



Garware
Industriees Limited

ANNUAL REPORT
2014 - 2015

GARWARE INDUSTRIES LIMITED

- BOARD OF DIRECTORS** : S. B. GARWARE Chairman
: S. S. GARWARE (Mrs.) Vice Chairperson & Managing Director
: MONIIKA GARWARE MODI (Mrs.)
: SARITA GARWARE RAMSAY (Mrs.)
: SONIA GARWARE (Miss)
: C.J. PATHAK
: A.B. BHALERAO
: A. M. DESHPANDE
: T. M. PARIKH
: N. R. DOSHI
- COMPANY SECRETARY** : M. A. Wagh
- CHIEF FINANCIAL OFFICER** : P. L. Pai
AUDITORS : M/s. Manubhai & Shah
Chartered Accountants
- REGISTERED OFFICE & WORKS** : Aurangabd Pune Road ,Waluj,
Aurangabad – 431 133.

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GARWARE INDUSTRIES LIMITED

NOTICE

GARWARE INDUSTRIES LIMITED

CIN: (U74999MH2012PLC235072)

Registered Office : Naigaon, Post Waluj, Aurangabad - 431 133.

Website: www.garwareindustries.com

Email: m-wagh@garwarepoly.com

Tel. No.: 022 6698 8000,

NOTICE IS HEREBY GIVEN THAT 3rd Annual General Meeting of the Members of GARWARE INDUSTRIES LIMITED will be held at the Registered Office of the Company on Monday, the 7th September 2015 at 11.30 a.m. at Naigaon, post Waluj, Aurangabad - 431 133 to transact the following business:

Ordinary Business:

- (1) To receive, consider and adopt the Audited Balance as at 31st March 2015 and the Profit & Loss Account for the accounting year ended on that date together with the Reports of the Directors and the Auditors thereon.
- (2) To declare dividend on Preference and equity shares.
- (3) To appoint a Director in place of Mrs. Monika Garware Modi (holding DIN 00143400), who retires by rotation and being eligible, offers herself for re-appointment.
- (4) To appoint a Director in place of Ms. Sonia Garware (holding DIN 00135995), who retires by rotation and being eligible, offers himself for re-appointment.
- (5) To consider the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 6 of Companies (Audit and Auditors) Rules, 2014 and pursuant to the approval by Board of Directors the appointment of M/s. Manubhai & Shah, Chartered Accountants (Firm Registration Number 106041W) be and are hereby ratified as the Statutory Auditors of the Company to hold office from the conclusion of 3rd Annual General Meeting till

the conclusion of the 7th Annual General Meeting of the Company , subject to ratification at every subsequent Annual General Meeting at such remuneration plus service tax, as may be mutually agreed upon between the Board of Directors of the Company and auditors, plus travelling and out of pocket expenses actually incurred by the auditors in connection with the audit work”.

Special Business:

- (6) To consider the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. M. R. Pandit & Co., Cost Accountants, Partnership (Firm Regn. No. 00268), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company’s manufacturing units for the financial year 2015-16, be paid the remuneration, for the financial year ending March 31, 2016, amounting to Rs.1,00,00 (Rupees One Lakh) plus service tax as applicable and re-imburement of out of pocket expenses actually incurred by them in connection with the aforesaid audit.”

By Order of the Board of Directors


Company Secretary

Mumbai, 6th July 2015

Registered Office:

Aurangabad- Pune Road, Waluj,

AURANGABAD – 431 133.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ONLY ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.

3. Members desiring any information on the business to be transacted at the Meeting are requested to write to the Company at least ten days in advance to enable the Management to keep the information, as far as possible, ready at the Meeting.
4. The Register of Members will be closed from 01-09- 2015 to 05-09-2015 both days inclusive. The transfer book of the Company will also remain closed for the aforesaid period.
5. The dividend on shares, if declared, will be payable to those members whose names stand on the Register of Members of the Company on 05-09-,2015.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Item No. 6 of the Notice is annexed hereto.

Item No.6 –

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. M. R. Pandit & Co., Cost Accountants, to conduct the audit of the Cost records of the Company for the financial year ending March 31, 2016.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2016, as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, in the said resolution as set out at the Item No. 6 of the Notice for approval by the members.

The Board recommends this Ordinary Resolution as set out at Item No. 6 of the Notice for approval by the members.

By order of the Board of Directors



Company Secretary

Mumbai, 6th July 2015

Registered Office:

Aurangabad- Pune Road, Waluj,

AURANGABAD – 431 133.

DIRECTOR'S REPORT FOR THE YEAR ENDED 31ST MARCH 2015

TO THE MEMBERS,

Your Directors present the Annual Report together with the Audited Statement of Accounts of the Company for the Year ended 31st March, 2015.

1. FINANCIAL RESULTS:

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2015	Year ended 31st March, 2014
Income (Net of Excise Duty)	11017.60	11332.87
Gross Profit	2193.63	1966.51
(Gross Profit Margin)	-19.91%	-17.35%
Depreciation	619.26	678.44
Profit before tax	1574.37	1288.07
Taxation (Direct)	527.00	272.00
Deferred Tax	62.34	254.08
Net Profit for the year	985.03	761.99
(Net Profit Margin)	-8.94%	-6.72%
Add : Profit & Loss brought forward	295.99	-0.08
Less : Transferred from Assets whose balance useful life is Nil as per schedule II of the companies Act,2013	89.63	0.00
Less : Transferred to Capital Redemption Reserves on redemption of Preference Shares	11.00	
Total available for appropriations	1180.39	761.91
Interim Dividend	0.00	0.00
Proposed Dividend on Preference Shares	3.11	3.11
Proposed Dividend on equity Shares	330.00	330.00
Proposed Dividend %(Equity)	30%	30%
Tax on proposed Dividend	67.82	56.61
Transferred to General Reserve	98.50	76.20
Balance Carried Forward	680.96	295.99

2. DIVIDEND:

Your Directors are please to recommend a dividend for the year ended 31st March, 2015 as under:

- a) On 51797 6.00% Cumulative Redeemable Preference Shares of Rs 100/- each and
- b) On 11000000 equity shares of Rs 10/- each @30% (i.e. Rs.3.00 per equity , the above will absorb Rs 401 Lacs (Including Tax)

The dividend, subject to approval of Members at the Annual General Meeting.

3. TRANSFER TO RESERVES:

The Company proposes to transfer Rs.0.99 crores to the general reserve out of the amount available for appropriation and an amount of Rs.6.81 crores is proposed to be retained in the profit and loss account.

4. OPERATIONS:

The Company reported increase in sales in Dyed films and the Sales turnover stood at Rs 110 Crores. The gross profit margins were at the level of 21.94 Crores, at margin of 19.91 % . After accounting for depreciation for cost of Rs. 6.19 Crores. Profit before Tax stood at Rs 15.74 Crores.

5. FUTURE OUTLOOK:

Your Directors are pleased to inform you that the decision to expand the business of the Manufacturing of dyed films has resulted into more turnover and more financial strength for the company.

There is no planning to expand the present capacities in the near future by the company.

6. DIRECTORS RESPONSIBILITY STATEMENT:

Your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;

c) the Directors have taken proper and sufficient care for the 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 fraud and other irregularities;

d) the Directors have prepared the annual accounts on a 'going concern' basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of the Act and the Articles of Association of the Company, Mrs. Monika Garware Modi and Ms. Sonia Garware , retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

During the year under review, The Company appointed Mr. N. R. Doshi and Mr. T. M. Parikh as Independent Director of the Company with effect from March, 16th 2015 for a period of five consecutive years.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act,2013.

8. KEY MANAGERIAL PERSONNEL:

During the year under review, the Company has appointed following personnel as Key Managerial Personnel w. e. f. 1st June 2014.

Sr. No	Name	Designation
1	Mr. P. L. Pai	Chief Financial Officer
2.	Mr. M.A. Wagh	Company Secretary

9. MEETINGS OF THE BOARD:

Seven meetings of the board were held during the year.

10. AUDIT COMMITTEE:

The Audit Committee comprises of Mr. T. M. Parikh and Mr. C. J. Pathak and Mr. N. R Doshi. as other members.

11. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to the provisions of Section 178 of the Act, 2013 and Rule 6 of the (Companies Meeting of Board and its powers) Rules, 2014, the Board of Directors has constituted the Nomination and Remuneration Committee on 25th March, 2015. The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial personnel and Senior Management of the Company.

The terms of reference of Nomination and Remuneration Committee are below:

1. To help in determining the appropriate size, diversity and Composition of the Board.
2. To recommend to the Board appointment/ re appointment and removal of Directors
3. To frame criteria for determining qualification, positive attributes and independence of Directors.
4. To recommend to the Board remuneration payable to the Directors.
5. To create an evaluation framework for independent Directors and Board.

12. STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act ,2013 and the rules framed there under, M/s. Manubhai & Shah, Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the 2nd annual general meeting (AGM) of the Company held on July 30, 2014 till the conclusion of the 7th AGM to be held in the year 2019, subject to ratification of their appointment at every AGM.

