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with a finish of excellence





CHEMICALS | ENGINEERING | PAINTS | LUBE | REAL ESTATE

Since 1957, Growel has been on a journey to touch lives. With your support, we continue forward and strive to take India and the world to a brighter and stronger future. Here at Growel, we are proud to have a qualified and experienced team that works relentlessly and with complete dedication to provide solutions to our customers.

Today, with innovation and responsibility, Growel has grown far beyond our expectations, with diverse interests across the globe, ranging from Chemicals, Engineering, Industrial Lubricants, High Performance Coatings & Real Estate Development.



For bringing people together_____



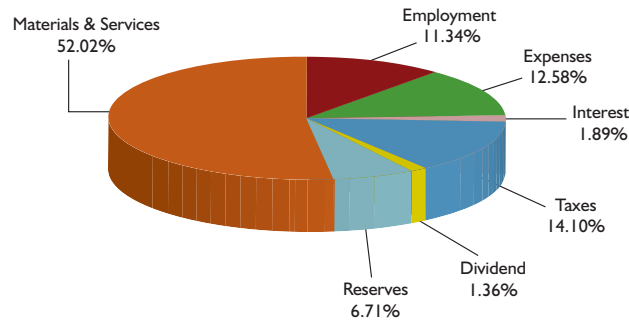
≈ Mall ≈



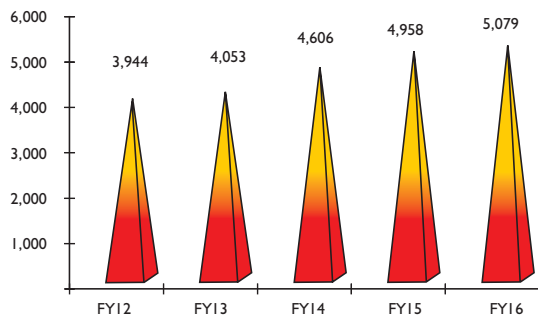


For **success**

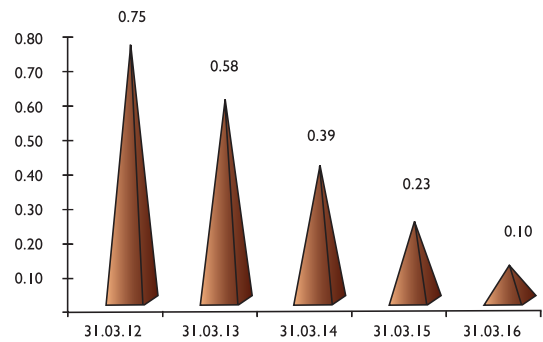
Income Distribution 2015-16



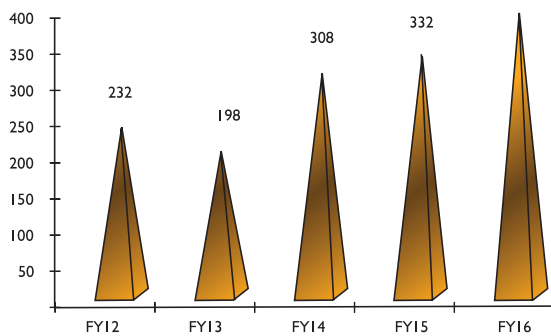
Gross Sale & Operating Income (Rs. Million)



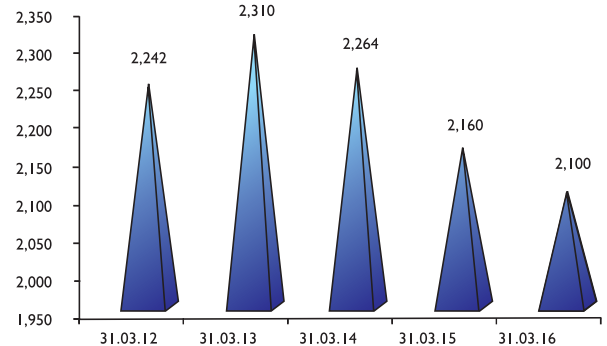
Debt: Equity Ratio



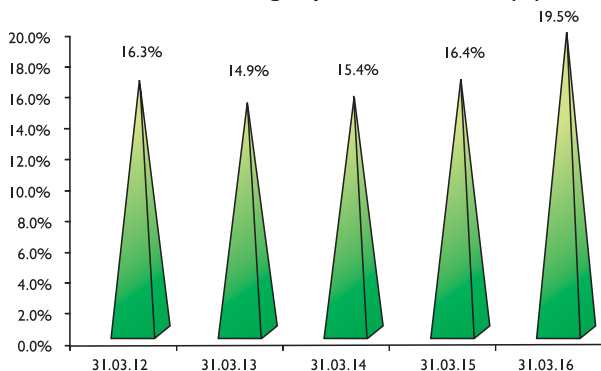
PAT (Rs. Million)



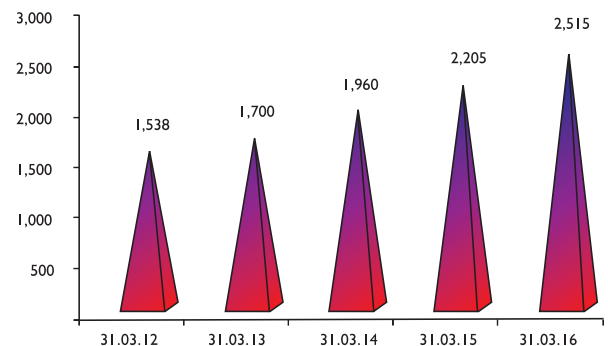
Net Fixed Assets (Rs. Million)



Ratio of Net Working Capital to Net Income (%)



Net Worth (Rs. Million)





Notice.....	2
5 Years Financial Summary	11
Directors' Report and Annexure.....	12
Standalone Financial Statement	45
Consolidated Financial Statement	79

BOARD OF DIRECTORS

Umeshkumar More	Chairman
Nirajkumar More	Managing Director
Vinod Haritwal	CEO & Whole Time Director
Rohitkumar More	Whole Time Director
Neeraj Garg	COO & Whole Time Director (upto 27-02-2016)
Suresh Pareek	Independent Director
Karunchandra Srivastava	Independent Director
Madan Mohan Chaturvedi	Independent Director
Tarun Govil	Independent Director
Aarti Shah	Independent Director

COMMITTEES

AUDIT COMMITTEE

Suresh Pareek	Chairman
Nirajkumar More	Member
Madan Mohan Chaturvedi	Member
Karunchandra Srivastava	Member
Tarun Govil	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Tarun Govil	Chairman
Nirajkumar More	Member
Vinod Haritwal	Member

NOMINATION & REMUNERATION COMMITTEE

Madan Mohan Chaturvedi	Chairman
Umeshkumar More	Member
Suresh Pareek	Member

CSR COMMITTEE

Nirajkumar More	Chairman
Tarun Govil	Member
Vinod Haritwal	Member

MANAGEMENT TEAM

H. B. Charna	Sr. President	Sanjay Tamhankar	Chief Operating Officer (Engg.)
Pallavi More	President (Corporate)	Rajiv Bhatia	Chief Operating Officer (Real Estate)
Mala Singh	President (Export)	Jagdish Kadam	Chief Financial Officer
Harnish Juthani	President (Procurement)	Chintan K. Gandhi	Company Secretary
Rattan Sharma	President (Chemicals)		

AUDITORS

M. M. Nissim & Co.	Chartered Accountants
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BANKERS

The Saraswat Co-op. Bank Ltd	Axis Bank
Punjab National Bank	Citi Bank
Commonwealth Bank of Australia	Development Bank of Singapore

REGISTERED OFFICE

Growel Corporate, Akurli Road, Kandivli (East), Mumbai – 400101.
CIN : L74999MH1957PLC010975

PLANTS

Dadra	Chemicals, Lubricants and Paints
Barotiwala (H.P.)	Chemicals, Lubricants and Paints
Vapi	Chemical Intermediates, Lubricants and Paints
Samba (Jammu)	Chemicals
Alandi (Pune)	Engineering

MALL

Kandivli (Mumbai)

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the 58th Annual General Meeting of the Members of **GRAUER & WEIL (INDIA) LIMITED** will be held on Thursday, August 11, 2016 at 5.00 pm at Growel's 101 Mall, Akurli Road, Kandivli (East), Mumbai – 400101, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Standalone and Consolidated Audited Profit and Loss Account for the year ended March 31, 2016 and the Balance Sheet as on that date together with the Report of the Directors and the Auditors thereon.
2. To confirm the payment of Interim Dividend and to declare a Final Dividend on Equity Shares for the Financial Year ended March 31, 2016.
3. To appoint a Director in place of Shri Rohitkumar More (DIN: 00139797), who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of M/s M. M. Nissim & Co., Chartered Accountants, (Firm Registration Number 107122W) as Statutory Auditors of the Company, to hold office from the conclusion of 58th Annual General Meeting (AGM) till the conclusion of the 59th AGM of the Company and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS:

5. Reappointment of Shri Vinod Haritwal as a CEO & Wholetime Director of the Company

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

“RESOLVED THAT subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents and sanctions, the consent of the Members be and is hereby accorded pursuant to the provisions of Section 196, 197 and 203 reads with schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), to the reappointment of Shri Vinod Haritwal (DIN: 00112862) as a CEO & Whole Time Director of the Company for a period of 5 (Five) Years w.e.f. September 5, 2016, on such terms and conditions including the remuneration payable to him, as a Whole Time Director and the minimum remuneration payable to him in the event of absence or inadequacy of profits in any year, as follows:

- a) **Salary & Allowances:** In the scale of Rs. 6,00,000/- to Rs. 9,50,000/- p.m. as may be decided by the Board from time to time.
- b) **Commission:** Upto Rs. 75,00,000/- p.a. as may be decided by the Board from time to time.
- c) **Perquisites :** In addition to the Salary, Allowances and Commission, Shri Vinod Haritwal shall be entitled to the following perquisites and benefits:
 - i) Medical Allowance including reimbursement, as per the rules of the Company.
 - ii) Leave with full pay and all allowances as per the rules of the Company.
 - iii) Leave Travel Concession / Allowance for self and family including dependants as per the rules of the Company.
 - iv) Encashment of leave as per the rules of the Company.
 - v) Contribution to Provident Fund and Gratuity Fund as per the rules of the Company.
 - vi) Use of Car with Driver.
 - vii) Premium for personal accident insurance and medical insurance for self and family as per the rules of the Company.
 - viii) Club Fees.
 - ix) Free Telephone Facility at residence and use of Mobile phone for the business of the Company.
 - x) All other payments in the nature of perquisites and benefits as agreed by Chairman or Managing Director subject to such limits for the remuneration and perquisites as laid down by the Government in Schedule V of the Companies Act, 2013 and / or changes / variations / modifications made / that may be made therein from time to time.

In arriving at the value of perquisites, in so far as, if there exist a provision for valuation of such perquisites under the Income Tax Rules, then the value shall be determined on the basis of that Income Tax Rules in force from time to time.

FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and / or vary the terms and conditions of the appointment including remuneration payable to him from time to time, provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

Minimum Remuneration:

The remuneration as above including perquisites shall nevertheless be paid as minimum remuneration in the event of absence or inadequacy of profits in any Financial Year, subject to the condition that the remuneration shall not without approval of the Central Government, if required, exceed the limits specified in Section II & III of Part II of Schedule V of the Companies Act, 2013, computed on the basis of the effective capital of the Company, as defined in the explanation under Section IV of Part II of Schedule V of the Companies Act, 2013 as in force for the time being or as amended in the future.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution.”

6. Reappointment of Shri Rohitkumar More as a Wholtime Director of the Company.

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

“RESOLVED THAT subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents and sanctions, the consent of the Members be and is hereby accorded pursuant to the provisions of Section 196, 197 and 203 reads with schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), to the reappointment of Shri Rohitkumar More (DIN: 00139797) as a Whole Time Director of the Company for a period of 5 (Five) Years w.e.f. April 1, 2017, on such terms and conditions including the remuneration payable to him, as a Whole Time Director and the minimum remuneration payable to him in the event of absence or inadequacy of profits in any year, as follows:

- a) **Salary & Allowances:** In the scale of Rs. 2,00,000/- to Rs. 4,00,000/- p.m. as may be decided by the Board from time to time.
- b) **Commission:** Upto Rs. 75,00,000/- p.a. as may be decided by the Board from time to time.
- c) **Perquisites:** In addition to the Salary, Allowances and Commission, Shri Rohitkumar More shall be entitled to the following perquisites and benefits:
 - i) Medical Allowance including reimbursement, as per the rules of the Company.
 - ii) Leave with full pay and all allowances as per the rules of the Company.
 - iii) Leave Travel Concession / Allowance for self and family including dependants as per the rules of the Company.
 - iv) Encashment of leave as per the rules of the Company.
 - v) Contribution to Provident Fund and Gratuity Fund as per the rules of the Company.
 - vi) Use of Car with Driver.
 - vii) Free Telephone Facility at residence and use of Mobile phone for the business of the Company.
 - viii) Premium for personal accident insurance and medical insurance for self and family as per the rules of the Company.
 - ix) Club Fees.
 - x) All other payments in the nature of perquisites and benefits as agreed by Chairman or Managing Director subject to such limits for the remuneration and perquisites as laid down by the Government in Schedule V of the Companies Act, 2013 and / or changes / variations / modifications made / that may be made therein from time to time.

In arriving at the value of perquisites, in so far as, if there exist a provision for valuation of such perquisites under the Income Tax Rules, then the value shall be determined on the basis of that Income Tax Rules in force from time to time.

FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and / or vary the terms and conditions of the appointment including remuneration payable to him from time to time, provided however that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

Minimum Remuneration:

The remuneration as above including perquisites shall nevertheless be paid as minimum remuneration in the event of absence or inadequacy of profits in any Financial Year, subject to the condition that the remuneration shall not without approval of the Central Government, if required, exceed the limits specified in Section II & III of Part II of Schedule V of the Companies Act, 2013, computed on the basis of the effective capital of the Company, as defined in the explanation under Section IV of Part II of Schedule V of the Companies Act, 2013 as in force for the time being or as amended in the future.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution.”

7. Reappointment of Shri Nirajkumar More as a Managing Director of the Company.

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

“RESOLVED THAT subject to such approvals, consents and sanctions as may be necessary and further subject to such terms, conditions, stipulations and restrictions as may be imposed by the authorities while granting such approvals, consents and sanctions, the consent of the Members be and is hereby accorded pursuant to the provisions of Section 196, 197 and 203 reads with schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), to the reappointment of Shri Nirajkumar More (DIN: 00113191) as a Managing Director of the Company for a period of 5 (Five) Years w.e.f. July 01, 2017, on such terms and conditions including the remuneration payable to him, as a Managing Director and the minimum remuneration payable to him in the event of absence or inadequacy of profits in any year, as follows:

- a) **Salary and Allowances:** In the scale of Rs. 6,50,000/- to Rs. 10,50,000/- p.m. as may be decided by the Board from time to time.

- b) **Commission:** Upto Rs. 90,00,000/- p.a. as may be decided by the Board from time to time.
- c) **Perquisites:** In addition to the Salary, Allowances and Commission, Shri Nirajkumar More shall be entitled to the following perquisites and benefits:
- Medical Allowance including reimbursement, as per the rules of the Company.
 - Leave with full pay and all allowances as per the rules of the Company.
 - Leave Travel Concession / Allowance for self and family including dependants as per the rules of the Company.
 - Encashment of leave as per the rules of the Company.
 - Contribution to Provident Fund and Gratuity Fund as per the rules of the Company.
 - Use of Car with Driver.
 - Premium for personal accident insurance and medical insurance for self and family as per the rules of the Company.
 - Club Fees.
 - Free Telephone Facility at residence and use of Mobile phone for the business of the Company.
 - All other payments in the nature of perquisites and benefits as agreed by Chairman / Board of Directors subject to such limits for the remuneration and perquisites as laid down by the Government in Schedule V of the Companies Act, 2013 and / or changes / variations / modifications made / that may be made therein from time to time.

In arriving at the value of perquisites, in so far as, if there exist a provision for valuation of such perquisites under the Income Tax Rules, then the value shall be determined on the basis of that Income Tax Rules in force from time to time.

FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and / or vary the terms and conditions of the appointment including remuneration payable to him from time to time, provided that the remuneration payable shall not exceed the limits specified in Schedule V of the Companies Act, 2013 as existing or as amended, modified or re-enacted from time to time.

Minimum Remuneration:

The remuneration as above including perquisites shall nevertheless be paid as minimum remuneration in the event of absence or inadequacy of profits in any Financial Year, subject to the condition that the remuneration shall not without approval of the Central Government, if required, exceed the limits specified in Section II & III of Part II of Schedule V of the Companies Act, 2013, computed on the basis of the effective capital of the Company, as defined in the explanation under Section IV of Part II of Schedule V of the Companies Act, 2013 as in force for the time being or as amended in the future.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take all such steps and do all such acts and deeds as may be necessary to give effect to the above Resolution".

