The Nomination and Remuneration Policy has also been uploaded on the website of the Company. The web link to access the above policy hosted by the company on its website www.grpweb.com is as follows:

<http://www.grpweb.com/pdf/NOMINATION%20AND%20REMUNERATION%20POLICY.pdf>

POLICY AGAINST SEXUAL HARASSMENT

The Company has in place anti sexual harassment policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaint regarding sexual harassment has been received by the Committee during the financial year 2015-16.

ANNUAL RETURN

The extract of Annual Return in Form MGT-9 pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is attached herewith (Annexure 9).

DEPOSITS

The Company has neither accepted nor renewed any deposits during the financial year 2015-16.

Information pursuant to Section 197(12) of the Companies Act, 2013

The above information (to the extent applicable) is attached herewith (Annexure 10).

Information pursuant to Section 134 (3)(m) & (q) of the Companies Act, 2013

The above information (to the extent applicable) is attached herewith (Annexure 11).

ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to employees, bankers, business associates, consultants and various Government Authorities for their continued support extended to your Company. Your Directors also acknowledges gratefully the support and confidence reposed by the Shareholders in the Company.

For and on behalf of the Board of Directors

Place : Mumbai
Date : 20th May, 2016

Rajendra Gandhi
Managing Director

Harsh Gandhi
Executive Director

Form AOC-I

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries

Part "A" : Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

1	Sr.No.	1
2	Name of the subsidiary	Grip Polymers Ltd.
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
4	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable
5	Share capital	₹ 5,00,000/-
6	Reserves and surplus	₹ 17,32,292/-
7	Total assets	₹ 29,47,771/-
8	Total liabilities	₹ 1,52,78,600/-
9	Investments	₹ 1,45,63,121/-
10	Turnover	₹ 7,27,692/-
11	Profit / (Loss) before taxation	₹ (5,93,747/-)
12	Provision for taxation	₹ 31,538/-
13	Profit / (Loss) after taxation	₹ (6,25,285/-)
14	Proposed Dividend	Nil
15	% of shareholding	100%
Notes : The following information shall be furnished at the end of the statement :		
1	Names of subsidiaries which are yet to commence operations	Nil
2	Names of subsidiaries which have been liquidated or sold during the year	Nil

For and on behalf of the Board of Directors of GRP Limited

Place : Mumbai
Date : 20th May, 2016

Rajendra Gandhi
Managing Director

Harsh Gandhi
Executive Director

Form AOC-I

**Part "B": Associates and Joint Ventures
Statement pursuant to Section 129(3) of the Companies Act, 2013
related to Associate Companies and Joint Ventures**

Name of Joint Venture	Gripsurya Recycling LLP
1. Latest audited Balance Sheet date	31 st March, 2016
2. Shares of Joint Ventures held by the company on the year end	
No.	Nil
Amount of Investment in Joint Venture	₹ 1,44,78,121/-
Extent of Holding %	50%
3. Description of how there is significant influence	50% control owned by Grip Polymers Ltd.
4. Reason why the Joint Venture is not consolidated	Not Applicable
5. Net worth attributable to shareholding as per latest audited Balance sheet	₹ 4,78,121/-
6. Profit / (Loss) for the year	₹ 9,56,243/-
i. Considered in Consolidation	₹ 4,78,121/-
ii. Not Considered in Consolidation	₹ 4,78,122/-

- Names of Joint ventures which are yet to commence operations : Nil
- Names of Joint Ventures which have been liquidated or sold during the year : Nil

For and on behalf of the Board of Directors of GRP Limited

Place : Mumbai
Date : 20th May, 2016

Rajendra Gandhi
Managing Director

Harsh Gandhi
Executive Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT 2015-16

During the year under review, the global polymer consumption had been lower than the industry expectations on account of weak macro economic factors and a slowdown in major rubber producing countries. A significant reduction in virgin rubber prices on back of low oil prices resulted in rendering reclaim rubber less attractive for use. However your company has been able to grow its share in the Indian market to 18% from 15% previously, and accounts for 50% of India's exports of this product compared to 44% in the previous year. While the company has been able to grow share in India and international markets, overall volume sales for GRP have been lower at 55861 MT compared with previous year at 60829 MT

Key Parameters	2015-16	2014-15
Turnover (₹ lakhs)	31,132	33,556
Profit after Tax (₹ lakhs)	802	887
Profit after Tax to Turnover (%)	3%	3%
Sales to Fixed Assets Employed (ratio)	2 times	3 times
Current Ratio	1.18	1.08
Return on Capital Employed	9%	10%
Market Value per share (Rs.) (As on 31 st March)	1000	1,059
Sales value- growth/(decline) in % over previous year	(7)	10
Sales volume – growth/(decline) in % over previous year	(8)	5
Domestic sales value – growth/(decline) in % over previous year	(3)	2
Export sales Value- growth/(decline) in % over previous year	(9)	14

Business overview :

GRP continues its relentless pursuit of saving valuable natural resources for the global elastomer and polymer industries. To this effect, its core business is organized around:

Reclaim Rubber - an industrial raw material produced from end of life tyre & other rubber waste, for use in the automotive, civil, industrial applications. Tyre industry accounts for greater than 60% of the total business for GRP, with your company being a preferred supplier of choice to the world's largest tyre companies. Applications in the non-automotive industry range from conveyor belts to industrial adhesives, roofing, rubber mats and sheets.

Industrial Polymers - upcycled Nylon recovered from end of life tyre cord for use in plastic compounding, plastic moulded products. Your company is the first to commercially produce Nylon granules from end of life tyre cord waste. Its product is accepted for use in automotive products, apart from use in conveying trays, castor wheels, cable ties. A process to chemically purify the nylon powder is unique for the industry and a patent on the same is awaited.

Custom Die-forms - products made from end of life tyres for use of the inherent engineering properties, for use in consumer products like mats, carpets to industrial applications like snow mower blades, combine blades among others. This business is captive to two customers based in North America.

Reclaim Rubber has been and continues to be the core business of the company with a contribution of 98% to total revenues and 98% to the total profits.

Profit after tax for the year 2015-16 as against 2014-15 has decreased by 9.6% to Rs. 802 lakhs. This is a result of a mix of various factors like decline in sales, specially exports again on account of slow global growth, increase in employee cost due to wage settlements, increase in power cost. The impact has been curtailed on account of reduction of raw material prices, reduction in weighted average cost of borrowings, reduction in fuel costs, tight control on administration spends.

Segment wise or product wise performance:

In accordance with the Accounting Standard -17 notified by the Companies (Accounting Standards) Rules, 2006, the company has classified its business into two reportable business segments based on nature of business.

a) Reclaim Rubber:

This segment comprises of reclaim rubber sheets for tyre and non- tyre rubber goods industries. The company continues to be a leader in reclaim rubber segment. The Company has witnessed a 7% decline in this segment.

b) Windmill:

The Company has invested in Windmill at Kuchhadi in Gujarat in the financial year 2009-10. For the power units generated by the Windmill, the Company gets credit in its electricity bill of its Panoli plant in Gujarat.

c) Industrial Polymers:

This segment has clocked in a growth of 7% in the current financial year as compared to previous financial year.

Capital Expenditure :

The current year's price pressure aside, your company is fairly bullish on the long term prospects of the industry. Basis customer partnership programs, which aim to grow the consumption of reclaim rubber in formulations, the company has a capital expenditure over the next 3 years with technology upgradation as the core objective. The technology in use at the company's plants is in use for decades and in the year under review, your company has taken bold strides in technology adoption at 2 of its sites. Major investments in FY 16 have been on a) process automation, b) change

in fuel oils, c) continuous process to obtain improved product quality. The capex towards the above initiatives has been Rs.403.54 lakhs. Continuous investments over the next 3 years are planned to achieve lower operating costs and improved quality across all locations.

Joint Venture & Subsidiary :

During the year under review, your company has entered into a joint venture agreement with Marangoni S.p.a. Italy with an objective of providing world class retreading solutions to the Indian transportation sector. Marangoni S.p.a is a world leader in production of tread rubber and manufacturer of tyre and retreading equipment. The JV will focus on building a franchisee network of retreading shops across the country. With a growth in radialization of tyres in the country, quality retreading solutions are a key to supplement the growth of radial tyres, since it offers lower cost per Km thereby a lower total cost of ownership for the fleet owner. The strategy of offering retreading solutions ties in with the company philosophy of saving valuable raw materials and offers opportunities to fleet owners to retread tyres and extend life. The fleet owners' end-of-life tyres are intended to be a material source for GRP's recycling, reclaiming operations.

As a step in the direction, GRP has through its wholly owned subsidiary GRIP Polymers Ltd., invested in a franchise in Indore with an objective of offering retreading solution in the region, to serve as a pilot shop for the Marangoni GRP JV. The Indore JV continues to support the GRP Ankleshwar and Panoli plants with material supply for reclaim rubber production needs.

Industry Structure & Development:

Automotive industry is a key growth driver for any economy; various studies have proven that growth of a nation's GDP is positively correlated with growth in its automotive sector. The large manufacturing base, wide eco-system of ancillaries attached to vehicle manufacturers, component manufacturers, and huge employment numbers – all lead to this. Tyre is a key component and growth in the automotive industry leads to the growth of tyres manufactured, sold and reaching their end-of-life (EOL). The latter, EOL tyres, can be viewed as a nuisance owing to the difficulty in their disposal or as a precious source of raw material, energy etc. resulting from recycling them through safe means. Recycled Rubber Sector in general and Reclaim Rubber Industry in particular, have been born and continue to grow around the world on the latter premise.

Rubber Recycling continues to gain wide acceptance by regulatory authorities and is being embraced by rubber product manufacturers with a belief that sustainability needs be a core objective of business and the realization that natural resources are finite. In recent years, growing number of organisations have publicly declared their intention to grow the proportion of recycled / sustainable materials in their products. Reclaim Rubber Industry has been a direct beneficiary of this trend that is expected to last into the distant future.

Managing EOL tyres is done differently in different parts of the world. Under the 'Taxation System', tyre producers pay a tax to the Government who in turn compensate recyclers for disposal of EOL tyres- this system is prevalent in Denmark, Canada, Slovenia, Slovakia. In the 'Free Market' system, operators act in compliance with local waste management law that assigns responsibility for the stages of production and recovery – prevalent in Austria, USA, Japan, UK, Germany etc. A fast growing system is 'Producer Responsibility' under which tyre producers are made responsible for managing EOL tyres – prevalent in Norway, Finland, Holland, Sweden, Belgium, Hungary, France, Spain etc. Finally there is the 'No Regulation' system where there is no legal structure defined allowing market forces to determine how EOL tyres are disposed – most emerging markets, including India are part of this system.

In India, the above has resulted in a highly competitive market for EOL tyres on one side and significant economic benefits to rubber product manufacturers on the other. Reclaim Rubber Industry has grown over the last two decades due to the latter and the growing automotive sector has also supported this growth by ensuring that the raw material for the industry – EOL tyres – become available in abundant numbers. Indian reclaim rubber industry has therefore become a major source of this product to the entire globe, not just India.

High virgin polymer prices over several years have also helped the Reclaim Rubber Industry grow as it is viewed as a replacement, however, in varying proportions according to product type. In the past year, virgin polymer prices have crashed by over 50% leading to growing pressure on Reclaim Rubber manufacturers to also reduce prices significantly. A key industry driver is the low entry barrier, attracting a large number of new players drawn in by the promise of growth due to growing customer demand. Over the last 5 years, India has seen several new units come up around the country, taking the intensity of competition up by several notches. This competition has been felt at both ends of the value chain – collection of EOL tyres and marketing it to rubber product manufacturers.

The inevitable has started to happen due to the above two trends – several weaker players have either started shutting down operations or are running their units at low capacity utilization. The manufacturers with wide customer base and deep customer relations are able to withstand this pressure better.

For the first time in several years, revenues of the industry have de-grown in the past year. Consumption has been affected in India and export volumes too have declined. However, with growth expected to start returning to India and several parts of the world over the next 12-18 months, sectors like tyres, conveyor belting, automotive profiles, hoses, roofing and flooring, civil engineering, adhesives, moulded and extrusion products are expected to revert to the same proportion of usage of Reclaim Rubber as they were doing before the crash in virgin polymer prices. GRP's wide variety of reclaim rubbers is expected to gain from this trend when it happens.

Stagnating volumes in the Indian automotive, consumer goods and civil construction sectors has adversely impacted GRP's Industrial Polymers business that is completely dependent upon the Indian market. GRP products, recycled PA 6 and PA 6'6, are sold to compounders and industries like automotive, moulded and extruded products etc. Several 'recyclers' selling an indistinguishable product at extremely low prices cater to the lower end of this industry. The higher end is where margins are better as most material is consumed in industries (and by customers) that are sensitive to specifications and quality. Global players dominate this segment with their highly segmented product range catering to the widest customer requirements.

Custom Die Forms business is a niche business in which products made out of ELT are used to cater to global agricultural equipment manufacturers, dock bumper pad suppliers, industrial flooring mats etc. mainly in North America. The good availability of truck bias tyres in India has ensured that this remains a viable business. However, with growing radialisation in the CV segment, future growth opportunities could be limited.

Opportunities, Risks and Concerns:

2015-16 was a year when the world economy was expected to return to growth. The reality has been somewhat different. The Chinese economy has re-calibrated itself to 6%-7% level of GDP growth after being in the 12%-13% range for major part of last two decades. This has a disproportionate and cascading impact on several economies dependent upon commodities. Developing economies like North America, Europe, Japan, Korea too have flattered to deceive – indicating that economic woes are deep-seated and likely to take much longer to overcome than previously estimated.

In India, the new government at the centre in 2014 raised expectations of 'Better Days' with their reformist agenda; however, a logjam in the Upper House of the Parliament has meant that several key legislations like GST remain stuck in the works not allowing India to achieve its full economic potential. However, despite this, India continues to be viewed as a beacon of hope by most global economic think tanks and organisations; this has been proven by India becoming the highest receiver of FDI in the second half of 2015-16, ahead of even China.

The last quarter of the year in India has been characterized by robust CV industry growth, marginal growth in PV and 2 Wheeler industries but a de-growing tractor segment. Lower interest rates on the back of declining interest rates has stimulated buying to some extent but the industry is still far away from the heady days of 2011-12. A better monsoon in 2016, after two back-to-back failures, could revive rural incomes bringing the agricultural sector back on track.

Improving automotive sector has been good for the tyre industry in India as well. Added to this, historically low natural and synthetic rubber prices have ensured that all major tyre companies in India have made unprecedented profits despite lower capacity utilization owing to growing import of cheap Chinese truck radials. However, the significantly reduced gap in prices between reclaim rubber and virgin polymers has resulted in reduced/stagnant usage of reclaim rubber in the sector that comprises 70% of rubber consumption.

International market contributes around 60% of your company's revenue. Currency fluctuations, therefore, can play a big role in the performance of our business. Sudden and steep depreciation of the Euro had hit your company hard in the previous year; in the current year the level has been stable allowing better planning and no surprises. A depreciating rupee against the US Dollar, on the other hand, has been a positive as close to 25% revenue comes from this region. Volumes in International markets have remained relatively stable despite intense competition due to a well-established Key Account Management process with the company. In fact, GRP's share in exports out of India has actually grown by 2 percentage points in this year.

While volumes are stagnant in existing customers due to previously stated reasons, focus on expanding the global footprint and acquiring new customers continues to hold your company in good stead.

Mitigating risks is a key part of ensuring business sustainability. A few strategies used by GRP for this are: periodic booking of currency forward contracts, purchasing power from energy exchange(s) to control rising energy costs, geographical expansion of distribution footprint to guard against dip in demand from some geographies, a robust KYC process before starting business with customers/distributors, expanding the supply chain for raw material to several regions of the world etc. Risk Management continues to move to centre stage in the company as global risks of doing business continue to grow.

Outlook:

The hopes of a revival in economic activity in the developed world (especially in North America and Europe) and expectations of a better 2015-16 leading to growing demand for reclaim rubber have been belied. Low NR & SR prices have dented volumes significantly as customers have either reduced usage or kept usage to existing levels. However, the revival in demand (slow but steady) in North America, Europe, India, Russia etc. raise hopes of increased demand for tyres leading to improvement in demand for reclaim rubber as well. Margins, however, are expected to remain muted due to inability to pass on cost increases to customers.

A potentially disruptive force could be the continued low growth in China that houses the world's largest capacity of reclaim rubber. If growth inside China remains muted, it is expected that Chinese reclaim rubber manufacturers will follow the Chinese tyre manufacturers in resorting to dumping in large reclaim rubber consuming countries. This can adversely impact your company in several of its markets around the world.

However, GRP's strong distribution network in several countries continues to help us acquire more customers and maintain our leadership position. The company has instituted several steps including a Global Business Partners Meet every two years to build closer relations with our International and Indian Distributors and have better market intelligence. While International markets will continue to receive significant attention, focus will be increased on India to grow penetration into more rubber industry sectors.

Internal Control Framework:

Your Company conducts its business with integrity and high standards of ethical behaviour, and in compliance with the laws and regulations that govern its business. Your Company has a well-established framework of internal controls in operation, supported by standard operating procedures, policies and guidelines, including suitable monitoring procedures and self-assessment exercises. There are Internal Audit and Compliance functions in place which are responsible for independently evaluating the adequacy of all internal controls and ensuring operating and business units adhere to internal processes and procedures as well as to regulatory and legal requirements. The audit function also proactively recommends improvements in operational processes.

In addition to external audit, the financial and operational controls of your Company at various locations are reviewed by the Internal Auditors, to report significant findings to the Audit Committee of the Board. The Audit Committee reviews the adequacy and effectiveness of the implementation of audit recommendations including those relating to strengthening the Company's risk management policies and systems. Compliance with laws and regulations is also monitored through a matrix of a well laid down framework which requires individual functions to confirm and report statutory compliances on all laws and regulations concerning their respective functions and which gets integrated with the overall compliance reporting on all laws and regulations for the purposes of review and monitoring by the Audit Committee.

People and Practices :

Human capital is the most valued resources of any Company, and at GRP it is no different. There is always a zest for updating your Company with the best HR practices followed by industries world wide. The Human Resources Department has always been an enabler to other departments in fulfilling

their duties. From supporting over 1300 employees and their families to negotiate life challenges, to help and assist the Company in negotiating more complex corporate challenges has been the hallmark of HR department. Our valuable asset our employees are supported in driving key business objectives of the Company. Our Performance Management System provides the structure for the department to measure its progress on meeting its goals, in alignment with the strategic themes of the Company. Over the past year, the department has focused on continuous improvement to increase efficiency and accountability through a variety of training programs. The department also continues to provide support to Corporate projects such as High 5 and effective utilisation of workforce. At GRP, HR department plays a critical role in ensuring that your Company has high-performing and engaged employees equipped to deliver results.

The GRP board comprises individuals distinguished in their field of experience & expertise and alumni of some of the world's most renowned educational institutions. The board continues to provide strategic direction to the company and engages actively towards inputs on the company's long-term vision. Under the guidance of the board, and inputs from key customer stakeholders of the company, a strategy exercise was undertaken with a 3-year objective. The initiative titled "High-5" has been divided across 31 initiatives, spanning 16 projects rolled out across the organization. Employees across the organization, spanning different functions are engaged in projects with a common agenda, towards a common purpose.

Manufacturing operations :

Your Company's core activities include manufacturing multiple grades of reclaim rubber, Customs Die Forms, Industrial Polymers. The Company has manufacturing operations in states of Gujarat, Maharashtra and Tamil Nadu. All of Company's sites are re-certified for ISO 9001:2008, ISO 14001:2004 & BS OHSAS 18001:2007.

Health Safety and Environment :

Your Company targets zero injuries and incidents. As a part of Environment, Health and Safety, your Company has introduced various systems like Air Pollution Control System, Fume Extraction System and Eco Ventilator at all manufacturing sites. Various safety systems are laid down at all sites to maintain high standard of safety and health of employees as well as plant machinery, building and material etc. Also as a part of our Prime Minister's call - Swachhata Abhiyan, our Ankleshwar, Panoli and Solapur sites are certified for Five S – Workplace Management Concept. The concept is moved forward to employees' home also for society benefit.

Raw Materials :

Due to bulk imports of radial tyres for competitive applications, the availability of bias end of life tyres has improved in this year in local market. It is foreseen that a similar trend will continue in the next financial year. Drop in crude oil prices resulted in less demand from pyrolysis, and alternative use for end of life tyres. Your company is investing in technological up-gradation of its existing manufacturing processes to cater to alternate materials.

Risk Management :

The current economic environment, in combination with growth ambitions of GRP, carries with it an evolving set of risks. Your Company recognises that these risks need to be managed to protect its customers, employees, shareholders and other stakeholders to achieve its business objectives and enable sustainable growth. Your Company follows a proactive risk management policy to mitigate different risks. Regular updates are made available to the Directors at the Board Meeting. Key risks identified for your Company are as follows:

a. Sales and marketing

Risks:

Your Company is exposed to multiple risks in the Marketing, Sales and Business Development areas including, inadequate demand in key geographies due to continuing economic down-turn, dependence on a few large volume global customers, extreme volatility in foreign currency rates, loss of sales due to inadequate availability of raw material (end-of-life tyres & tubes) due to growing alternate uses, potential loss of business due to customer complaints, attrition in key account managers (KAM) and bad debts/non-recovery of dues from some customers suffering business losses in the current challenging macro-environment.

Mitigation measures:

Your Company mitigates these risks via market expansion into new geographies, industries, customer segments, establishment of a strong Key Account Management process which creates visibility of key global accounts across the organization, establishment of currency bands with key overseas customers to hedge against exchange rate fluctuations, improved demand forecasting process, a strong complaint redressal system to handle irate customers, investment in people and career development opportunities for KAMs to build loyalty to GRP and introduction of stronger KYC and customer approval & credit rating process to reduce the possibility of doing business with potentially defaulting accounts.

b. Manufacturing operations

Risks:

Your Company's core activity includes manufacturing multiple grades of reclaim rubber, Custom Die Forms, Industrial Polymers. The Company has manufacturing operations in states of Gujarat, Maharashtra and Tamil Nadu. The Company is exposed to risks of process failures, substandard quality products resulting in customer complaints, environmental pollution, inefficient operations, rising manufacturing costs, technological obsolescence, project failures, gaps in meeting vendor SLAs (Service Level Agreements), safety incidents etc.

Mitigation measures:

Your Company mitigates these risks via deployment on best in class People, Processes, Systems, Technology, Quality Assurance / Risk Management Framework and Project Management methodology. The Company routinely evaluates itself in these areas to ensure a minimum level of cost efficiency, quality and customer satisfaction. The Company is taking measures to upgrade its technology to reduce its over dependence on manual labour. The Company has well established Project Management practice to ensure timely identification, assessment and implementation of Capital projects for continual upgrade of its technology and processes with the desired ROI. All of Company's sites are re-certified for ISO 9001:2008, ISO 14001:2004 & BS OHSAS 18001:2007 and certificates are valid up to 14.09.2018. The Company has recently launched a 3 Year Strategic Program to improve its overall capabilities across functions and to position itself for continued future growth.

c. Raw Materials

Risks:

The demand for butyl tubes has been inconsistent and seen rising in last quarter

Mitigation Measures:

Your company has developed more import sources for butyl tubes and it will be further increased in coming year. Your company is investing in technological up-gradation of its existing manufacturing processes to cater to alternate materials.

d. Information Technology

Risks:

With growing need for data storage and use of IT software applications, your Company faces the usual risk of potential data loss related to hardware failure.

Company also faces the risk of cybercrimes related to hacking and theft.

Mitigation Measures:

The company has adopted industry Standard Operating Procedures for data consolidation and automated backup procedures to mitigate the risk of data loss.

Company has adopted industry standard processes to mitigate cybercrime risk.

e. Human Resources

Risks:

Your Company's business model has been aimed at doing good for the society at large, including providing livelihood in smaller cities where it has its manufacturing plants. Accordingly, majority of the Company's current processes are manual in nature which exposes the Company to various labor related risks, including shortage of labor during summer months, labor union related challenges.

Mitigation Measures:

Your Company addresses these risks via use of multiple contractors at all its plants for access to contract laborers in the local areas, using Industrial Relations (IR) best practices to promote cordial working relations with the local and national labor unions to ensure smooth operations and minimize any potential disruptions.

f. Financial risk

Risks:

Treasury risks include, among others, exposure to movements in interest rates and foreign exchange rates.

Mitigation Measures:

Your Company maintains sufficient liquidity, so that it is able to meet its financial commitments on due dates and is not forced to obtain funds at higher interest. It also does foreign exchange hedging at regular intervals in line with guidance from leading banks and financial advisors. The foreign exchange market is highly regulated and GRP ensures compliance with all regulations.

g. Risks due to frauds and errors

Risks:

Any organisation is exposed to risks due to frauds and errors in all functions and at all levels.

Mitigation Measures:

There is an adequate internal control system in place including internal financial controls. Periodic internal audits acts as a preventive measure. There is adequate insurance cover to mitigate risks wherever possible.

Sustainability practices:

While GRP plays an important role in cleaning of end of life rubber waste, the company has maintained a conscious principle of ensuring its operations and practices are also clean. Towards this agenda, the company has invested significant resources to become 'zero discharge' at 3 of its manufacturing facilities with the plan to implement at its other location too.

Cautionary Statement :

Statement in the Management Discussion and Analysis describing the company's objectives, projections, estimates and expectation may be forward looking within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied. The company assumes no responsibility to publicly amend, modify or reverse any forward looking statements, on the basis of any subsequent developments, information or events.

For and on behalf of the Board of Directors of GRP Limited

Place : Mumbai
Date : 20th May, 2016

Rajendra Gandhi
Managing Director

Harsh Gandhi
Executive Director

REPORT ON CORPORATE GOVERNANCE

Corporate Governance may be described as a set of systems, processes and principles which ensure that a company is governed in the best interest of all stakeholders. It ensures commitment to values and ethical conduct of business, transparency in business transactions, Statutory and legal compliances, adequate disclosures and effective decision-making to achieve corporate objectives. In other words, Corporate Governance is about promoting corporate fairness, transparency and accountability. Good Corporate Governance is simply Good Business.