Your Board recommends ratification of appointment of M/s. Manubhai & Shah, Chartered Account as statutory Auditor for remaining period of tenure of their appointment, subject to ratification in ensuing Annual General Meeting/s.

The auditors, M/s. Manubhai & Shah, have conveyed their eligibility and willingness to act as auditors of the Company, if appointed at the ensuing Annual General Meeting. Board recommends that appointment of Auditors shall be commensurate with the nature and size of operation of the Company. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. Manubhai & Shah that their appointment, if made, would be in conformity with the limits specified in the said Section.

13. AUDITORS' REPORT:

The observations made in the auditor's report are self explanatory and therefore, do not call for any comments. The auditors' report does not contain any qualifications, reservations or adverse remarks.

14. COST AUDITOR:

As per the requirement of central government and pursuant to section 148 of the companies Act, 2013 read with The Companies "(Cost Records and Audit) rules, 2014 as amended from time to time, your company has been carrying out the audit of cost records.

The Board of Directors, on the recommendations of audit committee, has appointed M/s. M. R. Pandit & Co., Cost Accountants, Aurangabad as cost auditors to audit the cost accounts of the company for financial year 2015-16. As required under companies Act, 2013 a resolution seeking member's approval for appointment of the cost auditors forms a part of the notice convening the Annual General meeting.

15. RISK MANAGEMENT:

The Company has in place a mechanism to inform the Board about the risk assessment and minimization procedure and periodical review to ensure that risk is controlled by means of a properly defined framework. In the Board's view there are no material risk, which may threaten the existence of the Company.

16. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

The Company has not given any loans and not made any investments during the year under review .

17. TRANSACTIONS WITH RELATED PARTIES :

All transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length pricing basis. The Audit Committee granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed by the Audit Committee and the Board of Directors.

There were no materially significant transactions with related parties during the financial year 2014-15 which were in conflict with the interest of the Company. Your Directors draw attention of the members to Note 29 to the financial statement which sets out related party disclosure.

18. CORPORATE SOCIAL RESPONSIBILITY :

The Corporate Social Responsibility (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure I** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Policy may be accessed on the Company's website at <http://www.garwareindustries.com>.

During the year, your directors have constituted the Corporate Social Responsibility Committee (CSR Committee) comprising Mrs. Sarita Garware Ramsay , Mr. C. J Pathak, Mr. T. M. Parikh and Mr. N. R Doshi . as other members.

The Company would also undertake other need based initiatives in compliance with Schedule VII to the Act. During the year, the Company has spent ₹ Rs. 15,00,000/- (around 3.95% of the average net profits of last two financial years) on CSR activities.

19. EXTRACT OF ANNUAL RETURN:

As provided under Section 92(3) of the Act, the extract of Annual Return of the Company is annexed herewith as **Annexure II** in the prescribed Form MGT-9, which forms part of this report.

20. DEPOSITS FROM PUBLIC:

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

21. PARTICULARS OF EMPLOYEES:

Since your Company is not listed Company, the provisions of Section 197 (12) of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company for the year ended March 31, 2015 as not applicable.

22. DISCLOSURE UNDER SEXUAL HARASSMENT ACT:

During the year under review, there were no cases filed pursuant to the provisions of sexual harassment of women at work place (prevention, prohibition and Redressal) Act 2013.

23. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars relating to Conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in **Annexure III** to this Report.

24. INDUSTRIAL RELATIONS:

The relations between the Employees and the Management remained cordial during the year under review. Your Directors express their sincere appreciation for the dedicated efforts put in by all employees and for their commitment and contribution at all levels.

25. ACKNOWLEDGEMENTS:

The Directors wish to place on record their appreciation of the co-operation received by the Company from various departments of the Central and State Governments, Financial Institutions, Banks and suppliers during the period under review.

For and on behalf of the Board of Directors

Date: August, 06, 2015

Place: Mumbai

S.B. Garware
Chairman

ANNUAL REPORT DETAILS OF THE CSR ACTIVITIES

1. **A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

The CSR Policy was approved by the Board of Directors at its Meeting held on March 25, 2015 and has been uploaded on the Company's website. A gist of the programs that the Company can undertake under the CSR policy is mentioned below.

The CSR policy of the Company is available on the company's website www.garwareindustriees.com

Corporate social responsibility of the Company is aligned with 'Garware' tradition of creating wealth in the community with focus on Art, Culture, Sports, health, education and safety. The management believes in the famous sayings that, *'If you want to walk fast, walk alone. But if you want to walk far, walk together'*.

The Company had proposed to undertake activities relating to Art, Culture, Sports, health, education and safety. In addition to above, Company is actively implement projects and initiatives for the betterment of society, Communities and environment through ensuring environmental sustainability and ecological balance, protecting national heritage, art and culture and rural development projects etc for the Financial Year 2014-15.

The activities and funding are mentioned internally by the Company.

2. **The Composition of the CSR Committee :** The Company has a CSR committee of directors comprising of Mrs. Sarita Garware Ramsay, Chairman of the committee, Mr. C. J. Pathak , Mr. T. M. Parikh , Mr. N. R. Doshi
3. Average net profit of the Company for last three Financial Years is Rs. 381 Lacs.
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): The Company is required to spend Rs. . 7.62 1akhs towards CSR for the Financial Year 2014-15.
5. Details of CSR spent during the Financial year.
 - a. Total amount to be spent for the Financial Year Rs. 15 Lakhs
 - b. Amount unspent, if any: NIL
 - c. Manner in which the amount spent : Through Garware Charitable Trust for the Financial Year detailed below:

Sr. No.	CSR project or activity identified	Sector in which the project is covered	Place, where the project is undertaken	Amount outlay	Amount Spent on the project	Cumulative expenditure up-to the reporting period	Amount spent: Direct or through implementing agency
1	Promoting Education to women, Street Children and Others .	Education Enhancement project	Mumbai, Pune and Sangali (Maharashtra)	4,00,000	4,00,000	4,00,000	Through Garware Charitable Trust.
2	Promoting Health Care Measures for poor people	Health Care project	Mumbai (Maharashtra)	5,00,000	5,00,000	5,00,000	Through Garware Charitable Trust.
3	Providing basic needs of elderly & deprived section of society.	Elderly & differently abled and livelihood enhancement project	Mumbai & Thane (Maharashtra)	3,00,000	3,00,000	3,00,000	Through Garware Charitable Trust.
4	Old age home for disabled people.	Donation paid for running old age home.	Mumbai (Maharashtra)	2,00,000	2,00,000	2,00,000	Through Garware Charitable Trust.
5	Rehabilitation of Distress/Depressed people	Distress/Depressed people care centre.	Mumbai (Maharashtra)	1,00,000	1,00,000	1,00,000	Through Garware Charitable Trust.
TOTAL:				15,00,000	15,00,000	15,00,000	

6. In case the Company has failed to spend the two percent, of the average net profit of the last three Financial Years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report. : **Not applicable.**

7. The Chairman of the CSR Committee has given a responsibility statement on behalf of the CSR Committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.

Mrs. Sarita Garware Ramsay
Chairman of CSR Committee
August 06, 2015
Mumbai

Shri S. B. Garware
Chairman

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U74999MH2012PLC235072
2.	Registration Date	28/08/2012
3.	Name of the Company	GARWARE INDUSTRIES LIMITED
4.	Category/Sub-category of the Company	Public
5.	Address of the Registered office & contact details	NAIGAON, POST WALUJ, AURANGABAD, Maharashtra -431133
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NIL

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Colour Stabilised film (Dyed Film)	3139	77%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NIL

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1					
2					
3					

III. VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF									
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.									
e) Banks / FI									
S. B. Garware Family Trust	-	11000000	11000000	100%	-	11000000	11000000	100%	NIL
Total shareholding of Promoter (A)	-	11000000	11000000	100%	-	11000000	11000000	100%	NIL
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									

h) Foreign Venture Capital Funds									
Others									
Sub-total (B)(1):-									
2. Non- Institutions									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c) Others (specify)									
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies - D R									
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B)(1)+ (B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	-	11000000	11000000	100%	-	11000000	11000000	100%	NIL

B) Shareholding of Promoter-

N	Shareholder' Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	S.B. Garware as Trustee of S.B. Garware Family Trust	110000000	100%	Nil	110000000	100%	Nil	Nil

C) Change in Promoters' Shareholding (please specify, if there is no change)NIL

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year				

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs): NIL

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the end of the year				

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Rs.in Lakhs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4,265.20	301.52	0.00	4,566.72
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	15.89	0.000	0.00	15.89
Total (i+ii+iii)	4,281.09	301.52	0.00	4,582.61
Change in Indebtedness during the financial year				
* Addition	161.47	2.47	0.00	163.94
* Reduction	1,218.60	70.58	0.00	1,289.18
Net Change	1,057.13	68.11	0.00	1,125.24
Indebtedness at the end of the financial year				
i) Principal Amount	3,206.61	233.41	0.00	3,440.02
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	17.35	0.00	0.00	17.35
Total (i+ii+iii)	3,223.96	233.41	0.00	3,457.37