8. To ratify the remuneration of Cost Auditors for the Financial Year ending March 31, 2017.

To Consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of Chemicals and Engineering Divisions of the Company and all other connected / incidental matters, for the Financial Year ending March 31, 2017, be paid aggregate professional Fees upto Rs.1,20,000/- p.a. (Rupees One Lac Twenty Thousand only) or such other fees as may be decided by the Board from time to time plus Service Tax and actual out of pocket expenses incurred in connection with the Audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give the effect to this Resolution".

Registered Office:

Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101
Date : May 30, 2016

**For & on behalf of the Board of
Grauer & Weil (India) Limited**

**Nirajkumar More
Managing Director**

NOTES:

- A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy / proxies to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, duly completed, should be deposited at the Registered Office of the Company not less than forty - eight hours before the commencement of the Meeting.**
- A person can act as a proxy on behalf of Members not exceeding Fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.**

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses is annexed hereto.
4. Corporate Members, Societies etc., intending to send their Authorised Representative to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from August 06, 2016 to August 11, 2016 (Both days inclusive).
6. The Dividend on Equity Shares as recommended by the Directors for the year ended March 31, 2016, if declared, at the Meeting of the Company, will be paid within a period of 30 days from the date of declaration:
 - (a) To those Members whose names appear on the Company's Register of Members, after giving effect to all valid shares transfer in physical form lodged with M/s Link Intime India Pvt. Ltd., Registrar and Transfer Agent of the Company on or before August 05, 2016.
 - (b) In respect of shares held in electronic form, to those 'Deemed Members' whose names appear in the statements of beneficial ownership as on August 05, 2016, furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as at the closing hours of August 05, 2016.
7. Pursuant to the provisions of Section 205(A) read with Section 205(C) of the Companies Act, 1956 (which are still applicable as the relevant Sections under the Companies Act, 2013 are yet to be notified), Unclaimed Dividend up to the year ended March 31, 2008 has been transferred to the Investors Education & Protection Fund (IEPF). Members are hereby informed that Dividend, which remain unclaimed / unpaid for a period of 7 years from the respective date of declaration, have to be transferred to the Investors Education & Protection Fund (IEPF):

Financial Year	Date of declaration of Dividend	Rate of Dividend
2008-09	17-11-2009	04%
2009-10	29-09-2010	08%
2010-11	30-09-2011	08%
2011-12	30-08-2012	15%
2012-13	25-07-2013	12%
2013-14	31-07-2014	16%
2014-15	20-08-2015	22%
2015-16 (Interim)	22-03-2016	20%

Members who have not yet encashed their Dividend Warrant(s) for the Financial Years as indicated above are requested to claim the amounts forthwith from the Company.

8. Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), additional Information of Directors seeking appointment / reappointment at the Meeting are furnished and forms a part of the Notice.
9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company, at least seven days before the date of the Meeting, so that the requested information can be made available at the time of Meeting.
10. Members / Proxies are requested to bring the duly filled attendance slip along with the copy of Annual Report to the Meeting, since copies of the Annual Report will not be distributed at the Meeting.
11. The Company has listed its shares on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 under Security Code No. 505710. The Company is regular in payment of the Listing Fees to the Exchange.
12. Members holding Shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below and in case their shares are held in dematerialised form, this information should be passed on directly to their respective Depository Participants and not to the Company.

M/s. LINK INTIME INDIA PVT. LTD.

(CIN: U67190MH1999PTC118368)

[Unit: Grauer & Weil (India) Limited]

C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078.

Phone: (022) 25946970 ; Fax: (022) 25946969 ; Email: rnt.helpdesk@linkintime.co.in ;

URL: www.linkintime.co.in

13. (a) Members are informed that in order to avoid fraudulent encashment of Dividend warrants, they should send to the Registrar and Transfer Agent of the Company, at the address given above, under the signature of the Sole / First Joint holder, the information relating to the Name and Address of the Banker along with the Pin Code Number and Bank Account Number, to print on the Dividend Warrants.
- (b) Members desirous of availing the facility of Electronic Credit of Dividend are requested to send NECS Form to the Registrar and Transfer Agent of the Company, at the address given above. NECS form is available on the website of the Company www.growel.com.
- (c) Members holding shares in dematerialized form and desirous to change or correct the Bank Account details should send the same immediately to the concerned Depository Participant. Members are also requested to give MICR Code and IFSC to the Depository Participant.

14. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all working days except public holidays between 10.00 am to 12.00 noon up to the date of the Meeting i.e. August 11, 2016.
15. For the convenience of Members / Proxies and for proper conduct of the Meeting, entry to the Meeting venue will be permitted against attendance slips only, which is enclosed herewith in the Annual Report. Members are requested to sign at the place provided in the Attendance slip and hand it over at the entrance of the venue.
16. Members who are holding shares in Dematerialised form are requested to bring their Client ID and DP ID Numbers for easy identification at the Meeting.
17. In all correspondence with the Company, Members are requested to quote their Folio Number and in case their shares are held in Dematerialised form, they must quote their DP ID and Client ID Number.
18. Shareholders who have not registered their email address till date are requested to register the same for receiving all communication from the Company electronically. Shareholders who hold the shares in dematerialised form are requested to intimate their email ID to their Depository Participant (DP) and those who hold the shares in physical form, to intimate their email ID and Folio No. by sending mail on secretarial@growel.com or by submitting filled E-Communication Registration Form (available on our website www.growel.com) to the Company or to M/s. Link Intime India Pvt. Ltd. Even after registering for E-Communication, Shareholders are entitled to receive such communication in physical form upon specific request.
19. Securities and Exchange Board of India (SEBI) vide circular ref. No. MRD/DoP/CIR-05/2007 dated April 27, 2007 made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market / private transactions involving transfer of shares of listed Companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company / RTA for registration of such transfer of shares.
20. The Nomination Form No. SH-13 and SH-14 as prescribed under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 can be obtained from the Secretarial Department of the Company at its Registered Office. The same is also available on the website of the Company at www.growel.com.
21. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide the facility of 'remote e-voting' (e-voting from a place other than the venue of AGM) to exercise their right to vote at the 58th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 58th AGM. The Members attending the Meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting. The Members who have already cast their vote through remote e-voting may attend the Meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Shri Mahesh Soni, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions to Members for voting electronically are as under:-

- (I) The voting period begins on Monday, August 08, 2016 at 10.00 am and ends on Wednesday, August 10, 2016 at 5.00 pm. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 04, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 pm on August 10, 2016.
- (II) Members holding shares in physical or in demat form as on August 04, 2016 shall only be eligible for e-voting.
- (III) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (IV) Click on Shareholders.
- (V) Now Enter your User ID;
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (VI) Next enter the Image Verification as displayed and Click on Login.
- (VII) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted earlier for any Company, then your existing password is to be used.

(VIII) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the Depository or Company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (iv).

- (IX) After entering these details appropriately, click on "SUBMIT" tab.
- (X) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (XI) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (XII) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (XIII) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (XIV) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (XV) After selecting the Resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (XVI) Once you "CONFIRM" your vote on the Resolutions, you will not be allowed to modify your vote.
- (XVII) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (XVIII) If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (XIX) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (XX) Note for Non-Individual Shareholders and Custodians
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (XXI) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

LISTING REQUIREMENTS

As required under Regulation 36(3) of SEBI Listing Regulations, given below are the details of the Directors :

DIRECTOR RETIRING BY ROTATION & REAPPOINTMENT OF DIRECTORS:

A. Name	:	SHRI ROHITKUMAR MORE
Age	:	43 Years [Date of Birth: 07-01-1973]
Qualifications	:	B.E. - Mechanical

Shri Rohitkumar More is associated with the Company since March 14, 2003 and is a Whole Time Director of the Company based at Pune, looking after the day to day operations of the Engineering Division of the Company.

Shri Rohitkumar More is not related to any of the Directors of the Company.

Other Directorships:

- Poona Bottling Company Pvt. Ltd.
- Growel Goema (India) Pvt. Ltd.
- Growel Softech Pvt. Ltd.
- Digikore Design Pvt. Ltd.
- Digikore Studios Pvt. Ltd.
- Entrepreneurs' Organization Pune

Committee Memberships : NIL

Shareholding in the Company : NIL (holding 7500 Shares as second holder).

B. Name	:	SHRI VINOD HARITWAL
Age	:	57 Years [Date of Birth: 05-10-1958]
Qualifications	:	B.Com., LLB, CS, ACA.
Expertise	:	Business and Financial Administration, Management and Control.

Shri Vinod Haritwal was associated with the Company in the past for nearly 10 years and was appointed as CEO and Whole Time Director of the Company on September 5, 2011. He is a qualified Chartered Accountant and Company Secretary and has over 35 years of varied corporate experience of Business and Financial administration, Management and Control.

Shri Vinod Haritwal is not related to any of the Directors of the Company.

Other Directorships : Aayurmed Biotech Pvt. Ltd.

Committee Memberships : Stakeholders Relationship Committee
CSR Committee

Shareholding in the Company : 3,120 Equity Shares of Re. 1/- each.

C. Name	:	SHRI NIRAJKUMAR MORE
Age	:	47 Years [Date of Birth: 03-11-1969]
Qualifications	:	B.B.A - Graduate
Expertise	:	Business Administration, Management and Control.

Shri Nirajkumar More is associated with the Company Since August 12, 1993. He has an experience of about 23 years in various fields in different types of industries. He was appointed as Managing Director of the Company on November 1, 2008.

Shri Nirajkumar More is not related to any of the Directors of the Company except Shri Umeshkumar More.

Other Directorships:

- Ridhi Sidhi Ltd.
- Growel Sidasa Industries Pvt. Ltd.
- Growel Corporate Management Ltd.
- Growel Financial Services Pvt. Ltd.

Committee Memberships : Audit Committee
Stakeholders Relationship Committee
CSR Committee

Shareholding in the Company : 2,26,87,726 Equity Shares of Re. 1/- each.

Registered Office:

Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101
Date : May 30, 2016

**For & on behalf of the Board of
Grauer & Weil (India) Limited**

**Nirajkumar More
Managing Director**

EXPLANATORY STATEMENT PURSUANT TO SEC. 102(1) OF THE COMPANIES ACT, 2013:

Item No. 5 :

In the 53rd Annual General Meeting of the Company held on September 30, 2011, Shri Vinod Haritwal was appointed as a Whole Time Director of the Company for a period of 5 (Five) years w.e.f. September 5, 2011. Accordingly his present terms of office will expire on September 4, 2016 and thus it is proposed to reappoint him for a further period of 5 (Five) years as a CEO & Whole Time Director of the Company w.e.f. September 5, 2016.

Shri Vinod Haritwal is a qualified Chartered Accountant and Company Secretary and has over 35 years of varied corporate experience of Business and Financial Administration, Management and Control. He was also associated with our Company previously for a period of 10 years.

Brief Terms and conditions of his appointment including the remuneration payable to him as a CEO & Whole Time Director are set out in the Resolution. A copy of Draft Letter of Appointment proposed to be issued to Shri Vinod Haritwal recording the terms of his reappointment for a period of Five years w.e.f. September 5, 2016 as referred to in the said Resolution is available for inspection by the Members at the Registered Office of the Company, during normal office hours on all working days except public holidays between 10.00 a.m. to 12.00 noon up to the date of the Meeting i.e. August 11, 2016.

Brief resume of Shri Vinod Haritwal, nature of his expertise and names of the Companies in which he holds Directorship and Membership / Chairmanship of Board Committees, shareholding and relationship between the Directors inter-se as stipulated under Regulation 36(3) of SEBI Listing Regulations forms part of the Notice of the Meeting and is annexed to this Annual Report.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their Meeting held on May 30, 2016, reappointed Shri Vinod Haritwal as a CEO & Whole Time Director of the Company for a period of 5 (Five) years w.e.f. September 5, 2016. The Board of Directors of the Company considers it desirable to continue to avail the services of Shri Vinod Haritwal as a CEO & Whole Time Director of the Company and accordingly recommend the Resolution at Item No. 5 for the approval of the Members by way of Special Resolution.

None of the Directors, KMP and their relatives except Shri Vinod Haritwal to the extent of his shareholding interest, in the Company, is / are concerned / interested in the Resolution.

Item No. 6 :

In the 54th Annual General Meeting of the Company held on August 30, 2012, Shri Rohitkumar More was reappointed as a Whole Time Director of the Company for a period of 5 (Five) years w.e.f. April 1, 2012. Accordingly his present terms of office will be expire on March 31, 2017 and thus it is proposed to reappoint him for a further period of 5 (Five) years as a Whole Time Director of the Company w.e.f. April 1, 2017.

Shri Rohitkumar More is a Mechanical Engineer, looking after the day to day operations of the Engineering Division at Pune and has an experience of over 23 years.

Brief Terms and conditions of his reappointment including the remuneration payable to him as a Whole Time Director are set out in the Resolution. A copy of Draft Letter of Appointment proposed to be issued to Shri Rohitkumar More recording the terms of his reappointment for a period of Five years w.e.f. April 1, 2017 as referred to in the said Resolution is available for inspection by the Members at the Registered Office of the Company, during normal office hours on all working days except public holidays between 10.00 a.m. to 12.00 noon up to the date of the Meeting i.e. August 11, 2016.

Brief resume of Shri Rohitkumar More, nature of his expertise and names of the Companies in which he holds Directorship and Membership / Chairmanship of Board Committees, shareholding and relationships between the Directors inter-se as stipulated under Regulation 36(3) of SEBI Listing Regulations forms part of the Notice of the Meeting and is annexed to this Annual Report.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their Meeting held on May 30, 2016, reappointed Shri Rohitkumar More as a Whole Time Director of the Company for a period of 5 (Five) years w.e.f. April 1, 2017. The Board of Directors of the Company considers it desirable to continue to avail the services of Shri Rohitkumar More as a Whole Time Director of the Company and accordingly recommends the Resolution at Item No. 6 for the approval of the Members by way of Special Resolution.

None of the Directors, KMP and their relatives except Shri Rohitkumar More to the extent of his shareholding interest, in the Company, is / are concerned / interested in the Resolution.

Item No. 7 :

In the 54th Annual General Meeting of the Company held on August 30, 2012, Shri Nirajkumar More was appointed as a Managing Director of the Company for a period of 5 (Five) years w.e.f. July 1, 2012. Accordingly his present terms of office will expired on June 30, 2017 and thus it is proposed to reappoint him for a further period of 5 (Five) years as a Managing Director of the Company w.e.f. July 1, 2017.

Shri Nirajkumar More is associated with the Company Since August 12, 1993. He has an experience of about 23 years in various fields in different types of industries. He was originally appointed as a Managing Director of the Company on November 1, 2008.

Brief Terms and conditions of his appointment including the remuneration payable to him as a Managing Director are set out in the Resolution. A copy of Draft Letter of Appointment proposed to be issued to Shri Nirajkumar More recording the terms of his reappointment for a period of 5 (Five) years w.e.f. July 1, 2017 as referred to in the said resolution is available for inspection by the Members at the Registered Office of the Company, during normal office hours on all working days except public holidays between 10.00 a.m. to 12.00 noon up to the date of the Meeting i.e. August 11, 2016.

Brief resume of Shri Nirajkumar More, nature of his expertise and names of the Companies in which he holds Directorship and Membership / Chairmanship of Board Committees, shareholding and relationship between the Directors inter-se as stipulated under Regulation 36(3) of SEBI Listing Regulations forms part of the Notice of the Meeting and is annexed to this Annual Report.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their Meeting held on May 30, 2016, reappointed Shri Nirajkumar More as a Managing Director of the Company for a period of 5 (Five) years w.e.f. July 1, 2017. The Board of Directors of the Company considers it desirable to continue to avail the services of Shri Nirajkumar More as a Managing Director of the Company and accordingly recommend the Resolution at Item No. 7 for the approval of the Members by way of Special Resolution.

None of the Directors, KMP and their relatives except Shri Nirajkumar More and Shri Umeshkumar More to the extent of their shareholding interest, in the Company, is / are concerned / interested in the Resolution.

Item No. 8 :

On the recommendation of the Audit Committee, the Board of Directors at its Meeting held on May 30, 2016 reappointed M/s V. J. Talati & Co., Cost Accountants as Cost Auditors of the Company to conduct the audit of the cost records of Chemicals and Engineering Divisions of the Company and all other connected / incidental matters for the Financial Year ending March 31, 2017 at an aggregate professional Fees upto Rs. 1,20,000/- p.a. (Rupees One Lac Twenty Thousand only) or such other fees as may be decided by the Board from time to time plus Service Tax and actual out of pocket expenses incurred in connection with the Audit.

However, as per the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, Board recommends the Ordinary Resolution at Item No. 8 for the approval of the Members.