1. Company's Philosophy on Corporate Governance

Corporate Governance ensures fairness, transparency and integrity of the management. Corporate Governance is a way of life, rather than a mere legal compulsion. It further inspires and strengthens investor's confidence and commitment to the Company. Any good Corporate Governance provides an appropriate framework for the Board, its committees and senior management, to carry out the objectives that are in the interest of the Company and the stakeholders.

The Company maintains highest levels of transparency, accountability and good management practices through the adoption and monitoring of corporate strategies, goals and procedures to comply with its legal and ethical responsibilities.

We believe that sound Corporate Governance is critical to enhancing/retaining investor trust. Accordingly, we always seek to ensure that we attain our performance goals with integrity. Our Board exercises its fiduciary responsibilities in the widest sense of the term.

In compliance with the disclosure requirements as mentioned in Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details are set out below:

2. Board of Directors

i) Composition:

The composition of the Board of Directors of the Company was in conformity with Clause 49 of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year 2015-16. The Board of Directors of the Company has an optimum combination of Executive, Non-Executive and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. As on 31st March, 2016, the Board of Directors comprises of eight directors out of which one Executive Director (Promoter) as the Managing Director, three Non-Executive & Independent Directors, three Non-executive & Non-independent Directors and one Executive Non-independent Director. Chairperson of the Board is Non-executive Director. Necessary disclosures have been obtained from all the directors regarding their directorship and have been taken on record by the Board. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the companies Act, 2013.

ii) Board Meeting:

Dates of Board Meeting	30 May 2015	3 Aug 2015	6 Nov 2015	20 Nov 2015	2 Feb 2016
Board Strength	8	8	8	8	8
No. of Directors present	7	7	8	7	8

Board procedure: The Company places before the Board all the details as required under Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The dates for the board meetings are fixed after taking into account the convenience of all the directors and sufficient notice is given to them. The agenda is circulated in advance to the Board members. All the information required for decision making are incorporated in the agenda. Those that cannot be included in the agenda are tabled at the meeting. The Executive Director at the Board meetings keeps the Board apprised of the overall performance of the Company.

Attendance and other directorships: The attendance of the Board of Directors and related information as on 31st March, 2016 is as under:

Name of Director & Designation	Category	No. of Board Meetings		Attendance at Last AGM on 27.07.2015	Number of Directorships in other Indian public Limited companies	No. of Committees #	
		Held	Attended			Member	Chairperson
Dr. Peter Philip *	Non Executive and Non Independent (Chairperson)	5	4	No	5	1	--
Rajendra V. Gandhi (Managing Director)	Executive (Promoter)	5	5	Yes	2	2	1
Mahesh V. Gandhi	Non Executive (Promoter)	5	5	Yes	1	--	--
Rajeev M. Pandia	Non Executive and Independent	5	5	Yes	3	--	1
Bhagwandas T. Doshi	Non Executive and Independent	5	4	Yes	1	1	--
Apurva R. Shah	Non Executive and Independent	5	5	Yes	4	4	2
Nayna R. Gandhi +	Non Executive and Non Independent	5	5	Yes	1	--	--
Harsh R. Gandhi	Executive (Promoter Group)	5	4	Yes	1	1	--

It excludes committees other than Audit committee, Stakeholders Relationship committee and companies other than public limited company but includes committee membership / chairmanship in GRP Ltd.

- * Dr. Peter Philip has been appointed as the Chairperson of the Board w.e.f. 6th November, 2015.
- + Smt. Nayna R. Gandhi was appointed as a Director w.e.f. 30th May, 2015.

iii) Disclosure of relationship between directors inter-se :

- a) Rajendra V. Gandhi and Mahesh V. Gandhi are related to each other as brothers.
- b) Harsh R. Gandhi is the son of Rajendra V. Gandhi and Nayna R. Gandhi.
- c) Nayna R. Gandhi is wife of Rajendra V. Gandhi and mother of Harsh R. Gandhi.

Except the above, there is no other inter-se relationship between the directors.

iv) Shareholding of the Non-Executive Directors in the company as on 31st March, 2016

Name of the Non-executive Director	No. of shares held
Dr. Peter Philip	1333
Bhagwandas T. Doshi	Nil
Mahesh V. Gandhi	62500
Rajeev M. Pandia	Nil
Apurva R. Shah	Nil
Nayna R. Gandhi	44105

v) Web link where details of familiarisation programmes imparted to independent directors is as follows:

<http://www.grpweb.com/progress/investors/corporate-governance/terms-independent-directors.html>

3. Audit Committee

i) Brief description of terms of reference:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgement by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. modified opinion(s) in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

ii) **Composition, Name of Members and Chairperson**

Name of Director	Current position held in the committee	Category	Audit Committee Meetings	
			Held	Attended
Rajeev M. Pandia	Chairperson	Non Executive Independent	4	4
Dr. Peter Philip	Member	Non Executive Non Independent	4	3
Bhagwandas T. Doshi	Member	Non Executive Independent	4	4
Apurva R. Shah	Member	Non Executive Independent	4	4

iii) **Meetings during the year**

Audit Committee met four times during the last financial year on 30th May, 2015; 3rd August, 2015; 6th November, 2015 and 2nd February, 2016.

4. **Nomination and Remuneration Committee:**

i) **Brief description of terms of reference**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board of Directors;
3. Devising a policy on diversity of Board of Directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
5. Recommend, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

ii) **Composition, Name of members and Chairperson**

Name of Director	Current position held in the committee	Category	Nomination and Remuneration Committee Meeting	
			Held	Attended
Rajeev M. Pandia	Chairperson	Non-Executive Independent	2	2
Dr. Peter Philip	Member	Non-Executive Non Independent	2	1
Bhagwandas T. Doshi	Member	Non-Executive Independent	2	2

iii) **Performance evaluation criteria for independent directors:**

The Committee formulates evaluation criteria for the Independent Directors which is broadly based on:

- a) Knowledge to perform the role;
- b) Time and level of participation;
- c) Performance of duties and level of oversight; and
- d) Professional conduct and independence.

5. **Remuneration of Directors:**

- i) During the financial year 2015-16, the Company has made the following payments to the Non-executive Directors:

Sr. No.	Name of Director	Sitting Fees (₹)	Commission (₹)
1	Mahesh V. Gandhi	75,000/-	Nil
2	Dr. Peter Philip	96,000/-	Nil
3	Bhagwandas T. Doshi	1,18,000/-	Nil
4	Rajeev M. Pandia	4,81,000/-	13,00,000/-
5	Apurva R. Shah	1,21,000/-	Nil
6	Nayna R. Gandhi	75,000/-	Nil

ii) Criteria of making payments to Non-executive Directors:

- All the remuneration of the Non- Executive Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - The Services are rendered by such Director in his capacity as the professional; and
 - In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession

iii) Details of Remuneration paid to the Managing Director and Executive Director for the year ended 31st March 2016.

Total remuneration paid to the Managing Director and Executive Director during the financial year 2015-16 was as under :

Name	Designation	Salary (Rs.)	Commission (₹)	Contribution to Provident and Pension Fund
Rajendra V. Gandhi	Managing Director	78,00,000/-	Nil	8,20,000/-
Harsh R. Gandhi	Executive Director	1,20,00,000/-	Nil	9,79,000/-

6. Stakeholders Relationship Committee:

i) Composition, Name of members and Chairperson

Name of Director	Category	Current position held in the committee
Apurva R. Shah	Non Executive Independent	Chairperson
Rajendra V. Gandhi	Executive Non Independent	Member
Harsh R. Gandhi	Executive Non Independent	Member

Company did not hold any meetings of this committee during the Financial Year 2015-16, as there was no agenda items which were required to be placed before this committee.

ii) Name & Designation of Compliance Officer

Ganesh A. Ghangurde, President & Chief Financial Officer & Company Secretary.

iii) A Statement of various complaints received and cleared by the Company during the financial year 2015-16 is given below:

Nature of Complaints	Received	Cleared	Pending
Non receipt of dividend	Nil	Nil	Nil
Non receipt of Annual report	1	1	Nil
Total	1	1	Nil

7. Corporate Social Responsibility (CSR) Committee

i) Brief description of terms of reference

- Formulate and update CSR Policy, which will be approved by the Board
- Suggest areas of intervention to the Board
- Approve projects that are in confirmative with the CSR policy
- Put monitoring mechanisms in place to track the progress of each project
- Recommend the CSR expenditure to the Board for approval

ii) **Composition, Name of members and Chairperson**

Name of Director	Category	Current position held in the committee	CSR Committee Meeting	
			Held	Attended
Rajeev M. Pandia	Non-Executive Independent	Chairperson	2	2
Rajendra V. Gandhi	Executive (Promoter)	Member	2	2
Harsh R. Gandhi	Executive Director	Member	2	2

8. **Meeting of Independent Directors:**

The year under review, all the Independent Directors of the Company met on 29th March, 2016, to review the performance of non- Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and had assessed the quality, quantity and timeliness of flow of information between the company management and the Board.

9. **General Body Meetings**

Financial Year ended	Date	Time	Nature	Special Resolutions passed
31 st March, 2013	4 th September, 2013	2.30 P.M.	AGM	Re-appointment of Rajendra Gandhi as Vice-Chairman & Managing Director
31 st March, 2014	28 th July, 2014	11.30 A.M.	AGM	No Special Resolution was passed at this meeting.
31 st March, 2015	27 th July, 2015	12.30 P.M.	AGM	<ul style="list-style-type: none"> Appointment of Smt.Nayna R. Gandhi as Director of the Company Reappointment & revision in remuneration of Harsh R. Gandhi as Executive Director

Venue for all the above mentioned general meetings was registered office i.e. Plot No.8, GIDC Estate, Ankleshwar, Dist. Bharuch, Gujarat – 393002.

During the financial year 2015-16 under review, resolutions were passed by the shareholders through postal ballot. The Board had appointed Mr.Chetan R. Shah, Practicing Company Secretary, as the scrutinizer to conduct the postal ballot process. The result of the postal ballot was announced on 31st December, 2015. Details of these resolutions and the voting pattern were as follows :

Description of Resolutions	Total Votes in favour of the resolution (E-voting and voting by postal ballot)	Total Votes against the resolution (E-voting and voting by postal ballot)
Adopt new set of Articles of Association, commensurate with the provisions of the Companies Act, 2013.	277,672	0
Authority to the Board of Directors of the Company under Section 180(1) (a) of the Companies Act, 2013 to mortgage, hypothecate, pledge and / or charge, all or any of the movable and / or immovable properties of the Company for securing borrowings upto the value not exceeding the sum of Rs.500 Crore (Rupees Five Hundred Crore only).	277,672	0
Authority to the Board of Directors of the Company under Section 180(1) (c) of the Companies Act, 2013, to borrow an amount not exceeding the sum of Rs.500 crore (Rupees Five Hundred Crore only).	277,667	0

10. **Disclosures**

- i) During the financial year 2015-16, besides the transactions reported elsewhere in the Annual Report, there were no other related party transactions with the promoters, directors and management that had a potential conflict with the interest of the Company at large.

All the transactions with related parties are periodically placed before the Audit Committee. The Register of Contracts detailing transactions in which Directors are interested is placed before the Board at every meeting for its approval. Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in Note No.32 to the Accounts in the Annual report and they are not in conflict with the interest of the Company at large.

- ii) There have been no instances of non-compliance (except non compliance regarding composition of the board of directors) on any matter with the rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital markets during the last three financial years, except that the composition of the board of directors relating to independent directors was not as per the listing requirement during the quarter October to December 2014.
- iii) The company has framed a formal whistle blower policy and affirm that the employees of the company have free access to the Board of Directors, Audit Committee and Senior Management personnel to report their concerns about unethical behaviour, fraud or violation of statutory requirements, with assurance from the management to protect the employees from victimization in case they report any such unethical or fraudulent behaviour.
- iv) The company has complied with the mandatory requirements regarding the Board of Directors, Audit Committee and other Board committees and other disclosures as required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has not adopted non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- v) Policies for related party transactions and for determining material subsidiaries:

The web link to access the above two policies hosted by the company on its website www.grpweb.com is as under:

- a) <http://www.grpweb.com/pdf/Related%20Party%20Transaction%20Policy.pdf>
 b) <http://www.grpweb.com/pdf/Policy%20for%20determining%20material%20subsidiaries.pdf>

11. Means of Communication

The company regularly publishes its quarterly, half-yearly and annual results within the prescribed time limit and in the prescribed format in National and Regional Daily Newspapers viz. Financial Express, Indian Express, Gujaratmitra. These results are also made available on the web site of the company www.grpweb.com

Company is also in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the communication to the stock exchanges.

12. General Shareholder information

i) Annual General Meeting

Day, date and time	Wednesday, 21 st September, 2016; 12.30 p.m.
Venue	Plot No. 8, G.I.D.C. Estate, Ankleshwar – 393002

ii) Financial year: 1st April to 31st March.

iii) Date of Book Closure

15th September, 2016 to 21st September, 2016 (both days inclusive).

iv) Dividend payment date

Date of payment of dividend for the financial year 2015-16, shall be within 30 days from 21st September, 2016.

v) Listing on Stock Exchanges :

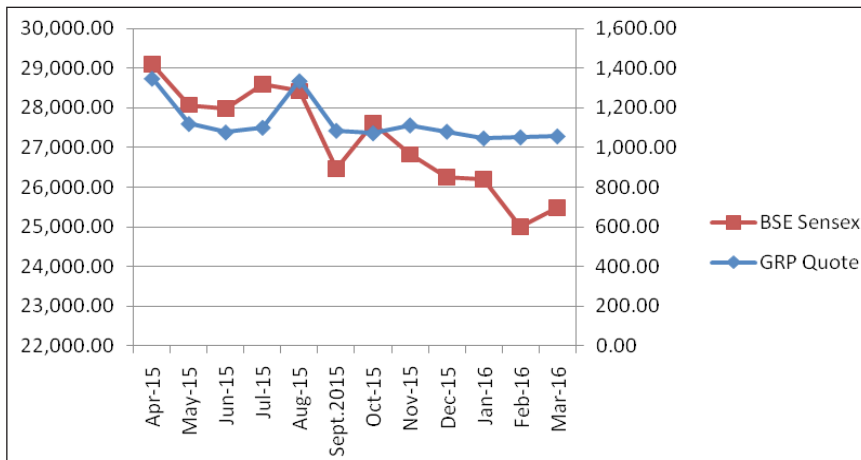
Name of Stock Exchange	ISIN No.	Scrip Code
BSE Ltd.	INE137I01015	BSE 509152
NSEIL	INE137I01015	GRPLTD (series - EQ)

The listing fees have been paid to both the above Exchanges for the financial year 2016-17.

- vi) **Market Price Data:** High, low during each month during the financial year 2015-16. Monthly Share Price data of the Company's equity shares of Rs.10/- each fully paid up, traded on BSE Ltd., and National Stock Exchange of India Limited for the year ended 31st March, 2016 is as under :

Month	BSE		NSE	
	Highest Rate (₹)	Lowest Rate (₹)	Highest Rate (₹)	Lowest Rate (₹)
April 2015	1,348.00	999.75	1,340.00	1,015.00
May 2015	1,118.00	1,000.00	1,143.00	951.00
June 2015	1,075.00	946.25	1,119.90	970.25
July 2015	1,099.00	980.00	1,218.00	965.00
August 2015	1,335.25	905.00	1,349.00	950.00
September 2015	1,083.50	900.00	1,035.00	917.00
October 2015	1,070.75	860.00	1,084.00	881.00
November 2015	1,111.00	905.00	1,079.80	855.00
December 2015	1,079.00	940.00	1,080.00	950.00
January 2016	1,044.75	861.25	1,047.95	868.00
February 2016	1,050.00	872.50	1,045.00	861.50
March 2016	1,055.00	882.50	1,089.00	908.05

vii) **Performance in comparison to BSE sensex**



viii) **Name and Address of the Registrar and Share Transfer Agent**

Universal Capital Securities Pvt. Ltd. 21, Shakil Niwas, Opp.Satya Saibaba Temple, Mahakali Caves Road, Andheri (E), Mumbai – 400 093. Tel: 022-28366620. Fax: 022-28207207. E-mail : gamare@unisec.in.

ix) **Share Transfer System**

Physical shares lodged for transfer are processed by the Registrar and Transfer Agent on a monthly basis and generally registered and returned within a period of fifteen days from the date of receipt, if the documents are complete in all respects.

The requests for the dematerialization of shares are processed by Registrar and Share Transfer Agents and if all the documents are found to be in order, the same are approved by them within a period of fifteen days.

Dematerialized Shares are transferred as per the depository procedure directly and Registrar and Share Transfer Agent updates record on weekly basis.

(1) **Distribution of Share Holding as on 31st March, 2016 :**

No. of shares held		Shareholders		Shareholding		Share Amount	
From	To	Number	% to Total	Holdings	% to Total	Rs.	% to Total
1	500	2233	90.00	153035	11.48	1530350	11.48
501	1000	108	4.35	80882	6.07	808820	6.07
1001	2000	50	2.02	73601	5.52	736010	5.52
2001	3000	21	0.85	56806	4.26	568060	4.26
3001	4000	10	0.40	35903	2.69	359030	2.69
4001	5000	13	0.52	62605	4.70	626050	4.70
5001	10,000	18	0.73	127652	9.57	1276520	9.57
10,001	And Above	28	1.13	742849	55.71	7428490	55.71
TOTAL		2481	100.00	1333333	100.00	13333330	100.00

(2) **Shareholding pattern as on 31st March, 2016 :**

Categories	No. of Shares	Amount in Rs.	% to total
Promoter and Promoter Group holding	568430	5684300	42.63
Public holding			
Mutual Funds	50	500	0.00
Individual shareholders holding nominal share capital upto ₹ 2 lakh	512863	5128630	38.47
Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	174957	1749570	13.12
Others	77033	770330	5.78
Total	1333333	13333330	100.00

x) **The Company has not issued any GDRs / ADRs, warrants or any other convertible instruments.**

xi) **Plant Location**

Ankleshwar, Panoli, Chincholi (Solapur) and Perundurai.

xii) **Address for Correspondence :**

GRP Limited

510, "A" Wing, Kohinoor City Commercial – I, Kirod Road,

Off. L. B. S. Marg, Kurla (W), Mumbai - 400 070.

Telephone: 91 22 67082500 / 67082600;

Fax : 91 22 25004376 / 67969240

Email : investor.relations@grpweb.com

13. Declaration by the Managing Director for compliance with code of conduct in pursuance of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I hereby declare that all the board members and senior management personnel of the company have affirmed to the board of directors, their compliance with the code of conduct of the company for the financial year 2015-16, pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place : Mumbai

Date : 20th May, 2016

Rajendra V. Gandhi

Managing Director

14. Managing Director and CFO certification, issued pursuant to the provisions of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

To The Board of Directors of GRP Ltd.

We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2016 and that to the best of our knowledge and belief, we state that:

- A. (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
(2) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
- (1) that there are no significant changes, in internal control over financial reporting during the year;
(2) that there are no significant changes in accounting policies during the year; and
(3) that there are no instances of significant fraud of which we have become aware.

Ganesh A. Ghangurde
President & Chief Financial Officer &
Company Secretary

Rajendra V. Gandhi
Managing Director

Mumbai, 20th May, 2016

The above certificate was placed before the meeting of Board of Directors held on 20th May, 2016

15. Auditors' Certificate on Corporate Governance

Certificate regarding compliance of conditions of Corporate Governance, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, received from M/s. A. B. Modi & Associates, Chartered Accountants, auditors of the company, is annexed to this report. The said certificate will also be sent to the Stock Exchange/s along with the annual return to be filed by the company.

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of GRP Limited

We have examined the compliance of conditions of Corporate Governance by GRP Limited, for the year ended 31st March, 2016, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 pursuant to the Listing Agreements of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company,

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has mainly complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 pursuant to the Listing Agreements of the said Company with the Stock Exchanges.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **A.B.Modi & Associates**
Chartered Accountants
Firm Registration No. 106473W

Rajesh S. Shah
Partner
Membership No. 017844

Place : Mumbai

Date : 20th May, 2016

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[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]

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

To,
The Members,
GRP LIMITED.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GRP LIMITED** (hereinafter called the Company) (CIN:L25191GJ1974PLC002555) having its registered office at Plot No.8, GIDC Estate, Ankleshwar – 393002, Dist. Bharuch, Gujarat. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **GRP LIMITED** (the Company) for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) Other laws as may be applicable specifically to the Company:
 - Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
 - Indian Boilers Act, 1923

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and National Stock Exchange.

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

- A) The Company has maintained a Register of Directors' Attendance as prescribed in the Secretarial Standards.
- B) The Directors have signed against their respective names after the meeting has been held.
- C) The Company had not received any proxy forms for the Annual General Meeting for the financial year ended 31st March, 2015.
- D) The Company has complied with requirements of at least one-third of the total number of directors as independent directors as stated in Clause-49 of Listing Agreement / Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- E) The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited and National Stock Exchange of India Limited.
- F) The Company has obtained all necessary approvals under the various provisions of the Act;
- G) As reported by the Management, there was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

The Company has appointed a woman Director w.e.f. 30-05-2015.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The following mentioned observations are made:

- A) The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings / debenture holdings and directorships in other companies and interests in other entities;
- B) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct and ethics for Directors and Management Personnel;

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

I further report that during the audit period, the Company has no major / specific events, actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

- (i) Public /Right /Preferential issue of shares / debentures/sweat equity etc.
- (ii) Redemption / buy-back of securities
- (iii) Merger / amalgamation / reconstruction etc.
- (iv) Foreign technical collaborations.

The members of the Company have passed necessary Special Resolutions on 31-12-2015 through E-Voting and Postal Ballot for:

- (i) Adoption of new set of Articles of Association, commensurate with the provisions of the Companies Act, 2013.
- (ii) Authority to the Board of Directors of the Company under Section 180(1)(a) of the Companies Act, 2013 to mortgage, hypothecate, pledge and / or charge, all or any of the movable and / or immovable properties of the Company for securing borrowings upto the value not exceeding the sum of Rs.500 Crores (Rupees Five Hundred Crores only).
- (iii) Authority to the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013, to borrow an amount not exceeding the sum of Rs. 500 crores (Rupees Five Hundred Crores only).

Name of Company Secretary in Practice: Chetan R. Shah

F.C.S. No.: 2703

C. P. No.: 4253

Place: Ahmedabad
Date : 7th May, 2016

ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT

1. Brief outline of the company's CSR policy:

Company's CSR policy is to -

- contribute towards social and economic development of the communities where it operates.
- in addition, Company wants to build a sustainable way of life for all sections of society,
- with emphasis and focus on Education, Health Care, Sustainable Livelihood and Empowerment of Women.

2. An overview of activities proposed to be undertaken:

Broad areas of CSR policy activities covers -

- Education:
 - ★ Balwadis/Mobile vans for elementary education
 - ★ Vocational training for adult education
 - ★ Merit based scholarship to support University Education
 - ★ Strengthen/support existing institutes engaged in providing primary, secondary and higher level education.
- Health care:
 - ★ Primary health care centers
 - ★ Mobile health care projects
 - ★ Preventive health through awareness programs
- Sustainable Livelihood:
 - ★ Vocational training aimed at employability
 - ★ Supporting initiatives around Yoga, meditation, other self-help
 - ★ Awareness programs for clean living/housing facilities (5S etc.)
 - ★ Awareness programs on hygiene, safe water
 - ★ Encouraging plantation of trees through self help groups of women
- Empowerment of Women
 - ★ Girl child education upto University level
 - ★ Supporting groups for women empowerment

3. Reference to the web-link to the CSR policy:

The web-link is –

<http://www.grpweb.com/pdf/Corporate%20Social%20Responsibility%20Policy.pdf>

4. The composition of the CSR Committee:

Sr. No.	Name of the member	Designation
1	Rajeev M. Pandia	Chairperson of Committee (Independent Director)
2	Rajendra V. Gandhi	Managing Director
3	Harsh R. Gandhi	Executive Director

5. Average Net Profit of the company for last 3 financial years:

Financial Year	Net Profit as per Section 198 of Companies Act, 2013 (₹ In lakh)
2014-15	1207.20
2013-14	2077.72
2012-13	1938.42
Total	5223.34
Average profit	1741.11

6. Threshold Limit - (2% of the amount as mentioned in 5 above) - ₹ 34.82 Lacs.

7. Details of CSR activities undertaken during the year (2015-16) :

- a. Total amount to be spent for the financial year – ₹ 34.82 lacs.
- b. Amount unspent – Nil.

c. Manner in which the amount spent during the year:

1	2	3	4	5	6	7	8
Sr. No. & Date	CSR activity identified	Sector in which the Project is covered	Projects / Programmes 1. Local area / others 2. specify the state / district (Name of the District/s, State/s where project / programme was undertaken)	Amount outlay (budget) project/ programme wise (₹ lakh)	Amount spent on the project / programme <u>Sub heads</u> : 1. Direct expenditure on project, 2. Overheads: (₹ lakh)	Cumulative spend upto to the reporting period. (₹ lakh)	Amount spent: Direct /through implementing agency *
1 06.04.2015	Tree plantation	Sustainable Livelihood	Local, Tamilnadu	1.00	1.00	1.00	SIPCOT Association
2 17.04.2015	Sports Complex	Education	Local, Gujarat.	1.00	1.00	1.00	Ankleshwar Industrial Development Society
3 19.06.2015	Pens distribution at NAVI DIVI	Education	Local, Gujarat	0.04	0.04	0.04	Local School
4 01.07.2015	Distribution of school bags	Education	Local, Gujarat	0.03	0.03	0.03	Local School
5 25.09.2015	Contribution to KC Mahindra Trust	Education	Local, Maharashtra	3.83	3.83	3.83	K.C.Mahindra Education Trust
6 14.10.2015	Donation to Tata Institute for Social Science	Education	Local, Maharashtra	0.15	0.15	0.15	Tata Institute for Social Science
7 26.10.2015	Construction of compound gate for a school	Education	Solapur, Maharashtra	7.28	7.28	7.28	Direct
8 09.11.2015	Manual Swing Gate for school	Education	Solapur, Maharashtra	0.27	0.27	0.27	Direct
9 30.11.2015	Donation to Pravara Medical Trust	Health care	Ahmednagar, Maharashtra	18.00	18.00	18.00	Pravara Medical Trust
10 31.12.2015	Ankleshwar Rotary Welfare Trust	Education	Local, Gujarat.	0.11	0.11	0.11	Ankleshwar Rotary Welfare Trust
11 01.01.2016	Compound wall work for a school	Education	Solapur, Maharashtra	0.06	0.06	0.06	Direct
12 06.01.2016	Donation to Parivartan Mahila Sanstha	Empowerment of Women		0.50	0.50	0.50	Parivartan Mahila Sanstha
13 02.02.2016	Sponsorship kit	Education		0.10	0.10	0.10	Direct
14 12.02.2016	Sanskrutik Vikas Mandal	Sustainable Livelihood		0.35	0.35	0.35	Sanskrutik Vikas Mandal
15 15.02.2016	Cycle stand work for school	Education	Local, Tamilnadu	1.56	1.56	1.56	Direct
16 24.02.2016	Mobile Education Van	Education	Local, Gujarat	1.00	1.00	1.00	Ankleshwar Industrial Dev. Society
17 15.3.2016	Holistic Education	Education	Mumbai, Maharashtra	0.40	0.40	0.40	Tata Institute of Social Science
18 29.3.2016	Education to under- privileged Children	Education	Mumbai, Maharashtra	0.25	0.25	0.25	Each One Teach One (EOTO)
	TOTAL			35.93	35.93	35.93	

*Give details of implementing Agency:

8. The company has spent more than 2% of the Average Net Profit (INR) of the last 3 financial years.

9. Responsibility statement of the CSR Committee :

The implementation and monitoring of the CSR policy by the Company is in compliance with CSR objectives and policy of the Company.