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: Rs.in Lakhs

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Mrs.S.S.Garwae	Mr.A.B.Bhalerao			
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	72.00	36.00			108.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.41	0.40			0.81
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option	NA	NA			NA
3	Sweat Equity	NA	NA			NA
4	Commission - as % of profit - others, specify...	30.00				
5	Others, (Retirement benefits)	8.64	NA			8.64
	Total (A)	111.05	36.40			147.45
	Ceiling as per the Act					

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		NA-	NA	NA	NA	
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors	NA	NA	NA	NA	NA
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)	NA	NA	NA	NA	NA
	Total (B)=(1+2)	NA	NA	NA	NA	NA
	Total Managerial Remuneration					
	Overall Ceiling as per the Act	NA	NA	NA	NA	NA

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		9.50	13.17	22.67
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		0.22	0.29	0.51
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		NA	NA	NA
2	Stock Option		NA	NA	NA
3	Sweat Equity		NA	NA	NA
4	Commission		NA	NA	NA
	- as % of profit		NA	NA	NA
	others, specify...		NA	NA	NA
5	Others, please specify		NA	NA	NA
	Total		9.72	13.46	23.18

VII. 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					
Punishment			- NONE -		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			- NONE -		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			- NONE -		
Compounding					

ANNEXURE TO DIRECTORS' REPORT

Information required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

(A) CONSERVATION OF ENERGY

Your Company always focuses on energy conservation and also strives to improve efficiency. Studies are conducted on regular basis to analyze quantitative energy consumption pattern and find ways and means to improve efficiency. Following successful energy conservation efforts were made during the period under review :

a. Energy Conservation Measures taken :

The Energy conservation is achieved by :

1. Maintaining Plant and Machinery to its highest level of efficiency, effective insulation has been implemented to avoid wastage of energy. This has ensured effective utilization of energy and ultimately reduction in the energy requirement.
2. Changeover to cheaper energy sources.

b. Additional investment and proposals, if any, being implemented for the reduction of consumption of Energy.

While installing the Printing and Lamination Machines, the Company has installed Thermic Fluid Heating System, which has helped the Company to achieve energy saving.

c. Impact of the measures as (a) and (b) above for reduction of the energy consumption and consequent impact on the cost of production of goods. The above measures have resulted in lower energy consumption, increase in production and consequent lower energy cost per unit of production.**d. Total Energy consumption and Energy consumption per unit of production as per prescribed form 'A'.**

(B) TECHNOLOGICAL ABSORPTION

a. Research & Development (R&D) :

1. Specific areas in which R & D carried out by the Company: Not Applicable
2. Benefits derived as a result of the above R & D : N.A.
3. Expenditure of R & D / Product Development : NIL

b. Technology adsorption, adaption and innovation:

1. Efforts made towards technology absorption, adaption and innovation Product specific technologies are identified and are adapted to the available process capabilities to produce products as per market requirements.
2. Benefits derived as a result of the above efforts :As a result of above efforts, the Company is able to fulfill the plant production capabilities.
3. Technology imported during the last five years:
Company has not imported by any technology during last 5 years.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO :

- a. Activities relating to exports, initiatives taken to increase export markets for products and services and export plans. Initiatives taken to increase the export market by developing new product range particularly the dyed film. . The Company is continuously trying to explore the newer export market for its products. The export marketing activities are being consolidated to maintain the share of exports in total production.
- b. **Total Foreign exchange used and earned:**

Used : Rs. 278.54 Lakhs
Earned : Rs. 716.13 Lakhs

For and on behalf of the Board of Directors

S.B. Garware
Chairman

Date : August, 06, 2015

Place : Mumbai

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF GARWARE INDUSTRIES LIMITED
Report on the Financial Statements**

We have audited the accompanying financial statements of GARWARE INDUSTRIES LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, 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 Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance 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

Our responsibility is to express an opinion on these financial statements based on our 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.

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 financial statements are free from material misstatement.

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 judgment, 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

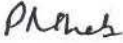
1. As required by the Companies (Auditor's Report) Order, 2015, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. 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 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, 2015 taken on record by the Board of Directors, none



of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) 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 No. 31)
 - (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. (Refer Note No.32)
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR MANUBHAI & SHAH
CHARTERED ACCOUNTANTS
FRN: 106041W


P. N. SHAH
PARTNER
Membership No.: 001738



Mumbai, May 29, 2015

Annexure to Independent Auditors' Report

(Referred to in paragraph 1 under paragraph "Report on Other Legal and Regulatory Requirements" of the Independent Auditors' Report of even date)

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
2. (a) The inventory has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable.

(b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
3. The Company has not granted secured or unsecured loans, to companies, firms or other parties covered in the register maintained under Section 189 of the Act.
4. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. According to the information and explanations given to us, the Company has not accepted any deposits from the public as per the provisions of Sections 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed thereunder to the extent notified.



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6. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government of India for the maintenance of cost records under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
7. (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 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, cess and other material statutory dues, as applicable, with the appropriate authorities.

According to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.

- (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, wealth tax, service tax, duty of customs duty of excise, value added tax or cess as at March 31, 2015 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs. Lakhs)	Financial Year to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	10.50	2006-07	Income Tax Appellate Tribunal
Sales Tax Act	Sales Tax	42.00	2001-02 and 2002-03	Sales Tax Appellate Tribunal

- (c) The amount required to be transferred to Investor Education and Protection Fund has been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.



8. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
9. 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 any financial institution or bank as at the balance sheet date.
10. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
11. In our opinion, and according to the information and explanations given to us, the term loans have been applied for the purposes for which they were obtained.
12. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

FOR MANUBHAI & SHAH
CHARTERED ACCOUNTANTS
FRN: 106041W

P. N. Shah
P. N. SHAH
PARTNER
Membership No.: 001738



Mumbai, May 29, 2015

GARWARE INDUSTRIES LIMITED
BALANCE SHEET AS AT 31ST MARCH 2015

Particulars	Note No.	As at 31.03.2015 Rs. in Lakhs		As at 31.03.2014 Rs. in Lakhs	
I EQUITY AND LIABILITIES					
(1) Shareholders' Funds					
(a) Share Capital	2	1,151.80		1,111.00	
(b) Share Capital Suspense	2	-		51.80	
(c) Reserves and Surplus	3	2,374.95	3,526.75	1,880.48	3,043.28
(2) Non Current Liabilities					
(a) Long-term borrowings	4	1,790.03		2,755.68	
(b) Deferred Tax liabilities (Net)	5	405.13		388.94	
(c) Long-term provisions	10	42.40	2,237.56	61.77	3,206.39
(3) Current Liabilities					
(a) Other short term liabilities	6	33.75		64.01	
(b) Short-term borrowings	7	536.58		858.39	
(c) Trade payables	8	874.21		606.03	
(d) Other current liabilities	9	1,245.33		1,093.43	
(e) Short-term provisions	10	475.72	3,165.59	496.58	3,118.44
TOTAL			8,929.90		9,368.11
II ASSETS					
(1) Non Current Assets					
(a) Fixed assets					
(i) Tangible assets	12	5,836.29		5,866.89	
(ii) Intangible assets	12	20.60		28.71	
(iii) Capital work-in-progress	12	99.44	5,956.33	23.83	5,919.43
(b) Non-current Investments	11		43.66		43.66
(c) Long-term loans and advances	13		267.49		578.99
(d) Other non-current assets	14		44.85		88.28
(2) Current Assets					
(a) Inventories	15	1,510.41		1,276.13	
(b) Trade receivables	16	216.50		299.25	
(c) Cash and bank balances	17	755.59		979.13	
(d) Short-term loans and advances	13	46.23		52.40	
(e) Other current assets	14	88.84	2,617.57	130.84	2,737.75
TOTAL			8,929.90		9,368.11

Significant Accounting Policies & Notes on Financial Statements 1 to 36




As per our report of even date


For and on behalf of Board of Directors


For Manubhai & Shah
Chartered Accountant
(FRN 106041W)




(P.N. Shah)
Partner
Membership No. 00 1738


29 MAY 2015


S.B. Garware
Chairman


S S Garware (Mrs.)
Vice Chairperson
& Managing Director


C.J. Pathak
Director


P. L. Pai
Chief Financial Officer


M.A. Wagh
Company Secretary

Particulars	Note No.	2014-15 Rs. in Lakhs	2013-14 Rs. in Lakhs
INCOME			
Revenue from Operations (Gross)	18	12,049.69	12,552.06
Less : Excise Duty		1,224.89	1,347.59
Revenue from Operations (Net)		10,824.80	11,204.47
Other income	19	192.80	128.40
Total Revenue		11,017.60	11332.87
EXPENDITURE			
Cost of raw materials Consumed	20	6,196.59	6,474.44
Purchase of Traded Goods		243.53	390.82
(Increase)/Decrease in inventories of Finished goods, Work in progress & Stock in Trade	21	(274.86)	(82.51)
Employee benefits expense	22	264.94	264.91
Other expenses	23	1,948.07	1,809.30
Total Expenses		8,378.27	8,856.96
Earning before Interest, Tax Depreciation and Amortization. (EBITDA)		2,639.33	2,475.91
Depreciation & Amortization	12	619.26	678.44
Finance Costs	24	445.70	609.40
Profit before Tax		1,574.37	1,288.07
Tax Expenses:			
Current Tax		527.00	389.00
Short / (Excess) Provision for Tax of Earlier Years		0.00	(117.00)
Deferred Tax	5	62.34	254.08
Total Tax Expenses		589.34	526.08
Profit for the year		985.03	761.99
Earning per share - Basic & Diluted (Rupees) (absolute)		8.92	6.91
(Face value of Rs.10/-each) Refer Note No 25			
Significant Accounting Policies & Notes on Financial Statements 1 to 36			