None of the Directors, KMP and their relatives is / are in any way concerned / interested in the Resolution.

Summary of Key Financial Data and Ratios for Last 5 Years

(Rs. in Million)

Financial Year ended / As on	31.03.12	31.03.13	31.03.14	31.03.15	31.03.16
Gross Sale	3,735.50	3,797.11	4,322.47	4,643.67	4,755.71
Other Operating Income	208.95	255.60	283.62	314.66	323.58
Gross Operating Income	3,944.45	4,052.71	4,606.09	4,958.33	5,079.29
Other Misc. Income	27.35	17.01	31.62	16.88	51.39
Gross Total Income	3,971.80	4,069.72	4,637.71	4,975.21	5,130.68
Trade Discounts	346.99	382.65	407.62	404.92	450.83
Excise Duty	264.01	315.89	337.32	382.65	399.85
Net Income	3,360.81	3,371.18	3,892.77	4,187.64	4,280.00
Cost of Material	1,796.75	1,781.85	2,081.65	2,095.03	2,031.83
Salaries, Wages & Benenfits	301.38	381.67	427.96	470.97	507.12
Other Expenses	649.51	653.74	742.37	854.36	936.63
Total Expenditure	2,747.64	2,817.26	3,251.98	3,420.36	3,475.58
EBDIT (Before Exceptional Item)	613.16	553.92	640.79	767.28	804.42
Depreciation	98.83	109.94	114.92	164.13	141.66
EBIT (Before Exceptional Item)	514.33	443.98	525.87	603.15	662.76
Interest	211.91	205.40	167.40	130.42	88.33
% to Net Income	0.18	0.16	0.16	0.18	0.19
Profit Before Exceptional Item & Tax	302.43	238.58	358.47	472.73	574.43
Less: Exceptional Item	-	-	-	12.88	48.55
Profit Before Tax (PBT)	302.43	238.58	358.47	459.85	525.88
Tax (Current and Deferred)	70.35	40.29	50.55	127.99	135.42
Net Profit After Tax (PAT)	232.08	198.29	307.92	331.86	390.46
Equity Share Capital	226.71	226.71	226.71	226.71	226.71
Reserves & Surplus	1,311.58	1,472.92	1,733.28	1,978.62	2,288.76
Networth	1,538.29	1,699.63	1,959.99	2,205.33	2,515.47
Total Debt	1,146.10	991.62	771.41	505.37	258.38
Deferred Tax Liabilities	144.01	169.13	178.47	169.00	173.22
Total Sources of Funds	2,828.40	2,860.38	2,909.87	2,879.70	2,947.07
Net Fixed Assets	2,242.26	2,309.54	2,264.16	2,159.55	2,100.32
Investments	39.07	47.50	47.01	34.26	14.09
Current Assets	1,604.41	1,781.18	1,945.57	1,934.95	1,863.94
Less: Current Liabilities	1,057.34	1,277.84	1,346.87	1,249.06	1,031.28
Net Current Assets	547.07	503.34	598.70	685.89	832.66
Misc. Expenditure	-	-	-	-	-
Total Uses of Funds	2,828.40	2,860.38	2,909.87	2,879.70	2,947.07
Ratios					
EPS (Rs.)*	1.02	0.87	1.36	1.46	1.72
Book Value per Share (Rs.)*	6.79	7.50	8.65	9.73	11.10
Return on Capital Employed (ROCE)	18.2%	15.5%	18.1%	20.9%	22.5%
Return on Networth (RONW)	15.1%	11.7%	15.7%	15.0%	15.5%
Debt: Equity Ratio	0.75	0.58	0.39	0.23	0.10
Ratio of Net working Capital to Net Income	16.3%	14.9%	15.4%	16.4%	19.5%

* on face value of Rs 1/- per share

DIRECTORS' REPORT TO THE SHAREHOLDERS

Your Directors have pleasure in presenting their 58th Annual Report together with the Audited Annual Accounts of the Company for the Financial Year ended March 31, 2016.

FINANCIAL RESULTS

Particulars	2015-16	2014-15
	Rs. in Million	Rs. in Million
Gross Total Revenue	5130.7	4975.2
Net Revenue	4280.0	4187.6
Earnings before Interest, Depreciation, Tax & Amortizations (EBIDTA) (before Exceptional Item)	804.4	767.3
Profit Before Tax	525.9	459.8
Provision for Tax (Current & Deferred Tax)	135.4	128.0
Net Profit after Tax	390.5	331.8
Add: Profit brought forward from previous year	11.8	10.0
Profit available for disposal	402.3	341.8
Dividend and Tax thereon	76.4	60.00
Transfer to General Reserve	300.0	270.0
Profit carried forward	25.9	11.8

DIVIDEND

The Board, in its meeting held on 14th March, 2016, declared an Interim Dividend @ 20% i.e. Re. 0.20 on Equity Shares of face value of Re. 1/- each. Further, your Board has recommended a Final Dividend for the year ended March 31, 2016 @ 8 % i.e. Re. 0.08 on Equity Shares of face value of Re. 1/- each and seeks your approval for the same. The Dividend paid for the previous Financial Year was 22% i.e. Re. 0.22 on Equity Shares of face value of Re. 1/- each.

OPERATIONS

During the year under review, Company recorded a 2.21% growth in net revenues. Profit before Tax registered a 14.38% growth and the net profit of the Company improved by 17.69%.

A full analysis and discussion on the business outlook is included in this Annual Report under the heading 'Management Discussion and Analysis' as **Annexure 'A'** to this Report.

MATERIAL CHANGE

One of the plants of the Company at Chembur in Mumbai producing paints, discontinued production w.e.f. May 1, 2015. Most of the workmen and staff employed in the plant retired through a voluntary retirement scheme or were shifted to other plants of the Company.

SIGNIFICANT AND MATERIAL ORDERS BY REGULATORS OR COURTS

There were no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

SHARE CAPITAL

The paid up Equity Share Capital as at March 31, 2016, stood at Rs. 226.71 Million. During the year under review, the Company has not issued shares with differential voting rights nor has it granted any Stock Options or Sweat Equity Shares. As on March 31, 2016, none of the Directors of the Company held instruments convertible into Equity Shares of the Company.

CORPORATE GOVERNANCE

The report on Corporate Governance as stipulated under the SEBI Listing Regulations forms an integral part of this Report. (**Annexure 'B'**)

The requisite certificate from Statutory Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance. (**Annexure 'C'**)

CORPORATE SOCIAL RESPONSIBILITY

As part of its initiatives under 'Corporate Social Responsibility (CSR)', the Company has undertaken or contributed funds for various activities in the areas of Education, Healthcare, preventive Healthcare, Sanitation, Environmental Sustainabilities etc. These activities are largely in accordance with Schedule VII of the Companies Act, 2013 and Company's CSR Policy which is available on the website of Company (www.growel.com/Policies.html) The report on CSR activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out in **Annexure 'D'** forming part of this Report.

Company is in the process of identifying specific projects which can contribute to the overall social and economic growth, development and prosperity of the communities residing in the vicinity of the operations of the Company. During the year under review, Company has spent Rs. 1.61 Million towards CSR activities against Rs. 7.14 Million to be spent as per Section 135 of the Companies Act, 2013.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has strong Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual, which is reviewed each year in consultation with the Statutory Auditor of the Company and the Audit Committee. To maintain its objectivity and effectiveness, the Internal Audit function reports directly to the Chairman / CEO of the Company.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177 of the Companies Act, 2013 and the Regulation 22 of SEBI Listing Regulations, the Company has established a Whistle Blower Mechanism / Vigil Mechanism for Directors and Employees to report genuine concerns about any instance of any irregularity, fraud, unethical behavior and / or misconduct.

This policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. A high level Committee has been constituted which looks into the complaints raised.

BUSINESS RISK MANAGEMENT

Pursuant to Section 134(3)(n) of the Companies Act, 2013 & Clause 49 of the Listing Agreement, the Company has framed a Risk Management Policy. The Company had also constituted a Risk Management Committee. The details of the committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board Report. With the resignation of Shri Neeraj Garg as a Director and Member of the Risk Management Committee, the Committee is now reduced to only one Member viz. Shri Nirajkumar More. Considering the size of operations and nature of business of the Company, it is no longer felt necessary to continue the Committee. Further under the newly introduced SEBI Listing Regulations, it is also not mandatory for the Company to constitute a Risk Management Committee.

At present the Company has not identified any risk, which may threaten the existence of the Company. Audit Committee is now monitoring, reviewing and evaluating the Risk Management plans / policies and systems.

EXTRACT OF ANNUAL RETURN

The Extract of Annual Return in Form No. MGT-9 as per Section 134(3)(a) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 and Rule 12 of Companies (Management & Administration) Rules, 2014 duly certified by the Practicing Company Secretary is annexed hereto as **Annexure 'E'** and forms part of this Report.

FIXED DEPOSITS

The Company's balance of Fixed Deposits as on March 31, 2016 was Rs. 4.27 Million (Previous Year: Rs. 7.34 Million). The Company did not accept any deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014, during the year nor defaulted in any repayment or interest payments due thereon.

LOANS, GUARANTEES AND INVESTMENTS

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 forms part of the notes to the Financial Statements provided in this Annual Report.

RELATED PARTY TRANSACTIONS

All Related Party Transactions that were entered into during the Financial Year were on an arm's length basis and were in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with the interest of the Company at large.

Prior omnibus approval of the Audit Committee is obtained for the transactions. A statement giving details of all Related Party Transactions were placed before the Audit Committee and the Board of Directors for their approval. The policy on Related Party Transactions and arms length basis Transactions are available on www.growel.com/Policies.html. Since all Related Party Transactions entered into by the Company were in the ordinary course of business and on an arm's length basis, Form AOC-2 is not applicable to the Company.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

As per the provisions of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Shri Rohitkumar More, Whole Time Director of the Company, retires by rotation in the forthcoming Annual General Meeting and being eligible, offered himself for reappointment. The Board recommends his reappointment.

During the year under review, Shri Neeraj Garg, COO & Whole Time Director of the Company resigned w.e.f. February 27, 2016. The Board places on record its appreciation for the services rendered by Shri Neeraj Garg during the tenure of his Directorship.

In compliance with Regulations 36(3) of SEBI Listing Regulations, brief resume of all the Directors proposed to be appointed / re-appointed are attached along with the Notice to the ensuing Annual General Meeting.

Pursuant to sub Section (7) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations, all the Independent Directors of the Company has given declaration to the Company that they qualify the criteria of independence as required under the Act and the Regulations.

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulation, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report. The Company has also carried out various training and familiarization programme for Independent Directors, details of which are set out in the Corporate Governance Report.

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management Personnel and their remuneration. The Remuneration Policy is available on website of the Company (www.growel.com/Policies.html).

A calendar of Board Meetings is prepared and circulated in advance to the Directors. During the year five Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

BOARD COMMITTEES

Currently Board has four Committees viz. Audit Committee, Nomination and Remuneration Committee, CSR Committee, Stakeholders Relationship Committee. Detailed note on the Composition of Board and its Committees, Numbers of Meetings held during the year and other related details are provided in the Corporate Governance Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has been employing about 100 women employees in various cadres. The Company has in place an Anti Sexual harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Complaint Redressal Committee has been constituted to redress the complaint of Sexual Harassment. All employees (permanent, contractual, temporary, trainees) are covered under the policy. Complaint received from an employee during the Financial Year 2015-16 was effectively redressed. No complaint is outstanding as on 31-03-2016 for redressal.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- that in the preparation of the annual financial statements for the year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- that such accounting policies as mentioned in Note No. 1 of the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2016 and of the profit of the Company for the year ended on that date;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual financial statements have been prepared on a going concern basis;
- that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

SUBSIDIARY & ASSOCIATES COMPANIES

As on date, Company has 3 Overseas Subsidiaries viz. Grauer & Weil (Shanghai) Ltd. at China, Grauer & Weil (UK) Ltd. at United Kingdom and Growel Chemicals Co. Ltd. at Thailand. During the year, the Board of Directors reviewed the affairs of the Subsidiaries.

Details of the Subsidiaries form the part of Financial Statements.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements have been prepared by your Company in accordance with the requirements of Accounting Standard 21 on Consolidated Financial Statements issued by the Institute of Chartered Accountants of India. The Audited Consolidated Financial Statements together with Auditor's Report thereon forms part of the Annual Report. Further, a statement containing the salient features of the Financial Statements of the Subsidiaries in the prescribed format AOC-I is attached as a part of Financial Statements.

STATUTORY AUDITORS

At the 57th Annual General Meeting held on August 20, 2015, M/s M. M. Nissim & Co., Chartered Accountants, were appointed as statutory auditors of the Company to hold office till the conclusion of the 59th Annual General Meeting of the Company to be held in the calendar year 2017. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every

Annual General Meeting. Accordingly, the appointment of M/s M. M. Nissim & Co., Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the Shareholders.

The Company has obtained a consent letter from M/s M. M. Nissim & Co. under Section 139(1) of the Companies Act, 2013 along with certificate that appointment, if made will be in accordance with the provisions of Section 141 of the Companies Act, 2013 and they are not disqualified to be appointed as Auditors of the Company under Section 141(3) of the Companies Act, 2013.

Members are requested to consider their appointment at a remuneration to be decided by the Board of Directors for the Financial Year ending March 31, 2017, as set out in the Notice convening the Meeting.

COST AUDITORS

The Board has appointed the M/s V. J. Talati & Co. as Cost Auditors for conducting the audit of cost records of the Company for Chemicals and Engineering segments of the Company for the Financial Year 2015-16.

SECRETARIAL AUDITOR

The Board has appointed M/s GMJ & Associates, Firm of Practicing Company Secretaries, to conduct the Secretarial Audit for the Financial Year 2015-16. The Secretarial Audit Report for the Financial Year ended March 31, 2016 is annexed herewith marked as **Annexure 'F'** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

The Board has reappointed M/s GMJ & Associates, Firm of Practicing Company Secretaries, as Secretarial Auditor of the Company for the Financial Year 2016-17.

AUDITORS' OBSERVATIONS

The observations of the Auditors contained in their Report have been adequately dealt with in Note No. '27' to the Accounts which are self explanatory and therefore, do not call for any further comments.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The information pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are given in **Annexure 'G'** to this Report.

PARTICULARS OF EMPLOYEES

The requisite details as stipulated under Section 197 and Rule 5(1) and 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided upon request and same is available for inspection to the Members at the Registered Office of the Company on any working days between 10.00 am to 12.00 noon upto the date of the Meeting i.e. August 11, 2016. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

SAFETY, ENVIRONMENTAL CONTROL AND PROTECTION

The Company has taken all the necessary steps for safety, environmental control and protection at all its plants. All plants of the Company fully comply with the laws, regulations and requirements stipulated by the concerned Pollution Control Board.

LISTING AGREEMENT

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective from December 1, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from the date of notification i.e. September 2, 2015. The Company entered into Listing Agreement with BSE Limited during February, 2016.

LISTING

The Equity Shares of the Company are at present listed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. The Company is regular in payment of listing fees.

APPRECIATION

The Directors wish to put on record their appreciation for the support of all our Bankers and the dedication and support of all our Members and Associates. Their efforts continue to be integral to our Company's ongoing success.

Registered Office:

Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101
Date : May 30, 2016

For & on behalf of the Board of Grauer & Weil (India) Limited

Nirajkumar More
Managing Director

Vinod Haritwal
CEO & Whole Time Director

ANNEXURE – ‘A’: TO DIRECTORS’ REPORT MANAGEMENT DISCUSSION AND ANALYSIS

I. AN OVERVIEW OF BUSINESS PERFORMANCE

During the year 2015-16, the Net Revenue of the Company grew by 2.21% to Rs. 4280 Million (Rs. 4188 Million in previous year). However, the Net Profit improved by 17.69%. An overview of the performance of different business segments of the Company is as under:

- a) **Chemical Segment :** In the segment of surface treatment chemicals, their intermediates and other specialty chemicals, your Company's leadership position continues unchanged despite growing intensity of competition from international Companies. However, due to stagnant growth of the user industries, the sales grew only at a modest rate of 4%. New products introduced by the Company met with good success. The Company continued to focus on excellence. All its plants manufacturing finished formulations are certified under IMS and ISO 14000. During the year, the Company obtained certification under AS 9100, the standard for aviation industry.
- b) **Engineering Segment :** This division supplies customized turnkey solutions for Electroplating Plants and their components, Effluent and Waste Water Treatment Plants and other engineering products, from its plant located at Alandi, Pune. The sales in the first half of the year declined significantly in keeping with the capital goods activity of the Country resulting in a large loss. To mitigate the losses resulting from lower sales, a cost reduction plan was successfully implemented. This combined with improved sales helped turnaround the situation resulting in a small profit in the second half of the year.
- c) **Paints Segment :** This segment has been losing for several years. As a part of the turnaround plan, production at the unviable Chembur plant was discontinued w.e.f May 1, 2015 to cut down fixed costs and production capacity was created at Dadra, Vapi and Barotiwal. The disruption in production and rationalisation of losing products and customers led to loss of sale initially. However, with the concerted and committed efforts of your Management and operational teams the sales were brought back to past levels by the end of the year. The cost reduction combined with improved margins and tighter financial control helped this division register marginal profits for the current year.
- d) **Lubricants Segment :** This young division of the Company consolidated its market position by shifting focus to specialty products and obtaining approvals of strategic customers. The sales grew by 13%.
- e) **Mall Segment :** In the wake of declining performances and closure of several malls, the Company's innovative marketing and promotion strategies achieved higher footfall, trading levels and mall occupancy. The division turned corner and achieved positive profit although small. During the year the licenses of some of the larger tenants were renewed which will lead to higher revenues. However, many of them have gone for resizing and re-fitting which has resulted into lower sales and lower income for the current year.