Sd/-
Rajendra V. Gandhi
(Managing Director &
Member CSR Committee)

Sd/-
Rajeev M. Pandia
(Chairperson CSR Committee)

Sd/-
Harsh R. Gandhi
(Executive Director &
Member CSR Committee)

Annexure 7

Particulars of loans and investments as on 31st March, 2016 made under Section 186 of the Companies Act, 2013

Sr.No.	Particulars	₹ (Lakhs)	₹ (Lakhs)
1	Loans (A) : Loans to Grip Polymers Ltd., (wholly owned subsidiary)		140.00
2	Investments (B) : a) Trade investment (unquoted) Investment in subsidiaries 50000 equity shares of Rs.10/- each fully paid up held in Grip Polymers Ltd. b) Other investment (unquoted) i) 129000 equity shares of Rs.10/- each fully paid up in Bharuch Eco Aqua Infrastructure Ltd. ii) 532500 equity shares of Rs.10/- each fully paid up in IRIS Eco Power Venture Pvt. Ltd.	12.90 53.25	1.01 66.15
	Sub Total : B		67.16
	Total : (A+B)		207.16

Annexure 8

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors at its meeting held on 30th May, 2015.

Definitions:

- 1) "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;
- 2) "Key Managerial Personnel" means:
 - i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
 - ii) Chief Financial Officer;
 - iii) Company Secretary; and
 - iv) such other officer as may be prescribed.
- 3) "Senior Managerial Personnel" mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Objective:

The objective of the policy is to ensure that,

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors, KMP and senior managerial personnel of the quality required to run the company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel and to provide for reward(s) linked directly to their effort, performance, dedication and achievement relating to the Company's operations;
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage;
- To lay down criteria for appointment, removal of directors, Key Managerial Personnel and Senior Management Personnel and evaluation of their performance.

Role of the Committee:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and to identify persons who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition and size.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

Appointment of Director, Key Managerial Personnel and Senior Management

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

Term / Tenure:

- a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairperson, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

- b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Training of Independent directors:

- The company shall provide suitable training to Independent Directors to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc. as per Annexure - A to this Policy.
- The details of such training imparted shall be disclosed in the Annual Report

Evaluation:

- a. The Committee shall identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence. The appointment / re-appointment / continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process.
- b. Framework for performance evaluation of Independent Directors and the Board is as per Annexure - B to this Policy.

Retirement :

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Remuneration to Directors / KMP / Senior Management Personnel

1) Remuneration to Managing Director / Whole-time Directors:

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non-Executive / Independent Directors:

- a) All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- b) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- c) Any remuneration paid to Non-Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.
- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

Implementation

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members

Annexure - A

Familiarization Programme for Independent Directors

1. As required by the provisions of Schedule IV to the Act and the provisions of the listing agreement, the Company is required to develop a Familiarization Programme for the Independent Directors of the Company.
2. The Company will impart Familiarization Programme for new Independent Directors inducted on the Board of the Company.
3. The Familiarization Programme of the Company will provide information relating to the Company, the type of market and geographies in which the Company operates, business model of the Company etc.
4. The programme also intends to improve awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarization Programme should also provide information relating to the financial performance of the Company and budget and control process of the Company. The Managing Director or such other authorized officer(s) of the Company shall lead the Familiarization Programme on aspects relating to business / industry. The Chief Financial Officer or such other authorized officer(s) of the Company may participate in the programme for providing inputs on financial performance of the Company and budget, control process etc.

Framework for performance evaluation of Independent Directors and the Board

As per the provisions of the listing agreement, the Nomination and Remuneration Committee (the "Committee") shall lay down the evaluation criteria for performance evaluation of Independent Directors and the Board. Further, in terms of the listing agreement, the Board is required to monitor and review Board Evaluation Framework. This Framework shall contain the details of Board's self-evaluation framework (including all Committees of the Board and individual directors).

The Board is committed to assessing its own performance as a Board in order to identify its strengths and areas in which it may improve its functioning. To that end, the Committee shall establish the following processes for evaluation of performance of Independent Directors and the Board:

1. Once a year, the Board will conduct a self-evaluation. It is the responsibility of the Chairman of the Board, supported by the Company Secretary of the Company, to organize the evaluation process and act on its outcome;
2. The Committee shall formulate evaluation criteria for the Board and the Independent Directors which shall be broadly based on:
 - 2.1 Knowledge to perform the role;
 - 2.2 Time and level of participation;
 - 2.3 Performance of duties and level of oversight; and
 - 2.4 Professional conduct and independence.
3. The Board / Independent Directors shall be asked to complete the evaluation forms and submit the same to the Chairman.
4. In terms of Section 134 of the Act, the Directors' Report should include a statement indicating a manner in which the Board has done formal annual evaluation of its own performance, performance of Committees and individual Directors of the Company.

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L25191GJ1974PLC002555
Registration Date	29.06.1974
Name of the Company	GRP Limited
Category/Sub-Category of the Company	Company having Share Capital
Address of the Registered office and contact details	Plot No. 8, GIDC Estate, Ankleshwar – 393 002, Gujarat, India.
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Universal Capital Securities Pvt. Ltd., 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (E), Mumbai – 400 093.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Reclaimed Rubber	3129	98

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

1.	Name and Address of The Company	GRIP POLYMERS LIMITED, 510, 'A' Wing, Kohinoor City Commercial - I, Kiroi Road, Off L. B. Shastri Marg, Kurla (West), Mumbai 400 070.
2.	CIN/GLN	U25200MH1993PLC074922
3.	Holding/ Subsidiary/Associate	Wholly Owned Subsidiary
4.	% of shares held	100 %
5.	Applicable Section	Section 2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2015)				No. of Shares held at the end of the year (31.03.2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
a) Indian									
a) Individual/ HUF	524264	0	524264	39.32	482473	0	482473	36.18	-3.14
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp	85957	0	85957	6.45	85957	0	85957	6.45	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(1):-	610221	0	610221	45.77	568430	0	568430	42.63	-3.14
1) Foreign									
a) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2):-	0	0	0	0	0	0	0	0	0.00
Total shareholding of Promoter (A) = (A)(1) +(A)(2)	610221	0	610221	45.77	568430	0	568430	42.63	-3.14

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2015)				No. of Shares held at the end of the year (31.03.2016)				% Change during theyear
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	50	50	0.00	0	50	50	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1)	0	50	50	0.00	0	50	50	0.00	0.00
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	59806	2317	62123	4.66	50545	2150	52695	3.95	-0.71
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs.1lakh	347428	77408	424836	31.86	376856	71575	448431	33.63	1.73
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	215724	0	215724	16.18	234056	5333	239389	17.95	1.77
a) Others (Specify)									
i) Clearing Members	813	0	813	0.06	1652	0	1652	0.13	0.07
ii) NRI's /OCB's	19566	0	19566	1.47	22686	0	22686	1.71	0.24
Sub-total(B)(2)	643337	79725	723062	54.23	685795	79058	764853	57.37	3.14
Total Public Shareholding (B)=(B)(1)+ (B)(2)	643337	79775	723112	54.23	685778	79125	764903	57.37	3.14
C. Shares held by Custodian for GDRs &ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	1253558	79775	1333333	100.00	1254208	79125	1333333	100.00	0.00

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2015)			Shareholding at the end of the year (31.03.2016)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rajendra V. Gandhi	22335	1.68	0.00	22335	1.68	0.00	0.00
2	Mahesh V. Gandhi	62500	4.69	0.00	62500	4.69	0.00	0.00
3	Nikhil M. Desai	16095	1.21	0.00	6405	0.48	0.00	(0.73)
	Total	100930	7.58	0.00	91240	6.85	0.00	(0.73)

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year (01.04.2015)		Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
A	At the beginning of the year (01.04.2015)				
	Rajendra V. Gandhi	22335	1.68		
	Mahesh V. Gandhi	62500	4.69		
	Nikhil M. Desai	16095	1.21		
B	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		Sale of shares by Nikhil M. Desai		
	12/08/2015	1090	0.08	15005	1.13
	13/08/2015	1000	0.08	14005	1.05
	18/08/2015	1000	0.08	13005	0.98
	07/09/2015	600	0.05	12405	0.93
	15/09/2015	1000	0.08	11405	0.86
	18/09/2015	500	0.04	10905	0.82
	19/10/2015	400	0.03	10505	0.79
	28/10/2015	500	0.04	10005	0.75
	07/12/2015	600	0.05	9405	0.71
	08/12/2015	100	0.01	9305	0.70
	23/12/2015	1000	0.08	8305	0.62
	06/01/2016	800	0.06	7505	0.56
	07/01/2016	100	0.01	7405	0.56
	18/02/2016	10	0.00	7395	0.55
	01/03/2016	50	0.00	7345	0.55
	03/03/2016	210	0.02	7135	0.54
	15/03/2016	730	0.05	6405	0.48
C	At the End of the year (31.03.2016)				
	Rajendra V. Gandhi			22335	1.68
	Mahesh V. Gandhi			62500	4.69
	Nikhil M. Desai			6405	0.48

iv. Shareholding Pattern of top ten Shareholders
(other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.		Shareholding at the beginning of the year (01.04.2015)		Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
A	At the beginning of the year (01.04.2015)				
1	Meera Philip	81666	6.12		
2	Enarjee Consultancy & Trading Company LLP	58624	4.40		
3	Rashmi M Gandhi	50209	3.77		
4	Rajendra V Gandhi HUF	46750	3.51		
5	Nayna R. Gandhi *	44105	3.31		
6	Mammen Philip	37816	2.84		
7	Divya Atul Desai	34875	2.62		
8	Harish V Gandhi	32558	2.44		
9	Harsh R Gandhi HUF	22000	1.65		
10	Anil Kumar Goel	20600	1.55		
11	Koushik Sekhar	1200	0.09		
B	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Nayna R. Gandhi *	44105	3.31		
1	KoushikSekhar	16767	1.26	17967	1.35
	Purchase of shares during the year				
C	At the End of the year (31.03.2016)				
1	Meera Philip			81666	6.12
2	Enarjee Consultancy & Trading Company LLP			58624	4.40
3	Rashmi M Gandhi			50209	3.77
4	Rajendra V Gandhi HUF			46750	3.51
5	Mammen Philip			37816	2.84
6	Divya Atul Desai			34875	2.62
7	Harish V Gandhi			32558	2.44
8	Harsh R Gandhi HUF			22000	1.65
9	Anil Kumar Goel			20600	1.55
10	Koushik Sekhar			17967	1.35

* Appointed as Director w.e.f. 30.05.2015 and therefore shares shown in shareholding of directors.

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.		Shareholding at the beginning of the year (01.04.2015)		Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
A	At the beginning of the year (01.04.2015)				
1	Rajendra V. Gandhi	22335	1.68		
2	Harsh R. Gandhi	57535	4.32		
3	Mahesh V. Gandhi	62500	4.69		
4	Dr. Peter Philip	1333	0.10		
5	B.T. Doshi	2310	0.17		
6	Rajeev M.Pandia	0	0.00		
7	Apurva R. Shah	0	0.00		
8	Nayna R. Gandhi *	44105	3.31		
9	Ganesh A.Ghangurde (KMP)	266	0.02		

Sr. No.		Shareholding at the beginning of the year (01.04.2015)		Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
B	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
1	B.T. Doshi (Transfer of shares)	2310	0.17	0	0.00
C	At the End of the year (31.03.2016)				
1	Rajendra V. Gandhi			22335	1.68
2	Harsh R. Gandhi			57535	4.32
3	Mahesh V. Gandhi			62500	4.69
4	Dr. Peter Philip			1333	0.10
5	B.T. Doshi			0	0.00
6	Rajeev M.Pandia			0	0.00
7	Apurva R. Shah			0	0.00
8	Nayna R. Gandhi *			44105	3.31
9	Ganesh A.Ghangurde (KMP)			266	0.02

* Appointed as Director w.e.f. 30.05.2015

VI. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2015)				
i) Principal Amount	6656.24	5.05	60.45	6721.74
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	38.10	0.00	0.00	38.10
Total(i+ii+iii)	6694.34	5.05	60.45	6759.84
Change in Indebtedness during the financial year				
- Addition	32.01	--	--	32.01
- Reduction	--	4.32	0.05	4.37
Net Change				27.64
Indebtedness at the end of the financial year (31.03.2016)				
i) Principal Amount	6699.99	0.73	60.40	6761.12
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	26.36	0.00	0.00	26.36
Total (i+ii+iii)	6726.35	0.73	60.40	6787.48

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
1.	Gross salary	R. V. Gandhi	H. R. Gandhi	
	(a) Salary as per provisions contained in section17(1) of the Income-tax Act,1961	78,00,000	1,20,00,000	1,98,00,000
	(b) Value of perquisites u/s 17(2)Income-tax Act,1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section17(3)Incometax Act,1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission	Nil	Nil	Nil
	- as % of profit			
	- others, specify			
5.	Others, please specify	Nil	Nil	Nil
6.	Total(A)	78,00,000	1,20,00,000	1,98,00,000
	Ceiling as per the Act			2,40,00,000

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
1	<u>Independent Directors</u>	R.M. Pandia	B. T. Doshi	A. R. Shah	
i	Fee for attending board/committee meetings	4,81,000	118,000	121,000	7,20,000
ii	Commission	13,00,000	--	--	13,00,000
iii	Others, please specify				
	Total (1)	17,81,000	118,000	121,000	20,20,000
2	<u>Other Non-Executive Directors</u>	Dr.Peter Philip	M.V. Gandhi	Smt. N.R. Gandhi	
i	Fee for attending board/committee meetings	96,000	75,000	75,000	2,46,000
ii	Commission	--	--	--	
iii	Others, please specify				
	Total (2)	96,000	75,000	75,000	2,46,000
	Total (B)=(1+2)				22,66,000
	Total Managerial Remuneration				2,62,66,000
	Overall Ceiling as per the Act				2,53,00,986

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	
		Ganesh A. Ghangurde Chief Financial Officer & Company Secretary	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961		90,60,907/-
	(b) Value of perquisites u/s 17(2) Income-tax Act,1961		Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act,1961		Nil
2.	Stock Option		Nil
3.	Sweat Equity		Nil
4.	Commission		Nil
	- as % of profit		
	- others, specify...		
5.	Others, please specify		Nil
6.	Total		90,60,907/-

VIII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made. If any(give details)
A. Company					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
B. Directors					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
C. Other Officers in Default					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

Information pursuant to Section 197(12) of the Companies Act, 2013

1. Ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year 2015-16

Name of director	Ratio of remuneration of each director to Median remuneration
Rajendra Gandhi	53
Harsh Gandhi	81
Rajeev Pandia	12
Dr.Peter Philip	0.65
B.T.Doshi	0.80
M.V. Gandhi	0.51
Nayna R. Gandhi	0.51
Apurva Shah	0.82

2. Percentage increase in remuneration of each director and Key Managerial personnel in the financial year 2015-16

Name of director	Percentage increase in remuneration in F.Y.2015-16
Rajendra Gandhi	3.72
Harsh Gandhi	9.72
Rajeev Pandia	33.01
B.T.Doshi	42.17
Apurva Shah	290.32
G. A. Ghangurde	25.98

3. Increase in the median remuneration of employees in the financial year 2015-16 is 31.18%.
4. Number of permanent employees on the rolls of the company as on 31.03.2016 : 1238
5. Explanation on the relationship between average increase in remuneration and company performance : The performance of the company during the financial year 2015-16 has been adversely affected as compared to previous year. However the average increase of 31.18% mentioned in Sr.No. 3 above is mainly because of revision in wages at Ankleshwar, Panoli and Solapur plants and increase in the base level minimum wages and dearness allowance at these locations.
6. Comparison of remuneration of the key managerial personnel against the performance of the company in the financial year 2015-16.

Particulars	F.Y. 2015-16 (Rs.lacs)
Remuneration of all the key managerial personnel	289
Total income	31538
Operating profit	2458
Net worth	11888
Earnings per share (₹)	60.12
Operating profit to sales (%)	8%

7. a) Variations in the market capitalization of the company : The market capitalization based on the closing price of the equity shares of the company on Bombay Stock Exchange as on 31.3.2016 has decreased by 5.53% as compared to 31.3.2015.
- b) Price earnings ratio : As on 31.3.2016 : 16.64
As on 31.3.2015 : 15.82
- c) Percentage increase or decrease in the market quotations (as per Bombay Stock Exchange data) of the equity shares of the company in comparison to the rate at which the company came out with the last public offer in June 1977 : As on 31.3.2016 : 9903%
As on 31.3.2015 : 10488%
8. a) Average percentage increase already made in the salaries of employees, other than the managerial personnel, in the financial year 2015-16 : 10.88%
- b) Average percentage increase in the managerial remuneration in the financial year 2015-16 : 7.28%
- c) The above percentage increase in the salaries of employees including those of managerial personnel in the financial year 2015-16 is commensurate with the past trend, nature of the industry and overall performance of the company.
9. Rajendra Gandhi, Managing Director and Harsh Gandhi, Executive Director are entitled to receive commission based on the net profits of the company during the financial year. Net profits are calculated as per Section 198 of the Companies Act, 2013 and the commission payable to each of the above two directors is subject to a limit of 1% of such net profit or twelve months' salary, whichever is less, in the financial year.

Rajeev Pandia, an Independent Non-Executive Director is paid commission not exceeding 1% of the net profits of the company during the financial year. Net profits are calculated as per Section 198 of the Companies Act, 2013.

10. None of the employees, who are not directors of the company, has received remuneration in excess of the highest paid director during the financial year 2015-16.
11. The Board of Directors hereby affirm that the remuneration paid during the financial year 2015-16 to directors, key managerial personnel and senior management employees of the company is as per the remuneration policy of the company.
12. Statement for the financial year 2015-16 pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Name	Rajendra Gandhi	Harsh Gandhi	Ganesh Ghangurde	Hemant Kaul
Designation	Managing Director	Executive Director	President & Chief Financial Officer & Company Secretary	President (Marketing & Business Development)
Remuneration received (Rs.)	78,00,000	1,20,00,000	90,60,907	81,18,889
Nature of employment	Contractual	Contractual	Non Contractual	Non Contractual
Qualifications	B.Tech (IIT)	Science Graduate	B.Com.,LL.B., ACA, ACS	B.Com., MBA
Experience (Years)	44	18	36	25
Date of commencement of employment	3 rd August, 1974	1 st October, 2001	14 th August, 1984	4 th June, 2012
Age (Years)	66	38	57	47
Last employment held	Ashok Export House	Boston Consulting Group	HCC Ltd.	Birla Tyres (Kesoram Industries Ltd.)
Percentage of Equity shares held	1.68	4.32	Not applicable	Not applicable
Names of Related directors	Mahesh V. Gandhi, Harsh Gandhi & Nayna Gandhi	Rajendra Gandhi & Nayna Gandhi	Nil	Nil

Annexure 11

Information pursuant to Section 134 (3)(m) & (q) of the Companies Act, 2013

A) Conservation of energy, Technology absorption, Foreign exchange earnings and outgo :

1. Conservation of energy :

Measures taken:

- a. Installation of capacitors and continuous monitoring of power factor and maintenance of capacitor, resulting in maintaining the power factor at each location above 0.95 and improving the power utilisation in the plant.
- b. Provision of automatic power factor panel to maintain the same at desired levels of above 0.95
- c. Savings in water consumption by using sewage treatment plant at Ankleshwar, Panoli and Chincholi (Solapur) plants.
- d. Regular maintenance of steam condensate traps and safety valves to avoid leakages.
- e. Use of variable frequency drive for fume extraction system at Panoli and Solapur plants to reduce the electrical consumption by about 4% use of variable frequency drive for cooling towers at Panoli for power saving of about 5%.
- f. Scheduling of annual inspection of boilers on weekly off days to reduce the consumption of furnace oil.
- g. Installation of turbo ventilators in the factory roofings.
- h. Installation of energy meters on the high voltage motors in the plants and close monitoring of the motor load resulted in considerable reduction of losses due to inefficiencies.
- i. Use of Air Preheater Units in the heating units and boilers has resulted in savings in fuel by 2%.
- j. Tree plantation : planting of 60 big trees and 45 small trees at Chincholi (Solapur) plant, 3,985 plants along with saplings at Ankleshwar plant and 545 plants along with saplings at Panoli plant.

Impact of above measures :

Optimisation of energy consumption.

Savings in energy consumption

Received power factor incentive from State Electricity Board

Savings in energy and fuel cost.

2. Technology Absorption:

Company does not use any imported technology for manufacture of reclaimed rubber.

a. Research & Development (R&D)

Company has set up a full-fledged R&D centre at its Panoli plant. The same has been approved during the financial year 2015-16, by Department of Scientific and Industrial Research (DSIR), Government of India, New Delhi. DSIR has also approved the pilot plant (located at Panoli) for recovery of nylon from ground rubber.

Your Company continues its endeavour towards the following:

- i. Development of new reclaiming process for different elastomers.
- ii. Improvements in existing process and product quality.
- iii. Development of poly-blends and thermoplastic elastomers.
- iv. Laboratory scale development for making anti tack solution for use in reclaim rubber sheets.
- v. Process improvement in the reclaimed rubber product and production area.
- vi. Laboratory scale development of value added products using waste and scrap of various elastomers.

Benefits derived as a result of above R&D :

There are encouraging results for anti tack solution for use in reclaimed rubber sheets.

Trials of two additives conducted at Panoli and Solapur have resulted in significant reduction of odour in the product and production area.

Laboratory scale recipe were successfully developed for 50:50 and 30:70, NBR : PVC poly blends

b. Expenditure on R&D

During the financial year 2015-16 your company has spent Rs.144.45 lakhs on revenue items debited to respective accounts in the Profit & Loss account and Rs.32.08 lakhs on Capital WIP & Plant & Machinery.

3. Foreign Exchange Earnings & Outgo

₹ in Lakhs

Earnings in foreign exchange towards export of goods	20,471
Foreign exchange outgo on account of imports, commission on exports and other expenses	1,439

B) Details in respect of adequacy of internal financial controls with reference to the financial statements:

Directors of your Company have laid down an adequate internal financial control system comprising of plan of the organization and all the coordinate methods and measures adopted with a business to safeguard its assets, check the accuracy and reliability of its accounting data, promote operational efficiency, encourage adherence to prescribed managerial policies, compliance with applicable laws and regulations and prevention and detection of errors and frauds.

The important elements of the internal financial control system are:

1. Planning
2. Budgeting
3. Operating and measurement
4. Reporting and Analysis

Various control techniques are in place such as prevention, detection and correction.

Control activities comprise of :

1) Top Level Reviews

- a) Top Management Committee reviews the results of various areas of performance, comparing those results with budgets, competitor analysis and other benchmark measurements.
- b) Review meetings are conducted by the Executive Director and the CFO and with the Head of Departments at Head Office on a weekly basis.

2) Direct Functional Management

All the functional heads are reviewing the operational reports on a daily basis and corrective action is taken up immediately wherever necessary.

3) Physical Controls

Physical verification of inventories and cash is done on a monthly basis and fixed assets is conducted every year to cover all assets once in three years at HO and at all locations.

4) Compliance Controls

Compliance Officer reviews the Compliance Report sent by concerned Head of Departments in the Organization.

5) Accounting and Administrative Controls

- a) Duties are divided or segregated among different people to reduce the risk of inappropriate actions.
- b) Transactions are executed in accordance with management's general or specific authorization.
- c) Transactions are recorded as necessary to permit preparation of financial statements in conformity with the generally accepted accounting principles.