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As per our report of even date

For and on behalf of Board of Directors

For Manubhai & Shah
Chartered Accountant
(FRN 106041W)




S.B. Garware
Chairman



S S Garware (Mrs.)
Vice Chairperson
& Managing Director




(P.N. Shah)
Partner

Membership No. 00 1738

29 MAY 2015



C.J. Pathak
Director



P. L. Pai
Chief Financial Officer



M.A. Wagh
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	Year ended 31.03.2015 Rs.in Lakhs	Year ended 31.03.2014 Rs.in Lakhs
A. Cash flow from operating activities:		
Net Profit before tax as per Statement of Profit and Loss	1,574.37	1,288.07
Adjustments to reconcile profit before tax to cash provided by operating activities		
<i>Add:</i> Depreciation	619.26	678.44
Finance Cost	445.70	509.40
Provision for Bad and Doubtful Debts	10.46	0.00
Leave & Gratuity Provision	4.03	43.81
Sub Total	1079.45	1231.65
Total	2653.82	2519.72
<i>Less:</i> Interest income	63.41	71.89
Dividend received/Income from Investment	3.96	4.83
Rent Received	103.66	48.23
Excess Provision Written Back	19.65	0.00
Miscellaneous Income	0.00	0.04
Profit(loss) on Sale of asset	0.00	(20.72)
Sub total	190.68	104.27
Operating profit before working capital changes.	2463.14	2415.45
Movement in working capital :		
(Increase)/Decrease in Trade receivable(Net)	72.29	(253.05)
(Increase)/Decrease in Loan & Advances	403.10	(338.87)
(Increase)/Decrease in Inventories	(234.28)	(486.04)
Increase/(Decrease) in Trade & Other payable	188.99	369.68
Cash generated from operations	2893.24	1707.17
Finance Charges	(444.24)	(509.40)
Direct taxes refund/(paid)(Net)	(524.21)	(408.14)
Net cash inflow/(outflow) from operating activities	1924.79	789.63
B. Cash flow from investing activities :		
Purchase of fixed assets	(791.94)	(173.04)
Proceeds from Issue of Equity Shares	0.00	4.00
Sales of fixed assets	0.00	12.15
Miscellaneous Income	0.00	0.04
Interest received	63.41	71.89
Dividend received	3.96	4.83
Rent	103.66	48.23
Net cash inflow/(outflow) from investing activities.	(620.91)	(31.90)
C. Cash flow from financing activities		
Receipt from Long term Borrowings	161.47	500.00
Repayment of Long term Borrowings	(966.36)	(620.00)
Repayment(Availment) of Short term Borrowings	(321.81)	185.17
Redemption of preference shares	(11.00)	0.00
Dividend Paid	(333.11)	(330.00)
Dividend Distribution Tax	(56.61)	(56.08)
Net cash inflow/(outflow) from financing activities	(1527.42)	(320.91)
Net increase/(decrease) in cash and cash equivalents	(223.54)	436.82
Cash and cash equivalents as at opening		
Cash and bank balances	979.13	0.98
Balance taken over As per scheme of amalgamation and arrangement under section 391 to 394 of the companies Act, 1956.		541.33
Cash and cash equivalents as at closing	755.59	979.13
Cash and bank balances		
	(223.54)	436.82



PM

As per our report of even date

For and on behalf of Board of Directors

For Manubhai & Shah
Chartered Accountant
(FRN 106041W)



⊗ P.N. Shah
(P.N. Shah)
Partner
Membership No. 00 1738


29 MAY 2015


S.B. Garware
Chairman


S S Garware(Mrs.)
Vice Chairperson
& Managing Director


C.J. Pathak
Director


P. L Pai
Chief Financial Officer


M.A. Wagh
Company Secretary

1. SIGNIFICANT ACCOUNTING POLICIES

A. Basis of presentation of Financial Statements

The financial statements are prepared under the historical cost convention in accordance with notified Accounting Standards and relevant presentation requirements of the Companies Act, 2013.

B. Use Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

C. Fixed Assets and Depreciation / Amortization

Fixed Assets are stated at cost net of MODVAT / CENVAT less accumulated depreciation. Cost comprises of the purchase price and any directly attributable cost of bringing the assets to working condition for its intended use including interest and other incidental and trial run expenses up to the date of commercial production.

Depreciation / Amortization :

i) Tangible Assets-

Depreciation on Fixed assets is provided as per useful life specified in Part-c of Schedule II of the Companies Act, 2013.

Lease hold land has been amortised over the period of lease.

ii) Intangible Assets-

Computer software @20% per annum.

D. Impairment of assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

E. Investments



Investments are considered as non-current investments and are stated at cost of acquisition. Market value of Quoted Investments at the date of the Balance Sheet is disclosed. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the Management.

F. Inventories:

- i) Raw materials and packing materials are valued at the lower of cost and net realizable value. Cost is determined on a moving weighted average basis. Cost includes the cost of purchase and other expenses directly attributable to their acquisition but excludes duties & taxes, which are subsequently recoverable from the taxing authorities.
- ii) Stores and Spares are valued at cost computed on a moving weighted average basis. Cost includes the cost of purchase and other expenses directly attributable to their acquisition but excludes duties and taxes that are subsequently recoverable from the taxing authorities.
- iii) Semi-finished goods is valued at factory cost including depreciation.
- iv) Finished goods is valued at the lower of cost and net realizable value. Cost includes direct material & labour cost and a proportion of manufacturing overheads.
- v) Purchase of finished goods are valued at the lower of cost and net realizable value.

G. Foreign Currency Transactions

- i) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- ii) Monetary items denominated in foreign currencies at the year-end are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the year-end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.

H. Duties

Excise duty on finished goods and custom duty on imported materials has been accounted on the basis of payments made in respect of goods cleared as also provision made for goods lying in Bonded Warehouse.



I. Employee Benefits:

i) Short Term Employee Benefits:-

All benefits paid / payable wholly within 12 months of rendering the service are classified as short term. Benefits such as salaries, wages, short-term compensated absences, etc and the expected cost of bonus, ex-gratia, medical, LTA are recognized during the period in which the employee renders the related service and charged to statement of Profit and Loss.

ii) Defined Contribution Plans:

Company contributes Provident Fund in accordance with EPF Act, 1952 and ESIC Schemes in accordance with ESIC Act, 1948 under Government administered schemes. Contributions are accounted on accrual / paid basis and charged to statement of Profit & Loss.

iii) Defined Benefit Plans:

a. Liability towards Gratuity are covered by appropriate schemes with Life Insurance Corporation of India on accrual basis. Gratuity plans are determined by actuarial valuation by using the Projected Unit Credit method.

b. Leave encashment benefits are accounted on actuarial valuation basis.

J. Revenue Recognition

i) Sale of products:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured are accounted for inclusive of excise duty and VAT/ sales tax (wherever not charged separately), and are net of discounts and returns.

ii) Others

Revenue from services is recognised on rendering of services.

Dividend income is recognised when the right to receive payment is established.

Interest income is recognised on the time proportion basis.

K. Government Subsidies

Received from SICOM as capital incentive shown as subsidy under reserves and surplus



L. Taxation

- a) Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.
- b) Current tax is determined as the amount of tax payable in respect of taxable income for the year.

M. Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to statement of Profit and Loss account.

N. Measurement of EBITDA

The company has elected to present earnings before interest (Finance cost), Tax, Depreciation and amortization (EBITDA) as a separate line item on the face of the Statement of Profit and Loss for the year. The company measures EBITDA on the basis of Profit / (Loss) from continuing operations.

O. Provisions, Contingent Liabilities & Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognised 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

Earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the year.



2 SHARE CAPITAL

	As at 31.03.2015 (Rs. in Lakhs)	As at 31.03.2014 (Rs. in Lakhs)
Authorized :-		
10,58,90,000 (Previous year 10,58,90,000) Equity Shares of Rs.10/- each	10,589.00	10,589.00
26,11,000 (Previous year 26,11,000) Preference Shares of Rs.100/- each	2,611.00	2,611.00
	<u>13,200.00</u>	<u>13,200.00</u>
Issued, subscribed and fully paid up		
i) Equity Shares		
1,10,00,000 (Previous year 1,10,00,000) Equity Shares of Rs. 10/-, Each Fully paid)	1,100.00	1,100.00
ii) Preference Shares		
0.00 (Previous year 11,000 0.01% Cummulative Redemable Preference Shares of Rs.100/-each)	0.00	11.00
51,797 (Previous year .Nil) 6% Cummulative Redemable Preference Shares of Rs.100/-each	51.80	0.00
	<u>51.80</u>	<u>11.00</u>
Total	<u>1,151.80</u>	<u>1,111.00</u>
Out of the above		
1,09,50,000 Equity Shares of Rs.10 each were allotted as fully paid up bonus shares by capitalisation of reserve on 5th December 2013.		