2. EXPORTS

The Company's emphasis on exports continued unchanged. However on account of strengthening of the Indian Rupee and continued uncertain economic conditions in the Middle East and Europe, the export sales stagnated during the year under review. The Company has decided to close down its wholly owned subsidiary Company in China and switch over to sales through distributors.

3. FINANCIAL PERFORMANCE

The highlights of financial performance of the Company for the year under review are as under:

- a. The Net Profit after Tax for the year grew by 17.69% to Rs. 390.50 Million.
- b. The Company spent Rs. 91.35 Million in Capital Expenditure.
- c. The Long Term Borrowings decreased by Rs. 103.93 Million to Rs. 2.92 Million mainly on account of part repayment of Mall Loans.
- d. The Working Capital (Net Current Assets) increased by Rs. 346.27 Million.
- e. The Debt Equity Ratio of the Company further improved to 0.10 (from 0.23).

4. OPPORTUNITIES, THREATS, RISKS, CONCERNS AND OUTLOOK

In its main business segment of Chemicals, your Company faces stiff competition. However, your Company's fundamental strengths of leadership in domestic market, extensive distribution network, strong R & D, technical service and procurement strength place it in relatively sound position. The Company continues to introduce new products and processes developed in house or sourced from its technology partners. All of the Company's businesses are strongly linked to growth or decline of the user industries. The current economic atmosphere is subdued but positive. Your Company's business can be expected to be impacted commensurately.

The order book at the Engineering Division is reasonable. The enquiries under discussion hold some promise. It is expected that the newly announced Capital Goods Policy of the Government will provide the required impetus.

In the area of Paints, the Company's bold steps in terms of setting up a new manufacturing facility at Dadra, Vapi and Barotiwal and closure of the Chembur plant offer a leaner cost structure and enhanced production efficiencies to achieve greater market penetration. This will help us increase sales growth in the high potential Paints business. However, the Company is fully cognizant of the fact that this is a highly competitive business dominated by international as well as local giants well established in this business. If the Company succeeds in its plans, then this segment can contribute a high level of growth in its business.

The re-focused oils & lubricants business is now poised for a significant push. This business segment offers an attractive long term opportunity. Since your Company's Mall has renegotiated, better rates with all larger tenants and upgraded the brand mix, it should be able to improve upon the current profitability. However, the emerging E-retailing business and continued uncertainty on FDI in multi brand retail segment pose potential threats.

5. FUTURE PROSPECTS

While the economic atmosphere in the Country is positive and full of expectations, the real industrial activities have not yet picked up. The expected good monsoon and continued lower levels of commodity prices augur well for an economic recovery.

The Company is maintaining a high state of preparedness to capitalize on all opportunities as they present themselves across all its business segments.

In the area of Exports too, the Company is making all efforts to expand its network of distributors to reach hitherto untapped markets.

The Company has higher expectations from the thrust areas like Paints, Lubricants and some niche Chemical segments where we are seeking to diversify into newer product and market segments. Considering their large potential, aggressive plans have been drawn up to provide a major push into these segments of the business. The Senior Management teams have been fortified. Additional manufacturing capacities have been created and upgraded in different parts of the Country. Opportunities are also being explored for finalizing partnerships with some international companies for technologies, marketing and distribution.

To regain its market share in Marine segment, the Company obtained Membership of Transocean, a Rotterdam based global association of Paints Companies. This Membership provides the Company access to products, brand and network of members and customer base of Transocean. The Company is hopeful of increased sales from this segment.

6. HUMAN RESOURCES

Your Company's emphasis on Human Resources is increasing every year. New systems and measures for training, development, enhancement of quality and skills are being deployed. These plans aim to enhance and update the skills and knowledge of its human resources at all locations through many in house and external training programs.

7. INTERNAL CONTROL SYSTEMS AND RISK MANAGEMENT FRAME WORK

The Company has appropriate Internal Control Systems and Risk Management frame work and these are designed to ensure the reliability of financial and other records and accountability of executive actions to the Management's authorization as well as to identify and initiate actions to mitigate risks. The internal control systems/frameworks are reviewed by the Top Management and by the Audit Committee of the Board and proper follow up actions are ensured wherever required.

8. CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, estimates or predictions, may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, events or information.

ANNEXURE – ‘B’: TO DIRECTORS’ REPORT

REPORT ON CORPORATE GOVERNANCE

COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE:

GROWEL’s philosophy on Corporate Governance is based on transparency, accountability, professionalism, value addition and compliance with Laws. The Company aims at not only its own growth but also maximization of benefits to the Shareholders, Employees, Customers, Government, Stakeholders and also the general public at large. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet Shareholder’s expectations.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has executed fresh Listing Agreements with the Stock Exchange.

The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements and regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to Corporate Governance. A detailed report on implementation by the Company of the Corporate Governance Code as incorporated in SEBI Listing Regulations, is set out below.

BOARD OF DIRECTORS:

The Composition of the Board of Directors is in compliance with Regulation 17 of SEBI Listing Regulations and the Companies Act, 2013.

The Board Comprises of majority of Independent Directors. It has a good mix of Executive and Non-Executive Directors including Independent Directors and Woman Director to maintain its independence and separate its function of Governance and Management. As on date of this Report, the Board consists of Nine Directors comprising One Executive Chairman, Three Executive Directors and Five Non-Executive Independent Directors. The position of the Chairman and the Chief Executive Officer of the Company are held by separate individuals. None of the Directors of your Company are inter-se related to each other except Shri Umeshkumar More and Shri Nirajkumar More.

The Composition of Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

As per the provisions of the Companies Act, 2013 and in terms of Articles of Association of Company, Shri Rohitkumar More, Whole Time Director of your Company, retire by rotation and being eligible, has offered himself for reappointment.

The Board meets at regular intervals to discuss and decide on Company / business policy and strategies apart from other Board business. The notice of Board Meeting is given well in advance to all the Directors. The Agenda for the Board and Committee Meetings cover items set out as per the guidelines in SEBI Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee Meetings includes detailed notes on the item to be discussed at the Meeting to enable the Directors to take an informed decision.

During the Financial Year 2015-2016, 5 [Five] Board Meetings were held on 29-05-2015, 13-08-2015, 09-11-2015, 10-02-2016 and 14-03-2016.

The details of composition of the Board, category, attendance of Directors at Board Meetings during the Financial Year and at last Annual General Meeting, number of other Directorships and other Committee Memberships are given below:

Name of Directors	Category	No. of Board Meetings attended	Attendance at Last AGM	No. of other Directorships held	Outside Committee Positions held
Shri Umeshkumar More	Chairman	4	Yes	3	None
Shri Nirajkumar More	MD	4	Yes	4	None
Shri Vinod Haritwal	CEO & WTD	5	Yes	1	None
Shri Rohitkumar More	WTD	1	Yes	6	None
Shri Neeraj Garg (upto 27-02-2016)	COO & WTD	3	Yes	---	None
Shri Suresh Pareek	NEID	3	Yes	4	None
Shri Madan Mohan Chaturvedi	NEID	5	Yes	1	None
Shri Karunchandra Srivastava	NEID	4	Yes	4	2 (Chairman in both the Committee)
Shri Tarun Govil	NEID	5	Yes	1	None
Smt. Aarti Shah	NEID	5	Yes	---	None

MD stands for Managing Director

NEID stands for Non-Executive & Independent Director

COO stands for Chief Operating Officer

CEO stands for Chief Executive Officer

WTD stands for Whole Time Director

INFORMATION SUPPLIED TO THE BOARD:

Inter alia, this includes:

- Review of Annual operating plans of business, capital budgets and updates.
- Quarterly Results of the Company and its operating divisions.
- Minutes of Meeting of Audit Committee and other Committees.
- Information on recruitment and remuneration of Senior Officers just below the Board level.
- General notices of interest.
- Materially important show cause, demand, prosecution and penalty notices.
- Fatal or serious accidents or dangerous occurrences.
- Details of any Joint Venture or Collaboration Agreement.
- Sale of materials, nature of investments, subsidiaries, assets which are not in the normal course of business.
- Foreign Exchange exposure and the steps taken by the Management to limit the risk of adverse exchange rate movements.
- Any materially significant effluent or pollution problems.
- Any issue which involves possible public or product liability claims of a substantial nature.
- Significant developments in the human resource and industrial relations fronts.

The Board is routinely presented with all information under the above heads, whenever applicable and materially significant. These are submitted either as part of the agenda of Board Meetings or are placed during the course of the Meeting.

INDEPENDENT DIRECTOR FAMILIARISATION PROGRAMME:

The Independent Directors has been explained about their roles, rights, responsibilities in the Company through detailed presentations on the changes in backdrop of Companies Act, 2013 and SEBI Listing Regulations.

The Company has arranged presentations through internal resources. The Independent Directors were provided with relevant documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices from time to time. Periodic presentations were made at the Board and Committee Meetings, on business and performance updates of the Company, business strategy and risks involved. Updates on relevant statutory changes on laws concerning the Company are informed to the entire Board on regular intervals. The Company is also organising visits to the plants for the Independent Directors to facilitate them to understand the operations of the Company in detail.

MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:

There are no material transactions with related parties that require a separate disclosure. The transactions with related parties are in the ordinary course of business and on arms length basis. A comprehensive list of Related Party Transactions as required by the Accounting Standard [AS] 18 issued by the Institute of Chartered Accountants of India, is given in 'Note No. 27 (Q)' to the Accounts in the Annual Report.

COMMITTEES OF THE BOARD:

The Board has constituted Committees of Directors, which confirm to the requirements of Regulation 18, 19, 20, 21 of SEBI Listing Regulations and the Companies Act, 2013, to take informed decisions in the best interests of the Company. These Committees monitor the activities falling within their terms of reference.

AUDIT COMMITTEE:

The Board of the Company has constituted an Audit Committee at the Board level. The scope of the activities of the Audit Committee is in compliance with Regulation 18 of SEBI Listing Regulations read with Section 177 of the Companies Act, 2013.

The Audit Committee at the Board level of your Company acts as a link between the Statutory Auditors, Internal Auditor, the Management and the Board of Directors and oversees the Accounting Policies and Practices, Financial Reporting Process, Financial Statements, Reports of Auditors. The terms of reference of the Audit Committee are broadly as under:

- a. Oversight of the Company's Financial Reporting Process and the disclosure of its Financial Information to ensure that the Financial Statement is correct, sufficient and credible;
- b. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- c. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- d. Examination and reviewing, with the Management, the Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134(3)(c) of the Act.
 - ii. Changes, if any, in Accounting Policies and Practices and reasons for the same.
 - iii. Major accounting entries involving estimates based on the exercise of judgment by Management.
 - iv. Significant adjustments made in the Financial Statements arising out of audit findings.
 - v. Compliance with listing and other legal requirements relating to Financial Statements.

- vi. Disclosure of any Related Party Transactions.
- vii. Qualifications in the draft Audit Report.
- e. Reviewing with the Management, the quarterly Financial Statements before submission to the Board for approval;
- f. Review and monitor the auditors' independence and performance and effectiveness of audit process;
- g. Approval or any subsequent modification of transactions of the Company with related parties;
- h. Scrutiny of inter-corporate loans and investments;
- i. Evaluations of internal financial controls and Risk Management systems.
- j. Reviewing with the Management, performance of statutory and internal auditor and adequacy of the internal control systems.
- k. Reviewing the adequacy of internal audit function and Discussion with internal auditor of any significant findings and follow up there on.
- l. Reviewing the findings of any internal investigations by the internal auditor into matters, where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- m. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- n. To review the functioning of the Whistle Blower Mechanism.
- o. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- p. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible.

During the Financial Year 2015-2016, 4 [Four] Meetings of the Audit Committee were held on 29-05-2015, 13-08-2015, 09-11-2015 and 10-02-2016.

The composition of the Audit Committee and details of the Meetings attended by the Directors during the year 2015-16 are given below:

Name of the Members	Status	No. of Meetings Held	No. of Meetings Attended
Shri Suresh Pareek	Chairman	4	3
Shri Nirajkumar More	Member	4	4
Shri Madan Mohan Chaturvedi	Member	4	4
Shri Karunchandra Srivastava	Member	4	3
Shri Tarun Govil	Member	4	4

All the Members of the Audit Committee have Financial, Accounting and Management expertise.

The Meetings of the Audit Committee are also attended by Head of Accounts and Finance Department, Statutory Auditor and Internal Auditor of the Company.

Shri Chintan K. Gandhi, Company Secretary of the Company acted as a Secretary of the Committee.

NOMINATION & REMUNERATION COMMITTEE:

The Board of the Company has constituted a Nomination & Remuneration Committee at the Board level. The scope of the activities of the Nomination & Remuneration Committee is in compliance with Regulation 19 of SEBI Listing Regulations read with Section 178 of the Companies Act, 2013.

The broad terms of reference of Nomination and Remuneration Committee includes

- a. Determination and recommendation of criteria for appointment of Executive, Non Executive and Independent Directors to the Board;
- b. Review and approval of compensation / remuneration payable to Senior Management Personnel, Relatives of Directors, Executive and Non-Executive Directors etc. and recommend to the Board for their approvals;
- c. Succession planning for Board of Directors and Senior Management Employees;
- d. Identifying and selection of candidates for appointment of Directors / Independent Directors based on laid down criteria;
- e. Identifying potential individuals for appointment of Key Managerial Personnel and other Senior Managerial position and
- f. Examination and evaluation of performance of the Board of Directors and Senior Management personnel including Key Managerial Personnel based on criteria approved by the Board.

The remuneration has been paid as approved by the Board, in accordance with the approval of the Shareholders and within the overall ceiling prescribed under Section 197 and 198 of the Companies Act, 2013.

During the Financial Year 2015-2016, 5 [Five] Meetings of the Nomination and Remuneration Committee were held on 20-04-2015, 29-05-2015, 13-08-2015, 09-11-2015 and 10-02-2016.

The composition of the Nomination & Remuneration Committee and details of the Meetings attended by the Directors during the year 2015-16 are given below:

Name of the Members	Status	No. of Meetings Held	No. of Meetings Attended
Shri Madan Mohan Chaturvedi	Chairman	5	5
Shri Umeshkumar More	Member	5	5
Shri Suresh Pareek	Member	5	4

Shri Chintan K. Gandhi, Company Secretary of the Company acted as a Secretary of the Committee.

PERFORMANCE EVALUATION CRITERIA FOR NON EXECUTIVE INDEPENDENT DIRECTOR (NEID):

The Committee while evaluating the performance of the Non Executive Independent Directors may take into consideration various factors as mentioned below:

- Attendance and Participation at the Board Meetings, Committee Meetings and Annual General Meeting.
- Other Directorship held by the NEID.
- Input in strategy decisions.
- Review of Financial Statements, risks and business performance.
- Time devoted toward discussion with Management.
- Review of Board Minutes, Committee Meeting Minutes and AGM Minutes.
- Active participation in long-term strategic planning.

REMUNERATION OF DIRECTORS:

Given below are the details of remuneration paid to Directors during the Financial Year 2015-16 and shareholding as on 31/03/2016:

(Rs. in Millions)

Directors	Sitting Fees	Salary & Allowances	Perquisites	Commission	Share Holding as on 31/03/2016 (in Nos.)
Shri Umeshkumar More	---	6.52	0.04	---	2,28,05,999
Shri Nirajkumar More	---	11.02	0.11	3.81	2,26,87,726
Shri Vinod Haritwal	---	7.56	0.04	3.81	3,120
Shri Rohitkumar More	---	3.02	0.04	---	--
Shri Neeraj Garg (upto 27-02-2016)	---	5.46	0.04	1.75	---
Shri Madan Mohan Chaturvedi	0.22	---	---	0.44	3,120
Shri Karunchandra Srivastava	0.10	---	---	0.43	--
Shri Suresh Pareek	0.12	---	---	0.44	17,01,186
Shri Tarun Govil	0.19	---	---	0.44	---
Smt. Aarti Shah	0.13	---	---	0.30	2,300

REMUNERATION POLICY:

In accordance with the provisions of Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee recommended the remuneration policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees which was approved and adopted by the Board.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board of the Company has constituted a Stakeholders Relationship Committee at the Board level. The scope of the activities of the Stakeholders Relationship Committee is in compliance with Regulation 20 of SEBI Listing Regulations read with Section 178(5) of the Companies Act, 2013.