There is an effective Risk Management Program as an important component of Internal control. At each level and function in the organization, risks are identified and assessed. Measures to mitigate risks are noted and implemented. Risks for each function and measures are evaluated and discussed at the review meetings on a monthly basis by the Head of Departments at Head Office with the Top Management and the same is updated and presented to the Board on a quarterly basis.

INDEPENDENT AUDITOR'S REPORT

To the Members of GRP Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of GRP Limited ("the Company"), which comprise the balance sheet as at 31st March, 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,
 - a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2016,
 - b) In case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
 - c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure "A" a statement on the matters specified in the paragraph 3 and 4 of the order.
10. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) 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 financial statements – Refer Note 30 to the financial statements;
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For A. B. Modi & Associates
Chartered Accountants
Firm's registration number: 106473W

Rajesh S. Shah
Partner
Membership No 017844

Place: Mumbai
Date : 20th May, 2016

ANNEXURE - A TO THE AUDITORS' REPORT

Annexure referred to an Independent Auditors' Report of even date to the members of GRP Limited on Standalone financial statements for the year ended 31st March, 2016.

We report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification 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 title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to us, the inventory (excluding stocks lying with third parties) has been physically verified by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been dealt with in the books of account.
- (iii) The Company has granted unsecured loan to a wholly owned subsidiary company which is covered in the register maintained under Section 189 of the Act. The Company has not granted any secured / unsecured loans to firms or limited liability partnership or other parties covered in the register maintained under Section 189 of the Act.
 - (a) In respect of the aforesaid loan, the terms and conditions of granting of loan are not prejudicial to the interest of the company.
 - (b) In respect of the aforesaid loan, there was no amount due during the year.
 - (c) In respect of the aforesaid loan, there was no overdue amount during the year.
- (iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of Section 185 and 186 of the Act with respect to loan and investments.
- (v) In our opinion and according to information given to us, the company has complied with the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and rules framed there under to the extent applicable in respect of acceptance of deposits. We are informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- (vi) We have been informed that the company is not covered under the rules made by the Central Government of India in respect of the maintenance of cost records as has been specified under sub-section (1) of Section 148 of the Act. We have, therefore, not examined the records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income tax, sales- tax, including value added tax, duty of customs and duty of excise as at 31st March 2016 which have not been deposited on account of a dispute, are as follows:

Name of The Statute	Nature of Dues	Period to which the amount relates	Amount (Rs in lakhs)	Forum Where Dispute is pending
G.VAT	Sales Tax	April 2006 to June 2013	0.62	Department Authorities
Income Tax Act 1961	Income Tax	F.Y.2010-11	69.00	Mumbai Tribunal
Income Tax Act 1961	Income Tax	F.Y.2011-12	25.94	CIT(A)- Mumbai
The Central Excise Act, 1944	Central Excise	January 2005 to April 2012	130.24	CESTAT
The Central Excise Act, 1944	Central Excise	September 2010 to July 2015	5.38	Department Authorities

According to the information and explanations given to us and the records of the Company examined by us, there are no other statutory dues than mentioned in the aforesaid list which have not been deposited on account of any dispute.

- (viii) According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of dues to bank. The company has not taken any loan from financial institution or government or have issued any debenture.

- (ix) In our opinion, and according to the information and explanations given to us, the term loans have been applied, on an overall basis for the purposes for which they were obtained. The Company has not raised money by way of initial public offer or further public offer during the year.
- (x) On our examination of the books and records of the company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have not noticed or reported any fraud by the Company or any fraud on the company by its officer or employees.
- (xi) According to the information and explanations give to us and based on our examination of the records of the company, the company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with Sections 177 and 188 of the act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, paragraph 3(xiv) of the order is not applicable.
- (xv) According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or person connected with them. Accordingly paragraph 3(xv) of the order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xiv) of the order is not applicable.

For A. B. Modi & Associates
Chartered Accountants
Firm's registration number: 106473W

Rajesh S. Shah
Partner
Membership No 017844

Place: Mumbai
Date : 20th May, 2016

ANNEXURE - B TO THE AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting of GRP Limited ("the Company") as of 31st March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A. B. Modi & Associates
Chartered Accountants
Firm's registration number: 106473W

Rajesh S. Shah
Partner
Membership No 017844

Place: Mumbai
Date : 20th May, 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

	Note	(₹ in lakh)	
		As at 31-Mar-2016	As at 31-Mar-2015
Equity and Liabilities			
Shareholders' funds			
Share capital	2	133.33	133.33
Reserves and surplus	3	11,754.91	11,113.74
		11,888.24	11,247.07
Non-current Liabilities			
Long term borrowings	4	938.54	1,046.19
Deferred tax liabilities (net)	5	2,332.23	2,394.69
Other long term liabilities	6	-	10.00
Long term provisions	7	102.51	130.54
		3,373.28	3,581.42
Current Liabilities			
Short term borrowings	8	4,634.59	4,240.11
Trade payables	9	1,846.15	2,035.16
Other current liabilities	10	1,627.62	1,867.72
Short term provisions	11	213.36	331.34
		8,321.72	8,474.33
Total Equity & Liabilities		23,583.24	23,302.82
Assets			
Non-current assets			
Fixed assets			
- Tangible assets	12	12,970.59	12,861.20
- Intangible assets	12	66.84	87.16
- Capital work-in-progress	12	196.15	607.62
Non current investments	13	67.16	58.66
Long term loans and advances	14	832.03	713.57
		14,132.77	14,328.21
Current Assets			
Current investments	15	0.08	0.08
Inventories	16	3,313.97	3,005.13
Trade receivables	17	5,445.33	5,048.26
Cash & Bank Balances	18	240.07	186.20
Short term loans and advances	19	399.65	424.38
Other current assets	20	51.37	310.56
		9,450.47	8,974.61
Total Assets		23,583.24	23,302.82

Significant Accounting policies and Notes on Financial Statements

1 - 43

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

For and on behalf of the Board of Directors

As per our Report of even date

For A. B. Modi & Associates

Chartered Accountants

ICAI Firm Registration No. 106473W

Rajendra V Gandhi

Managing Director

Harsh R Gandhi

Executive Director

Rajesh S. Shah

Partner

Membership No. 017844

Ganesh A Ghangurde

President & Chief Financial Officer & Company Secretary

Place : Mumbai

Date : 20th May, 2016

Place : Mumbai

Date : 20th May, 2016

STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED 31ST MARCH, 2016

		(₹ in lakh)	
	Note	Year ended 31-03-2016	Year ended 31-03-2015
Revenue :			
Gross Sales	21	32,260.65	34,704.46
Less: Excise duty		1,128.29	1,148.01
Net Sales		31,132.36	33,556.45
Other operating income	22	355.63	390.56
Revenue from operations (net)		31,487.99	33,947.01
Other income	23	49.91	706.18
Total revenue		31,537.90	34,653.19
Expenses :			
Cost of materials consumed	24	14,899.05	17,770.90
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	29.53	14.89
Employee benefits expenses	26	4,910.94	4,343.76
Finance costs	27	446.31	495.90
Depreciation and amortization expenses	28	1,401.32	1,472.04
Other expenses	29	8,793.96	9,574.71
Total expenses		30,481.11	33,672.20
Profit before exceptional and extraordinary items and tax		1,056.79	980.99
Add: Exceptional items	39	-	121.16
Profit before tax		1,056.79	1,102.15
Tax expense			
Current tax		225.54	232.00
MAT credit entitlement		92.06	-
Deferred tax		(62.45)	(75.56)
(Excess) / Short provision of earlier years		-	58.90
Profit/(Loss) for the period		801.64	886.81
Earnings per equity share (of ₹ 10/- each)	38		
(1) Basic		60.12	66.51
(2) Diluted		60.12	66.51
Significant Accounting policies and Notes on Financial Statements	1 - 43		

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

As per our Report of even date

For A. B. Modi & Associates

Chartered Accountants

ICAI Firm Registration No. 106473W

Rajesh S. Shah

Partner

Membership No. 017844

Place : Mumbai

Date : 20th May, 2016

For and on behalf of the Board of Directors

Rajendra V Gandhi

Managing Director

Harsh R Gandhi

Executive Director

Ganesh A Ghangurde

President & Chief Financial Officer & Company Secretary

Place : Mumbai

Date : 20th May, 2016

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	(₹ in lakh)	
	Year ended 31-03-2016	Year ended 31-03-2015
A Cash flow from Operating activities		
Net profit before tax and extra ordinary items	1,056.79	1,102.15
Adjustments for		
- Depreciation	1,401.32	1,472.04
- (Profit) / Loss on sale of assets (Net)	(1.89)	(120.64)
- Fixed Assets Discarded	43.84	-
- Wealth tax provision	-	0.60
- Interest (Net)	368.74	417.33
- Rent received	(23.92)	(22.36)
- Provision for Doubtful Debts	2.40	-
- Excess / Short Provision for earlier years	-	0.17
	1,790.49	1,747.14
Operating Profit before working capital changes	2,847.28	2,849.29
Adjustments for		
- (Increase)/Decrease in Trade and other receivables	(67.86)	(96.10)
- (Increase)/Decrease in Inventories	(308.83)	321.03
- Increase/(Decrease) in Trade payable	(372.30)	294.39
	(748.99)	519.32
Cash generated from operations	2,098.29	3,368.61
Direct taxes paid (net of refund)	(325.15)	(145.94)
Net cash from operating activities	1,773.14	3,222.66
B Cash flow from investing activities		
- Interest received	13.70	15.16
- Sale proceeds of fixed assets	(33.52)	660.23
- Rent received	23.92	22.36
- Investment in Fixed Deposit	-	23.16
- Investments	(8.50)	(15.51)
- Loans to Subsidiary company	(94.08)	(45.92)
- Purchase of fixed assets	(1,092.46)	(1,511.52)
Net cash used in investing activities	(1,190.94)	(852.04)
C Cash flow from financing activities		
- Loans borrowed (Net of repayment)	39.38	(1,776.62)
- Interest paid	(404.58)	(443.80)
- Dividend & Dividend tax paid	(181.31)	(226.07)
Net cash used in financing activities	(546.51)	(2,446.49)
Net increase / (Decrease) in cash and cash equivalents	35.69	(75.86)
Cash and cash equivalents at the beginning of the year	161.98	237.84
Cash and cash equivalents at the closing of the period	197.67	161.98

	(₹ in lakh)	
	Year ended 31-03-2016	Year ended 31-03-2015
Cash and Bank Balances		
A Cash and cash equivalents		
Cash on hand	3.63	8.56
Balance with banks		
(a) In Current accounts	98.82	95.37
(b) In Cash Credit accounts	-	36.32
(c) In EEFC accounts	95.22	21.73
	197.67	161.98
B Other Bank Balance (Refer note no. 18)	42.40	24.22
	240.07	186.20

- Notes:**
- (i) Figures in brackets are outflows.
 - (ii) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard-3 on Cash Flow Statement, prescribed under Section 133 of the Companies Act, 2013.
 - (iii) Previous year's figures have been re-grouped wherever necessary to conform to current year's classification.

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

For and on behalf of the Board of Directors

As per our Report of even date

For A. B. Modi & Associates

Chartered Accountants

ICAI Firm Registration No. 106473W

Rajendra V Gandhi

Managing Director

Harsh R Gandhi

Executive Director

Rajesh S. Shah

Partner

Membership No. 017844

Ganesh A Ghangurde

President & Chief Financial Officer & Company Secretary

Place : Mumbai

Date : 20th May, 2016

Place : Mumbai

Date : 20th May, 2016

Amounts in the financial statements are presented in ₹ Lakhs, except for per share data and as otherwise stated. Certain amounts that are required to be disclosed and do not appear due to rounding off, are detailed in note.

General company profile :

GRP Limited (the 'Company') is engaged mainly in Reclaim Rubber. Its other business include Power generation from Windmill, Manufacturing of Thermo Plastic Elastomers and Punch & Split products. The Company has manufacturing plants in India and sales in Domestic as well as International market. The Company is a public limited company and is listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

1 Significant Accounting Policies:

(A) Basis of accounting :

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and the provisions of the Act (to the extent notified). Accounting policies have been consistently applied by the company and are consistent with those used in the previous year except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard required a change in the accounting policy hitherto in use.

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set-out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and the realisation in cash and cash equivalent, the company has ascertained its operating cycle less than 12 months.

(B) Dividend on investment in subsidiary company :

The company recognizes dividend as income only when the right to receive the same is established by the reporting date.

(C) Accounting Estimates :

The preparation of financial statements in conformity with the generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any difference between the actual result and estimates are recognized in the period in which the results are known / materialised. Any revision to accounting estimates is recognized prospectively in current and future periods.

(D) Fixed assets & Depreciation :

(i) Tangible fixed assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs, if capitalization criteria are met and directly attributable to cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred. Exchange variation arising from repayment / restatement of the long term debts / borrowings in foreign currencies for acquisition of fixed assets is capitalised in terms of the option exercised by the company as per the MCA circular Notification no. G.S.R.378 (E) dated 11th May, 2011 and further amended by pursuant to circular no. 25 / 2012 dated 9th August, 2012 issued by Ministry of Corporate Affairs.

(Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.)

(ii) Depreciation and Amortisation

Depreciation on fixed assets is provided on straight line method for the period for which the assets have been used as under:

- (1) Depreciation on assets is provided over the useful life of assets as prescribed under schedule II of the Companies Act, 2013.
- (2) Effective 1st April, 2014, the company depreciates its fixed assets over the useful life in the manner prescribed in Schedule II of the Act, as against the earlier practice of depreciating at the rates prescribed in schedule XIV of the Companies Act, 1956.
- (3) Plant & machinery which have worked for more than single shift, depreciation is provided for accordingly as per rate prescribed in schedule II of the Companies Act, 2013.
- (4) Leasehold land is amortised over the period of lease.

(iii) Intangible Assets and Amortisation

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. 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. Gain 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 period of amortisation is as under :

Asset	Period of amortisation
Computer Software	6 years
Copyrights	10 years

(E) Impairment of Assets :

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

(F) Borrowing Costs :

Borrowing costs directly attributable to the acquisition, construction or production of qualified assets are capitalized as part of the cost of the respective asset. The borrowing cost eligible for capitalization is being netted off against any income arising on temporary investment of those borrowings. All other borrowing costs are recognized as an expense in the period in which they are incurred.

(G) Government Grants and Subsidy :

Special capital incentive and subsidy received from the government for setting up or expansion of an industrial undertaking in undeveloped area of state, is credited to Special capital incentive and subsidy account under Capital Reserve Account.

(H) Investments :

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

Long term investments are carried at cost. However provision for diminution is made to recognize a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually. Current investments are valued at cost or market value whichever is lower.

(I) Taxes :

Provision for tax is made for both current and deferred taxes. Provisions for current income tax is made at current tax rates based on assessable income. The Company provides for deferred tax based on the tax effect of timing difference resulting from the recognition of items in the financial statement and in estimating its current tax provision. Deferred tax assets are recognized if there is a reasonable certainty of realisation. The effect on deferred taxes of a change in tax rates is recognized in the Profit & Loss Account in the period in which it has been enacted or substantively enacted as on the balance sheet date.

Minimum Alternative Tax (MAT) credit entitlement is recognised in accordance with the Guidance Note on "Accounting for credit available in respect of Minimum Alternative Tax under the Income-tax Act, 1961" issued by ICAI. 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. At each balance sheet date the company re-assesses MAT credit assets to the extent they become reasonably certain or virtually certain of realisation, as the case may be and adjusts the same accordingly.

(J) Inventories :

Items of inventories are measured at lower of cost or net realisable value after providing for obsolescence, if any. Cost of Inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and condition. Cost of raw materials, stores & spares, packing materials are determined on weighted average basis. However raw materials are written down to realisable value only if the cost of the related finished goods is not expected to recover the cost of raw materials.

Work in - progress and finished goods are valued at lower of cost and net realisable value. Cost of work in progress and finished goods is determined on absorption costing method which include cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Excise duty is included in the value of finished goods.

(K) Income / Expenses Recognition :

- (i) Domestic Sales are recognized on dispatch of goods from factory and Export Sales on transfer of significant risk & rewards of ownership of such goods. Sales are disclosed net of sales tax / Value added tax, discounts and sales return as applicable.
- (ii) Income from Power generation is accounted on the basis of certification of Gujarat Electricity Development Authority.
- (iii) Commission expenses on sales (other than consignment sales) is accounted on realisation of sales proceeds and commission on consignment sales is accounted on receipt of statement of consignment sale.
- (iv) Rentals and all other expenses in respect of leased assets are treated as revenue expenditure.
- (v) The company accounts for excise duty rebate, duty entitlements and focus benefits on exports on accrual basis.
- (vi) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- (vii) Dividend income is recognized when the right to receive dividend is established.

(L) Foreign currency & derivative transactions :

- (i) Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary items are restated at the rate as of the date of Balance Sheet.
- (ii) In case of forward contracts with underlying assets or liabilities, the difference between the forward rate and the exchange rate on the date of inception of a forward contract is recognised as income or expense and is amortised over the life of the contract. Exchange differences on such contracts are recognised in the statement of Profit and Loss in the year in which they arise. Any profit or loss arising on cancellation or renewal of forward exchange contracts are recognised as income or expense for the period. The objective of these derivative instruments is to reduce the risk or cost to the company and is not intended for trading or speculation purposes.
- (iii) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the profit and loss account except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets in line with notification dated 11th May, 2011 and further amended and issued by Ministry of Corporate Affairs.
- (iv) Exposure on account of Cross Currency swaps entered into by the company is accounted on basis of mark to market losses, if any.

(M) Employees Benefits :

Long Term Employee Benefits :

(a) Defined Contribution Plans :

Provident Fund

The company makes contribution to statutory provident fund in accordance with the Employees Provident Fund & Miscellaneous Provisions Act, 1952, which is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee.

(b) Defined Benefit Plans :

(i) Gratuity

The company has a defined benefit employee retirement scheme in the form of gratuity trust. The Trustees of the scheme have entrusted the administration of the related fund to the Life Insurance Corporation of India (LIC). Charge for the year is determined on the basis of actuarial valuation using the projected unit credit method, as at the date of the balance sheet. Actuarial Gains / Losses, if any are recognised in the statement of profit & loss. Contributions were deposited with the LIC based on intimation received by the company.

(ii) Leave Encashment

Provision for leave encashment, which is a defined benefit, is made based on actuarial valuation done by an independent agency of notified actuaries by using the projected unit credit method. Actuarial Gains / Losses, if any are recognised in the statement of profit & loss.

(iii) Superannuation

The Company has Superannuation Plan for its executives - a defined contribution plan. The Company makes annual contribution of the covered employees' salary, subject to maximum of ₹ 1 lakh per employee, for the executive opting for the benefit. The plan is managed by a Trust and the funds are invested with Life Insurance Corporation of India under its Group Superannuation Scheme. Annual contributions as specified under the Trust deed are paid to the Life Insurance Corporation of India and recognised as an expense of the year in which the liability is incurred.

Short Term Employee Benefits :

Expense in respect of other short term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

(N) Lease:

As a lessee:

Lease agreements where the risk & rewards, incidents to ownership of an asset substantially vest with the lessor are recognised as operating lease. Lease rent under operating lease are recognised in the profit & loss statement on straight line basis.

As a lessor:

The company has leased certain tangible assets and such leases where the company has substantially retained all the risks & rewards of ownership are classified as operating leases. Lease income on such operating leases are recognised in the statement of profit & loss on a straight line basis over the lease term or other systematic basis which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognised as an expense in the statement of profit & loss in the period in which they are incurred.

(O) Research & Development:

Capital Expenditure for Research & Development is capitalised when commissioned and included in the fixed assets. Revenue expenditure on Research & Development is charged in the period in which it is incurred.

(P) Provisions, Contingent Liabilities and Contingent Assets :

Provisions involved substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

(Q) Earning per Share

The company reports basic and diluted earning per share (EPS) in accordance with the Accounting Standard specified under Section 133 of the Companies Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The Basic EPS has been computed by dividing the income available to equity shareholders by the weighted average number of equity shares outstanding during the accounting year. The diluted EPS has been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the end of the year.

(R) Segment reporting :

Identification of segments

The company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company operate.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

(S) Cash and cash equivalents :

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

2 Share Capital:	As at 31-03-2016	As at 31-03-2015		
Authorized				
1,500,000 (March 31, 2015 : 1,500,000) equity shares of ₹ 10 each	150.00	150.00		
Issued, Subscribed and Paid up				
1,333,333 (March 31, 2015 : 1,333,333) Equity shares of ₹ 10 each fully paid-up	133.33	133.33		
	133.33	133.33		
(a) Rights, preferences and restrictions attached to shares				
(i) The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share.				
(ii) The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.				
(iii) In the event of liquidation of the Company, the holders of the equity shares of the Company will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts in proportion to their shareholding.				
(b) The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2016 and March 31, 2015, is set out below :				
	As at 31-03-2016	As at 31-03-2015		
Equity Shares:				
At the beginning				
- Number of shares	13,33,333	13,33,333		
- Amount	133.33	133.33		
At the end				
- Number of shares	13,33,333	13,33,333		
- Amount	133.33	133.33		
(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the company				
	As at 31-03-2016		As at 31-03-2015	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Mrs. Meera Philip	81,666	6.12%	81,666	6.12%
3 Reserves and Surplus:				
	As at 31-03-2016	As at 31-03-2015		
Capital reserve				
Special capital incentive and subsidy				
Balance as per last Balance sheet	53.30	53.30		
Profit on re-issue of forfeited shares				
Balance as per last Balance sheet	0.01	0.01		
Securities Premium account				
Balance as per last Balance sheet	41.67	41.67		
Balance as at the end of the year	94.98	94.98		
General Reserve				
Balance as at beginning of the year	6,000.00	6,000.00		
Add : Transferred from the statement of profit and loss account	500.00	-		
Balance as at the end of the year	6,500.00	6,000.00		
Surplus in Statement of Profit & Loss				
Balance as at beginning of the year	5,018.76	4,331.12		
Profit for the year	801.64	886.81		
Amount available for appropriation	5,820.40	5,217.93		
Less: Appropriations :				
- Dividend	133.33	150.00		
- Dividend tax	27.14	30.54		
- Amount transferred to general reserve	500.00	-		
- Transitional provision for : Depreciation charge	-	28.23		
- : Deferred tax on above	-	(9.60)		
Total appropriations	660.47	199.17		
Balance as at end of the year	5,159.93	5,018.76		
Total reserves and surplus	11,754.91	11,113.74		

4 Long Term Borrowings:	As at	As at	As at	As at
	31-03-2016	31-03-2015	31-03-2016	31-03-2015
	Current Maturity		Non-current portion	
Secured:				
Term Loans from Banks:				
Foreign Currency Loans from Banks	597.99	866.95	-	565.46
Rupee Loans from Banks	589.27	564.17	938.54	480.00
Total Secured Borrowings	1,187.26	1,431.12	938.54	1,045.46
Unsecured:				
Loans from Banks	-	1.24	-	-
Deferred Sales Tax payments	0.73	3.08	-	0.73
Total Unsecured Borrowings	0.73	4.32	-	0.73
	1,187.99	1,435.44	938.54	1,046.19
Amount disclosed under the head "Other current liabilities" (refer note 10)	(1,187.99)	(1,435.44)	-	-
Total long-term borrowings	-	-	938.54	1,046.19

A Nature of security and terms of repayment for secured borrowings:

- Rupee loan from HDFC Bank Ltd of ₹ NIL (March 31, 2015 : ₹ 324.17 lakh) for Factory (Phase I) at Chincholi, Solapur**
First exclusive charge by way of hypothecation of entire movable fixed assets of the Company located at Chincholi, Solapur, both present and future and by way of mortgage of land together with factory building and structures situated at Chincholi factory, Solapur.
Repayable in 20 equal quarterly instalments beginning from June 20, 2011, along with interest of 12.35 % p.a.
- Rupee loan from HDFC Bank Ltd of ₹ 480.00 lakh (March 31, 2015 : ₹ 720.00 lakh) for Factory (Phase II) at Chincholi, Solapur**
First exclusive charge by way of hypothecation of entire movable fixed assets of the Company located at Chincholi, Solapur, both present and future and by way of mortgage of land together with factory building and structures situated at Chincholi factory, Solapur.
Repayable in 20 equal quarterly instalments beginning from April 30, 2013, along with interest of 11.80 % p.a.
- Foreign currency loan from HDFC Bank Ltd of ₹ NIL (March 31, 2015 : ₹ 113.01 lakhs) for Kurla Office II premises at Mumbai**
First exclusive charge by way of hypothecation of entire current assets, both present and future, including inventories, book debts, bills receivables and entire movable fixed assets and mortgage of immovable fixed assets of the Company.
Repayable in 20 equal quarterly instalments beginning from September 20, 2011 along with interest of 7.85 % p.a.
- Foreign currency loan from Citi Bank, N.A. of ₹ 597.99 lakhs (March 31, 2015 : ₹ 1,319.40 lakhs) for Perundurai factory, in Tamil Nadu**
First exclusive charge by way of hypothecation of entire movable & immovable fixed assets of the Company located at Perundurai, Tamilnadu funded through Citi Bank term loan.
Repayable in 15 equal quarterly instalments beginning from April 22, 2013 along with interest @ 5.61% p.a.
- Rupee loan from HDFC Bank Ltd of ₹ 1,047.81 lakhs (March 31, 2015 : ₹ NIL) for Capex**
First exclusive charge by way of hypothecation of plant & machinery finance from the term loans and by way of extension of equitable mortgage on office at 510, Kohinoor City, Kurla (West), Mumbai
Repayable in 12 equal quarterly instalments beginning from May 13, 2016 along with interest @ 10.50% p.a.

B Terms of repayment for unsecured borrowings:

- Deferred sales-tax payments**
Deferred sales-tax payment is interest free loan and repayable from financial year 2006-07 to 2016-17.
- Loans from Bank**
Vehicle loans are secured by vehicles under hypothecation with banks.
Loans are repayable in 36 monthly instalments from the date of respective loans.