SHARE CAPITAL SUSPENSE

51797 (Previous year 51797) 6% Preference Shares of Rs.100/- each to be issued to the share holders of Garware Chemicals Ltd (GCL) as per scheme of arrangement.	51.80	51.80		
(51797) Less : Shares issued on 26th June 2014 to Share holder of Garware Chemicals Ltd as per scheme of arrangement.	(51.80)	0.00	0.00	51.80

Reconciliation of Shares Outstanding at the beginning and at the end of the reporting year

	As at 31.03.2015		As at 31.03.2014	
	Nos	Rs. in Lakhs	Nos	Rs. in Lakhs
Equity Shares				
At the beginning of the year	1,10,00,000	1,100.00	10,000	1.00
Add : Issued During the year				
i) Issued for Consideration received in Cash	-	-	40,000	4.00
ii) Issued for Consideration other than cash as bonus shares by capitalisation of reserve	-	-	1,09,50,000	1,095.00
Outstanding at the end of the year	<u>1,10,00,000</u>	<u>1,100.00</u>	<u>1,10,00,000</u>	<u>1,100.00</u>
Preference Shares				
At the beginning of the year	11000	11.00	0.00	0.00
Add : Issued During the year				
Issued for Consideration other than cash as per scheme of amalgamation and arrangement under section 391 to 394 of the companies act 1956.	51,797	51.80	11,000	11.00
Less : -Redeemed during the year	11,000	11.00	0.00	0.00
Outstanding at the end of the year	<u>51,797</u>	<u>51.80</u>	<u>11,000</u>	<u>11.00</u>

Details of Shareholders holding more than 5% Shares in the company

	As at 31.03.2015		As at 31st March 2014	
	No of Shares	% (Holding)	No of Shares	% (Holding)
Equity Shares				
S.B.Garware Family Trust	1,10,00,000	100.000	1,10,00,000	100.000
Preference Shares				
S.B.Garware Family Trust	-	-	6000	54.545
Shri S. B. Garware	-	-	2000	18.182
Mrs. Sheela Garware	-	-	1000	9.091
Mrs. Monika Garware Modi	-	-	1000	9.091
Ms. Sarita Garware	-	-	1000	9.091
Great View Real Estates Pvt.Ltd	51797	51.80	-	-

Terms/Rights attached to

Equity Shares

The company has only one class of equity shares having a par value of Rs.10/- per share. Each equity shareholder is entitled to one Vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the board of directors is subject to approval of shareholders in the ensuing Annual general meeting.

As per the companies Act, 2013 the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts in the event of Liquidation of the company. The distribution will be in proportion to the number of equity shares held by the shareholder.

Preference Shares

The 6% cumulative redeemable preference shares are redeemable at par at the end of 10 years from the date of allotment i.e 26th June 2014 .The company will have an option to redeem any time after the end of one year from the date of allotment



3 RESERVES AND SURPLUS

	As at 31.03.2015 (Rs in Lakhs)	As at 31.03.2014 (Rs in Lakhs)	
A Capital Reserve			
Balance as per last Financial Statements	34.30	0.00	
Add: Excess of Net Assets transferred over the consideration paid As per scheme of amalgamation and arrangement under section 391 to 394 of the companies act 1956	0.00	4.30	
Add: Balance taken over As per scheme of amalgamation and arrangement under section 391 to 394 of the companies act 1956 (Incentive from SICOM)	0.00	30.00	
Closing Balance	34.30	34.30	
B Capital Redemption Reserve :	0.00	0.00	
Balance as per last Balance Sheet	0.00	0.00	
Add: Transferred from Surplus in the statement of profit and loss account on redemption of Preference Shares	11.00	0.00	0.00
C General Reserve			
Balance as per last Financial Statements	1,550.19	0.00	
Add: Excess of Net assets transferred over the consideration paid As per scheme of amalgamation and arrangement under section 391 to 394 of the companies Act 1956	0.00	2,568.99	
Less : Capitalised on issue of Bonus Shares	0.00	1,095.00	
Less: Deferred tax Liability on opening balances	0.00	0.00	
Add : Transfer from Surplus in the statement of Profit and Loss	98.50	76.20	
Closing Balance	1,648.69	1,550.19	
D Surplus in the statement of Profit and Loss			
Balance as per last Financial Statements	295.99	(0.08)	
Less: Transferred from Assets whose balance useful life is Nil as per Schedule II of the companies Act,2013.(Net deferred tax of Rs.46.15 Lakhs)	89.63	0.00	
Less: Transferred to Capital Redemption Reserve on redemption of Preference Shares.	11.00	0.00	
Add : Net Profit / (Loss) Transferred from statement of Profit and Loss for the year	985.03	761.99	
	1,180.39	761.91	
Less : Appropriations			
Proposed final Dividend on equity shares	330.00	330.00	
Proposed Dividend on Preference Shares	3.11	3.11	
Tax on Dividend	67.82	56.61	
Transfer to General Reserve	98.50	76.20	
	680.96	295.99	
TOTAL	2,374.95	1,880.48	

4 LONG TERM BORROWINGS

	Non-Current		Current	
	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
	Rs.in Lakhs		Rs.in Lakhs	
Loan: From Bank- Secured				
Term Loan (Refer note 4.1 below)	1,316.25	2,170.15	852.15	736.66
Working Capital Term Loan (WCTL) (Refer note 4.2 below)	186.24	354.59	167.85	145.41
Vehicle Finance Lease Obligation (Secured)	121.60	0.00	25.94	0.00
Other loans and advances (Unsecured)				
Deferral sales tax loan (Refer note 4.3 below)	165.94	230.94	67.47	70.58
	1,790.03	2,755.68	1,113.41	952.65

Amount disclosed under the head "Other Current Liabilities"

1) Term Loans of Rs. 2168.40 lakhs (Previous year Rs.2906.81 Laakhs) are secured by equitable mortgage of Factory Land & Building and Machineries(present and future) situated at Waluj Aurangabad and also by way of current assets of the Company. The term loans are repayable in sixty equitable monthly installments from July 2011 to July 2018 at the rate of interest currently of 12.25% p.a. There is no default as on balance sheet date for repayment of principal & interest.

2) WCTL of Rs. 354.09 lakhs (Previous year Rs. 500 Lakhs) is secured by hypothecation of all Current Assets and collateral securities of Factory Land & Building and Machineries situated at Waluj Aurangabad. The same is repayable in 36 monthly installments from March 2014 to February 2017, at the rate of interest of 12.25% p.a.

There is no default as on balance sheet date for repayment of principal & interest.

Vehicle Finance of Rs. 147.54 Lakhs (Previous year Rs.Nil Lakhs) at the rate of interest 11.45%.a. are secured by hypothecation of specific assets. The loans are repayable in 60 monthly Installments. The installments are payable from December 2014 till October 2019.

3)Unsecured interest free deferral sales tax loan from WMDC/ SICOM Rs.233.41 Lakhs (Previous Year Rs.301.52 Lakhs) repayable in installments from 2007 to 30th April 2026. as per Package scheme of Incentives of 1988 and 1993 schemes.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

5 DEFERRED TAX LIABILITY (NET) :-

Major components of deferred tax (liabilities)/assets arising on account of timing differences as at 31st March 2015 are as follows

Deferred Tax Assets
Disallowance U/S 43 B of the Income Tax Act, 1961
Others

Less :- Deferred Tax Liability:
Excess of net Block over WDV as per the Income Tax Act, 1961

Deferred Tax Asset/(Liability) (Net)
Deferred Tax Liability on Balance taken over As per scheme of amalgamation and arrangement under section 391 to 394 of the companies act 1956
Opening Deferred Tax Asset/(Liability)
Deferred Tax Expense/(Income)
Add : Deferred tax Expenses pertaining to assets transferred to retained earning whose balance use ful life as on 1/4/2014 was Nil as per schedule II of The Companies Act 2013.
Deferred Tax Expense/(Income) Recognised in Profit & Loss

	As at 31.03.2015 (Rs. in Lakhs)	As at 31.03.2014 (Rs. in Lakhs)
	25.72	44.16
	6.16	14.54
(i)	31.88	58.70
(ii)	437.00	447.64
	(405.13)	(388.94)
	(388.94)	(134.86)
	16.19	0.00
	46.15	254.08
	62.34	254.08

6 OTHER SHORT TERM LIABILITIES :-

Dealership Deposits
Retention payable to suppliers / Advance money from customers

	1.00	1.00
	32.75	63.01
	33.75	64.01

7 SHORT TERM BORROWING

Cash Credit from Banks / Overdraft (Secured)

	536.58	858.39
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Are secured against Inventories and Debtors. Present rate of interest is 12.50 % p.a.