The Stakeholders Relationship Committee looks into various issues relating to Shareholders/investors including:

- Transfer and transmission of shares held by Shareholders in physical format
- Shareholder's Complaint viz. Non - receipt of Dividend, Annual Report, shares after transfer, delays in transfer of shares etc.
- Status of dematerialization / rematerialization of shares
- Issue of duplicate share certificates
- Tracks investor complaints
- Suggest measures for improvement from time to time.

During the Financial Year 2015-2016, 4 [Four] Meetings of the Stakeholders Relationship Committee were held on 29-05-2015, 13-08-2015, 09-11-2015 and 10-02-2016.

The composition of the Stakeholders Relationship Committee and details of the Meetings attended by the Directors during the year 2015-16 are given below:

Name of the Members	Status	No. of Meetings Held	No. of Meetings Attended
Shri Tarun Govil	Chairman	4	4
Shri Nirajkumar More	Member	4	4
Shri Vinod Haritwal	Member	4	4

Shri Chintan K. Gandhi, Company Secretary of the Company acted as a Secretary of the Committee.

DETAILS OF INVESTORS COMPLAINTS / REQUESTS RECEIVED DURING THE YEAR:

Sr. No.	Nature of Complaints / Requests	Received	Disposed	Pending
1	Non - receipt / Renewal of Dividend Warrants	3	3	---
2	Non - receipt of Annual Report	5	5	---
3	Non – receipt of Share Certificate	---	---	---
4	Request of Transfer / Transmission of Shares	2	2	---
5	Request for Change of Address / Bank details / Signature etc.	1	1	---
6	Request for Dividend Revalidation	3	3	---
7	Other	2	2	---
Total		16	16	---

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Board of the Company has constituted a Corporate Social Responsibility (CSR) Committee at the Board level. The scope of the activities of the CSR Committee is in compliance with Section 135 reads with Schedule VII of the Companies Act, 2013.

The main function of the CSR Committee is to

- Formulate and monitor the CSR policy of the Company;
- To recommend the Board about the amount of expenditure to be incurred on the various CSR activities;
- Reviewing of the CSR activities undertaken during the year.

During the Financial Year 2015-2016, 4 [Four] Meetings of the CSR Committee were held on 29-05-2015, 13-08-2015, 09-11-2015 and 10-02-2016.

The composition of the CSR Committee and details of the Meetings attended by the Directors during the year 2015-16 are given below:

Name of the Members	Status	No. of Meetings Held	No. of Meetings Attended
Shri Nirajkumar More	Chairman	4	4
Shri Tarun Govil	Member	4	4
Shri Vinod Haritwal	Member	4	4

Shri Chintan K. Gandhi, Company Secretary of the Company acted as a Secretary of the Committee.

RISK MANAGEMENT COMMITTEE:

Pursuant to Clause 49 of the Listing Agreement, the Company has constituted a Risk Management Committee. With the resignation of Shri Neeraj Garg as a Director and Member of the Risk Management Committee, the Committee is now reduced to only One Member viz. Shri Nirajkumar More. Considering the size of operations and nature of its business, it is no longer felt necessary to continue the Committee. Further under Regulation 21 of SEBI Listing Regulations, it is also not mandatory for the Company to constitute a Risk Management Committee. Hence the Risk Management Committee has been dissolved by the Board of Directors of the Company at their meeting held on May 30, 2016.

During the Financial Year 2015-2016, 3 [Three] Meetings of the Risk Management Committee were held on 13-08-2015, 09-11-2015 and 10-02-2016.

The composition of the Risk Management Committee and details of the Meetings attended by the Directors during the year 2015-16 are given below:

Name of the Members	Status	No. of Meetings Held	No. of Meetings Attended
Shri Nirajkumar More	Chairman	3	3
Shri Neeraj Garg	Member	3	3

Shri Chintan K. Gandhi, Company Secretary acted as a Secretary of the Committee.

INDEPENDENT DIRECTORS MEETING:

Schedule IV to the Companies Act 2013, inter alia, prescribes that the Independent Directors of the Company shall hold at least One Meeting in a year, without the attendance of the Non Independent Directors and Members of the Management. During the year, Meeting of Independent Directors was held on March 14, 2016.

Shri Madan Mohan Chaturvedi was unanimously elected as the Chairman of the Meeting of the Independent Directors. At the Meetings, the Independent Directors reviewed the performance of the Non Independent Directors (including the chairman) and the Board as a whole and assessed the quality, quantity and timeliness of flow of information between the Company, Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. All Independent Directors except Shri Suresh Pareek were present at the Meeting.

GENERAL BODY MEETINGS:

The last Three Annual General Meetings were held as under:

Particulars	31-03-2015	31-03-2014	31-03-2013
Date and Time	20-08-2015 at 03.00 pm	31-07-2014 at 03.00 pm	25-07-2013 at 04.00 pm
Venue	Growel's 101 Mall, Growel House, Akurli Road, Kandivli (East), Mumbai – 400101	Growel's 101 Mall, Growel House, Akurli Road, Kandivli (East), Mumbai – 400101	Growel's 101 Mall, Growel House, Akurli Road, Kandivli (East), Mumbai – 400101
Any Special Resolution passed	Yes	Yes	No
Any Special Resolution passed through Postal Ballot	No	No	No

DISCLOSURES:

- There were no transactions of material nature other than reported under Related Party Disclosures that have been entered into by the Company with the Promoters, Directors, their Relatives and any Company in which they are interested, that may have potential conflict with the interest of the Company. The policy for Related Party Transactions has been uploaded on the Company's website at the following Web Link: www.growel.com/Policies.html
- Details on the use of proceeds from public issues, right issues, and preferential issues etc.:
No funds have been raised through issue of equity or debt in the form of public or rights or preferential issues during the year under review.
- Details of information on appointment of new / reappointment of Directors:
A brief resume, nature of expertise in specific functional areas, names of Companies in which the person already holds Directorships and Memberships of the Committees of the Board and his Shareholding in the Company forms part of the Notice of the Annual General Meeting and is annexed to this Annual Report.
- Details of non-compliances, penalties etc. imposed on the Company by SEBI or Stock Exchange or any other Statutory Authority on any matter related to Capital Market, during the last Three Years:
The Company has complied with the requirements of the Stock Exchange, SEBI, and other Statutory Authorities on all matters relating to Capital Markets during the last Three Years. However in one case of delay in redressal of Shareholder's complaint, SEBI has imposed penalty of Rs. 3.00 Lacs during the Financial Year 2014-2015 and same has been paid by the Company.
- The Company has adopted a Whistle Blower Policy and has established the necessary Vigil Mechanism as defined under Regulation 22 of SEBI Listing Regulations for Directors and Employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the Audit Committee.
- The Executive Directors and Senior Management Personnel have affirmed the compliance with Code applicable to them during the year ended March 31, 2016. The Annual Report of the Company contains a Certificate by the CEO and Managing Director in terms of SEBI Listing Regulations.

MEANS OF COMMUNICATION:

- Quarterly Results are published in prominent daily newspapers viz. Free Press Journal and Navshakti.
- All items required to be covered in the Management Discussion and Analysis Report has been included in the **Annexure 'A'** to the Director's Report.
- The Company has its own website and all the vital information relating to the Company and its products are displayed on the web site. Address of the website is www.growel.com

GENERAL SHAREHOLDERS INFORMATION:

- ANNUAL GENERAL MEETING** : 58th Annual General Meeting.
DAY & DATE : Thursday, August 11, 2016.
TIME : 05:00 pm
VENUE : Growel's 101 Mall, Akurli Road, Kandivli (East), Mumbai – 400101.

2. Financial Year : The Company follows April 1 to March 31 as the Financial Year.

3. FINANCIAL CALENDAR :

- * Financial reporting for the Quarter ended June 30, 2016: By the end of August 14, 2016.
- * Financial reporting for the Quarter ended Sept. 30, 2016: By the end of November 14, 2016.
- * Financial reporting for the Quarter ended Dec. 31, 2016: By the end of February 14, 2017.
- * Financial reporting for the Quarter and Year ended March 31, 2017: By the end of May 30, 2017.

4. DATES OF BOOK CLOSURE : August 06, 2016 to August 11, 2016 [Both days inclusive]

5. RECORD DATE FOR PAYMENT OF DIVIDEND : August 05, 2016

6. SHARE TRANSFER SYSTEM:

The Company's Shares being in compulsory Dematerialized (Demat) list are transferable through the Depository System.

Shares in physical mode are processed by the Registrar and Transfer Agent [RTA]. The RTA has been authorized to process, approve and effect transfer of shares on behalf of the Company at fortnightly intervals.

7. REGISTRAR AND TRANSFER AGENT:

The Company has appointed the below mentioned agency as Registrar and Transfer Agent (RTA) for both physical and demat segment of Equity Shares of the Company:

M/s LINKINTIME INDIA PVT. LTD.

[Unit: Grauer & Weil (India) Limited]

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (West), Mumbai - 400 078.

Phones: (022) 25946970; Fax: (022) 25946969

Email: rnt.helpdesk@linkintime.co.in ; URL: www.linkintime.co.in

8. COMPLIANCE OFFICER:

Shri Chintan K. Gandhi

9. ADDRESS FOR CORRESPONDENCE:

Share Department:

GRAUER & WEIL (INDIA) LIMITED

Growel Corporate, Akurli Road, Kandivli [East], Mumbai - 400 101.

CIN: L74999MH1957PLC010975

Tel.: (022) 6699 3000; Fax: (022) 6699 3010

E-mail: secretarial@growel.com

10. LISTING:

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai - 400 001.

Tel.: (022) 2272 1234; Fax: (022) 2272 1919

11. STOCK CODE OF THE COMPANY:

BSE Limited

Scrip Name: GRAUER & WEIL (INDIA) LIMITED

Scrip Code: 505710

Electronic Mode: INE266D01021

12. DEPOSITORY CONNECTIVITY: NSDL and CDSL

13. ISIN NO. FOR THE COMPANY'S SECURITY: INE266D01021

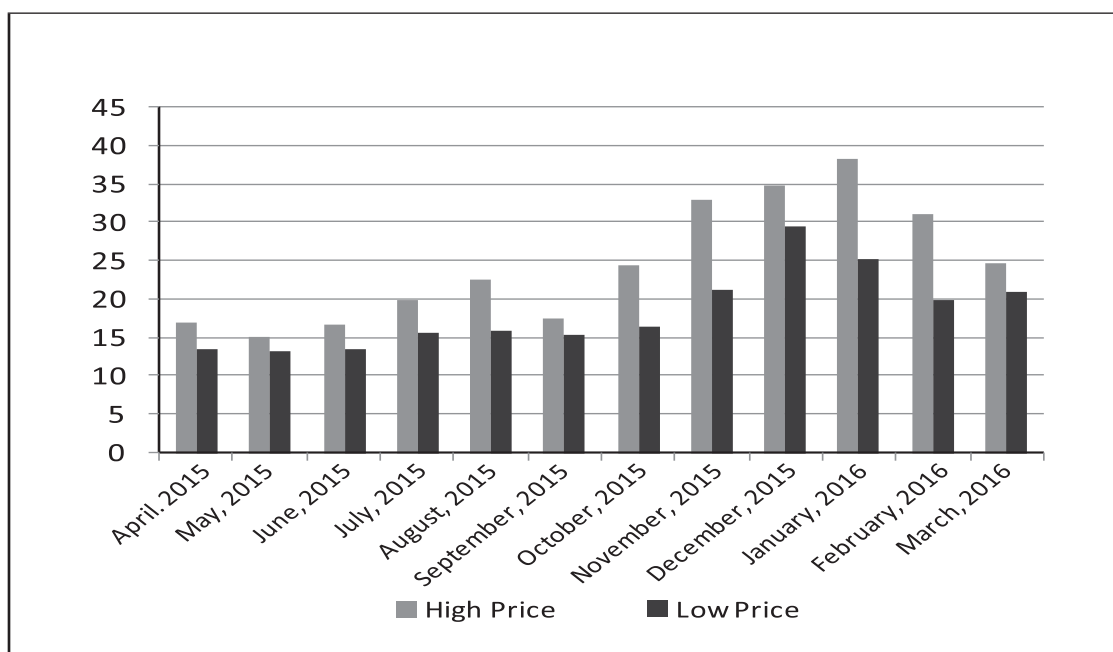
14. DEMATERIALISATION OF SHARES:

As on March 31, 2016, a total of 21,94,93,040 Shares representing 96.82% of the paid up capital of the Company were held in Dematerialized form with NSDL and CDSL. Member can hold shares in electronic forms and trade the same in Depository System. However, they may hold the same in physical form also.

15. STOCK PRICE DATA:

Stock Market price data for the year of Company's Share:

Month	High Price	Low Price	No. of Shares
April, 2015	17.01	13.60	27,06,444
May, 2015	15.10	13.30	18,94,527
June, 2015	16.75	13.50	40,49,121
July, 2015	19.90	15.80	93,62,682
August, 2015	22.70	16.00	93,82,737
September, 2015	17.60	15.55	20,79,607
October, 2015	24.50	16.40	88,62,480
November, 2015	32.95	21.30	1,78,98,021
December, 2015	35.00	29.50	1,12,46,597
January, 2016	38.25	25.25	1,23,51,810
February, 2016	31.15	20.10	43,70,113
March, 2016	24.85	21.00	27,51,265

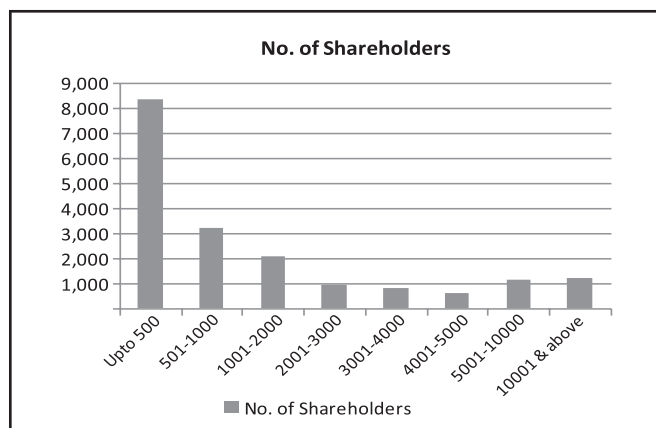
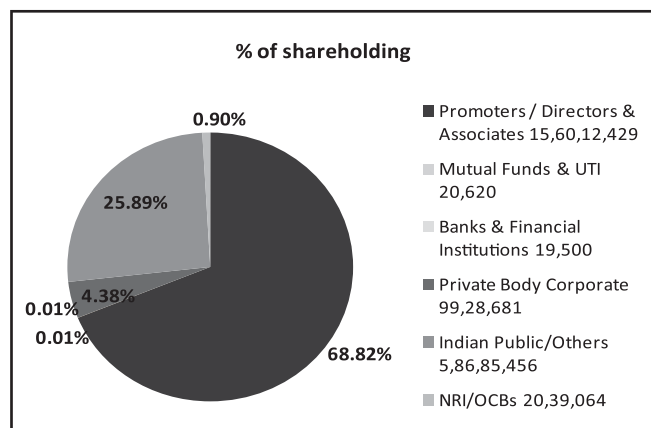


16. SHAREHOLDING PATTERN AS ON MARCH 31, 2016:

Category	No. of shares held	% of shareholding
Promoters / Directors & Associates	15,60,12,429	68.8171
Mutual Funds & UTI	20,620	0.0091
Banks & Financial Institutions	19,500	0.0086
Private Body Corporate	99,28,681	4.3795
Indian Public/Others	5,86,85,456	25.8862
NRI/OCBs	20,39,064	0.8995
Total	22,67,05,750	100.0000

17. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2016:

No. of Equity Shares held	No. of Shareholders	% of Total Shareholders	No. of Shares held	% of Equity Share Capital
Upto 500	8,310	45.7473	20,49,778	0.9042
501-1000	3,201	17.6218	28,72,917	1.2672
1001-2000	2,094	11.5276	34,82,088	1.5360
2001-3000	937	5.1583	25,04,445	1.1047
3001-4000	779	4.2885	28,77,396	1.2692
4001-5000	569	3.1324	27,43,386	1.2101
5001-10000	1,104	6.0776	83,83,654	3.6980
10001 & above	1,171	6.4465	20,17,92,086	89.0106
Total	18,165	100.0000	22,67,05,750	100.0000

**18. PLANT LOCATIONS :**

- 215/I, Plot No. 10, Dadra Industrial Estate, Dadra - 396 191. [Dadra & Nagar Haveli - U.T.]
- 407, GIDC Industrial Estate, Vapi - 396 195. [Gujarat]
- Plot No. 31 & 32, Industrial Estate, Barotiwalla - 174 103. [H. P.]
- Survey No. 66, Village - Dhanore, Taluka - Khed, District - Pune [Maharashtra]
- SIDCO Industrial Complex, Phase II, Samba. [J & K]

19. MALL : Growel's 101, Akurli Road, Kandivli - East, Mumbai - 400101**20. COMPLIANCE:**

A certificate has been obtained from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance and is attached to this report.