5 Deferred Tax Liabilities (Net):	As at	As at
	31-03-2016	31-03-2015
Deferred Tax Liabilities		
- Depreciation	2,396.82	2,419.27
- Gratuity claimed on payment basis	7.22	19.69
	2,404.04	2,438.96
Deferred Tax Assets		
- Provision for employee benefit	71.81	44.27
	71.81	44.27
Total deferred tax liabilities (net)	2,332.23	2,394.69

6 Other Long-term Liabilities:	As at 31-03-2016	As at 31-03-2015
Security deposit received against the rental income	-	10.00
Total other long-term liabilities	-	10.00

7 Long-term Provisions:	As at 31-03-2016	As at 31-03-2015	As at 31-03-2016	As at 31-03-2015
	Current Maturity		Non-current portion	
Provision for Employees Benefit expenses:				
Provision for Leave encashment	8.81	12.19	60.87	68.12
Provision for Gratuity payment	2.44	2.97	-	-
	11.25	15.16	60.87	68.12
Mark to market provision on derivative instruments	41.64	98.66	41.64	62.42
	52.89	113.82	102.51	130.54
Amount disclosed under the head "Short-term provisions" (refer note 11)	(52.89)	(113.82)	-	-
Total Long-term provisions	-	-	102.51	130.54

8 Short-term Borrowings:	As at 31-03-2016	As at 31-03-2015
Secured:		
Working Capital Loan payable on demand from banks		
Foreign Currency Loan	3,799.75	3,598.70
Rupee Loan	774.44	580.96
	4,574.19	4,179.66
Unsecured:		
Deposits from Others	60.40	60.45
	60.40	60.45
Total Short-term borrowings	4,634.59	4,240.11

- (a) **Working Capital Loan from HDFC Bank Ltd of ₹ 2,828.94 lakh (March 31, 2015 : ₹ 2,738.32 lakh)**
First pari passu charge by way of hypothecation of entire current assets, both present and future. First pari passu charge on entire fixed assets both movable and immovable both present and future currently located at Ankleshwar & Panoli plant of the company.
- (b) **Working Capital loan from Citi Bank N. A. of ₹ 1,745.25 lakhs (March 31, 2015 : ₹ 1,441.35 lakhs)**
Secured by first pari passu charge in favour of Citi Bank N.A. by way of hypothecation of stock & book debts. First Pari Passu charge on fixed assets situated at Ankleshwar & Panoli Plant, District Bharuch, Gujarat
- (c) Deposits from Others (unsecured) carry interest @ 12.00% p.a. with maturity period of 12 months from the date of deposit.

9 Trade Payables:	As at 31-03-2016	As at 31-03-2015
Trade payables	1,846.15	2,035.16
Total trade payables	1,846.15	2,035.16

Details of Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act"). To comply with the requirement of The Micro, Small and Medium Enterprises Development Act, 2006, the Company requested its suppliers to confirm it whether they are covered as Micro, Small or Medium enterprise as is defined in the said Act. Based on the communication received from such suppliers confirming their coverage as such enterprise, the company has recognized them for the necessary treatment as provided under the Act, from the date of receipt of such confirmations and are disclosed in note below.

	As at 31-03-2016	As at 31-03-2015
a) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at the year end.	114.48	168.74
b) Interest due to suppliers registered under the MSMED Act and Remaining unpaid at the year end.	2.83	-
c) Principal amount due to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
d) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
e) Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
f) Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
g) Further interest remaining due and payable for earlier years	-	-

The above information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

10 Other Current Liabilities:	As at 31-03-2016	As at 31-03-2015
Current maturities of Long-term debts (refer note 4)	1,187.99	1,435.44
Interest Accrued but not due on borrowings	26.36	38.10
Unclaimed Dividend (refer note below)	11.08	11.85
Advances from customers	34.26	41.15
Vendors for Capital Goods & Services	195.32	70.41
Statutory dues	162.24	154.73
Others	10.37	116.04
Total other current liabilities	1,627.62	1,867.72

Note: There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as on 31st March, 2016.

11 Short Term provisions:	As at 31-03-2016	As at 31-03-2015
Current maturities of Long-term provisions of Employees Benefit expenses (refer note 7)		
Provision for Leave encashment	8.81	12.19
Provision for Gratuity payment	2.44	2.97
	11.25	15.16
Other Provisions		
Mark to market provision on derivative instruments	41.64	98.66
Proposed Dividend	133.33	150.00
Tax On Proposed Dividend	27.14	30.54
Provision for taxation - Net of advance tax paid of ₹ 3,465.35 lakhs (March 31, 2015 : ₹ 3,140.20 lakhs)	-	36.98
	202.11	316.18
Total short-term provisions	213.36	331.34

12 Fixed Assets:

Particulars	Gross Block				Depreciation & Amortisation				Net Book Value		
	As at 01-04-2015	Additions	Disposal	As at 31-03-2016	As at 01-04-2015	For the period	Disposal / Discard	Transfer to Retained Earnings	As at 31-03-2016	As at 31-03-2016	As at 31-03-2015
(a) Tangible Assets											
Own Assets :											
Lease hold Land	557.43	381.03	-	938.46	31.88	9.85	-	-	41.73	896.73	525.55
Roads	505.41	-	-	505.41	128.42	69.84	-	-	198.26	307.15	376.99
Buildings	6,074.19	241.94	(0.68)	6,315.45	800.11	175.12	(0.64)	-	974.59	5,340.86	5,274.08
Plant and Machinery	11,929.43	858.25	(29.19)	12,758.49	5,670.38	1,034.97	(26.66)	-	6,678.69	6,079.80	6,259.05
Furniture & Fixtures	379.96	2.00	-	381.96	130.48	43.97	-	-	174.45	207.51	249.48
Office equipments	171.13	11.21	(1.07)	181.27	101.82	20.91	(0.44)	-	122.29	58.98	69.31
Computer Hardware	140.30	8.26	(2.38)	146.18	111.03	12.27	(1.63)	-	121.67	24.51	29.27
Vehicles	153.19	-	(25.50)	127.69	75.72	17.93	(21.01)	-	72.64	55.05	77.47
Total (a):	19,911.04	1,502.69	(58.82)	21,354.91	7,049.84	1,384.86	(50.38)	-	8,384.32	12,970.59	12,861.20
(b) Intangible Assets											
Own Assets :											
Computer Software	217.62	-	-	217.62	141.03	19.21	-	-	160.24	57.38	76.59
Copyrights	11.06	-	-	11.06	0.49	1.11	-	-	1.60	9.46	10.57
Total (b):	228.68	-	-	228.68	141.52	20.32	-	-	161.84	66.84	87.16
Total (a+b):	20,139.72	1,502.69	(58.82)	21,583.59	7,191.36	1,405.18	(50.38)	-	8,546.16	13,037.43	12,948.36
Previous Year:	19,359.81	1,365.12	(585.21)	20,139.72	5,739.00	1,472.04	(47.91)	28.23	7,191.36	12,948.36	13,620.81
(c) Capital Work-in-progress											
Factory Building										12.13	85.63
Plant & Machinery										129.09	512.47
Other Assets										54.93	9.52
Total (c):										196.15	607.62
Total fixed assets (net)										13,233.58	13,555.98

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in lakh)

- (a) Addition to fixed assets and capital work-in-progress includes exchange difference of ₹ 88.21 lakhs (March 31, 2015 : ₹ 83.63 lakhs) arising on revaluation of foreign currency term loan and principal only swap rupee loans (POS) as per amended AS11 (notified by Ministry of Corporate Affairs).
- (b) Additions during the year and capital work-in-progress include ₹ 19.39 lakhs (March 31, 2015 : ₹ 28.90 lakhs) being borrowing cost capitalised.
- (c) Interest earned on account of Principle only SWAP (POS) loan amounting to ₹ 22.11 lakhs (March 31, 2015 : ₹ 41.20 lakhs) has been reduced from the cost of the respective assets
- (d) Vehicles include one car of the company acquired in the name of Director.
- (e) Depreciation & amortisation for the period include amortisation of leasehold land of Rs. 3.85 lakhs which has been capitalised to pre-operative expenses being project under construction stage.
- (f) During the year Plant & Machinery in capital work in progress is impaired to the extent of ₹ 42.01 lakhs and is reduced from capital work in progress.
- (g) The company has acquired land on lease at Dahej in Gujarat for setting up manufacturing unit. The amortisation and other borrowing cost of ₹ 36.65 lakhs incurred has been capitalised to pre-operative expenses under capital work in progress

13 Non-current Investments:	As at 31-03-2016	As at 31-03-2015
Long term investments (valued at cost unless stated otherwise)		
Trade Investment (unquoted)		
Investment in subsidiaries:		
50,000 (March 31, 2015 : 50,000) equity shares of ₹ 10/- each fully paid up held in in Grip Polymers Ltd.	1.01	1.01
Other Investments (unquoted)		
129,000 (March 31, 2015 : 129,000) equity shares of ₹ 10/- each fully paid up held in Bharuch Eco-aqua Infrastructure Ltd.	12.90	12.90
532,500 (March 31, 2015 : 447,500) equity shares of ₹ 10/- each fully paid up held in Iris Ecopower Venture Pvt. Ltd.	53.25	44.75
Total non-current investment	67.16	58.66
14 Long-term Loans and Advances:	As at 31-03-2016	As at 31-03-2015
Advances for Capital Expenditure	127.69	18.40
Other Advances & Deposits	278.83	272.77
Prepaid Expenses	4.98	3.89
Loan to Subsidiary company	140.00	45.92
MAT credit entitlement	280.53	372.59
Total long-term loans and advances	832.03	713.57
Prepaid expenses include current maturity amount of ₹ 52.28 lakhs (March 31, 2015 : ₹ 57.22 lakhs) (refer note no. 19)		
Considering the future profitability in the subsequent years, the company has recognised the "MAT credit entitlement" as an asset by crediting profit and loss account for an equivalent amount and disclosed under "Loans and Advances" in accordance with the Guidance Note on "Accounting for credit available in respect of Minimum Alternative Tax " issued by ICAI.		
15 Current Investments:	As at 31-03-2016	As at 31-03-2015
Unquoted		
7 years National Savings Certificates (Deposited with Central Excise Authority)	0.08	0.08
Total current investments	0.08	0.08
16 Inventories:	As at 31-03-2016	As at 31-03-2015
Stores and Spares	133.61	136.30
Packing Materials	35.70	46.64
Raw Materials (includes Rubber Scrap, Process oils and Chemicals)	1,693.69	1,342.57
Fuel materials	10.67	13.53
FMS License Stocks (at net realisable value)	8.44	10.11
MEIS License Stocks (at net realisable value)	5.41	-
Goods-in-process	366.41	242.41
Goods-in-transit	352.75	386.64
Finished Goods	707.29	826.93
Total inventories	3,313.97	3,005.13

17 Trade Receivables:	As at 31-03-2016	As at 31-03-2015
Unsecured		
Outstanding for more than six months		
- Considered Good	9.83	10.86
- Considered Doubtful	2.40	0.17
	12.23	11.03
- Less: Provision for bad & doubtful debts	(2.40)	(0.17)
	9.83	10.86
Others		
- Considered Good	5,435.50	5,037.40
Total trade receivables	5,445.33	5,048.26
18 Cash & Bank Balance	As at	As at
	31-03-2016	31-03-2015
Cash & Cash Equivalents		
Cash on hand	3.63	8.56
Balance with banks		
(a) In Current accounts	98.82	95.37
(b) In Cash Credit accounts	-	36.32
(c) In EEFC accounts	95.22	21.73
Other Bank Balances	197.67	161.98
In earmarked accounts		
- Unclaimed dividend accounts (Refer Note below)	11.08	11.85
- Margin money deposits	31.32	12.37
	42.40	24.22
Total cash and bank balance	240.07	186.20
Notes:		
There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as at 31-03-2016		
19 Short-term Loans and Advances:	As at	As at
	31-03-2016	31-03-2015
Advances recoverable in cash or in kind	212.71	241.89
Other Advances & Deposits	1.01	1.18
Deposit with Central Excise	71.02	124.09
Current maturity of Prepaid Expenses	52.28	57.22
Advance Income-tax & Wealth-tax - Net of provisions ₹ 3,402.72 lakhs (March 31, 2015 : ₹ 3,177.18 lakhs)	62.63	-
Total short-term loans and advances	399.65	424.38
20 Other Current Assets:	As at	As at
	31-03-2016	31-03-2015
Accrued Income	44.53	106.86
Receivable from LIC (Gratuity claim)	6.84	6.15
Forex Forward Contract (Net)	-	197.55
Total other current assets	51.37	310.56

21 Revenue:	Year ended 31-03-2016	Year ended 31-03-2015
(i) Sale of products		
Manufactured goods	32,185.68	34,638.21
Less : Excise duty	1,128.29	1,148.01
	31,057.39	33,490.20
(ii) Power generation from Windmill	74.97	66.25
Total revenue	31,132.36	33,556.45
Manufactured Goods / Power Generation / Trading		
- Reclaim Rubber	29,921.41	32,536.44
- Punch & Split Products	731.91	575.50
- Thermo Plastic Elastomers	404.07	378.26
- Power generation from Windmill	74.97	66.25
22 Other operating income:	Year ended 31-03-2016	Year ended 31-03-2015
Export incentives	355.30	390.54
Other Sales	0.33	0.02
Total other operating income	355.63	390.56
23 Other income:	Year ended 31-03-2016	Year ended 31-03-2015
Interest Income	24.10	14.39
Rent Income	23.92	22.36
Net Gain on foreign currency transactions and translation	-	669.43
Profit on sale of fixed assets	1.89	-
Total other income	49.91	706.18
24 Cost of material consumed:	Year ended 31-03-2016	Year ended 31-03-2015
Raw material consumed:		
Opening inventories	1,342.57	1,648.73
Add : Purchases (including incidental expenses of ₹ 843.94 lakhs, March 31, 2015 : ₹ 672.34 lakhs)	15,250.17	17,464.74
	16,592.74	19,113.47
Less : Closing inventories	1,693.69	1,342.57
Total cost of material consumed	14,899.05	17,770.90
(a) Products consumed		
- Waste Rubber	13,630.80	16,127.87
- Process Oils	790.08	1,093.51
- Other Oils and Chemicals	478.16	549.51
	14,899.05	17,770.90
(b) Import and Indigenous consumptions		
- Imports	765.25	613.63
%	5.14%	3.45%
- Indigenous	14,133.80	17,157.27
%	94.86%	96.55%
	14,899.05	17,770.90

25 Changes in inventories of finished goods, work-in-progress and stock-in-trade	Year ended 31-03-2016	Year ended 31-03-2015
Stock at the end of the year:		
Finished goods	707.29	826.93
Goods-in-transit (Finished Goods)	352.75	386.64
Work-in-progress	366.41	242.41
Total (A)	1,426.45	1,455.98
Stock at the beginning of the year:		
Finished goods	826.93	881.01
Goods-in-transit (Finished Goods)	386.64	398.17
Work-in-progress	242.41	191.69
Total (B)	1,455.98	1,470.87
Increase / (Decrease) in Stock	Total (A-B)	
	(29.53)	(14.89)
Finished Goods		
- Reclaim Rubber	893.93	1,022.76
- Punch & Split Products	86.03	93.96
- Thermo Plastic Elastomers	80.08	96.85
	1,060.04	1,213.57
Work-in-progress		
- Reclaim Rubber	366.41	242.41
	366.41	242.41

26 Employee Benefits expenses:	Year ended 31-03-2016	Year ended 31-03-2015
Salaries, Wages and Bonus	4,330.52	3,921.70
Contribution to Provident fund and Pension fund	204.73	168.21
Gratuity fund	46.35	35.86
Contribution to other funds	63.17	71.38
Welfare and other benefits	266.17	146.61
Total employee benefits expenses	4,910.94	4,343.76

(a) The disclosure required as per the revised AS 15 is as under:

(i) Brief description of the plans.

The Company has various schemes for long term benefits such as provident fund, superannuation, gratuity and leave encashment. The Company's defined contribution plans are Employees' Provident fund and Pension Scheme (under the provision of the Employees' Provident Fund and Miscellaneous Provisions Act, 1952) since the company has no further obligation beyond making the contributions.

The employees of the company are also entitled to leave encashment and gratuity which are defined benefit plan.

(ii) Charge to the Profit and Loss Account based on Contributions :

	Year ended 31-03-2016	Year ended 31-03-2015
Provident and Pension fund	204.73	168.21

(iii) The liability for leave encashment and compensated absences (unfunded) as at year end is ₹ 69.68 lakhs (March 31, 2015 : ₹ 80.31 lakhs).

(b) Disclosure for defined benefit plan based on actuarial report as on 31-03-2016	As at 31-03-2016	As at 31-03-2015	As at 31-03-2016	As at 31-03-2015
	Leave Encashment		Gratuity	
	Unfunded		Funded	
(i) Change in Defined Benefit Obligation				
Opening defined benefit obligation	80.31	53.89	475.45	413.74
Interest cost	6.39	5.02	38.04	33.10
Current service cost	32.94	24.33	34.95	43.51
Benefits paid	(47.30)	(21.23)	(44.20)	(19.15)
Actuarial loss / (gain)	(2.66)	18.30	17.32	4.25
Closing defined benefit obligation	69.68	80.31	521.55	475.45

	As at 31-03-2016	As at 31-03-2015	As at 31-03-2016	As at 31-03-2015
	Leave Encashment		Gratuity	
	Unfunded		Funded	
(ii) Change in Fair Value of Assets				
Opening fair value of plan assets	-	-	530.39	498.20
Expected return on plan assets	-	-	43.95	45.00
Contributions by employer	-	-	10.80	6.34
Benefits paid	-	-	(44.20)	(19.15)
Actuarial gain / (loss)	-	-	-	-
Closing fair value of plan assets	-	-	540.94	530.39
(iii) Amount recognized in the Balance Sheet				
Fair value of plan assets as at beginning of the year	-	-	530.39	498.20
Actual return on plan assets	-	-	43.95	45.00
Contributions	-	-	10.80	6.34
Benefits paid	-	-	(44.20)	(19.15)
Fair value of plan assets as at end of the year	-	-	540.94	530.39
Funded status	-	-	(19.39)	(54.94)
Excess of Actual over estimated return on plan assets	-	-	-	-
(iv) Actuarial (gain) / loss recognized				
Actuarial (gain) / loss for the year - plan assets	-	-	-	-
Actuarial (gain) / loss on obligations	(2.66)	18.30	17.32	4.25
Actuarial (gain) / loss recognized in the year	(2.66)	18.30	17.32	4.25
(v) Amount to be recognized in the Balance Sheet and Profit & Loss accounts				
Present value of obligation as at the end of the year	69.68	80.31	521.55	475.45
Fair value of plan assets as at the end of the year	-	-	540.94	530.39
Funded status				
Net (Assets) / Liabilities recognized in the Balance Sheet	69.68	80.31	(19.39)	(54.94)
Current service cost	32.94	24.33	34.95	43.51
Interest cost	6.39	5.02	38.04	33.10
Expected return on plan assets	-	-	(43.95)	(45.00)
Net Actuarial (gain) / loss recognised in the year	(2.66)	18.30	17.32	4.25
Expenses recognised in the statement of Profit & Loss account	36.67	47.65	46.35	35.86
(vi) Actuarial Assumptions				
Discount Rate	8.08%	7.96%	8.00%	8.00%
Salary Escalation	5.00%	5.00%	3.00%	3.00%
	As at	As at	As at	As at
	31-03-2016	31-03-2015	31-03-2014	31-03-2013
Net asset / liability recognised in the Balance Sheet				
Gratuity				
Defined benefit obligation	521.55	475.45	413.74	392.48
Plan Assets	540.94	530.39	498.2	367.32
Deficit / (Surplus)	(19.39)	(54.94)	(84.46)	25.16
27 Finance cost:			Year ended	Year ended
			31-03-2016	31-03-2015
Interest on Term & Working Capital Loans			382.66	422.68
Interest on Other Loans			10.18	9.04
Financial Charges			53.47	64.18
Total finance cost			446.31	495.90

28 Depreciation and Amortization expenses:	Year ended 31-03-2016	Year ended 31-03-2015
Depreciation on Tangible Assets	1,381.01	1,452.70
Depreciation on Intangible Assets	20.31	19.34
Total depreciation and amortization expenses	1,401.32	1,472.04
29 Other expenses:	Year ended 31-03-2016	Year ended 31-03-2015
Manufacturing Expenses		
Packing Material consumed	771.32	813.55
Stores and Spare Parts Consumed	446.43	430.66
Power, Fuel & Water Consumed:-		
- Power Consumption	3,555.60	3,570.21
- Fuel Consumption	636.79	892.61
- Water Consumption	36.48	44.51
Repairs & Maintenance Expenses:-		
- Plant & Machineries	284.22	237.30
- Factory Buildings	19.66	28.31
	5,750.50	6,017.16
Sales & Distribution expenses		
Ocean Freight	1,088.04	1,485.41
Marine Insurance	4.20	6.83
Export clearing and Other charges	478.42	432.67
Local freight & Other charges	497.51	615.21
Other Selling and Distribution expenses	148.72	89.23
	2,216.89	2,629.35
Administration & Other Expenses		
Insurance	38.00	51.30
Vehicle Expenses	44.63	88.14
Printing & Stationery	19.41	35.02
Advertisements	8.67	14.61
Rent, Lease Rent & Other Charges	44.90	28.26
Repairs to Other Assets	75.94	44.88
Retainer fees, Legal fees & professional charges	144.87	159.42
Travelling & Conveyance	139.79	172.37
Postage, Telegram & Telephones	48.71	56.94
Provision for Doubtful Debts	2.40	-
Net Loss on foreign currency transactions and translation	16.95	-
Payment to Auditors:-		
- Audit fee	7.04	7.00
- Tax Audit fee	2.26	2.25
- Taxation matters and other expenses	4.65	5.86
- Reimbursement of expenses	0.43	0.21
Board Meeting Fees	9.68	5.44
Commission to Director	13.00	12.00
Charity and donation	0.02	0.02
Corporate Social Responsibility Expense	35.93	55.96
Factory / Office Expenses	27.64	43.49
Office electricity expenses	15.69	15.02
Other Expenses	95.23	138.08
Loss on Sale of Assets / Assets Discarded / Impairment	43.84	0.53
Variation in CED on Stock of finished goods	(13.11)	(8.62)
	826.57	928.20
Total other expenses	8,793.96	9,574.71

30 Contingent Liabilities and commitments (to the extent not provided for)	As at 31-03-2016	As at 31-03-2015
(a) Guaranteed by Banks not provided for (Net)	319.15	266.90
(b) Letter of Credit	207.51	16.60
(c) Claims against the company (Including Sales tax, Excise duty, etc.) not acknowledged as debts		
- Maharashtra Sales Tax	0.62	0.74
- Excise Duty & Service Tax	135.62	196.31
- Income Tax liability	94.94	635.77
(d) Estimated amount of contracts remaining to be executed on capital account.	242.73	35.48
(e) Detention charges for container for import of rubber scrap	121.39	-
31 Disclosure in respect of Lease	As at 31-03-2016	As at 31-03-2015
Vehicles taken on Operating Lease:		
The company has entered into lease agreement for eight vehicles taken on operating lease for a term of 48 months. The future minimum lease payments under non cancellable operating lease are as under:		
(a) Not later than 1 year	35.08	16.15
(b) Later than 1 year but not later than 5 years	52.25	24.37
(c) Later than 5 years	-	-
Premises given on Operating Lease:		
The Company has given premises on operating lease to Halfen Moment India Pvt. Ltd. for 3 years.		
Buildings		
- Gross carrying amount as on balance sheet date	138.23	138.23
- Accumulated depreciation amount as on balance sheet date	21.70	19.45
- Net carrying amount as on balance sheet date	116.53	118.78
- Depreciation recognised in statement of profit and loss	2.25	2.25
The future minimum lease rental income is as follows:		
(a) Not later than 1 year	12.36	23.92
(b) Later than 1 year but not later than 5 years	-	12.36
(c) Later than 5 years	-	-
32 Related parties disclosure :	As at 31-03-2016	As at 31-03-2015
A) Relationships		
1) <u>Subsidiary Company</u>		
- Grip Polymers Ltd. (100 % of total shareholdings held by the GRP Ltd.)		
2) <u>Key Managerial Personnel</u>		
- Rajendra V Gandhi; Managing Director		
- Harsh R Gandhi; Executive Director		
- Ganesh A Ghangurde; President, Chief Financial Officer & Company Secretary		
3) <u>Relatives of Key Managerial Personnel and Entities over which significant influence is exercised by key management personnel or their relatives and with whom transactions have taken place in the ordinary course of business</u>		
- Nayna R. Gandhi, Harsh R. Gandhi, Hemal H. Gandhi, Vaishali R. Gandhi, Nehal R. Gandhi, Mahesh V. Gandhi, Harish V. Gandhi, Mrudula J Shah, Rekha A Kothari, Devyani C Tolia, Varsha H Shah, Chandrika A Kumbhani and Anant G. Ghangurde		
- Rajendra V. Gandhi HUF (Rajendra V. Gandhi is Karta)		
- Aarav Trust (Rajendra V. Gandhi & Harsh R. Gandhi are the Trustees)		
- Aayushi & Aashni Trust (Rajendra V. Gandhi & Harsh R. Gandhi are the Trustees)		
- Nehal Trust (Rajendra V. Gandhi & Harsh R. Gandhi are the Trustees)		
- Harsh R. Gandhi HUF (Harsh R. Gandhi is Karta),		
- Enarjee Consultancy & Trading Company LLP (Rajendra V. Gandhi & Harsh R. Gandhi are the Designated Partners)		
- Industrial Development and Investment Co.Pvt. Ltd. (Rajendra V. Gandhi is Director)		
- Ghatkopar Estate & Finance Corporation Pvt. Ltd. (Rajendra V. Gandhi is Director)		