8 TRADE PAYABLES

Due to Micro, Small & Medium Enterprises
(Refer Note No. 28)
Due to - Others
TOTAL

	0.00	21.91
	874.21	584.12
	874.21	606.03

9 OTHER CURRENT LIABILITIES

Current maturities of long-term borrowing
Creditors for Capital Expenditure
Interest Accrued but Not Due on Secured loans
Other liabilities (statutory liabilities and commission to Managing Director)
TOTAL

	1,113.41	952.65
	28.37	26.37
	17.35	15.89
	86.20	98.52
	1,245.33	1,093.43

10 PROVISIONS

Provisions for Employee benefits
Provision for Gratuity
Provision for leave encashment

Other Provisions
Provision for Taxation(Net of Advance Tax)
Provision for Proposed Dividend on Equity Shares
Provision for Proposed Dividend on Preference Shares
Provision for Tax on Dividend

TOTAL

Long Term		Short Term	
As at 31.03.2015	As at 31.03.2014	As at 31.03.2015	As at 31.03.2014
Rs.in Lakhs		Rs.in Lakhs	
0.00	20.52	0.00	37.74
42.40	41.25	33.27	30.39
0.00	0.00	41.52	38.73
0.00	0.00	330.00	330.00
		3.11	3.11
0.00	0.00	67.82	56.61
42.40	61.77	475.72	496.58



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

11 NON-CURRENT INVESTMENT

A Quoted Equity Instruments

	As at 31.03.2015 Rs.in Lakhs	As at 31.03.2014 Rs.in Lakhs
i 40 (Previous year 40) Eq. Shares of Reliance Industries Ltd. of the face value of Rs.10/- each, fully paid-up.	0.15	0.15
ii 3000 (Previous year 3000) Eq. Shares of Indian Tobacco Co. Ltd, of the face value of Rs.1/- each, fully paid-up	0.26	0.26
iii 100 (Previous year 100) Eq. Shares of National Organic Chemical Industries Ltd of the face value of Rs.10/- each, fully paid-up..	0.05	0.05
iv 50(Previous year 50) Eq. Shares of Southern Petrochemicals Industries Ltd of the face value of Rs.10 each fully paid.	0.03	0.03
v 100 (Previous year 100) Eq. Shares of SVC Superchem Ltd of the face value of Rs.10/- each, fully paid-up..	0.03	0.03
vi 75 (Previous year 75) Eq. Shares (including 25 Bonus Shares) of BASF India Ltd of the face value of Rs.10/- each, fully paid-up..	0.15	0.15
vii 200 (Previous year 200) Eq. Shares (including 100 Eq. shares received in lieu of amalgamation of Gujarat propack) of Cosmo Film Ltd of the face value of Rs.10/- each, fully paid-up..	0.19	0.19
viii 5 (Previous year 5) Eq. Shares of Sharp Industries Ltd of the face value of Rs.10/- each, fully paid-up..	0.03	0.03
ix 50 (Previous year 50)Eq. Shares of Bayer Corpscience Ltd of the face value of Rs.10/- each, fully paid-up..	0.12	0.12
x 20 (Previous year 20) Eq. Shares of Indian Oil Ltd of the face value of Rs.10/- each, fully paid-up..	0.03	0.03
xi 400 (Previous year 400) Eq. Shares of Bharat Petroleum Corporation Ltd of the face value of Rs.10/- each, fully paid-up..	0.30	0.30
xii 100 Previous year 100) Eq. Shares of JD Orgochem Ltd of the face value of Rs.1/- each, fully paid-up..	0.18	0.18
xiii 100 (Previous year 100) Eq. Shares of MTZ Polyester ltd of the face value of Rs.10/- each, fully paid-up..	0.01	0.01

Net Total (I)

1.53	1.53
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B Unquoted Equity Instruments

i 1,000 (Previous year 1000) Eq. Shares of Sarswat Co-operative Bank Ltd.(Mumbai) of the face value of Rs.10/- each, fully paid-up.	0.10	0.10
ii 1,12,500 (Previous year 1,12,500) Eq. Shares of Cosmos Co-operative Bank Ltd.(Pune) of the face value of Rs.20/- each, fully paid-up.	22.50	22.50
iii 40 (Previous year 40) Eq. Shares of Rupee Co-operative Bank Ltd.(Pune) of the face value of Rs.25/- each, fully paid-up. (Rs 1000/-)	0.01	0.01
iv 6,516 (Previous year 6,516) Eq. Shares of The Akola Janata Commercial Co-operative Bank Ltd.(Akola), of the face value of Rs.10/- each, fully paid up.	6.52	6.52
v 2,001 (Previous year 2,001) Eq. shares of The Nanadua Urban Co-operative Stores Ltd. (Nandura) of the face value of Rs.100/- each, fully paid up.	2.00	2.00
vi 9,965 (Previous year 9,965) Eq. shares of The Kapol Co-operative Stores Ltd. (Mumbai) of the face value of Rs.10/- each, fully paid up.	1.00	1.00
vii 20,000 (Previous year 20,000)Eq. shares of The Deogiri Nagari Sahakari Ltd of the face value of Rs.25/- each, fully paid up.	5.00	5.00
viii 20,000 (Previous year 20,000)Eq. shares of The Vasia Janta Sahakari Bank Ltd of the face value of Rs.25/- each, fully paid up.	5.00	5.00

Net Total (II)

42.13	42.13
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Total (I + II)

43.66	43.66
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	Cost 31.03.2015	Market Value 31.03.2015	Cost 31.03.2014	Market Value 31.03.2014
Quoted	1.53	16.11	1.53	14.40
Unquoted	42.13	-	42.13	-
	43.66	16.11	43.66	0.00



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015
12 FIXED ASSETS -

Rs. in Lakhs

Description	Gross Block				Depreciation / Amortization			Net Block			
	As at 1st April, 2014	Additions due to Scheme of Arrangements and Amalgamation	Additions/ Adjustments during the year	Disposals/Transfers/Adjustments during the year	As at 31 March, 2015	As at 1st April, 2014	Charge for the year (a)	Transferred to Retained earnings whose balance use full life is Nil (b)	Net Disposal/ Charge for Transfers (a)/(Adjustments) during the year	Upto 31 March, 2015	As at 31 March, 2014
TANGIBLE ASSETS :-											
Land (Free Hold)			431.10		431.10						431.10
Land (Leasehold)	10.81	-	-	-	10.81	1.97	0.11			2.08	8.73
Buildings	3,065.68		6.37		3,072.05	346.98	101.96			448.94	2623.11
Plant & Machinery	5,890.09		82.80		5,972.89	3,150.43	548.98	114.96		3,699.41	2273.48
Electrical Installations	822.76				822.76	463.02	64.91	12.28		527.93	294.83
Moulds	4.79				4.79	4.56		0.02		4.58	0.21
Laboratory Equipments	2.48		3.29		5.77	2.11	0.54	0.37		2.65	3.12
Furniture & Fixtures	58.95		1.88		60.83	46.40	4.19	0.49		50.59	10.24
Office Equipments	62.92		1.85		64.77	47.30	11.72	7.43		59.02	5.75
Vehicles on Finance Lease	42.42		177.98		220.40	42.29	7.21	0.14		49.50	170.90
Data Processing Equipments	78.44		9.47		87.91	67.39	5.70	0.11		73.09	14.82
TOTAL (A)	10039.34	0.00	714.74	0.00	10754.08	4172.45	745.34	135.78	0.00	4917.79	5866.29
INTANGIBLE ASSETS :-											
Software (SAP)	47.70		1.59		49.29	18.99	9.70	0.00		28.69	20.60
TOTAL (B)	47.70	0.00	1.59	0.00	49.29	18.99	9.70	0.00	0.00	28.69	20.60
TOTAL (A + B)	10087.04	0.00	716.33	0.00	10803.37	4191.44	755.04	135.78	0.00	4946.48	5895.89
Previous year	0.00	10,294.46	149.21	356.63	10,087.04	0.00	678.44	-	678.44	4,191.44	5895.60
Capital Work in Progress	23.83	-	-	-	-	-	-	-	-	-	99.44

1. In accordance with provisions of Schedule II of the Companies Act, 2013 in case of fixed assets whose useful life as at 1st April 2014 is Nil, The carrying value (Net of Residual Value) amounting to Rs. 135.78 Lakhs (Net of Deferred tax of Rs. 89.63 Lakhs) as transitional provision has been recognised in the retained earnings.