Registered Office:

Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101
Date: May 30, 2016

**For & on behalf of the Board of
Grauer & Weil (India) Limited**

Nirajkumar More
Managing Director

Vinod Haritwal
CEO & Whole Time Director

DECLARATION

In accordance with Regulation 26(3) of Securities and Exchange Board of India (Listing Obligation & Disclosure requirement) Regulations, 2015, I hereby confirm that all the Executives Directors and the Senior Management Personnel have affirmed compliance with their respective Codes of Conduct, as applicable to them, for the year ended March 31, 2016.

Registered Office:

Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101
Date: May 30, 2016

**For & on behalf of the Board of
Grauer & Weil (India) Limited**

Nirajkumar More
Managing Director

Vinod Haritwal
CEO & Whole Time Director

ANNEXURE 'C' : TO DIRECTORS' REPORT AUDITOR'S CERTIFICATE

To,
The Members,
GRAUER & WEIL (INDIA) LIMITED

We have examined the compliance of conditions of Corporate Governance by GRAUER & WEIL [INDIA] LIMITED, (the Company) for the year ended March 31, 2016, as stipulated in Clause 49 of the Listing Agreement ("Listing Agreement") with the stock exchanges for the period April 1, 2015 to November 30, 2015 and as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing "Regulations") as referred to in Regulation 15(2) of the Listing Regulations for the period December 1, 2015 to March 31, 2016.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement/Listing Regulations, as applicable.

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

For M. M. NISSIM & CO.
Chartered Accountants
(Firm Reg. No. 107122W)

N. KASHINATH
Partner
Membership No: 36490

Mumbai,

Date: May 30, 2016.

ANNEXURE 'D' : TO DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

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

CSR Policy :

Our aim is to contribute for the overall social and economic development of the communities in which we operate and thereby improving the overall lifestyles of the society as a whole.

Web Link: www.growel.com/Policies.html

2. Composition of CSR committee

Shri Nirajkumar More – Chairman

Shri Tarun Govil – Member

Shri Vinod Haritwal - Member

3. Average net profit of the Company for Last Three Financial Years:

Average Net Profit: Rs. 357.24 Millions

4. Prescribed CSR Expenditure (Two percent of the amount as in item 3 above)

The Company is required to spend Rs. 7.14 Million

5. Details of CSR spend for the Financial Year :

- Total amount spent for the Financial Year : Rs. 1.61 Million
- Amount unspent if any : Rs. 5.53 Million
- Manner in which the amount spent during the Financial Year is detailed below:

(Rs. in Millions)

Sr. No.	CSR project activity	Sector in which the project is covered	Projects or programs (1) local area or other (2) specify the state and District where projects or programs was undertaken	Amount Outlay (budget) project or programs wise	Amount spent on the projects or programs subheads : (1) Direct expenditure on projects or programs (2) over heads	Cumulative expenditure up to the reporting period	Amount spent Direct or through implementing agency
1.	Preventive Healthcare & Sanitation	Healthcare	Dadra – UT of D & NH Mumbai – MH Barotiwalla - HP	0.23	0.23	0.23	0.23
2.	Women Campaign	Women Empowerment	Mumbai - MH	0.08	0.08	0.08	0.08
3.	Tree Plantation	Environment Sustainability	Mumbai - MH	1.21	1.21	1.21	1.21
4.	Gardening	Ecological Balance	Barotiwalla – HP Dadra – UT of D & NH	0.09	0.09	0.09	0.09

We hereby declare that the implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company.

Nirajkumar More
Chairman of CSR Committee

ANNEXURE 'E' : TO DIRECTORS' REPORT**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN**

As on Financial Year ended 31/03/2016

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

I. REGISTRATION & OTHER DETAILS:

CIN	L74999MH1957PLC010975
Registration Date	25/11/1957
Name of the Company	Grauer & Weil (India) Limited
Category/Sub-category of the Company	Public Company Limited by Shares
Address of the Registered office & contact details	Growel Corporate, Akurli Road, Kandivli – East, Mumbai - 400101 Contact No. : (022) 66993000 Fax No. : (022) 66993010
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s LINK INTIME INDIA PVT. LTD. (CIN: U67190MH1999PTC118368) C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. Phone: (022) 25946970 ; Fax: (022) 25946969 ; Email: rnt.helpdesk@linkintime.co.in ; URL: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main Products / Services	NIC Code of the Product/Service	% to Total Turnover of the Company
1	Basic, Electroplating and Intermediary Chemicals	2011	69.23%
2	Paints, Enamels, Varnishes and Oil Bound Distempers	2022	13.44%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1	Grauer & Weil (Shanghai) Ltd. 2 nd Floor, Multi Functional Building, No. 203, Fute (N) Road, Free Trade Zone, Waigaoqiao, Shanghai – 200131, China	NA	Subsidiary	100	2(87)(ii)
2	Growel Chemicals Co. Ltd. 850/17, TR Home Office, Ladkrabang Road, Khwang / Khet – Ladkrabang, Bangkok – 10520, Thailand.	NA	Subsidiary	100	2(87)(ii)
3	Grauer & Weil (UK) Ltd. 50 Seymour Street, London, W1H 7JG	NA	Subsidiary	100	2(87)(ii)

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

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01/04/2015]				No. of Shares held at the end of the year [As on 31/03/2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	68500459	0	68500459	30.2156	67497959	0	67497959	29.7734	-0.4422
b) Central Govt.	0	0	0	0.0000	0	0	0	0.0000	0.0000
c) State Govt(s).	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) Bodies Corp.	87202800	0	87202800	38.4652	88509050	0	88509050	39.0414	0.5762
e) Banks / FI	0	0	0	0.0000	0	0	0	0.0000	0.0000
f) Any other	0	0	0	0.0000	0	0	0	0.0000	0.0000
Sub-total (A)(1):-	155703259	0	155703259	68.6808	156007009	0	156007009	68.8148	0.1340
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.0000	0	0	0	0.0000	0.0000
b) Other - Individuals	0	0	0	0.0000	0	0	0	0.0000	0.0000
c) Bodies Corporate	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) Banks / FI	0	0	0	0.0000	0	0	0	0.0000	0.0000
e) Any other	0	0	0	0.0000	0	0	0	0.0000	0.0000
Sub-total (A)(2):-	0	0	0	0.0000	0	0	0	0.0000	0.0000
Total shareholding of Promoter (A)=(A)(1)+ (A)(2)	155703259	0	155703259	68.6808	156007009	0	156007009	68.8148	0.1340
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	8870	11750	20620	0.0091	8870	11750	20620	0.0091	0.0000
b) Banks / FI	11750	10250	22000	0.0097	9250	10250	19500	0.0086	-0.0011
c) Central Govt.	0	0	0	0.0000	0	0	0	0.0000	0.0000
d) State Govt(s).	0	0	0	0.0000	0	0	0	0.0000	0.0000
e) Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
f) Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
g) FIs	0	0	0	0.0000	0	0	0	0.0000	0.0000
h) Foreign Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
i) Others (specify)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Sub-total (B)(1):-	20620	22000	42620	0.0188	18120	22000	40120	0.0177	-0.0011
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	10146032	40490	10186522	4.4933	9888191	40490	9928681	4.3795	-0.1137
ii) Overseas	0	787500	787500	0.3474	0	481250	481250	0.2123	-0.1351
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 Lacs	39215885	6828440	46044325	20.3102	38958716	6568720	45527436	20.0822	-0.2280
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lacs	9281330	0	9281330	4.0940	9842559	0	9842559	4.3416	0.2476
c) Others									
i) Directors / Relatives	2000540	0	2000540	0.8824	5420	0	5420	0.0024	-0.8800
ii) Non Resident Indians	1530419	100250	1630669	0.7193	1457564	100250	1557814	0.6872	-0.0321
iii) Foreign Nationals	0	0	0	0.0000	0	0	0	0.0000	0.0000

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01/04/2015]				No. of Shares held at the end of the year [As on 31/03/2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
iv) Clearing Members	1018985	0	1018985	0.4495	955557	0	955557	0.4215	-0.0280
v) Trusts	10000	0	10000	0.0044	10000	0	10000	0.0044	0.0000
vi) Hindu Undivided Family	0	0	0	0.0000	2349904	0	2349904	1.0365	1.0365
Sub-total (B)(2):-	63203191	7756680	70959871	31.3004	63467911	7190710	70658621	31.1675	-0.1329
Total Public Shareholding (B)=(B)(1)+ (B)(2)	63223811	7778680	71002491	31.3192	63486031	7212710	70698741	31.1852	-0.1340
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.0000	0	0	0	0.0000	0.0000
Grand Total (A+B+C)	218927070	7778680	226705750	100.0000	219493040	7212710	226705750	100.0000	0.0000

B. Shareholding of Promoter-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01/04/2015)			Shareholding at the end of the year (31/03/2016)			% change in 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	Poona Bottling Company Pvt. Ltd.	40,975,000	18.0741	0	42,175,000	18.6034	0	0.5293
2	Ridhi Sidhi Ltd.	32,359,000	14.2736	0	32,359,000	14.2736	0	0.0000
3	Umeshkumar More	23,305,999	10.2803	0	22,805,999	10.0597	0	-0.2206
4	Nirajkumar More	22,687,726	10.0076	0	22,687,726	10.0076	0	0.0000
5	Premalata More	13,224,455	5.8333	0	12,724,455	5.6128	0	-0.2206
6	Growel Projects Ltd.	12,558,000	5.5393	0	12,558,000	5.5393	0	0.0000
7	Aman More	4,654,500	2.0531	0	4,654,500	2.0531	0	0.0000
8	Pallavi More	3,149,409	1.3892	0	3,149,409	1.3892	0	0.0000
9	Shivani Rajgarhia	695,000	0.3066	0	695,000	0.3066	0	0.0000
10	Waluj Beverages Pvt. Ltd.	621,430	0.2741	0	621,430	0.2741	0	0.0000
11	Manisha Dujodwala	582,500	0.2569	0	582,500	0.2569	0	0.0000
12	Radhakishan Nandlal LLP*	388,120	0.1712	0	694,370	0.3063	0	0.1351
13	Shree M P J Cement Works Pvt. Ltd.	200,000	0.0882	0	0	0.0000	0	-0.0882
14	Nirajkumar More HUF	173,650	0.0766	0	173,650	0.0766	0	0.0000
15	Bubna More & Co. LLP**	101,250	0.0447	0	101,250	0.0447	0	0.0000
16	Rameshkumar Radhakishan More	21,600	0.0095	0	21,600	0.0095	0	0.0000
17	Vinod Haritwal	3,120	0.0014	0	3,120	0.0014	0	0.0000
18	Neeraj Garg	2,500	0.0011	0	0	0.0000	0	-0.0011
		155,703,259	68.6808	0	156,007,009	68.8148	0	0.1340

* Radhakishan Nandlal Pvt. Ltd. Converted into Radhakishan Nandlal LLP

** Bubna More & Co. Pvt. Ltd. Converted into Bubna More & Co. LLP

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

Sr. No.	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	155,703,259	68.6808		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	303,750#	0.134#	#	
	At the end of the year	156,007,009	68.8148		

Difference of 303,750 Shares were mainly due to Purchase of 306,250 Shares by Radhakishan Nandlal LLP and change in category of Shri Neeraj Garg - COO & Whole Time Director from promoter to public. There were also interse Transfer among Promoters as follows :

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01/04/15 to 31/03/16)	
		No. of Shares at the beginning (01/04/15) / end of the year (31/03/16)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Poona Bottling Company Pvt. Ltd.	40,975,000	18.0741	01/04/2015				
				05/06/2015	1,000,000	Interse transfer	41,975,000	18.5152
				19/06/2015	143,000	Interse transfer	42,118,000	18.5783
				26/06/2015	57,000	Interse transfer	42,175,000	18.6034
		42,175,000	18.6034	31/03/2016			42,175,000	18.6034
2	Umeshkumar More	23,305,999	10.2803	01/04/2015				
				05/06/2015	-500,000	Interse Transfer	22,805,999	10.0597
		22,805,999	10.0597	31/03/2016			22,805,999	10.0597
3	Premlata More	13,224,455	5.8333	01/04/2015				
				05/06/2015	-500,000	Interse Transfer	12,724,455	5.6128
		12,724,455	5.8333	31/03/2016			12,724,455	5.6128
4	Shree M P J Cement Works Pvt. Ltd.	200,000	0.0882	01/04/2015				
				19/06/2015	-143,000	Interse Transfer	57,000	0.0251
				26/06/2015	-57,000	Interse Transfer	0	0.0000
		0	0.0000	31/03/2016			0	0.0000
5	Radhakishan Nandlal LLP	388,120	0.1712	01/04/2015				
				20/08/2015	306,250	Purchased offline	694,370	0.3063
		694,370	0.3063	31/03/2016			694,370	0.3063

D. Shareholding Pattern of top Ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01/04/15 to 31/03/16)	
		No. of Shares at the beginning (01/04/15) / end of the year (31/03/16)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Gannon Dunkerley and Co. Ltd.	4,200,750	1.8530	01/04/2015				
				NA	0	NA	4,200,750	1.8530
		4,200,750	1.8530	31/03/2016			4,200,750	1.8530
2	Ramkumar Morarka & Sons Pvt. Ltd.	2,025,000	0.8932	01/04/2015				
				NA	0	NA	2,025,000	0.8932
		2,025,000	0.8932	31/03/2016			2,025,000	0.8932

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01/04/15 to 31/03/16)	
		No. of Shares at the beginning (01/04/15) / end of the year (31/03/16)	% of total shares of the Company				No. of Shares	% of total shares of the Company
3	Suresh R. Pareek	1,995,110	0.8800	01/04/2015				
				17/07/2015	-64,000	Sell	1,931,110	0.8518
				24/07/2015	-40,000	Sell	1,891,110	0.8342
				14/08/2015	-35,000	Sell	1,856,110	0.8187
				09/10/2015	70	Purchase	1,856,180	0.8188
				25/12/2015	-12,190	Sell	1,843,990	0.8134
				31/12/2015	-106,646	Sell	1,737,344	0.7663
				01/01/2016	-11,576	Sell	1,725,768	0.7612
				08/01/2016	-24,582	Sell	1,701,186	0.7504
		1,701,186	0.7504	31/03/2016			1,701,186	0.7504
4	Kamal M. Morarka	880,500	0.3884	01/04/2015				
				NA	0	NA	880,500	0.3884
		880,500	0.3884	31/03/2016			880,500	0.3884
5	JJ Sampat	590,663	0.2605	01/04/2015				
				19/06/2015	51,081	Purchase	641,744	0.2831
				26/06/2015	2,500	Purchase	644,244	0.2842
				17/07/2015	15,000	Purchase	659,244	0.2908
				18/09/2015	30,000	Purchase	689,244	0.3040
				16/10/2015	2,500	Purchase	691,744	0.3051
				30/10/2015	20,000	Purchase	711,744	0.3140
				11/12/2015	23,455	Purchase	735,199	0.3243
				18/12/2015	14,801	Purchase	750,000	0.3308
		750,000	0.3308	31/03/2016			750,000	0.3308
6	Masten Wright Inc.	787,500	0.3474	01/04/2015				
				28/08/2015	-306,250	Sell	481,250	0.2123
		481,250	0.2123	31/03/2016			481,250	0.2123
7	Karvy Stock Broking Ltd.	219,939	0.1231	01/04/2015				
				03/04/2015	120	Purchase	220,059	0.0971
				10/04/2015	-12,070	Sell	207,989	0.0917
				17/04/2015	-1,200	Sell	206,789	0.0912
				24/04/2015	600	Purchase	207,389	0.0915
				01/05/2015	900	Purchase	208,289	0.0919
				15/05/2015	8,150	Purchase	216,439	0.0955
				22/05/2015	-12,500	Sell	203,939	0.0900
				29/05/2015	4,500	Purchase	208,439	0.0919
				05/06/2015	790	Purchase	209,229	0.0923
				12/06/2015	800	Purchase	210,029	0.0926
				19/06/2015	-115	Sell	209,914	0.0926
				26/06/2015	-1,150	Sell	208,764	0.0921
				30/06/2015	-9,100	Sell	199,664	0.0881
				03/07/2015	-700	Sell	198,964	0.0878
				03/07/2015	4160	Purchase	203,124	0.0896
				17/07/2015	14145	Purchase	217,269	0.0958
				24/07/2015	-14130	Sell	203,139	0.0896