- Alphanso Netsecure Pvt. Ltd. (Harsh R. Gandhi and Ganesh A. Ghangurde are the Directors)
- Grip Surya Recycling LLP (Jointly controlled entity of subsidiary company (Grip Polymers Ltd.))
- Marangoni GRP Private Limited (Rajendra V. Gandhi & Harsh R. Gandhi are the Directors)

B) Related Parties Transactions

	As at 31-03-2016	As at 31-03-2015
1) <u>Summary of transactions with related parties in the ordinary course of business</u>		
A) Subsidiary Company:		
Loan given & Outstanding	140.00	45.92
Interest charged and outstanding	12.56	1.00
Shareholding as on 31.03.2016	1.01	1.01
B) Key Management Personnel		
Remuneration paid	308.00	273.57
Dividend paid	9.02	11.62
C) Relatives of Key Managerial Personnel and Entities over which significant influence is exercised by key management personnel or their relatives.		
Purchase of goods & Services	667.83	-
Remuneration paid	7.13	6.12
Sitting Fees Paid	1.50	0.75
Dividend paid	41.86	52.83
Interest paid	-	0.79
Rent paid	-	0.18
Deposit repaid	-	77.25
Sale of Assets	1.75	-
Loans & Advances given	6.20	-
Outstanding Receivable	0.28	-
2) <u>Summary of transactions with related parties other than ordinary transactions</u>		
Sale of Flat	-	600.00
Sale of Furniture	-	65.00
C) Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with the related parties during the year		
1 Purchase of Goods & Services		
Grip Surya Recycling LLP	667.83	-
2 Remuneration Paid		
Rajendra V Gandhi	86.20	82.37
Harsh R Gandhi	131.19	119.28
Ganesh A Ghangurde	90.61	71.93
3 Sitting Fees Paid		
Mahesh V Gandhi	0.75	0.75
Nayna R. Gandhi	0.75	-
4 Dividend paid		
Harsh R Gandhi	6.47	8.34
Mahesh V Gandhi	8.33	10.73
Rajendra V Gandhi HUF	5.26	6.78
Enarjee Consultancy & Trading Company LLP	6.60	8.50

	As at 31-03-2016	As at 31-03-2015
5 Interest paid		
Nehal R Gandhi	-	0.09
Aayushi & Aashni Trust	-	0.12
Aarav Trust	-	0.10
Nehal Trust	-	0.17
6 Rent paid		
Industrial Development and Investment Co. Pvt. Ltd.	-	0.18
7 Deposit repaid		
Nehal R Gandhi	-	8.50
Aayushi & Aashni Trust	-	11.50
Aarav Trust	-	10.00
Nehal Trust	-	17.00
8 Sale of Assets		
Grip Surya Recycling LLP	1.75	-
9 Loans & Advances given		
MARANGONI GRP Private Limited	5.00	-
Grip Surya Recycling LLP	1.20	-
10 Outstanding Receivable		
Grip Surya Recycling LLP	0.28	-
11 Sale of Flat		
Rajendra V Gandhi	-	600.00
12 Sale of Furniture		
Rajendra V Gandhi	-	65.00
33 Research & Development Expenditure:	As at	As at
	31-03-2016	31-03-2015
Accounting for Research & Development expenditure incurred :		
(a) Capital Expenditure incurred on Equipments & Machinery	26.83	301.78
(b) Capital Expenditure incurred on Buildings, Furniture, office equipments & Computer Hardware	4.74	327.93
(c) Capital Work in Progress	5.25	7.04
(d) Revenue Expenditure incurred towards the R&D Projects	144.45	217.10
34 Segment Reporting :	As at	As at
	31-03-2016	31-03-2015
Segment reporting as required by Accounting Standard 17 issued by the Institute of Chartered Accountant of India.		
1 Segment Revenue		
a) Reclaim Rubber (Net of Excise Duty) *	30,653.32	33,111.94
b) Power	74.97	66.25
c) Others **	404.07	378.26
Net Segment Revenue	<u>31,132.36</u>	<u>33,556.45</u>
* Reclaim Rubber includes crumb rubber, punch & split products		
** Others includes Thermo Plastic Elastomers		

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in lakh)

2 Segment Results Profit (+) / Loss (-) before Tax and interest from each segment

a) Reclaim Rubber	3,383.09	2,571.48
b) Power	44.35	36.21
c) Others	(224.62)	(302.30)
Sub Total	3,202.82	2,305.39
Less: Interest, Un-allocable expenditure & Un-allocable Income (net of expenses)	2,146.03	1,203.24
Profit Before Tax & Extra Ordinary Item	1,056.79	1,102.15
Less: Extra Ordinary Item	-	-
Profit Before Tax	1,056.79	1,102.15
Provision for Taxation:		
- Income Tax	317.60	290.90
- Deferred Tax	(62.45)	(75.56)
Profit After Tax	801.64	886.81

3 Other Information

I Segment Assets

a) Reclaim Rubber	19,408.02	19,287.70
b) Power	254.24	268.47
c) Others	1,423.68	1,153.68
d) Un-allocated Assets	2,975.77	2,808.91
Total	24,061.71	23,518.76

II Segment Liabilities

a) Reclaim Rubber	3,304.06	4,970.60
b) Power	0.99	1.06
c) Others	141.99	98.08
d) Un-allocated Liabilities	8,726.43	7,201.98
Total	12,173.47	12,271.72

III Capital Expenditure (Including Capital Work in Progress)

a) Reclaim Rubber	634.84	1,426.82
b) Power	-	0.14
c) Others	431.33	497.66
d) Unallocable	25.05	29.83
Total	1,091.22	1,954.45

IV Depreciation

a) Reclaim Rubber	1,231.84	1,284.63
b) Power	14.69	14.69
c) Others	58.47	60.48
d) Unallocable	96.32	112.23
Total	1,401.32	1,472.03

V Non Cash Expenditure other than Depreciation

a) Reclaim Rubber	45.29	0.53
b) Power	-	-
c) Others	0.95	-
d) Unallocable	-	-
Total	46.24	0.53

4 Information about Secondary Segments

(i) Revenue & Sundry Debtors as per Geographical Markets

Particulars	Revenue		Trade Receivable	
	2015-16	2014-15	2015-16	2014-15
India	9,175.42	9,411.38	1,988.22	1,613.98
Outside India	21,956.94	24,145.07	3,457.11	3,434.28
Total	31,132.36	33,556.45	5,445.33	5,048.26

(ii) The Company has common fixed assets for producing goods for Domestic Market and Overseas Market. Hence separate figures for fixed assets / additions to fixed assets cannot be furnished

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in lakh)

35 Corporate Social Responsibility Expenditure :	As at 31-03-2016	As at 31-03-2015		
a) Gross amount required to be spent by the company during the year.	34.82	55.96		
b) Amount Spent during the year on:	35.93	55.96		
	In cash	Yet to be paid in cash	Total	
i) Construction/acquisition of any asset	8.89	-	8.89	
ii) On purposes other than (i) above	27.04	-	27.04	
36 Expenses / Earnings in foreign currency:	As at 31-03-2016	As at 31-03-2015		
(i) Raw Material	765.25	613.63		
(ii) Capital Goods	180.97	191.21		
(iii) Expenditure in foreign currency	493.28	692.10		
(iv) Earning in foreign exchange in respect of Export of Goods (F.O.B. value)	20,471.40	22,595.61		
37 Foreign currency exposures:	As at 31-03-2016	As at 31-03-2015		
(a) Foreign currency exposures that are hedged as at 31st March	(Amount in Foreign Currency (in lakh))			
Forward contracts				
USD	-	30.00	-	1,879.50
EURO	-	29.00	-	1,952.57
(b) Foreign currency exposures that are not hedged as at 31st March	(Amount in Foreign Currency (in lakh))			
Total Receivables includes sales proceedings	As at 31-03-2016	As at 31-03-2015	As at 31-03-2016	As at 31-03-2015
USD	23.95	3.87	1,586.76	230.13
EURO	25.72	(9.42)	1,939.35	(647.29)
GBP	1.38	0.47	131.33	42.78
JPY	25.90	-	15.28	-
Total Payables includes imports, bank loans and interest payments				
USD	33.38	53.00	2,211.82	3,320.21
EURO	30.43	27.00	2,294.31	1,817.94
GBP	0.23	-	21.83	-
38 Earnings per share :	As at 31-03-2016	As at 31-03-2015		
- Net Profit after tax for the year	801.64	945.71		
- Excess Provision for tax for earlier years	-	58.90		
- Net Profit attributable to Equity Shareholders	801.64	886.81		
- Number of equity shares of ₹ 10/- each.	1,333,333	1,333,333		
- Earnings per share - Basic	60.12	66.51		
- Earnings per share -Diluted	60.12	66.51		
Other Notes				
39 Exceptional items represents profit on sale of residential flat including furniture and fixtures to the Managing Director of the company ₹ NIL, (March 31, 2015 : ₹ 121.16 lakhs)				
40 Expenses debited to Profit & Loss account include prior period expenses ₹ 12.61 lakhs (March 31, 2015 : ₹ 33.32 lakhs)				

- 41 Closing stock of Finished Goods include excise duty of ₹ 69.03 lakhs (March 31, 2015 : ₹ 82.14 lakhs)
- 42 In the opinion of the Board, the Current Assets, Loans & Advances are approximately of the value stated, if realised, in the ordinary course of the business. The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- 43 Previous period figures have been regrouped and recast wherever necessary to conform to the current year classification

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

For and on behalf of the Board of Directors

As per our Report of even date

For A. B. Modi & Associates

Chartered Accountants

ICAI Firm Registration No. 106473W

Rajendra V Gandhi

Managing Director

Harsh R Gandhi

Executive Director

Rajesh S. Shah

Partner

Membership No. 017844

Ganesh A Ghangurde

President & Chief Financial Officer & Company Secretary

Place : Mumbai

Date : 20th May, 2016

Place : Mumbai

Date : 20th May, 2016

Independent Auditors' Report on Consolidated Financial Statements

To the Members of GRP Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of GRP Limited ("the Holding Company") and its subsidiary and jointly controlled entity (collectively referred to as "the Company" or "the Group"), comprising of the consolidated balance sheet as at 31st March 2016, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Company are responsible for 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; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the consolidated financial statements based on our audit.
4. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
7. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company, as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matter

9. We did not audit the financial statement of jointly controlled entity included in the consolidated financial statements whose financial statements reflect total assets of Rs.508.18 lacs and net assets of Rs.284.97 lacs as at 31st March, 2016, total revenues of Rs.656.86 lacs and net profit of Rs.9.56 lacs for the year ended on that date, as considered in the consolidated financial statements. This financial statement has been audited by other auditors whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this jointly controlled entity and our report in terms Section 143(11)(3) of the Act, in so far as it relates to the aforesaid jointly controlled entity is based solely on the reports of the other auditors.

Our Opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

10. As required by sub-section 3 of Section 143 of the Act, 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 of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

- (c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies incorporated in India, none of the Directors of the Group companies incorporated in India is disqualified as on 31st March, 2016 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- (g) 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 31 to the consolidated financial statements;
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivatives contracts; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.

For A. B. Modi & Associates
Chartered Accountants
Firm's registration number: 106473W

Rajesh S Shah
Partner
Membership No 017844

Place: Mumbai
Date : 20th May, 2016

Annexure - A to the Auditors' Report on Consolidated Financial Statements

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

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2016, we have audited the internal financial controls over financial reporting of GRP Limited ("the Holding Company") and its subsidiary company which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. 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") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, 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 ICAI.

For A. B. Modi & Associates
Chartered Accountants
Firm's registration number: 106473W

Rajesh S Shah
Partner
Membership No 017844

Place: Mumbai
Date : 20th May, 2016

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

	Note	(₹ in lakh)	
		As at 31-Mar-2016	As at 31-Mar-2015
Equity and Liabilities			
Shareholders' funds			
Share capital	2	133.33	133.33
Reserves and surplus	3	11,772.21	11,141.25
		11,905.54	11,274.58
Non-current Liabilities			
Long term borrowings	4	992.45	1,046.19
Deferred tax liabilities (net)	5	2,332.23	2,394.69
Other long term liabilities	6	-	10.00
Long term provisions	7	102.51	130.54
		3,427.19	3,581.42
Current Liabilities			
Short term borrowings	8	4,653.91	4,240.11
Trade payables	9	1,878.78	2,035.62
Other current liabilities	10	1,632.69	1,869.21
Short term provisions	11	213.36	331.27
		8,378.74	8,476.20
Minority Interest		-	-
Total Equity & Liabilities		23,711.47	23,332.20
Assets			
Non-current assets			
Fixed assets			
- Tangible assets	12	13,161.98	12,890.55
- Intangible assets	12	66.84	87.16
- Capital work-in-progress	12	196.36	610.96
Non current investments	13	67.00	58.50
Long term loans and advances	14	698.79	669.70
Other non current assets	15	1.73	2.70
		14,192.70	14,319.57
Current Assets			
Current investments	16	0.08	0.08
Inventories	17	3,355.97	3,005.13
Trade receivables	18	5,450.77	5,048.26
Cash & Bank Balances	19	268.65	218.48
Short term loans and advances	20	401.83	431.02
Other current assets	21	41.47	309.67
		9,518.77	9,012.63
Total Assets		23,711.47	23,332.20
Significant Accounting policies and Notes on Financial Statements	1 - 43		

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

As per our Report of even date

For A. B. Modi & Associates

Chartered Accountants

ICAI Firm Registration No. 106473W

Rajesh S. Shah

Partner

Membership No. 017844

Place : Mumbai

Date : 20th May, 2016

For and on behalf of the Board of Directors

Rajendra V Gandhi

Managing Director

Harsh R Gandhi

Executive Director

Ganesh A Ghangurde

President & Chief Financial Officer & Company Secretary

Place : Mumbai

Date : 20th May, 2016

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED 31ST MARCH, 2016

		(₹ in lakh)	
	Note	Year ended 31-03-2016	Year ended 31-03-2015
Revenue :			
Gross Sales	22	32,274.98	34,704.46
Less: Excise duty		1,128.29	1,148.01
Net Sales		31,146.69	33,556.45
Other operating income	23	355.63	390.56
Revenue from operations (net)		31,502.32	33,947.01
Other income	24	39.50	707.73
Total revenue		31,541.82	34,654.74
Expenses :			
Cost of materials consumed	25	14,894.70	17,770.90
Changes in inventories of finished goods, work-in-progress and stock-in-trade	26	(14.68)	14.89
Employee benefits expenses	27	4,930.52	4,343.76
Finance costs	28	450.41	495.91
Depreciation and amortization expenses	29	1,419.30	1,472.04
Other expenses	30	8,814.67	9,575.31
Total expenses		30,494.92	33,672.81
Profit before exceptional and extraordinary items and tax		1,046.90	981.93
Add: Exceptional items	41	-	(121.16)
Profit before extraordinary items and tax		1,046.90	1,103.09
Extraordinary items		-	-
Profit before tax		1,046.90	1,103.09
Minority Interest		-	-
Tax expense			
Current tax		226.06	232.52
MAT credit entitlement		92.06	0.05
Deferred tax		(62.45)	(75.56)
(Excess) / Short provision of earlier years		(0.20)	58.90
Profit / (Loss) for the period		791.43	887.18
Earnings per equity share (of ₹ 10/- each)	38		
(1) Basic		59.36	66.54
(2) Diluted		59.36	66.54
Significant Accounting policies and Notes on Financial Statements	1 - 43		

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

As per our Report of even date

For A. B. Modi & Associates

Chartered Accountants

ICAI Firm Registration No. 106473W

Rajesh S. Shah

Partner

Membership No. 017844

Place : Mumbai

Date : 20th May, 2016

For and on behalf of the Board of Directors

Rajendra V Gandhi

Managing Director

Harsh R Gandhi

Executive Director

Ganesh A Ghangurde

President & Chief Financial Officer & Company Secretary

Place : Mumbai

Date : 20th May, 2016

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	(₹ in lakh)	
	Year ended 31-03-2016	Year ended 31-03-2015
A Cash flow from Operating activities		
Net profit before tax and extra ordinary items	1,046.90	1,103.09
Adjustments for		
- Depreciation	1,419.30	1,472.04
- (Profit) / Loss on sale of assets (Net)	(1.89)	(120.64)
- Fixed Assets Discarded	43.84	-
- Wealth tax provision	-	0.60
- Interest (Net)	378.96	415.89
- Rent received	(23.92)	(22.36)
- Provision for Doubtful Debts	2.40	-
- Dividend received	(0.16)	(0.11)
- Excess / Short Provision for earlier years	-	0.17
	1,818.53	1,745.59
Operating Profit before working capital changes	2,865.43	2,848.68
Adjustments for		
- (Increase) / Decrease in Trade and other receivables	(74.86)	(105.56)
- (Increase) / Decrease in Inventories	(350.84)	321.03
- Increase / (Decrease) in Trade payable	(339.77)	295.70
	(765.47)	511.17
Cash generated from operations	2,099.96	3,359.86
Direct taxes paid	(325.64)	(146.31)
Net cash from operating activities	1,774.32	3,213.54
B Cash flow from investing activities		
- Interest received	16.04	17.60
- Sale proceeds of fixed assets	(33.52)	660.23
- Rent received	23.92	22.36
- Dividend Income	0.16	0.11
- Investment in Fixed Deposit	0.54	20.97
- Investments	(8.50)	(15.51)
- Loans to Subsidiary company	-	-
- Purchase of fixed assets	(1,269.36)	(1,544.21)
Net cash used in investing activities	(1,270.72)	(838.46)
C Cash flow from financing activities		
- Loans borrowed (Net of repayment)	116.20	(1,776.62)
- Interest paid	(405.84)	(443.80)
- Dividend & Dividend tax paid	(181.31)	(226.06)
Net cash used in financing activities	(470.95)	(2,446.48)
Net increase / (Decrease) in cash and cash equivalents	32.65	(71.40)
Cash and cash equivalents at the beginning of the year	167.38	238.78
Cash and cash equivalents at the closing of the period	200.03	167.38

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016 (CONT...)

	(₹ in lakh)	
	Year ended 31-03-2016	Year ended 31-03-2015
<u>Cash and Bank Balances</u>		
A Cash and cash equivalents		
Cash on hand	4.41	8.61
Balance with banks		
(a) In Current accounts	100.40	100.72
(b) In Cash Credit accounts	-	36.32
(c) In EEFC accounts	95.22	21.73
	200.03	167.38
B Other Bank Balance (Refer note no. 18)	68.62	51.10
	268.65	218.48

- Notes:** (i) Figures in brackets are outflows.
(ii) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard-3 on Cash Flow Statement, prescribed under Section 133 of the Companies Act, 2013.
(iii) Previous year's figures have been re-grouped wherever necessary to conform to current year's classification.

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

For and on behalf of the Board of Directors

As per our Report of even date

For A. B. Modi & Associates

Chartered Accountants

ICAI Firm Registration No. 106473W

Rajesh S. Shah

Partner

Membership No. 017844

Rajendra V Gandhi
Managing Director

Harsh R Gandhi
Executive Director

Ganesh A Ghangurde
President & Chief Financial Officer & Company Secretary

Place : Mumbai

Date : 20th May, 2016

Place : Mumbai

Date : 20th May, 2016

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (₹ in lakh)

Amounts in the financial statements are presented in ₹ Lakhs, except for per share data and as otherwise stated. Certain amounts that are required to be disclosed and do not appear due to rounding off, are detailed in note.

1 (a) Basis of Consolidation

- (A) The consolidated financial statements present the consolidated accounts of GRP Limited with its following Subsidiary and Jointly controlled entity. Companies considered in the consolidated financial statements are :

Name of the Company / Entity Country of Incorporation		Proportion of Ownership Interest
Grip Polymers Limited (Subsidiary)	India	100.00%
Gripsurya Recycling LLP (Jointly controlled entity of Subsidiary)	India	50.00%

- (B) Principles of consolidation :

- (i) The financial statements of the parent company and its subsidiary have been consolidated on a line - by - line basis by adding together, the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances, intra-group transactions and the unrealised profits.
- (ii) The financial statements of the parent company and its subsidiary have been consolidated using uniform accounting policies for like transactions and other events in similar circumstances.
- (iii) The excess of parent company's share of equity in the subsidiary over the cost of its investments in subsidiary, on the acquisition date, is recognised in the financial statements as capital reserve.
- (iv) The financial statements of the company and jointly controlled entity of its subsidiary are combined on proportionate consolidation method on line - by - line basis adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating inter group balances and intragroup transactions.

1 (b) Significant Accounting Policies:

- (A) Basis of accounting :

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and the provisions of the Act (to the extent notified). Accounting policies have been consistently applied by the company and are consistent with those used in the previous year except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard required a change in the accounting policy hitherto in use.

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set-out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and the realisation in cash and cash equivalent, the company has ascertained its operating cycle less than 12 months.

- (B) Accounting Estimates :

The preparation of financial statements in conformity with the generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any difference between the actual result and estimates are recognized in the period in which the results are known / materialised. Any revision to accounting estimates is recognized prospectively in current and future periods.

- (C) Fixed assets & Depreciation :

- (i) Tangible fixed assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs, if capitalization criteria are met and directly attributable to cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Exchange variation arising from repayment / restatement of the long term debts / borrowings in foreign currencies for acquisition of fixed assets is capitalised in terms of the option exercised by the company as per the MCA circular Notification no. G.S.R.378 (E) dated 11th May, 2011 and further amended by pursuant to circular no. 25 / 2012 dated 9th August, 2012 issued by Ministry of Corporate Affairs.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(ii) Depreciation and Amortisation

Depreciation on fixed assets is provided on straight line method for the period for which the assets have been used as under:

- (1) Depreciation on assets is provided over the useful life of assets as prescribed under schedule II of the Companies Act, 2013.
- (2) Effective 1st April, 2014, the company depreciates its fixed assets over the useful life in the manner prescribed in Schedule II of the Act, as against the earlier practice of depreciating at the rates prescribed in schedule XIV of the Companies Act, 1956.
- (3) Plant & machinery which have worked for more than single shift, depreciation is provided for accordingly as per rate prescribed in schedule II of the Companies Act, 2013.
- (4) Leasehold land is amortised over the period of lease.
- (5) The jointly controlled entity accounts depreciation on fixed assets on written down value method using the rates specified under the Income Tax Act, 1961.

(iii) Intangible Assets and Amortisation

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. 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. Gain 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 period of amortisation is as under :

Asset	Period of amortisation
Computer Software	6 years
Copyrights	10 years

(D) Impairment of Assets :

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

(E) Borrowing Costs :

Borrowing costs directly attributable to the acquisition, construction or production of qualified assets are capitalized as part of the cost of the respective asset. The borrowing cost eligible for capitalization is being netted off against any income arising on temporary investment of those borrowings. All other borrowing costs are recognized as an expense in the period in which they are incurred.

(F) Government Grants and Subsidy :

Special capital incentive and subsidy received from the government for setting up or expansion of an industrial undertaking in undeveloped area of state, is credited to Special capital incentive and subsidy account under Capital Reserve Account.

(G) Investments : Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Long term investments are carried at cost. However provision for diminution is made to recognize a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually. Current investments are valued at cost or market value whichever is lower.

(H) Taxes :

Provision for tax is made for both current and deferred taxes. Provisions for current income tax is made at current tax rates based on assessable income. The Company provides for deferred tax based on the tax effect of timing difference resulting from the recognition of items in the financial statement and in estimating its current tax provision. Deferred tax assets are recognized if there is a reasonable certainty of realisation. The effect on deferred taxes of a change in tax rates is recognized in the Profit & Loss Account in the period in which it has been enacted.

Minimum Alternative Tax (MAT) credit entitlement is recognised in accordance with the Guidance Note on "Accounting for credit available in respect of Minimum Alternative Tax under the Income-tax Act, 1961" issued by ICAI. 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. At each balance sheet date the company re-assesses MAT credit assets to the extent they become reasonably certain or virtually certain of realisation, as the case may be and adjusts the same accordingly.

(I) Inventories :

Items of inventories are measured at lower of cost or net realisable value after providing for obsolescence, if any. Cost of Inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and condition. Cost of raw materials, stores & spares, packing materials are determined on weighted average basis. However raw materials are written down to realisable value only if the cost of the related finished goods is not expected to recover the cost of raw materials.

Work in - progress and finished goods are valued at lower of cost and net realisable value. Cost of work in progress and finished goods is determined on absorption costing method which include cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Excise duty is included in the value of finished goods.

(J) Income / Expenses Recognition :

- (i) Domestic Sales are recognized on dispatch of goods from factory and Export Sales on transfer of significant risk & rewards of ownership of such goods. Sales are disclosed net of sales tax / Value added tax, discounts and sales return as applicable.
- (ii) Income from Power generation is accounted on the basis of certification of Gujarat Electricity Development Authority.
- (iii) Commission expenses on sales (other than consignment sales) is accounted on realisation of sales proceeds and commission on consignment sales is accounted on receipt of statement of consignment sale.
- (iv) Rentals and all other expenses in respect of leased assets are treated as revenue expenditure.
- (v) The company accounts for excise duty rebate, duty entitlements and focus benefits on exports on accrual basis.
- (vi) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- (vii) Dividend income is recognized when the right to receive dividend is established.

(K) Foreign currency & derivative transactions :

- (i) Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary items are restated at the rate as of the date of Balance Sheet.
- (ii) In case of forward contracts with underlying assets or liabilities, the difference between the forward rate and the exchange rate on the date of inception of a forward contract is recognised as income or expense and is amortised over the life of the contract. Exchange differences on such contracts are recognised in the statement of Profit and Loss in the year in which they arise. Any profit or loss arising on cancellation or renewal of forward exchange contracts are recognised as income or expense for the period. The objective of these derivative instruments is to reduce the risk or cost to the company and is not intended for trading or speculation purposes.
- (iii) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the profit and loss account except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets in line with notification dated 11th May, 2011 and further amended and issued by Ministry of Corporate Affairs.
- (iv) Exposure on account of Cross Currency swaps entered into by the company is accounted on basis of mark to market losses, if any.