13 LOANS & ADVANCES :-

	As at 31.03.2015 Rs.in Lakhs	As at 31.03.2014 Rs.in Lakhs	As at 31.03.2015 Rs.in Lakhs	As at 31.03.2014 Rs.in Lakhs
Capital Advances (A)				
Unsecured, considered good Including Rs.Nil (Previous Rs. 310.00 Lakhs) deposit to Director	0.97	312.47	0.00	0.00
Security Deposit (B)				
Unsecured, considered good Including Rs. 217.50 Lakhs (Previous year Rs.250.00 Lakhs) Rent Deposit to Directors and Rs. 28 Lakhs (Previous year Rs,28 Lakhs) to a company in which Directors are interested as Directors/ Members .	266.52	266.52	0.00	32.50
Advances recoverable in cash or kind (C)				
<u>Unsecured, considered good for supplies/services</u>				
Prepaid Expenses	0.00	0.00	7.32	4.97
Others	0.00	0.00	38.91	14.93
(D)	0.00	0.00	46.23	19.90
Total .I (A +B+C+D)	267.49	578.99	46.23	52.40

14 OTHER ASSETS

	Non-current		Current	
	As at 31.03.2015 Rs.in Lakhs	As at 31.03.2014 Rs.in Lakhs	As at 31.03.2015 Rs.in Lakhs	As at 31.03.2014 Rs.in Lakhs
Unsecured, considered good unless Otherwise stated Recoverable from Government Agencies-Sales Tax, Refund,Cenvat and Duty Draw Back receivable	44.85	88.28	88.84	130.84
	44.85	88.28	88.84	130.84

CURRENT ASSETS :-

**15 INVENTORIES (Valued at lower of cost and net
realizable value)**

	As at 31.03.2015 Rs. in Lakhs	As at 31.03.2014 Rs. in Lakhs
i) Stores, spares & packing materials	100.05	57.29
ii) Raw Materials	639.58	722.92
iii) Finished Goods	165.51	210.39
iv) Semi finished Goods	605.27	285.53
	1,510.41	1,276.13

16 TRADE RECEIVABLES(Unsecured Considered Good)

	As at 31.03.2015 Rs. in Lakhs	As at 31.03.2014 Rs. in Lakhs
Outstanding from the date they are due for payment		
a) Debts outstanding for a period exceeding six months from the date they are due for payment.	10.46	10.46
Less : Provision for Doubtful Debts	10.46	0.00
	0.00	10.46
b) Other Debts	216.50	288.79
Total	216.50	299.25

17 CASH & BANK BALANCES

	As at 31.03.2015 Rs. in Lakhs	As at 31.03.2014 Rs. in Lakhs
Cash and Cash Equivalents		
a) Cash on hand	0.97	1.62
b) Balances with Bank :-		
In Current Accounts	33.19	80.60
Fixed Deposit with Bank includes Rs.109.42 Lakhs (Previous year Rs.161.94 Lakhs)with maturity of more than 12 months)	721.43	896.91
TOTAL	755.59	979.13



	2014-15 Rs. in Lakhs	2013-14 Rs. in Lakhs
18 REVENUE FROM OPERATIONS :-		
Sale of Products	11991.15	12,546.14
Sale of Scrap and Others	58.54	5.92
Revenue from operation (Gross)	12049.69	12552.06
Less : Excise Duty	1224.89	1,347.59
Revenue from operation (Net)	10824.80	11204.47
Details of products sold :		
Finished goods sold		
Car Kit	484.84	399.98
Colour Laminated film / Others	1179.79	834.36
T.S.Film	803.72	1711.99
Dyed Film	8356.45	8,258.14
	10824.80	11204.47
19 OTHER INCOME		
Interest Income on		
Bank Deposits	63.41	71.89
Miscellaneous Income	0.00	0.04
Dividend Income on		
Long term investment	3.96	4.83
Commission Received	2.12	3.41
Profit on Sale of fixed Assets	0.00	0.00
Sundry Balance Written back	19.65	0.00
Rent	103.66	48.23
TOTAL	192.80	128.40
20 COST OF RAW MATERIALS CONSUMED		
Raw Materials Inventory at the beginning of the year	722.92	0.00
<u>Add</u> : Inventory Taken over as per Scheme of Arrangement under section 391-394 of The Companies Act 1956.	0.00	319.18
<u>Add</u> : Purchases of Raw Materials	6113.25	6,878.18
	6836.17	7197.36
<u>Less</u> : Raw Materials Inventory at the end of the year	639.58	722.92
Cost of Raw materials consumed	6196.59	6474.44
Details of Raw Materials Consumed		
Plain / Colour / Lami Poly. Film	2842.56	3,135.96
Metalized Film	84.20	272.65
Chemicals & others	3269.83	3,065.83
	6196.59	6474.44
Details of inventory		
Plain / Colour /Lami Poly.Film	265.06	230.27
Metalized Film	23.92	54.58
Chemicals & others	350.60	438.07
	639.58	722.92



FINISHED GOODS

	Rs. in Lakhs	Rs. in Lakhs
Inventories at the end of the year		
Semi-Finished Goods	605.27	285.53
Finished Goods	165.51	210.39
	<u>770.78</u>	<u>495.92</u>
Inventories at the beginning of the year		
Semi-Finished Goods	285.53	253.48
Finished Goods	210.39	159.93
	<u>495.92</u>	<u>413.41</u>
(Increase) / Decrease	<u>(274.86)</u>	<u>(82.51)</u>

22 EMPLOYEE BENEFITS EXPENSE

Salaries, Wages & Bonus	228.37	222.35
Contribution to provident funds & other funds	15.96	39.84
Staff welfare expenses	20.61	2.72
	<u>264.94</u>	<u>264.91</u>

23 OTHER EXPENSES

Stores, and Spares Consumed	114.87	92.75
Packing Material Consumed	49.02	42.32
CSR Expenditure	15.00	0.00
Donations	0.00	15.21
Power & fuel	825.88	941.53
Labour Charges	423.00	318.04
Water Charges	25.62	26.05
Rent	29.49	26.82
Printing and Stationery	0.00	0.00
Rates, taxes & licence fees	37.09	24.56
Amalgamation Expenses	0.66	28.51
Freight and Forwarding	42.38	3.07
Commission on Sales	20.02	0.00
Insurance	9.04	11.51
Repairs & Maintenance Of :-		
Plant & Machinery	102.62	67.29
Building	48.00	82.74
Others	16.03	13.97
Travelling & Conveyance	28.16	3.41
Postage, Telegrams & Telephones	0.00	0.00
Legal & professional charges	79.89	36.85
Auditors Remuneration	9.36	7.40
Motor Car Expenses	24.75	13.36
Loss on sale of Fixed Assets	0.00	20.72
Sundry Balances W/off	0.00	1.67
Provision for Doubtful Debts	10.46	0.00
Miscellaneous expenses	36.73	31.52
Total Other Expenditure	<u>1948.07</u>	<u>1809.30</u>
Auditors Remuneration		
- Audit Fees	6.56	6.12
- Taxation Matters & Company Law Matters	2.75	1.28
- Others/ Reimbursement of out of pocket expenses	0.05	0.00
	<u>9.36</u>	<u>7.40</u>

24 FINANCE COST

Interest Expenses	440.10	504.78
Other borrowing cost	5.60	4.62
	<u>445.70</u>	<u>509.40</u>

25 EARNINGS PER SHARE (EPS)

Profit after Tax	985.03	761.99
Less: Dividend on Preference Shares including Tax	3.74	3.64
Amount available for Equity Share holders	981.29	758.35
Weighted average number of Equity Shares (Basic & Diluted) including outstanding	1100000	10982137
Earning per share - Basic & Diluted (Rupees) (absolute)	8.92	6.91



26 DISCLOSURE AS PER AS-15 (REVISED) ON "EMPLOYEE BENEFITS"

A) Funds Retirement Benefit - Gratuity

Description	2014-15	2013-14
Change in the defined benefit obligations		
Defined benefit obligation at the beginning of the year	57.74	0.00
Defined benefit obligation transfer on Amalgamation	0.00	33.40
Service Cost	5.55	4.55
Interest Cost	5.28	2.69
Actuarial loss(gain)	19.00	17.10
Benefits Paid	0.00	0.00
Defined benefit obligation at the end of the year (a)	87.57	57.74
Change in Plan Assets		
Fair Value of plan assets as at the beginning of the year	5.82	5.45
Expected return on plan assets	3.59	0.37
Contributions by employer	94.88	0.00
Actuarial loss(gain)	0.38	0.00
Benefits Paid	0.00	0.00
Fair Value of plan assets as at the end of the year (b)	104.67	5.82
Present value of funded obligation (a-b)	(17.10)	51.92
The net amount recognized in the statement of profit and loss for the year ended 31st March 2015 is as follows		
Current Service Cost	5.55	4.55
Interest Cost	5.28	2.69
Expected return on plan assets	(3.59)	(0.37)
Net Actuarial loss(gain) recognized	18.61	17.10
Net Amount recognized	25.85	23.97
The principal actuarial assumption used as at 31st March 2015 are as follows		
Discount Rate	7.75%	9.15%
Expected rate of return on plan assets	6.75%	8.00%
Withdrawal rate	5.00%	5.00%
Rate of Increase in compensation levels	5.00%	5.00%

Other Disclosure

	31st Mar 15	31st Mar 14
Present value of Defined benefit obligation	87.57	57.74
Fair value of plan Assets	104.67	5.82
(Deficit) / Surplus of the plan	17.10	(51.92)
Experience Adjustment on Plan Liabilities loss/(Gain)	19.00	17.10
Experience Adjustment on Fair Value of Plan Assets	(0.38)	0.00

* Not available in the valuation report hence not furnished.