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01/04/15 to 31/03/16)	
		No. of Shares at the beginning (01/04/15) / end of the year (31/03/16)	% of total shares of the Company				No. of Shares	% of total shares of the Company
				31/07/2015	9,110	Purchase	212,249	0.0936
				07/08/2015	15,690	Purchase	227,939	0.1005
				14/08/2015	8,322	Purchase	236,261	0.1042
				21/08/2015	-550	Sell	235,711	0.1040
				28/08/2015	4,900	Purchase	240,611	0.1061
				04/09/2015	6,215	Purchase	246,826	0.1089
				11/09/2015	-3,325	Sell	243,501	0.1074
				18/09/2015	-4,600	Sell	238,901	0.1054
				25/09/2015	6,666	Purchase	245,567	0.1083
				30/09/2015	-622	Sell	244,945	0.1080
				09/10/2015	-4,818	Sell	240,127	0.1059
				16/10/2015	2,725	Purchase	242,852	0.1071
				23/10/2015	-3,740	Sell	239,112	0.1055
				30/10/2015	2,765	Purchase	241,877	0.1067
				06/11/2015	-10,714	Sell	231,163	0.1020
				13/11/2015	-10,896	Sell	220,267	0.0972
				20/11/2015	44,415	Purchase	264,682	0.1168
				27/11/2015	6,401	Purchase	271,083	0.1196
				04/12/2015	-12,835	Sell	258,248	0.1139
				11/12/2015	10,600	Purchase	268,848	0.1186
				18/12/2015	-9,750	Sell	259,098	0.1143
				25/12/2015	-1,569	Sell	257,529	0.1136
				31/12/2015	1,134	Purchase	258,663	0.1141
				01/01/2016	-4,852	Sell	253,811	0.1120
				08/01/2016	18,999	Purchase	272,810	0.1203
				15/01/2016	-7,314	Sell	265,496	0.1171
				22/01/2016	7,032	Purchase	272,528	0.1202
				29/01/2016	3,565	Purchase	276,093	0.1218
				05/02/2016	-14,675	Sell	261,418	0.1153
				12/02/2016	6,526	Purchase	267,944	0.1182
				19/02/2016	201,691	Purchase	469,635	0.2072
				26/02/2016	8,556	Purchase	478,191	0.2109
				04/03/2016	1,315	Purchase	479,506	0.2115
				11/03/2016	-2,025	Sell	477,481	0.2106
				18/03/2016	-2,200	Sell	475,281	0.2096
				25/03/2016	-1,150	Sell	474,131	0.2091
				21/03/2016	-5,305	Sell	468,826	0.2068
		468,826	0.2068	31/03/2016			468,826	0.2068
8	M. R. Holdings Ltd.	412,500	0.1820	01/04/2015				
				NA	0	NA	412,500	0.1820
		412,500	0.1820	31/03/2016			412,500	0.1820

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01/04/15 to 31/03/16)	
		No. of Shares at the beginning (01/04/15) / end of the year (31/03/16)	% of total shares of the Company				No. of Shares	% of total shares of the Company
9	Integrated Financial Services Ltd.	729,000	0.3216	01/04/2015				
				17/04/2015	-5,500	Sell	723,500	0.3191
				26/06/2015	-2,000	Sell	721,500	0.3183
				30/06/2015	-2,000	Sell	719,500	0.3174
				03/07/2015	-7,000	Sell	712,500	0.3143
				10/06/2015	-18,500	Sell	694,000	0.3061
				17/07/2015	-51,500	Sell	642,500	0.2834
				24/07/2015	-16,000	Sell	626,500	0.2763
				31/07/2015	-8,000	Sell	618,500	0.2728
				07/08/2015	-53,500	Sell	565,000	0.2492
				14/08/2015	-15,000	Sell	550,000	0.2426
				09/10/2015	-20,000	Sell	530,000	0.2338
				23/10/2015	-6,000	Sell	524,000	0.2311
				30/10/2015	-34,000	Sell	490,000	0.2161
				06/11/2015	-1,000	Sell	489,000	0.2157
				12/11/2015	-4,000	Sell	485,000	0.2139
				20/11/2015	-30,000	Sell	455,000	0.2007
				27/11/2015	-15,000	Sell	440,000	0.1941
				11/12/2015	-19,000	Sell	421,000	0.1857
				25/12/2015	-4,000	Sell	417,000	0.1839
				08/01/2016	-22,000	Sell	395,000	0.1742
		395,000	0.1742	31/03/2016			395,000	0.1742
10	Veena Pareek	275,507	0.1215	01/04/2015				
				NA	0	NA	275,507	0.1215
		275,507	0.1215	31/03/2016			275,507	0.1215
11	Hemant Hiralal Kothari	373,363	0.3884	01/04/2015				
				10/07/2015	-126,061	Sell	247,302	0.1091
				17/07/2015	-15,000	Sell	232,302	0.1025
				24/07/2015	-19,050	Sell	213,252	0.0941
				31/07/2015	-51,805	Sell	161,447	0.0712
				07/08/2015	-50,000	Sell	111,447	0.0492
				14/08/2015	-10,000	Sell	101,447	0.0447
				21/08/2015	-16,182	Sell	85,265	0.0376
				25/09/2015	-16,004	Sell	69,261	0.0306
				09/10/2015	-28,680	Sell	40,581	0.0179
				16/10/2015	-40,581	Sell	0	0.0000
		0	0.0000	31/03/2016			0	0.0000
12	Mita Deepak Shah	300,000	0.1323	01/04/2015				
				04/09/2015	-100,000	Sell	200,000	0.0882
				11/09/2015	-100,000	Sell	100,000	0.0441
				09/10/2015	-100,000	Sell	0	0.0000
		0	0.0000	31/03/2016			0	0.0000

E. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01/04/15 to 31/03/16)	
		No. of Shares at the beginning (01/04/15) / end of the year (31/03/16)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Umeshkumar More (Executive Chairman)	23,305,999	10.2803	01/04/2015				
				05/06/2015	-500,000	Interse Transfer	22,805,999	10.0597
		22,805,999	10.0597	31/03/2016			22,805,999	10.0597
2	Nirajkumar More (Managing Director)	22,687,726	10.0076	01/04/2015				
				NA	0	NA	22,687,726	10.0076
		22,687,726	10.0076	31/03/2016			22,687,726	10.0076
3	Rohit More (Whole Time Director) (as a Second Shareholder)	7,500	0.0033	01/04/2015				
				NA	0	NA	7,500	0.0033
		7,500	0.0033	31/03/2016			7,500	0.0033
4	Vinod Haritwal (CEO & Whole Time Director)	3,120	0.0014	01/04/2015				
				NA	0	NA	3,120	0.0014
		3,120	0.0014	31/03/2016			3,120	0.0014
5	Neeraj Garg (COO & Whole Time Director upto 27-02-2016)	2,500	0.0011	01/04/2015				
				NA	0	NA	2,500	0.0011
		2,500	0.0011	31/03/2016			2,500	0.0011
6	Suresh Pareek (Independent Director)	1,995,110	0.8800	01/04/2015				
				17/07/2015	-64,000	Sell	1,931,110	0.8518
				24/07/2015	-40,000	Sell	1,891,110	0.8342
				14/08/2015	-35,000	Sell	1,856,110	0.8187
				09/10/2015	70	Purchase	1,856,180	0.8188
				25/12/2015	-12,190	Sell	1,843,990	0.8134
				31/12/2015	-106,646	Sell	1,737,344	0.7663
				01/01/2016	-11,576	Sell	1,725,768	0.7612
				08/01/2016	-24,582	Sell	1,701,186	0.7504
		1,701,186	0.7504	31/03/2016			1,701,186	0.7504
7	Madan Mohan Chaturvedi (Independent Director)	3,120	0.0014	01/04/2015				
				NA	0	NA	3,120	0.0014
		3,120	0.0014	31/03/2016			3,120	0.0014
8	Karun Chandra Srivastava (Independent Director)	0	0.0000	01/04/2015				
				NA	0	NA	0	0.0000
		0	0.0000	31/03/2016			0	0.0000
10	Tarun Govil (Independent Director)	0	0.0000	01/04/2015				
				NA	0	NA	0	0.0000
		0	0.0000	31/03/2016			0	0.0000
11	Aarti Shah (Independent Director)	2,300	0.0010	01/04/2015				
				NA	0	NA	2,300	0.0010
		2,300	0.0010	31/03/2016			2,300	0.0010
12	Jagdish Kadam (CFO)	0	0.0000	01/04/2015				
				NA	0	NA	0	0.0000
		0	0.0000	31/03/2016			0	0.0000
13	Chintan K. Gandhi (Company Secretary)	0	0.0000	01/04/2015				
				NA	0	NA	0	0.0000
		0	0.0000	31/03/2016			0	0.0000

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

(Rs. in Millions)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	584.93	88.89	7.34	681.16
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	2.69	0.00	0.42	3.11
Total (i+ii+iii)	587.62	88.89	7.76	684.27
Change in Indebtedness during the Financial Year				
* Addition	0.00	(22.27)	0.00	(22.27)
* Reduction	387.86	0.00	3.23	391.09
Net Change	(387.86)	(22.27)	(3.23)	(413.36)
Indebtedness at the end of the Financial Year				
i) Principal Amount	199.76	66.62	4.27	270.65
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.26	0.26
Total (i+ii+iii)	199.76	66.62	4.53	270.91

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTOR AND / OR MANAGER**

(Rs. in Millions)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager					Total Amount
		Umeshkumar More	Nirajkumar More	Vinod Haritwal	Rohitkumar More	Neeraj Garg	
		Executive Chairman	Managing Director	CEO & Whole Time Director	Whole Time Director	COO & Whole Time Director (upto 27/02/2016)	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6.52	11.02	7.56	3.02	5.46	33.58
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.04	0.11	0.04	0.04	0.04	0.27
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00	0.00	0.00	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00	0.00	0.00	0.00
4	Commission						
	- as % of profit	0.00	3.81	3.81	0.00	1.75	9.37
	- others, specify...	0.00	0.00	0.00	0.00	0.00	0.00
5	Others, please specify	0.00	0.00	0.00	0.00	0.00	0.00
	Total (A)	6.56	14.94	11.41	3.06	7.25	43.23
	Ceiling as per the Act	Rs. 59.33 Million (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)					

B. REMUNERATION TO OTHER DIRECTORS

(Rs. in Millions)

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Suresh Pareek	M. M. Chaturvedi	K. C. Srivastava	Tarun Govil	Aarti Shah	
1	Independent Directors						
	Fee for attending Board / Committee Meetings	0.12	0.22	0.10	0.19	0.13	0.76
	Commission	0.44	0.44	0.43	0.44	0.30	2.05
	Others, please specify	0.00	0.00	0.00	0.00	0.00	
	Total (1)	0.56	0.66	0.53	0.63	0.43	2.81
2	Other Non-Executive Directors						
	Fee for attending Board / Committee Meetings	0.00	0.00	0.00	0.00	0.00	
	Commission	0.00	0.00	0.00	0.00	0.00	
	Others, please specify	0.00	0.00	0.00	0.00	0.00	
	Total (2)	0.00	0.00	0.00	0.00	0.00	
	Total (B)=(1 + 2)	0.56	0.66	0.53	0.63	0.43	2.81
	Total Managerial Remuneration						46.04
	Overall Ceiling as per the Act	Rs. 65.26 Million (being 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)					

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

(Rs. in Millions)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		CS	CFO	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.93	2.29	3.22
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.03	0.03
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission			
	- as % of profit	0.00	0.08	0.08
	others, specify...	0.00	0.00	0.00
5	Others, please specify	0.00	0.00	0.00
	Total	0.93	2.40	3.33

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

ANNEXURE 'F' : TO DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,
The Members,
M/s GRAUER AND WEIL (INDIA) LIMITED
 Growel Corporate, Akurli Road, Kandivli (East),
Mumbai-400101.

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

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2016 according to the provisions of:

- i. The Companies Act, 2013 and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May, 2015);
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **[Not applicable during the Financial Year under review]**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **[Not applicable during the period of audit]**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **[Not applicable during the Financial Year under review]**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **[Not applicable during the Financial Year under review]**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **[Not applicable during the Financial Year under review]**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **[Not applicable during the Financial Year under review].**

We further report that the Company has a compliance system in place and we have examined the relevant documents and records with respect to other Acts applicable to the Company, which are as under:

- i. The Factories Act, 1948 and Maharashtra Factories Rules, 1963.
- ii. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952.
- iii. The Employee State Insurance Act, 1948

- iv. The Payment of Bonus Act, 1965.
- v. The Payment of Gratuity Act, 1972.
- vi. Central Sales Tax Act, 1956 and Central Sales Tax (Registration and Turnover) Rule, 1957.
- vii. The Income Tax Act, 1961.
- viii. The Maharashtra Value Added Tax Act, 2002.
- ix. Central Excise Act, 1994.
- x. Customs Act, 1962.
- xi. The Air (Prevention & Control of Pollution) Act, 1981.
- xii. Environment Protection Act, 1986.
- xiii. Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008.
- xiv. The Water (Prevention and Control of Pollution) Cess Act, 1977 and Water (Prevention and Control of Pollution) Cess Rules, 1978.
- xv. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective from July 1, 2015.
- ii. The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 made effective from December 1, 2015.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

For **GMJ & ASSOCIATES**
Company Secretaries

Sd/-

[MAHESH SONI]

PARTNER

FCS: 3706

COP: 2324

Place: Mumbai

Date: May 30, 2016

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report.

ANNEXURE I TO ANNEXURE 'F' : TO DIRECTORS' REPORT

To,
The Members,
M/s GRAUER AND WEIL (INDIA) LIMITED
Growel Corporate, Akurli Road, Kandivli (East),
Mumbai-400101.

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

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

For **GMJ & ASSOCIATES**
Company Secretaries

Sd/-

[MAHESH SONI]
PARTNER
FCS: 3706 COP: 2324

Place: Mumbai

Date: May 30, 2016

ANNEXURE 'G' : TO DIRECTORS' REPORT

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY :

(1) Energy Conservation measures taken:

- i) Adjustment of Chiller Operation timings for Power Saving.
- ii) Setting of Escalator timing to control Escalator Operation.
- iii) Reuse of AHU condensate for cooling tower i.e. RO Water
- iv) Usage of storm water for flushing especially during the Monsoon season.
- v) Arranged forum with TATA Power for sharing energy conservation tips for retailers.
- vi) Training on regular basis to the staff for energy conservation.
- vii) Designing of plants and work area in such a way to ensure that there are maximum circulation of air and light.
- viii) Maintaining proper chiller approach.

(2) Additional investment & Proposals for reduction of Consumption of Energy:

- a. Additional roof top solar plant Installation.
- b. Installation of covering roof glass with transparent tensile fabric.
- c. Installation of Sun control film for Fasad glass area.
- d. Maximum utilization of gravity water for mall.
- e. Weekly power savings (Demand Response Program)
- f. Split and Window AC power saver.
- g. Solar Lights for street Lights.

(3) Impact of the above Measures:

- a) Energy saving of 122258 Kwh due to Installation of LED lights & adjustments of chiller Operations & Escalator timing.
- b) Cost saving of estimate Rs. 12.78 Lacs due to above referred measure.
- c) Water saving of around 2.00 Lacs Litres due to usage of storm water for flushing.
- d) Water saving of around 5.500 KL due to Usage of AHU condensate for RO.
- e) Due to increasing chiller approach, we are able save HVAC unit **296740** Kwh compare to last year.

(4) TOTAL ENERGY CONSUMPTION AND ENERGY CONSUMPTION PER UNIT OF PRODUCTION:

As per Form 'A'

B. TECHNOLOGY ABSORPTION: Efforts made in technology absorption as per Form 'B'

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

(1) Activities relating to exports, initiatives taken to develop export markets:

Despite of uncertain economic conditions and recession in the International Market and Strengthening of Indian Rupees, exports in 2015-2016 increased by 1.70% to Rs. 460.95 Million, as compared to Rs. 453.26 Million in 2014-2015.