(L) Employees Benefits :

Long Term Employee Benefits :

(a) Defined Contribution Plans :

Provident Fund

The company makes contribution to statutory provident fund in accordance with the Employees Provident Fund & Miscellaneous Provisions Act, 1952, which is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee.

(b) Defined Benefit Plans :

(i) Gratuity

The company has a defined benefit employee retirement scheme in the form of gratuity trust. The Trustees of the scheme have entrusted the administration of the related fund to the Life Insurance Corporation of India (LIC). Charge for the year is determined on the basis of actuarial valuation using the projected unit credit method, as at the date of the balance sheet. Actuarial Gains / Losses, if any are recognised in the statement of profit & loss. Contributions were deposited with the LIC based on intimation received by the company.

(ii) Leave Encashment

Provision for leave encashment, which is a defined benefit, is made based on actuarial valuation done by an independent agency of notified actuaries by using the projected unit credit method. Actuarial Gains / Losses, if any are recognised in the statement of profit & loss.

(iii) Superannuation

The Company has Superannuation Plan for its executives - a defined contribution plan. The Company makes annual contribution of the covered employees' salary, subject to maximum of ₹ 1 lakh per employee, for the executive opting for the benefit. The plan is managed by a Trust and the funds are invested with Life Insurance Corporation of India under its Group Superannuation Scheme. Annual contributions as specified under the Trust deed are paid to the Life Insurance Corporation of India and recognised as an expense of the year in which the liability is incurred.

Short Term Employee Benefits :

Expense in respect of other short term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

(M) Lease:

As a lessee:

Lease agreements where the risk & rewards, incidents to ownership of an asset substantially vest with the lessor are recognised as operating lease. Lease rent under operating lease are recognised in the profit & loss statement on straight line basis.

As a lessor:

The company has leased certain tangible assets and such leases where the company has substantially retained all the risks & rewards of ownership are classified as operating leases . Lease income on such operating leases are recognised in the statement of profit & loss on a straight line basis over the lease term or other systematic basis which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognised as an expense in the statement of profit & loss in the period in which they are incurred.

(N) Research & Development:

Capital Expenditure for Research & Development is capitalised when commissioned and included in the fixed assets. Revenue expenditure on Research & Development is charged in the period in which it is incurred.

(O) Provisions, Contingent Liabilities and Contingent Assets :

Provisions involved substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

(P) Earning per Share :

The company reports basic and diluted earning per share (EPS) in accordance with the Accounting Standard specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The Basic EPS has been computed by dividing the income available to equity shareholders by the weighted average number of equity shares outstanding during the accounting year. The diluted EPS has been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the end of the year.

(Q) Segment reporting :

Identification of segments

The company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company operate.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

(R) Cash and cash equivalents :

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (₹ in lakh)

2 Share Capital:	As at 31-03-2016	As at 31-03-2015		
Authorized				
1,500,000 (March 31, 2015 : 1,500,000) equity shares of ₹ 10 each	150.00	150.00		
Issued, Subscribed and Paid up				
1,333,333 (March 31, 2015 : 1,333,333) Equity shares of ₹ 10 each fully paid-up	133.33	133.33		
	133.33	133.33		
(a) Rights, preferences and restrictions attached to shares				
(i) The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share				
(ii) The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.				
(iii) In the event of liquidation of the Company, the holders of the equity shares of the Company will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts in proportion to their shareholding.				
(b) The reconciliation of the number of shares outstanding and the amount of share capital as at March 31, 2016 and March 31, 2015, is set out below :				
	As at 31-03-2016	As at 31-03-2015		
Equity Shares:				
At the beginning				
- Number of shares	1,333,333	1,333,333		
- Amount	133.33	133.33		
At the end				
- Number of shares	1,333,333	1,333,333		
- Amount	133.33	133.33		
(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the company				
	As at 31-03-2016		As at 31-03-2015	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Mrs. Meera Philip	81,666	6.12%	81,666	6.12%
3 Reserves and Surplus:				
	As at 31-03-2016		As at 31-03-2015	
Capital reserve				
Special capital incentive and subsidy				
Balance as per last Balance sheet	53.30		53.30	
Profit on re-issue of forfeited shares				
Balance as per last Balance sheet	0.01		0.01	
Securities Premium account				
Balance as per last Balance sheet	41.67		41.67	
Excess of Share in Net Assets of subsidiary company				
Balance as per last Balance sheet	3.13		3.08	
Add: Adjustment for additional shares purchased	-		0.05	
Total Excess of Share in Net Assets of subsidiary company	3.13		3.13	
Balance as at the end of the year	98.11		98.11	
General Reserve				
Balance as at beginning of the year	6,009.32		6,009.32	
Add : Transferred from the statement of profit and loss account	500.00		-	
Balance as at the end of the year	6,509.32		6,009.32	
Surplus in Statement of Profit & Loss				
Balance as at beginning of the year	5,033.82		4,345.81	
Profit for the year	791.43		887.18	

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (₹ in lakh)

3 Reserves and Surplus:	As at	
	31-03-2016	31-03-2015
Amount available for appropriation	5,825.25	5,232.99
Less: Appropriations :		
- Dividend	133.33	150.00
- Dividend tax	27.14	30.54
- Amount transferred to general reserve	500.00	-
- Transitional provision for : Depreciation charge	-	28.23
- : Deferred tax on above	-	(9.60)
Total appropriations	660.47	199.17
Balance as at end of the year	5,164.78	5,033.82
Total reserves and surplus	11,772.21	11,141.25

4 Long Term Borrowings:	As at		As at	
	31-03-2016	31-03-2015	31-03-2016	31-03-2015
	Current Maturity		Non-current portion	
Secured:				
Term Loans from Banks:				
Foreign Currency Loans from Banks	597.99	866.95	-	565.46
Rupee Loans from Banks	589.27	564.17	938.54	480.00
Total Secured Borrowings	1,187.26	1,431.12	938.54	1,045.46
Unsecured:				
Loans from Banks	-	1.24	-	-
Deferred Sales Tax payments	0.73	3.08	-	0.73
Total Unsecured Borrowings	0.73	4.32	-	0.73
	1,187.99	1,435.44	938.54	1,046.19
Amount disclosed under the head "Other current liabilities" (refer note 10)	(1,187.99)	(1,435.44)	-	-
Share in Jointly controlled entity			53.91	-
Total long-term borrowings	-	-	992.45	1,046.19

A Nature of security and terms of repayment for secured borrowings:

- Rupee loan from HDFC Bank Ltd of ₹ NIL (March 31, 2015 : ₹ 324.17 lakhs) for Factory (Phase I) at Chincholi, Solapur**
First exclusive charge by way of hypothecation of entire movable fixed assets of the Company located at Chincholi, Solapur, both present and future and by way of mortgage of land together with factory building and structures situated at Chincholi factory, Solapur.
Repayable in 20 equal quarterly instalments beginning from June 20, 2011, along with interest of 12.35 % p.a.
- Rupee loan from HDFC Bank Ltd of ₹ 480.00 lakhs (March 31, 2015 : ₹ 720.00 lakhs) for Factory (Phase II) at Chincholi, Solapur**
First exclusive charge by way of hypothecation of entire movable fixed assets of the Company located at Chincholi, Solapur, both present and future and by way of mortgage of land together with factory building and structures situated at Chincholi factory, Solapur.
Repayable in 20 equal quarterly instalments beginning from April 30, 2013, along with interest of 11.80 % p.a.
- Foreign currency loan from HDFC Bank Ltd of ₹ NIL (March 31, 2015 : ₹ 113.01 lakhs) for Kurla Office II premises at Mumbai**
First exclusive charge by way of hypothecation of entire current assets, both present and future, including inventories, book debts, bills receivables and entire movable fixed assets and mortgage of immovable fixed assets of the Company.
Repayable in 20 equal quarterly instalments beginning from September 20, 2011 along with interest of 7.85 % p.a.
- Foreign currency loan from Citi Bank, N.A. of ₹ 597.99 lakhs (March 31, 2015 : ₹ 1,319.40 lakhs) for Perundurai factory, in Tamil Nadu**
First exclusive charge by way of hypothecation of entire movable & immovable fixed assets of the Company located at Perundurai, Tamilnadu funded through Citi Bank term loan.
Repayable in 15 equal quarterly instalments beginning from April 22, 2013 along with interest @ 5.61% p.a.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (₹ in lakh)

5 Rupee loan from HDFC Bank Ltd., of ₹ 1,047.81 lakhs (March 31, 2015 : ₹ NIL) for Capex

First exclusive charge by way of hypothecation of plant & machinery finance from the term loans and by way of extension of equitable mortgage on office at 510, Kohinoor City, Kurla (West), Mumbai.

Repayable in 12 equal quarterly instalments beginning from May 13, 2016 along with interest @ 10.50% p.a.

6 Share in Jointly controlled entity

Rupee Term loan from HDFC Bank Ltd of ₹ 57.50 lakhs (March 31, 2015 : ₹ NIL)

First exclusive charge by way of mortgage of immovable properties (including land & building) and hypothecation of all movable fixed assets (including plant & machinery) and current assets of the jointly controlled entity located at Pithampur, Dist. Dhar, Madhya Pradesh factory.

B Terms of repayment for unsecured borrowings:

1 Deferred sales-tax payments

Deferred sales-tax payment is interest free loan and repayable from financial year 2006-07 to 2016-17.

2 Loans from Bank

Vehicle loans are secured by vehicles under hypothecation with banks.

Loans are repayable in 36 monthly instalments from the date of respective loans.

5 Deferred Tax Liabilities (Net):			As at 31-03-2016	As at 31-03-2015
Deferred Tax Liabilities				
- Depreciation			2,396.82	2,419.27
- Gratuity claimed on payment basis			7.22	19.69
			2404.04	2438.96
Deferred Tax Assets				
- Provision for employee benefit			71.81	44.27
			71.81	44.27
Total deferred tax liabilities (net)			2,332.23	2,394.69
6 Other Long-term Liabilities:			As at 31-03-2016	As at 31-03-2015
Security deposit received against the rental income			-	10.00
Total other long-term liabilities			-	10.00
7 Long-term Provisions:	As at 31-03-2016	As at 31-03-2015	As at 31-03-2016	As at 31-03-2015
	Current Maturity		Non-current portion	
Provision for Employees Benefit expenses:				
Provision for Leave encashment	8.81	12.19	60.87	68.12
Provision for Gratuity payment	2.44	2.97	-	-
	11.25	15.16	60.87	68.12
Mark to market provision on derivative instruments	41.64	98.66	41.64	62.42
	52.89	113.82	102.51	130.54
Amount disclosed under the head "Short-term provisions" (refer note 11)	(52.89)	(113.82)	-	-
Total Long-term provisions	-	-	102.51	130.54

8 Short-term Borrowings:	As at 31-03-2016	As at 31-03-2015
Secured:		
Working Capital Loan payable on demand from banks		
Foreign Currency Loan	3,799.75	3,598.70
Rupee Loan	774.44	580.96
	4,574.19	4,179.66
Unsecured:		
Deposits from Others	60.40	60.45
	60.40	60.45
Share in Jointly controlled entity	19.32	-
Total Short-term borrowings	4,653.91	4,240.11

(a) **Working Capital Loan from HDFC Bank Ltd of ₹ 2,828.94 lakhs (March 31, 2015 : ₹ 2,738.32 lakhs)**

First pari passu charge by way of hypothecation of entire current assets, both present and future. First pari passu charge on entire fixed assets both movable and immovable both present and future currently located at Ankleshwar & Panoli plant of the company.

Working Capital loan from Citi Bank N. A. of ₹ 1,745.25 lakhs (March 31, 2015 : ₹ 1,441.35 lakhs)

(b) Secured by first pari passu charge in favour of Citi Bank N.A. by way of hypothecation of stock & book debts. First Pari Passu charge on fixed assets situated at Ankleshwar & Panoli Plant, District Bharuch, Gujarat

(c) **Share in Jointly controlled entity**

Working Capital Loan from HDFC Bank Ltd of ₹ 19.32 lakhs (March 31, 2015 : ₹ NIL)

First exclusive charge by way of hypothecation of entire current assets, both present and future, including inventories, book debts, bills receivables and entire movable fixed assets and mortgage of immovable fixed assets of the Company.

(d) Deposits from Others (unsecured) carry interest @ 12.00% p.a. with maturity period of 12 months from the date of deposit.

9 Trade Payables:	As at 31-03-2016	As at 31-03-2015
Trade payables	1,846.32	2,035.31
Share in Jointly controlled entity	32.46	0.31
Total trade payables	1,878.78	2,035.62

Details of Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act").

To comply with the requirement of The Micro, Small and Medium Enterprises Development Act, 2006, the Company requested its suppliers to confirm it whether they are covered as Micro, Small or Medium enterprise as is defined in the said Act. Based on the communication received from such suppliers confirming their coverage as such enterprise, the company has recognized them for the necessary treatment as provided under the Act, from the date of receipt of such confirmations and are disclosed in note below.

	As at 31-03-2016	As at 31-03-2015
a) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at the year end.	114.48	168.74
b) Interest due to suppliers registered under the MSMED Act and Remaining unpaid at the year end.	2.83	-
c) Principal amount due to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
d) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
e) Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-
f) Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
g) Further interest remaining due and payable for earlier years	-	-

The above information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (₹ in lakh)

10 Other Current Liabilities:	As at 31-03-2016	As at 31-03-2015
Current maturities of Long-term debts (refer note 4)	1,187.99	1,435.44
Interest Accrued but not due on borrowings	26.36	38.10
Unclaimed Dividend (refer note below)	11.08	11.85
Advances from customers	34.26	41.15
Vendors for Capital Goods & Services	195.33	70.46
Statutory dues	162.59	155.17
Others	10.37	117.04
	<u>1,627.98</u>	<u>1,869.21</u>
Share in Jointly controlled entity	4.71	-
Total other current liabilities	1,632.69	1,869.21

Note: There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as on 31st March, 2016.

11 Short Term provisions:	As at 31-03-2016	As at 31-03-2015
Current maturities of Long-term provisions of Employees Benefit expenses (refer note 7)		
Provision for Leave encashment	8.81	12.19
Provision for Gratuity payment	2.44	2.97
	<u>11.25</u>	<u>15.16</u>
Other Provisions		
Mark to market provision on derivative instruments	41.64	98.66
Proposed Dividend	133.33	150.00
Tax On Proposed Dividend	27.14	30.54
Provision for taxation - Net of advance tax paid of ₹ 3,466.66 lakhs (March 31, 2015 : ₹ 3,141.37 lakhs)	-	36.91
	<u>202.11</u>	<u>316.11</u>
Total short-term provisions	213.36	331.27

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (₹ in lakh)

12 Fixed Assets:

Particulars	Gross Block			As at 31-03-2016	As at 01-04-2015	Depreciation & Amortisation			Net Book Value			
	As at 01-04-2015	Additions	Disposal			For the period	Disposal / Discard	Transfer to Retained Earnings	As at 31-03-2016	As at 31-03-2016	As at 31-03-2015	
(a) Tangible Assets												
Own Assets :												
Lease hold Land	557.43	381.03	-	938.46	31.88	9.85	-	-	41.73	896.73	525.56	
Roads	505.41	-	-	505.41	128.42	69.84	-	-	198.26	307.15	376.99	
Buildings	6,074.19	241.94	(0.68)	6,315.45	800.10	175.12	(0.64)	-	974.58	5,340.87	5,274.09	
Plant and Machinery	11,929.43	858.25	(29.19)	12,758.49	5,670.41	1,034.96	(26.66)	-	6,678.71	6,079.78	6,259.02	
Furniture & Fixtures	379.95	2.00	-	381.95	130.48	43.97	-	-	174.45	207.50	249.47	
Office equipments	171.13	11.21	(1.07)	181.27	101.82	20.91	(0.44)	-	122.29	58.98	69.31	
Computer Hardware	140.31	8.26	(2.38)	146.19	111.03	12.27	(1.63)	-	121.67	24.52	29.28	
Vehicles	153.19	-	(25.50)	127.69	75.71	17.93	(21.01)	-	72.63	55.06	77.48	
Sub Total (a):	19,911.04	1,502.69	(58.82)	21,354.91	7,049.85	1,384.85	(50.38)	-	8,384.32	12,970.59	12,861.20	
Share in Jointly controlled entity	29.35	180.02	-	209.37	-	17.98	-	-	17.98	191.39	29.35	
Total (a):	19,940.39	1,682.71	(58.82)	21,564.28	7,049.85	1,402.83	(50.38)	-	8,402.30	13,161.98	12,890.55	
(b) Intangible Assets												
Own Assets :												
Computer Software	217.62	-	-	217.62	141.03	19.21	-	-	160.24	57.38	76.59	
Copyrights	11.06	-	-	11.06	0.49	1.11	-	-	1.60	9.46	10.57	
Total (b):	228.68	-	-	228.68	141.52	20.32	-	-	161.84	66.84	87.16	
Total (a+b):	20,169.07	1,682.71	(58.82)	21,792.96	7,191.37	1,423.15	(50.38)	-	8,564.14	13,228.82	12,977.71	
Previous Year:	19,359.81	1,394.47	(585.21)	20,169.07	5,739.00	1,472.04	(47.91)	28.23	7,191.36	12,977.71	13,620.81	
(c) Capital Work-in-progress												
Factory Building										12.13	85.63	
Plant & Machinery										129.09	512.47	
Other Assets										54.93	9.52	
Sub Total (c):										196.15	607.62	
Share in Jointly controlled entity										0.21	3.34	
Total (c):										196.36	610.96	
Total fixed assets (net)										13,425.18	13,588.67	

- (a) Addition to fixed assets and capital work-in-progress includes exchange difference of ₹ 88.21 lakhs (March 31, 2015 : ₹ 83.63 lakhs) arising on revaluation of foreign currency term loan and principal only swap rupee loans (POS) as per amended AS11 (notified by Ministry of Corporate Affairs).
- (b) Additions during the year and capital work-in-progress include ₹ 19.39 lakhs (March 31, 2015 : ₹ 28.90 lakhs) being borrowing cost capitalised.
- (c) Interest earned on account of Principle only SWAP (POS) loan amounting to ₹ 22.11 lakhs (March 31, 2015 : ₹ 41.20 lakhs) has been reduced from the cost of the respective assets
- (d) Vehicles include one car of the company acquired in the name of Director.
- (e) Depreciation & amortisation for the period include amortisation of leasehold land of Rs. 3.85 lakhs which has been capitalised to pre-operative expenses being project under construction stage.
- (f) During the year Plant & Machinery in capital work in progress is impaired to the extent of ₹ 42.01 lakhs and is reduced from capital work in progress.
- (g) The company has acquired land on lease at Dahej in Gujarat for setting up manufacturing unit. The amortisation and other borrowing cost of ₹ 36.65 lakhs incurred has been capitalised to pre-operative expenses under capital work in progress

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (₹ in lakh)

13 Non-current Investments:	As at 31-03-2016	As at 31-03-2015
Long term investments (valued at cost unless stated otherwise) Others (Quoted):		
5,000 equity shares of ₹ 2/- each fully paid up held in Bank of Baroda (Market Value ₹ 7,35,500/- (March 31, 2015 : ₹ 8,16,500/-))	0.85	0.85
Other Investments (unquoted)		
129,000 (March 31, 2015 : 129,000) equity shares of ₹ 10/- each fully paid up held in Bharuch Eco-aqua Infrastructure Ltd.	12.90	12.90
532,500 (March 31, 2015 : 447,500) equity shares of ₹ 10/- each fully paid up held in Iris Ecopower Venture Pvt. Ltd.	53.25	44.75
Total non-current investment	67.00	58.50
14 Long-term Loans and Advances:		
	As at 31-03-2016	As at 31-03-2015
Advances for Capital Expenditure	127.69	18.40
Other Advances & Deposits	278.83	272.73
Prepaid Expenses	4.98	3.89
MAT credit entitlement	280.53	372.59
	692.03	667.61
Share in Jointly controlled entity	6.76	2.09
Total long-term loans and advances	698.79	669.70
Prepaid expenses include current maturity amount of ₹ 52.28 lakhs (March 31, 2015 : ₹ 57.22 lakhs) (refer note no. 20)		
Considering the future profitability and taxable positions in the subsequent years, the company has recognised the "MAT credit entitlement" as an asset by crediting profit and loss account for an equivalent amount and disclosed under "Loans and Advances" in accordance with the Guidance Note on "Accounting for credit available in respect of Minimum Alternative Tax " issued by ICAI.		
15 Other non-current assets:		
	As at 31-03-2016	As at 31-03-2015
Long term Deposit with Bank (Maturity more than 12 months)	1.54	1.42
Share in Jointly controlled entity	0.19	1.28
Total other non-current assets	1.73	2.70
Fixed Deposit with Bank include deposit of ₹ 0.27 lakhs (March 31, 2015 : ₹ 0.25 lakhs) lien with the Maharashtra Sales Tax Department.		
16 Current Investments:		
	As at 31-03-2016	As at 31-03-2015
Unquoted		
7 years National Savings Certificates (Deposited with Central Excise Authority)	0.08	0.08
Total current investments	0.08	0.08
17 Inventories:		
	As at 31-03-2016	As at 31-03-2015
Stores and Spares	133.60	136.30
Packing Materials	35.70	46.64
Raw Materials (includes Rubber Scrap, Process oils and Chemicals)	1,690.10	1,342.57
Fuel materials	10.67	13.53
FMS License Stocks (at net realisable value)	8.44	10.11
MEIS License Stocks (at net realisable value)	5.41	-
Goods-in-process	366.41	242.41
Goods-in-transit	352.75	386.64
Finished Goods	707.29	826.93
	3,310.37	3,005.13
Share in Jointly controlled entity	45.60	-
Total inventories	3,355.97	3,005.13

18 Trade Receivables:	As at 31-03-2016	As at 31-03-2015
Unsecured		
Outstanding for more than six months		
- Considered Good	9.83	10.86
- Considered Doubtful	2.40	0.17
	<u>12.23</u>	<u>11.03</u>
- Less: Provision for bad & doubtful debts	(2.40)	(0.17)
	<u>9.83</u>	<u>10.86</u>
Others		
- Considered Good	5,435.50	5,037.40
	<u>5,445.33</u>	<u>5,048.26</u>
Share in Jointly controlled entity	5.44	-
Total trade receivables	5,450.77	5,048.26
19 Cash & Bank Balances:	As at 31-03-2016	As at 31-03-2015
Cash & Cash Equivalents		
Cash on hand	3.68	8.61
Balance with banks		
(a) In Current accounts	99.98	95.65
(b) In Cash Credit accounts	-	36.32
(c) In EEFC accounts	95.22	21.73
	<u>198.88</u>	<u>162.31</u>
Other Bank Balances		
In earmarked accounts		
- Unclaimed dividend accounts (Refer Note below)	11.08	11.85
- Margin money deposits	31.32	12.37
- In Fixed Deposit accounts (Maturity more than 3 Months but less than 12 months)	26.22	26.88
	<u>68.62</u>	<u>51.10</u>
	<u>267.50</u>	<u>213.41</u>
Share in Jointly controlled entity	1.15	5.07
Total cash and bank balance	268.65	218.48
Notes:		
There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as at 31-03-2016		
20 Short-term Loans and Advances:	As at 31-03-2016	As at 31-03-2015
Advances recoverable in cash or in kind	211.99	242.39
Other Advances & Deposits	1.01	1.18
Deposit with Central Excise	71.02	124.09
Current maturity of Prepaid Expenses	52.28	57.22
Advance Income-tax & Wealth-tax - Net of provisions ₹ 3,404.10 lakhs (March 31, 2015 : ₹ 3,178.28 lakhs)	62.56	-
	<u>398.86</u>	<u>424.88</u>
Share in Jointly controlled entity	2.97	6.14
Total short-term loans and advances	401.83	431.02
21 Other Current Assets:	As at 31-03-2016	As at 31-03-2015
Accrued Income	32.33	105.96
Receivable from LIC (Gratuity claim)	6.84	6.15
Forex Forward Contract (Net)	-	197.55
Others	2.30	-
Total other current assets	41.47	309.66

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (₹ in lakh)

22 Revenue:	Year ended 31-03-2016	Year ended 31-03-2015
(i) Sale of products		
Manufactured goods	32,185.68	34,638.21
Less : Excise duty	1,128.29	1,148.01
Total:	<u>31,057.39</u>	<u>33,490.20</u>
(ii) Power generation from Windmill	74.97	66.25
	<u>31,132.36</u>	<u>33,556.45</u>
Share in Jointly controlled entity	14.33	-
Total revenue	31,146.69	33,556.45
Manufactured Goods / Power Generation / Trading		
- Reclaim Rubber	29,935.74	32,536.44
- Punch & Split Products	731.91	575.50
- Thermo Plastic Elastomers	404.07	378.26
- Power generation from Windmill	74.97	66.25
23 Other operating income:	Year ended 31-03-2016	Year ended 31-03-2015
Export incentives	355.30	390.54
Other Sales	0.33	0.02
Total other operating income	355.63	390.56
24 Other income:	Year ended 31-03-2016	Year ended 31-03-2015
Interest Income	13.88	15.83
Rent Income	23.92	22.36
Net Gain on foreign currency transactions and translation.	-	669.43
Profit on sale of fixed assets	1.52	-
Other Income	0.16	0.11
	<u>39.48</u>	<u>707.73</u>
Share in Jointly controlled entity	0.02	-
Total other income	39.50	707.73
25 Cost of material consumed:	Year ended 31-03-2016	Year ended 31-03-2015
Raw material consumed:		
Opening inventories	1,342.57	1,648.73
Add : Purchases (including incidental expenses of ₹ 843.94 lakhs, March 31, 2015 : ₹ 672.34 lakhs)	14,936.08	17,464.74
	16,278.65	19,113.47
Less : Closing inventories	1,690.10	1,342.57
	<u>14,588.55</u>	<u>17,770.90</u>
Share in Jointly controlled entity	306.15	-
Total cost of material consumed	14,894.70	17,770.90
(a) Products consumed		
- Waste Rubber	13,626.45	16,127.87
- Process Oils	790.08	1,093.51
- Other Oils and Chemicals	478.16	549.51
	<u>14,894.70</u>	<u>17,770.90</u>
(b) Import and Indigenous consumptions		
- Imports	765.25	613.63
%	5.14%	3.45%
- Indigenous	14,129.45	17,157.27
%	94.86%	96.55%
	<u>14,894.70</u>	<u>17,770.90</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (₹ in lakh)