	2014-15	2013-14
B) Unfunded retirement benefit- Leave Encashment		
Defined benefit obligation at the beginning of the year	71.64	0.00
Defined benefit obligation transfer on Amalgamation	0.00	52.18
Service Cost	5.80	3.84
Interest Cost	6.32	4.15
Actuarial loss(gain)	(8.09)	12.66
Benefits Paid	0.00	(1.19)
Defined benefit obligation at the end of the year (a)	75.67	71.64
Change in Plan Assets		
Contributions by employer	0.00	(1.19)
Benefits Paid	0.00	1.19
Fair Value of plan assets as at the end of the year (b)	0.00	0.00
Present value of funded obligation (a-b)	75.67	71.64
The net amount recognized in the statement of profit and loss for the year ended 31st March 2015 is as follows		
Current Service Cost	5.80	3.44
Interest Cost	6.32	4.02
Net Actuarial loss(gain) recognized	(8.09)	12.66
Net Amount recognized	4.03	20.12
The principal actuarial assumption used as at 31st March 2015 are as follows		
Discount Rate	9.15%	9.15%
Expected rate of return on plan assets		
Withdrawal rate	7.75%	9.15%
Rate of Increase in compensation levels	5.00%	5.00%

27 LEASES :

The company has entered in to finance and operating lease agreements. As required under the accounting standard 19 on 'Leases', the future minimum lease payments on account of each type of lease are as follows.

A.Hire Purchase / Finance Leases (Fixed Assets)

Particulars	Future Lease payments		Present Value of Minimum Future Minimum Lease Payments		Finance Charges	
	2015	2014	2015	2014	2015	2014
As at 31st March						
Not later than one year	41.52	0.00	25.94	0.00	15.58	0.00
Later than one year and not later than five years	148.78	0.00	121.59	0.00	27.19	0.00
later than five years	----	----	----	----	----	----

B.Operating Leases

The company has taken various residential /commercial premises and vehicles on operating leases. These operating lease are in the nature of "cancellable lease" therefore disclosure as per Accounting Standard 19 is not required.

28 DISCLOSURE IN ACCORDANCE WITH SECTION 22 OF MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

	2014-15 Rs. in Lakhs	2013-14 Rs. in Lakhs
Principal amount remaining Unpaid	0.00	21.91
Interest due thereon	0.00	0.00
Interest paid by the Company in term of Section 16'	0.00	0.00
Interest due and payable for the period of delay in payment	0.00	0.00
Interest accrued and remaining unpaid	0.00	0.00
Interest remaining due and payable even in succeeding years	0.00	0.00

This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.



29 RELATED PARTY DISCLOSURES

List of Related Parties and relationship:

a) Key Management Personnel & Relatives

Shri S.B.Garware - Chairman
Mrs.S.S.Garware - Vice Chairperson and
Managing Director
Mrs.Monika Garware Modi - Director
Mrs.Sarita Garware Ramsay - Director
Ms.Sonia S Garware - Director
Mr. A.B. Bhalerao - Director
Garware Polyester Ltd
Great View Real Estates Pvt. Ltd.

b) Entities in which some of the Directors are interested

Transaction with

a) Key Management Personnel & Relatives

	2014-15 Rs. in Lakhs	2013-14 Rs. in Lakhs
i. Managerial Remuneration	153.39	135.81
ii. Rent Paid to Directors	2.52	3.00
iii. Amount paid to a Director for purchase of Fixed assets	67.50	310.00
b) Entities in which some of the Directors are interested		
i. Sales of Goods-Gross	11151.34	12,528.34
ii. Services provided	118.85	63.56
iii.Purchases of Goods-Gross	5876.27	8,920.34
iv.Services Received	351.71	356.56
v.Rent Deposit paid	0.00	28.00
c) Net Amount Outstanding [Dr / (Cr)]		
i) Key Management Personnel & Relatives	0.00	(3.49)
ii) Key Management Personnel & Relatives (Rent Deposits)	217.50	250.00
iii) Entities in which some of the Directors are interested (Rent Deposit)	28.00	28.00
iv) Entities in which some of the Directors are interested :	(356.49)	(488.76)

30 CAPITAL AND OTHER COMMITMENTS

Estimated amount of contracts remaining to be executed on capital account and not provided for Rs 123.44 Lakhs (Previous year Rs.420.34 Lakhs) against which an advance of Rs. 0.97 Lakhs (Previous year Rs 312.47 Lakhs) has been paid.

31 CONTINGENT LIABILITIES -

a) Contingent Liabilities not provided for -

Disputed matters in appeal / contested in respect of:

	As at 31.03.2015 Rs. in Lakhs	As at 31.03.2014 Rs. in Lakhs
Income Tax	10.50	10.50
Sales Tax	42.00	42.00
	52.50	52.50

b) The Company has given counter-guarantees for Rs.7.00 Lakhs (Previous year Rs. 167 Lakhs) to Banks in respect of guarantees given by the Banks to third parties for supply of goods, clearance of goods from Customs, Excise Bonds, etc.



32 FINANCIAL AND DERIVATIVES INSTRUMENTS

- a) Derivatives contracts entered in to by the company and outstanding as on 31st March 2015 i) Forward Contract is Rs.Nil Lakhs (Previous year Rs.Nil Lakhs)
- b) Foreign Currency Exposure that are not hedged by derivatives instruments as on 31st March 2015 amounts to Rs.127.95 Lakhs (Previous year Rs.Nil) The unhedged exposures are naturally hedged by future foreign currency earning and earnings linked to foreign currency.

33 The company is required to spend an amount of Rs.12.88 Lakhs during the year on CSR expenditure as per the Section 135 of the companies Act 2013 read with schedule VII there of and company has spent Rs.15 Lakhs during the year by way of contribution to fund of Garware Charitable Trust.

32 VALUE OF IMPORTS ON CIF BASIS

	2014-15	2013-14
	Rs. in Lakhs	Rs. in Lakhs

Raw materials	242.95	0.00
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33 EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)

(i) Commission	20.02	0.00
(ii) Traveling Expenses	15.05	0.00
(iii) Bank Charges	0.52	0.00

34 DETAILS OF IMPORTED AND INDIGENOUS RAW MATERIALS AND SPARE PARTS, PACKING MATERIALS CONSUMED AND PERCENTAGE OF EACH TO THE TOTAL :

	2014-15		2013-14	
	Rs.in Lakhs	% of Total	Rs.in Lakhs	% of Total
i) Raw Materials:				
- Imported	204.06	3.29	0.00	-
- Indigenous	5992.53	96.71	6,474.44	100.00
Total	6196.59	96.71	6,474.44	100.00
ii) Stores & Spares:				
- Imported	0.00	-	0.00	-
- Indigenous	114.87	100.00	92.75	100.00
Total	114.87	100.00	92.75	100.00

35 Earning In Foreign Exchange (Accrual Basis)

	2014-15	2013-14
	Rs.in Lakhs	Rs. in Lakhs
Exports (FOB Basis) :	716.13	21.10

36 Previous years figures have be regrouped and rearranged wherever necessary, to conform to this year's classification.



GARWARE INDUSTRIES LIMITED

CIN:-U74999MH2012PLC235072

Regd. Office : Naigaon, Post Waluj, Aurangabad 431 133

ATTENDANCE SLIP

(To be presented at the entrance)

Name of the Shareholder or Proxy _____

DP ID _____ Folio No. / Client ID _____

I/We hereby record my/our presence at the **ANNUAL GENERAL MEETING** of the Company held at the Registered Office of the Company at Naigaon, Post Waluj, Aurangabad – 431 133 on Monday, September 07, 2015 at 11.30 a.m.

Signature of the Member/Proxy

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

GARWARE INDUSTRIES LIMITED

CIN: U74999MH2012PLC235072

Regd. Office : Naigaon, Post Waluj, Aurangabad 431 133

Name of the Member(s) :

Registered Address :

E-mail Id :

Folio No./Client ID No. :

I / We, being the member(s) of Shares of Garware Industries Limited, hereby appoint

1. Name : E-mail Id :

Address : Signature :

or failing him/her

2. Name : E-mail Id :

Address : Signature :

or failing him/her

3. Name : E-mail Id :

Address : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, 7th September, 2015 at 11.30 a.m. at Naigaon, Post Waluj, Aurangabad – 431 133 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	Optional*	
		For	Against
Ordinary Business			
1.	Adoption of Financial Statements for the year ended 31 st March, 2015.		
2.	Declaration of Dividend on Equity & Preference Shares.		
3.	Re-appointment of Mrs. Monika Garware Modi, who retires by rotation.		
4.	Re-appointment of Ms. Sonia Garware, who retires by rotation.		
5.	Ratification of appointment of M/s. Manubhai & Shah, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.		
Special Business			
6.	Ratification of Cost Auditor Remuneration .		

Signed thisday of2015

Signature of shareholder

Signature of Proxy holder(s).....

Affix Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. *It is optional to put a ' X ' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of members(s) in above box before submission.
5. Appointment of Proxy does not prevent a member from personally attending in person if he so wishes.
6. In case of joint holder, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.