26 Changes in inventories of finished goods, work-in-progress and stock-in-trade	Year ended 31-03-2016	Year ended 31-03-2015
Stock at the end of the year:		
Finished goods	707.29	826.93
Goods-in-transit (Finished Goods)	352.75	386.64
Work-in-progress	366.41	242.41
Total (A)	<u>1,426.45</u>	<u>1,455.98</u>
Stock at the beginning of the year:		
Finished goods	826.93	881.01
Goods-in-transit (Finished Goods)	386.64	398.17
Work-in-progress	242.41	191.69
Total (B)	<u>1,455.98</u>	<u>1,470.87</u>
	(29.53)	(14.89)
Share in Jointly controlled entity	44.21	-
Increase / (Decrease) in Stock	Total (A-B)	14.68
	14.68	(14.89)
Finished Goods		
- Reclaim Rubber	938.14	1,022.76
- Punch & Split Products	86.03	93.96
- Thermo Plastic Elastomers	80.08	96.85
	<u>1,104.25</u>	<u>1,213.57</u>
Work-in-progress		
- Reclaim Rubber	366.41	242.41
	<u>366.41</u>	<u>242.41</u>
27 Employee Benefits expenses:		
	Year ended 31-03-2016	Year ended 31-03-2015
Salaries, Wages and Bonus	4,330.52	3,921.70
Contribution to Provident fund and Pension fund	204.73	168.21
Gratuity fund	46.35	35.86
Contribution to other funds	63.17	71.38
Welfare and other benefits	266.17	146.61
	<u>4,910.94</u>	<u>4,343.76</u>
Share in Jointly controlled entity	19.58	-
Total employee benefits expenses	<u>4,930.52</u>	<u>4,343.76</u>
28 Finance costs:		
	Year ended 31-03-2016	Year ended 31-03-2015
Interest on Term & Working Capital Loans	382.66	422.68
Interest on Other Loans	10.18	9.04
Financial Charges	53.47	64.19
	<u>446.31</u>	<u>495.91</u>
Share in Jointly controlled entity	4.10	-
Total finance cost	<u>450.41</u>	<u>495.91</u>
29 Depreciation and Amortization expenses:		
	Year ended 31-03-2016	Year ended 31-03-2015
Depreciation on Tangible Assets	1,381.01	1,452.70
Depreciation on Intangible Assets	20.31	19.34
	<u>1,401.32</u>	<u>1,472.04</u>
Share in Jointly controlled entity	17.98	-
Total depreciation and amortization expenses	<u>1,419.30</u>	<u>1,472.04</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (₹ in lakh)

30 Other expenses:	Year ended 31-03-2016	Year ended 31-03-2015
Manufacturing Expenses		
Packing Material consumed	771.32	813.55
Stores and Spare Parts Consumed	446.43	430.66
Power, Fuel & Water Consumed:-		
- Power Consumption	3,555.60	3,570.21
- Fuel Consumption	636.79	892.61
- Water Consumption	36.48	44.51
Repairs & Maintenance Expenses:-		
- Plant & Machineries	284.22	237.30
- Factory Buildings	19.66	28.31
	5,750.50	6,017.16
Sales & Distribution expenses		
Ocean Freight	1,088.04	1,485.41
Marine Insurance	4.20	6.83
Export clearing and Other charges	478.42	432.67
Local freight & Other charges	497.51	615.21
Other Selling and Distribution expenses	148.72	89.23
	2,216.89	2,629.35
Administration & Other Expenses		
Insurance	38.00	51.30
Vehicle Expenses	44.63	88.14
Printing & Stationery	19.41	35.02
Advertisements	8.67	14.61
Rent, Lease Rent & Other Charges	44.90	28.26
Repairs to Other Assets	75.94	44.88
Retainer fees, Legal fees & professional charges	144.87	159.42
Travelling & Conveyance	139.79	172.37
Postage, Telegram & Telephones	48.95	57.22
Provision for Doubtful Debts	2.40	-
Net Loss on foreign currency transactions and translation	16.95	-
Payment to Auditors:-		
- Audit fee	7.12	7.08
- Tax Audit fee	2.26	2.25
- Taxation matters and other expenses	4.71	5.91
- Reimbursement of expenses	0.43	0.21
Board Meeting Fees	9.68	5.44
Commission to Director	13.00	12.00
Charity and donation	0.02	0.02
Corporate Social Responsibility Expense	35.93	55.96
Factory / Office Expenses	27.64	43.49
Office electricity expenses	15.69	15.02
Other Expenses	95.51	138.27
Loss on Sale of Assets / Assets Discarded / Impairment	43.84	0.53
Variation in CED on Stock of finished goods	(13.11)	(8.62)
	827.23	928.81
	8,794.61	9,575.31
Share in Jointly controlled entity	20.06	-
Total other expenses	8,814.67	9,575.31

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (₹ in lakh)

31 Contingent Liabilities and commitments (to the extend not provided for):	As at 31-03-2016	As at 31-03-2015
(a) Guaranteed by Banks not provided for (Net)	319.15	266.90
(b) Letter of Credit	207.51	16.60
(c) Claims against the company (Including Sales tax, Excise duty, etc.) not acknowledged as debts		
- Maharashtra Sales Tax	0.62	0.74
- Excise Duty & Service Tax	135.62	196.31
- Income Tax liability	94.94	635.78
(d) Estimated amount of contracts remaining to be executed on capital account.	242.73	35.48
(e) Detention charges for container for import of rubber scrap	121.39	-

32 Disclosure in respect of Lease:	As at 31-03-2016	As at 31-03-2015
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Operating Lease

The company has entered into lease agreement for four vehicles taken on operating lease for a term of 48 months. The future minimum lease payments under non cancellable operating lease are as under:

(a) Not later than 1 year	35.08	16.15
(b) Later than 1 year but not later than 5 years	52.25	24.37
(c) Later than 5 years	-	-

Premises given on Operating Lease:

The Company has given premises on operating lease to Halfen Moment India Pvt. Ltd. for 3 years.

Buildings

- Gross carrying amount as on balance sheet date	138.23	138.23
- Accumulated depreciation amount as on balance sheet date	21.70	19.45
- Net carrying amount as on balance sheet date	116.53	118.78
- Depreciation recognised in statement of profit and loss	2.25	2.25

The future minimum lease rental income is as follows

(a) Not later than 1 year	12.36	23.92
(b) Later than 1 year but not later than 5 years	-	12.36
(c) Later than 5 years	-	-

33 Related parties disclosure:	As at 31-03-2016	As at 31-03-2015
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A) Relationships

1) Key Managerial Personnel

- Rajendra V Gandhi; Managing Director
- Harsh R Gandhi; Executive Director
- Ganesh A Ghangurde; President, Chief Financial Officer & Company Secretary

2) Relatives of Key Managerial Personnel and Entities over which significant influence is exercised by key management personnel or their relatives and with whom transactions have taken place in the ordinary course of business

- Nayna R. Gandhi, Harsh R. Gandhi, Hemal H. Gandhi, Vaishali R. Gandhi, Nehal R. Gandhi, Mahesh V. Gandhi, Harish V. Gandhi, Mrudula J Shah, Rekha A Kothari, Devyani C Tolia, Varsha H Shah, Chandrika A Kumbhani and Anant G. Ghangurde
- Rajendra V. Gandhi HUF (Rajendra V. Gandhi is Karta)
- Aarav Trust (Rajendra V. Gandhi & Harsh R. Gandhi are the Trustees)
- Aayushi & Aashni Trust (Rajendra V. Gandhi & Harsh R. Gandhi are the Trustees)
- Nehal Trust (Rajendra V. Gandhi & Harsh R. Gandhi are the Trustees)
- Harsh R. Gandhi HUF (Harsh R. Gandhi is Karta),
- Enarjee Consultancy & Trading Company LLP (Rajendra V. Gandhi & Harsh R. Gandhi are the Designated Partners)
- Industrial Development and Investment Co.Pvt. Ltd. (Rajendra V. Gandhi is Director)
- Ghatkopar Estate & Finance Corporation Pvt. Ltd. (Rajendra V. Gandhi is Director)
- Alphanso Netsecure Pvt. Ltd. (Harsh R. Gandhi and Ganesh A. Ghangurde are the Directors)
- Gripsurya Recycling LLP (Jointly controlled Entity of Subsidiary company (Grip Polymers Ltd.))
- MARANGONI GRP Private Limited (Rajendra V. Gandhi & Harsh R. Gandhi are the Directors)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (₹ in lakh)

B) Related Parties Transactions

	As at 31-03-2016	As at 31-03-2015
1) <u>Summary of transactions with related parties in the ordinary course of business</u>		
A) Key Management Personnel		
Remuneration paid	308.00	273.57
Dividend paid	9.02	11.62
B) Relatives of Key Managerial Personnel and Entities over which significant influence is exercised by key management personnel or their relatives.		
Purchase of goods & Services	667.83	-
Remuneration paid	7.13	6.12
Sitting Fees Paid	1.50	0.75
Dividend paid	41.86	52.83
Interest paid	-	0.79
Rent paid	-	0.18
Deposit repaid	-	77.25
Deposit outstanding payable	1.75	-
Deposit outstanding receivable	-	-
Investment in capital account of Partnership Firm	144.78	45.92
2) <u>Summary of transactions with related parties other than ordinary transactions</u>		
Sale of Flat	-	600.00
Sale of Furniture	-	65.00
C) Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with the related parties during the year		
1 Remuneration Paid		
Rajendra V Gandhi	86.20	82.37
Harsh R Gandhi	131.19	119.28
Ganesh A Ghangurde	90.61	71.93
2 Sitting Fees Paid		
Mahesh V Gandhi	0.75	0.75
Nayna R. Gandhi	0.75	-
3 Dividend paid		
Harsh R Gandhi	6.47	8.34
Mahesh V Gandhi	8.33	10.73
Rajendra V Gandhi HUF	5.26	6.78
Enarjee Consultancy & Trading Company LLP	6.60	8.50
4 Interest paid		
Nehal R Gandhi	-	0.09
Aayushi & Aashni Trust	-	0.12
Aarav Trust	-	0.10
Nehal Trust	-	0.17
5 Rent paid		
Industrial Development and Investment Co. Pvt. Ltd.	-	0.18
6 Deposit repaid		
Nehal R Gandhi	-	8.50
Aayushi & Aashni Trust	-	11.50
Aarav Trust	-	10.00
Nehal Trust	-	17.00

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (₹ in lakh)

	As at 31-03-2016	As at 31-03-2015
7 Sale of Assets		
Grip Surya Recycling LLP	1.75	-
8 Loans & Advances given		
MARANGONI GRP Private Limited	5.00	-
Grip Surya Recycling LLP	1.20	-
9 Outstanding Receivable		
Grip Surya Recycling LLP	0.28	-
10 Sale of Flat		
Rajendra V Gandhi	-	600.00
11 Sale of Furniture		
Rajendra V Gandhi	-	65.00
34 Research & Development Expenditure:	As at	As at
	31-03-2016	31-03-2015
Accounting for Research & Development expenditure incurred :		
(a) Capital Expenditure incurred on Equipments & Machinery	26.83	301.78
(b) Capital Expenditure incurred on Buildings, Furniture & office equipments	4.74	327.93
(c) Capital Work in Progress	5.25	7.04
(d) Revenue Expenditure incurred towards the R&D Projects	144.45	217.10
35 Segment Reporting:	As at	As at
	31-03-2016	31-03-2015
Segment reporting as required by Accounting Standard 17 issued by the Institute of Chartered Accountant of India.		
1 Segment Revenue		
a) Reclaim Rubber (Net of Excise Duty) *	30,981.74	33,111.94
b) Power	74.97	66.25
c) Others **	404.07	378.26
Net Segment Revenue	31,460.78	33,556.45
Less: Inter-segment elimination (Reclaim Rubber)	314.09	-
	31,146.69	33,556.45
* Reclaim Rubber includes crumb rubber, punch & split products		
** Others includes Thermo Plastic Elastomers		
2 Segment Results Profit(+) / Loss(-) before Tax and interest (from each segment)		
a) Reclaim Rubber	3,406.00	2,571.48
b) Power	44.35	36.21
c) Others	(224.62)	(302.30)
Sub Total	3,225.73	2,305.39
Less: Interest, Un-allocable expenditure & Un-allocable Income (net of expenses)	2,178.83	1,202.30

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (₹ in lakh)

	As at 31-03-2016	As at 31-03-2015
Profit Before Tax & Extra Ordinary Item	1,046.90	1,103.09
Less: Extra Ordinary Item	-	-
Profit Before Tax	1,046.90	1,103.09
Provision for Taxation:		
- Income Tax	317.92	291.47
- Deferred Tax	(62.45)	(75.56)
Profit After Tax	791.43	887.18
3 Other Information		
I Segment Assets		
a) Reclaim Rubber	19,407.96	19,287.70
b) Power	254.24	268.47
c) Others	1,423.68	1,153.68
d) Un-allocated Assets	2,992.88	2,837.04
Total	24,078.76	23,546.89
II Segment Liabilities		
a) Reclaim Rubber	3,303.22	4,970.60
b) Power	0.99	1.06
c) Others	141.99	98.08
d) Un-allocated Liabilities	8,727.02	7,202.55
Total	12,173.22	12,272.29
III Capital Expenditure (Including Capital Work in Progress)		
a) Reclaim Rubber	811.73	1,426.82
b) Power	-	0.14
c) Others	431.33	497.66
d) Unallocable	25.05	29.83
Total	1,268.11	1,954.45
IV Depreciation		
a) Reclaim Rubber	1,249.82	1,284.63
b) Power	14.69	14.69
c) Others	58.47	60.48
d) Unallocable	96.32	112.23
Total	1,419.30	1,472.03
V Non Cash Expenditure other than Depreciation		
a) Reclaim Rubber	45.29	0.53
b) Power	-	-
c) Others	0.95	-
d) Unallocable	-	-
Total	46.24	0.53

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016 (₹ in lakh)

	As at 31-03-2016		As at 31-03-2015	
4 Information about Secondary Segments				
(i) Revenue & Sundry Debtors as per Geographical Markets				
	Revenue		Trade Receivable	
Particulars	2015-16	2014-15	2015-16	2014-15
India	9,189.75	9,411.38	1,993.66	1,613.98
Outside India	21,956.94	24,145.07	3,457.11	3,434.28
Total	31,146.69	33,556.45	5,450.77	5,048.26
(ii) The Company has common fixed assets for producing goods for Domestic Market and Overseas Market. Hence separate figures for fixed assets / additions to fixed assets cannot be furnished				

36 Disclosure mandated by schedule III of the Companies Act, 2013 by way of additional information

Name of the Entities	Net Assets i.e. total assets - total liabilities		Share in profit / (loss)	
	As a % of consolidated Net Assets	Amount (₹ in lakhs)	As a % of consolidated Profit / (loss)	Amount (₹ in lakhs)
Parent:				
GRP Limited	99.85%	11,888.24	101.29%	801.64
Subsidiary:				
GRIP Polymers Limited & its Jointly controlled entity	0.19%	22.32	-0.79%	(6.25)
Sub Total		11,910.56		795.39
Inter-company Elimination & Consolidation Adjustments	-0.04%	(5.02)	-0.50%	(3.96)
Grand Total	100.00%	11,905.54	100.00%	791.43

37 Corporate Social Responsibility Expenditure:

	As at 31-03-2016		As at 31-03-2015	
a) Gross amount required to be spent by the company during the year.	34.82		55.96	
b) Amount Spent during the year on:	35.93		55.96	
	In cash	Yet to be paid in cash	Total	
i) Construction/acquisition of any asset	8.89	-	8.89	
ii) On purposes other than (i) above	27.04	-	27.04	

38 Earnings per share:

	As at 31-03-2016		As at 31-03-2015	
- Net Profit after tax for the year	791.23		946.08	
- Excess Provision for tax for earlier years	(0.20)		58.90	
- Net Profit attributable to Equity Shareholders	791.43		887.18	
- Number of equity shares of ₹ 10/- each.	13,33,333		13,33,333	
- Earnings per share - Basic	59.36		66.54	
- Earnings per share -Diluted	59.36		66.54	

Other Notes

- 39 Exceptional items represents profit on sale of residential flat including furniture and fixtures to the Managing Director of the company ₹ NIL, (March 31, 2015 : ₹ 121.16 lakhs)
- 40 Expenses debited to Profit & Loss account include prior period expenses ₹ 12.61 lakhs (March 31, 2015 : ₹ 33.32 lakhs)
- 41 Closing stock of Finished Goods include excise duty of ₹ 69.03 lakhs (March 31, 2015 : ₹ 82.14 lakhs)
- 42 In the opinion of the Board, the Current Assets, Loans & Advances are approximately of the value stated, if realised, in the ordinary course of the business. The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- 43 Previous period figures have been regrouped and recast wherever necessary to conform to the current year classification

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

For and on behalf of the Board of Directors

As per our Report of even date

For A. B. Modi & Associates

Chartered Accountants

ICAI Firm Registration No. 106473W

Rajendra V Gandhi

Managing Director

Harsh R Gandhi

Executive Director

Rajesh S. Shah

Partner

Membership No. 017844

Ganesh A Ghangurde

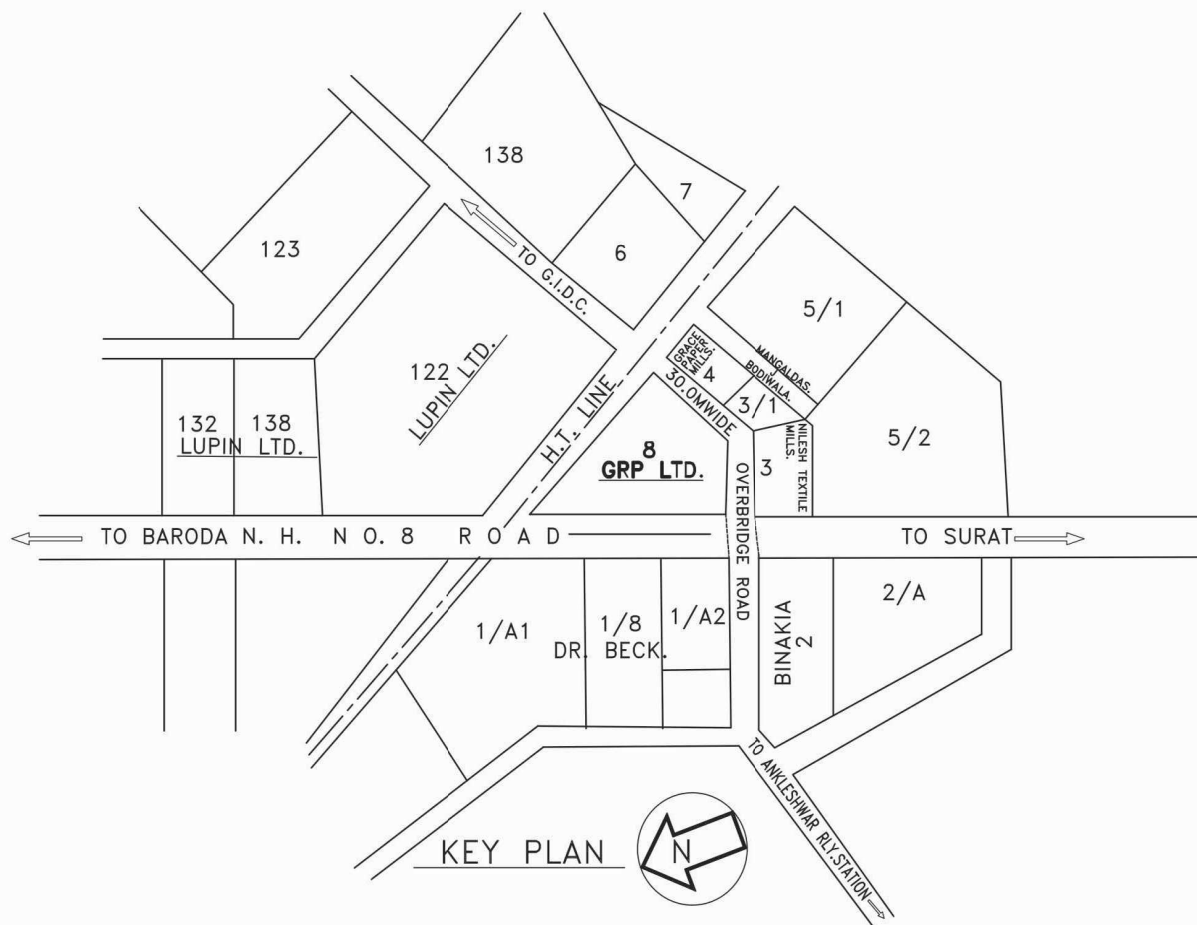
President & Chief Financial Officer & Company Secretary

Place : Mumbai

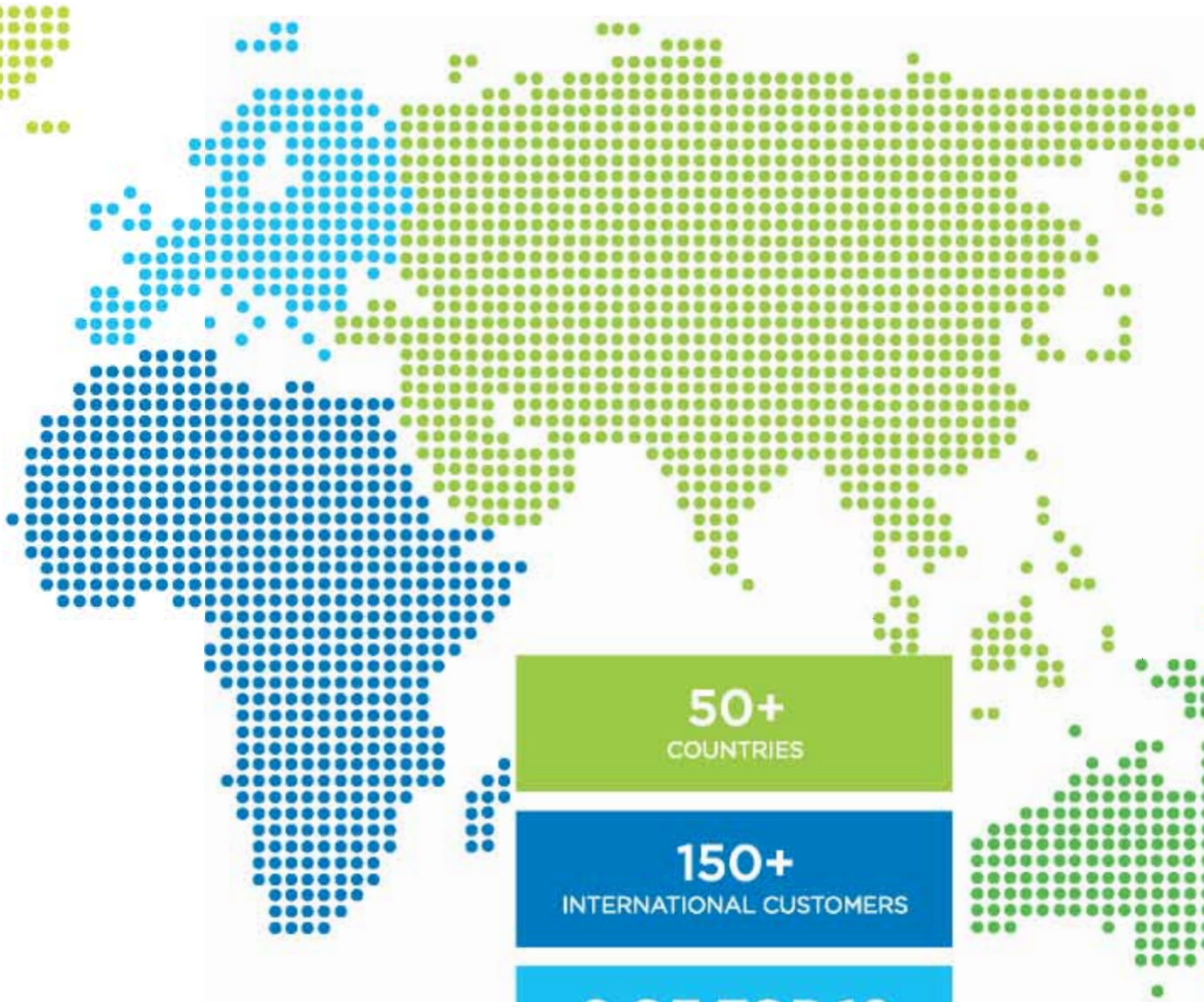
Date : 20th May, 2016

Place : Mumbai

Date : 20th May, 2016



Location Map of registered office of GRP Ltd.
Plot No: 8, GIDC Industrial Estate, Ankleshwar-393002
Dist. Bharuch, Gujarat, India.



50+
COUNTRIES

150+
INTERNATIONAL CUSTOMERS

6 OF TOP 10
GLOBAL TYRE COMPANIES

4 OF TOP 10
GLOBAL NON-TYRE COMPANIES

300+
CUSTOMERS IN INDIA

GRP LIMITED

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