(2) Total foreign exchange used and earned:

(Rs. in Millions)

(i) Total foreign exchange used	
(a) On import of raw materials, components, spare parts and capital goods	523.02
(b) Expenditure in foreign currencies for Business Travel, Seminars, Dividend and Royalties etc.	17.47
(ii) Total foreign exchange earned	464.22

Registered Office:

Growel Corporate,
Akurli Road, Kandivli [East],
Mumbai - 400 101
Date: May 30, 2016

For & on behalf of the Board of Grauer & Weil (India) Limited

Nirajkumar More
Managing Director

Vinod Haritwal
CEO & Whole Time Director

FORM - 'A'**FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY 2015-2016**

PARTICULARS	2015-2016	2014-2015
A. POWER AND FUEL CONSUMPTION		
1. ELECTRICITY		
a) Purchased Units (KWH in Millions)	7.88	9.73
Total amount (Rs. in Millions)	79.96	93.76
Average Rate / Unit (Rs.)	10.14	9.64
b) Own generation : Limited electric power was generated through D.G. Sets installed exclusively for the purpose of emergency supply whenever there was power shortage to keep the system working.		
2. FURNACE / OTHER OIL		
Quantity (Liters in Millions)	0.04	0.04
Total amount (Rs. in Millions)	2.11	2.40
Average Rate / Unit (Rs.)	49.75	57.83
3. GAS		
Quantity (SCM in Millions)	0.20	0.26
Total amount (Rs. in Millions)	6.26	10.97
Average Rate / Unit (Rs.)	31.17	41.70

B. CONSUMPTION PER UNIT OF PRODUCTION:

As the Company manufactures different types of custom - built plants and chemicals for various applications, it is impracticable to work out the cost of usage of energy on a per unit basis.

FORM - 'B'**FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION 2015-2016****A. RESEARCH & DEVELOPMENT:****1. Specific areas in which R&D is carried out by the Company:**

- Trivalent chrome based passivation process for zinc & zinc alloys
- Trivalent chrome based passivation process for aluminum
- ROHS complaint electroless nickel plating
- Formaldehyde free nickel brightener
- Lead free white bronze plating
- Phosphates free nano-ceramic plating for pre-paint application
- Stainless steel finishing
- Acid copper plating
- High leveling nickel brighteners

2. Benefits derived as a result of the above R&D:

- Eco-friendly products
- Conformance of the new directives – ELV, WEEE, REACH etc.
- High gloss deposit

3. Future plan of action:

- Hard chrome plating from trivalent chrome electrolyte
- Diaphragm anode for zinc nickel plating
- Cyanide free brass plating
- Organo-mineral top coat for high corrosion resistance
- Room temperature phosphating

4 Expenditure on R & D:

	2015 - 2016 (Rs. in Millions)	2014-2015 (Rs. in Millions)
a) Capital	28.38	14.34
b) Recurring	64.55	62.72
Total	92.93	77.06
Total R & D expenditure as a percentage of total Turnover	2.17%	1.84%

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

- Efforts, in brief made towards technology absorption, adaptation and innovation:** The indigenous developments specifically in the areas of environment friendly processes have been adapted and applied for surface treatment.
- Benefits derived as a result of the above efforts:**
 - New processes have been introduced with emphasis on environment (Go green process) and recycling.
 - Specialized processes developed with high resistance to abrasion and corrosion, more specifically for the fast growing automotive industry.
- Particulars of technologies imported:**
 - Technology imported: HSO Germany – specifically on plating on plastic.
 - Year imported: 3 year
 - Has technology been fully absorbed? : Partly absorbed.

For connecting ideas_____



Events and Exhibitions



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GRAUER & WEIL (INDIA) LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of **GRAUER & WEIL (INDIA) LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, 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 Standalone 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 Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial 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 Standalone 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 there under.

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. An audit also includes evaluating 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 Standalone 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, 2016, its profit and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to:

Note No. 27 (M) (i) to the financial statements on non provision for diminution in the value of investments in equity shares of an associate, whose net worth has fully eroded. For reasons explained in the said note, including the associates' business plans & growing prospects, such impairment, if any, is considered to be temporary in nature, upon which, we have placed our reliance and no provision is considered necessary in the accounts of the Company.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act we give in the "Annexure A" - a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 27 (A) to the financial statements;
 - ii. The Company has made provision, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company.

For M.M. NISSIM & CO.

Chartered Accountants

(Firm Registration No. 107122W)

N. KASHINATH

Partner

Membership No.036490

Place: Mumbai

Date: 30th May 2016

“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF GRAUER & WEIL (INDIA) LIMITED

- i) In respect of its Fixed Assets:
- The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets;
 - As explained to us, the Assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable, considering the size and the nature of its business. We are informed that there are no major discrepancies, as regards plant and machinery and in respect of other assets, discrepancies, if any, will then be dealt with in the accounts once the process of reconciliation is complete.
 - According to the information and explanations given to us and on the basis of our examination of the records of the Company the title deeds of immovable properties are held in the name of the Company.
- ii) The inventory, excluding goods-in-transit, has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification. As regards materials lying with third parties, confirmations have been obtained;
- iii) The Company has not granted any loans, secured or unsecured during the year to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly the clauses 3(iii) (a), (b) and (c) of the Order are not applicable to the Company. However in respect of a loan given to an associate company in an earlier year, the receipt of interest is regular. There is no stipulation regarding repayment of principal amount.
- iv) The Company has not granted any loan, neither made any investments, nor given any guarantee or security, during the year, covered by the provisions of Sections 185 and 186 of the Act.
- v) The Company has not accepted any deposit from public during the year. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 74 of the Act, read with relevant rules there under, with regard to repayment of the deposits accepted before the commencement of the Act. We are informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal on the Company.
- vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148 (1) of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- vii) a) The Company is regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, Income Tax, Sales-Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues with appropriate authorities, where applicable. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March, 2016 for a period of more than six months from the date they became payable.
- b) According to the records of the Company, the dues outstanding of Income-Tax, Sales-Tax, Service Tax, Duty of Customs, Duty of Excise and Value Added Tax on account of any dispute, are as follows:

Particulars	Period to which the amount related	Forum where the dispute is pending	Amount (Rs. In Lacs)
Income Tax	2004-05	Income Tax Appellant Tribunal	9.68
	2011-12	Commissioner of Income Tax (Appeals)	14.56
Excise Duty	1996-97 to 2001-02	Commissioner of Excise & Customs (Appeals)	12.94
	2009-10 to 2013-14	Commissioner of Excise & Customs (Appeals), Chandigarh	19.33
	1990-91, 1993-94, 1996-97, 1997-98, 1998-99, 1999-2000, and 2000-01.	Deputy/Assistant Commissioner	11.72
	2006-2012	Commissioner of Excise & Customs (Appeals)	46.67
Service Tax	2003-04 to 2010-11, 2011-12 to 2013-14.	Commissioner of Service Tax (Appeals)	180.71
Sales Tax	1998-99 and 2011-12.	Joint/Deputy Commissioner (Appeals)	18.77

- viii) The Company has not defaulted in repayment of its loans or borrowings to banks. The Company does not have any borrowings by way of debentures.
- ix) The Company has not raised any moneys by way of Initial public offer or further Public offer (Including debt instruments). Moneys raised by way of Term Loan were applied for the purpose for which those are raised.
- x) On the basis of our examination and according to the information and explanations given to us, no fraud by the Company or any material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi) The managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii) The Company is not a nidhi Company and accordingly provisions of clause (xii) of Para 3 of the order are not applicable to the Company.
- xiii) On the basis of our examination and according to the information and explanations given to us, we report that all the transaction with the related parties are in compliance with Section 177 and 188 of the Act, and the details have been disclosed in the Financial statements in Note no.27(Q) as required by the applicable accounting standards.
- xiv) The Company has not made any preferential allotment or private placement of share or fully or partly convertible debentures during the year and accordingly provisions of clause (xiv) of Para 3 of the Order are not applicable to the Company.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly provisions of clause (xv) of Para 3 of the Order are not applicable to the Company.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, provisions of clause (xvi) of Para 3 of the Order are not applicable to the Company.

For M.M. NISSIM & CO.

*Chartered Accountants
(Firm Registration No.107122W)*

N. KASHINATH

*Partner
Membership No.036490*

*Place: Mumbai
Date: 30th May 2016*

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF GRAUER & WEIL (INDIA) LIMITED

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

We have audited the internal financial controls over financial reporting of **GRAUER & WEIL (INDIA) LIMITED** (“the Company”) as of March 31, 2016 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For M.M. NISSIM & CO.

Chartered Accountants

(Firm Registration No.107122W)

N. KASHINATH

Partner

Membership No.036490

Place: Mumbai

Date: 30th May 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

	Note	Rupees in Lacs	
		As at March 31, 2016	As at March 31, 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	2,267.06	2,267.06
Reserves and Surplus	3	22,887.65	19,786.27
		<u>25,154.71</u>	<u>22,053.33</u>
Non Current Liabilities			
Long Term Borrowings	4	29.21	1,068.51
Deferred Tax Liabilities (Net)	5	1,732.20	1,690.04
Other Long Term Liabilities	6	1,652.90	1,399.23
Long Term Provisions	7	1,307.34	1,067.32
		<u>4,721.65</u>	<u>5,225.10</u>
Current Liabilities			
Short Term Borrowings	8	2,554.64	3,985.23
Trade Payables	9	3,793.34	3,787.02
Other Current Liabilities	10	2,691.14	5,048.62
Short Term Provisions	7	868.05	1,188.49
		<u>9,907.17</u>	<u>14,009.36</u>
Total		<u><u>39,783.53</u></u>	<u><u>41,287.79</u></u>
ASSETS			
Non Current Assets			
Fixed Assets	11		
Tangible Assets		20,871.85	21,472.50
Intangible Assets		118.54	84.24
Capital Work-in-Progress		12.82	38.76
		<u>21,003.21</u>	<u>21,595.50</u>
Non Current Investments	12	140.89	342.65
Long Term Loans and Advances	13	1,462.87	1,552.90
Other Non Current Assets	14	20.22	0.89
		<u>1,623.98</u>	<u>1,896.44</u>
		<u>22,627.19</u>	<u>23,491.94</u>
Current Assets			
Inventories	15	6,384.88	6,776.28
Trade Receivables	16	8,138.29	9,253.77
Cash and Bank Balances	17	1,326.79	640.81
Short Term Loans and Advances	13	1,100.84	879.23
Other Current Assets	14	205.54	245.76
		<u>17,156.34</u>	<u>17,795.85</u>
Total		<u><u>39,783.53</u></u>	<u><u>41,287.79</u></u>
Significant Accounting Policies	1		
Explanatory Information and Other Additional Notes	27		
The explanatory information and other additional notes are an integral part of these financial statements			

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

For M. M. NISSIM & CO.

Chartered Accountants
(Firm Reg. No. 107122W)

For and on behalf of the Board of Directors

UMESHKUMAR MORE

Chairman
DIN: 00112662

NIRAJKUMAR MORE

Managing Director
DIN: 00113191

N. KASHINATH

Partner
Membership No. 36490

VINOD HARITWAL

CEO & Director
DIN: 00112862

JAGDISH KADAM

Chief Financial Officer
Membership No. 41955

CHINTAN K. GANDHI

Company Secretary
Membership No. 21369

Mumbai, 30th May, 2016

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

	Note	Rupees in Lacs	
		2015-2016	2014-2015
INCOME			
Revenue from Operations (Gross)	18	46,284.57	45,534.15
Less: Excise Duty		3,998.48	3,826.48
Revenue from Operations (Net)		42,286.09	41,707.67
Other Income	19	513.94	168.77
Total Revenue		42,800.03	41,876.44
EXPENSE			
Cost of Raw Materials Consumed	20	19,525.63	21,120.51
Purchase of Stock in Trade	21	258.38	230.70
Changes in Inventories of Finished Goods and Work in Progress	22	534.34	(400.91)
Employee Benefit Expenses	23	5,071.18	4,709.68
Finance Costs	24	883.30	1,304.24
Depreciation and Amortisation Expenses	25	1,416.61	1,641.27
Other Expenses	26	9,366.27	8,543.58
Total Expenses		37,055.71	37,149.07
PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX		5,744.32	4,727.37
EXCEPTIONAL ITEMS (Refer Note 270)		485.51	128.83
PROFIT BEFORE TAX		5,258.81	4,598.54
TAX EXPENSE			
Current Tax		1,312.00	1,233.64
Provision for Tax relating to prior years		-	27.88
Deferred Tax		42.17	18.44
		1,354.17	1,279.96
PROFIT FOR THE YEAR		3,904.64	3,318.58
Earnings Per Equity Share (in Rupees)			
Basic		1.72	1.46
Diluted		1.72	1.46
Significant Accounting Policies	I		
Explanatory Information and Other Additional Notes	27		
The explanatory information and other additional notes are an integral part of these financial statements			

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

For **M. M. NISSIM & CO.**

Chartered Accountants

(Firm Reg. No. 107122W)

For and on behalf of the Board of Directors

UMESHKUMAR MORE

Chairman

DIN: 00112662

NIRAJKUMAR MORE

Managing Director

DIN: 00113191

N. KASHINATH

Partner

Membership No. 36490

VINOD HARITWAL

CEO & Director

DIN: 00112862

JAGDISH KADAM

Chief Financial Officer

Membership No. 41955

CHINTAN K. GANDHI

Company Secretary

Membership No. 21369

Mumbai, 30th May, 2016

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

	Rupees in Lacs	
	2015-2016	2014-2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
PROFIT BEFORE EXCEPTIONAL ITEM & TAX	5,744.32	4,727.37
Less: Exceptional Item	(485.51)	(128.83)
PROFIT BEFORE TAX	5,258.81	4,598.54
Adjustment for :		
Depreciation	1,416.61	1,641.27
Bad Debts Written off	975.97	441.90
Finance Costs	883.30	1,304.24
Loss / (Gain) on Fixed Assets Sold/Discarded (Net)	(32.46)	40.40
Unrealised Exchange Loss	19.42	14.00
Provision for diminution in value of investments	247.91	128.83
Interest Income	(78.38)	(74.07)
Dividend Income	(0.31)	(0.20)
Operating Profit Before Working Capital Changes	8,690.87	8,094.91
Adjustments for Changes in Working Capital		
Trade Receivables	119.79	(241.64)
Inventories	391.40	(637.65)
Long Term Loans and Advances	(6.76)	(11.73)
Short Term Loans and Advances	(221.61)	299.68
Other Current Assets	50.47	(54.75)
Trade Payables	6.62	(703.33)
Other Long Term Liabilities	253.67	54.80
Other Current Liabilities	(701.16)	(654.27)
Long Term Provisions	240.02	151.96
Short Term Provisions	(7.06)	(23.57)
Cash generated from Operations	8,816.25	6,274.41
Less: Direct Taxes Paid	(1,155.21)	(750.99)
NET CASH FLOW FROM OPERATING ACTIVITIES	7,661.04	5,523.42
B. CASH FLOW FROM INVESTING ACTIVITIES		
Payment towards Capital Expenditure	8.61	29.47
Payment towards Purchase of Fixed Assets	(887.54)	(1,047.15)
Proceeds from Sale of Fixed Assets	56.42	33.65
Investment in Subsidiary Company	(46.15)	(1.87)
Proceeds from Sale of Investment	-	0.54
Interest and Dividend Income	68.44	58.31
NET CASH FLOW FROM INVESTING ACTIVITIES	(800.22)	(927.05)

		Rupees in Lacs	
		2015-2016	2014-2015
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Repayment of Long Term Borrowings	(938.93)	(2,544.70)
	Repayment of Short Term Borrowings	(1,607.16)	(180.00)
	Repayment of Fixed Deposits	(30.73)	(155.32)
	Net Proceeds / (Repayment) of Hire purchase credits	(97.52)	63.71
	Repayment of Working capital facilities	(1,306.68)	(335.87)
	Loan to Related Parties	-	0.64
	Net Proceeds / (Repayment) of Loan from Related Parties	(125.00)	291.50
	Interest Paid	(911.74)	(1,322.15)
	Dividend and Corporate Dividend Tax	(1,138.84)	(419.53)
	NET CASH FLOW FROM FINANCING ACTIVITIES	(6,156.60)	(4,601.72)
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	704.22	(5.35)
	CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE PERIOD (Refer Note 17)	478.30	483.65
	CASH AND CASH EQUIVALENTS AS AT THE END OF THE PERIOD (Refer Note 17)	1,182.52	478.30
	Note: The above Cash Flow Statement has been prepared under the Indirect Method.		

This is the Cash Flow Statement referred to in our report of even date

For **M. M. NISSIM & CO.**

Chartered Accountants
(Firm Reg. No. 107122W)

For and on behalf of the Board of Directors

UMESHKUMAR MORE

Chairman
DIN: 00112662

NIRAJKUMAR MORE

Managing Director
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CEO & Director
DIN: 00112862

JAGDISH KADAM

Chief Financial Officer
Membership No. 41955

CHINTAN K. GANDHI

Company Secretary
Membership No. 21369

Mumbai, 30th May, 2016

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

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Accounting:

The Financial Statements are prepared in accordance with the generally accepted accounting principles in India. The Company has prepared these financial statements to comply in all material aspects with the Accounting Standards notified under section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules 2014. The Financial statements have been prepared on an accrual basis and under the historical cost convention (except for revaluation of certain assets on merger).

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year. All assets and liabilities have been classified as current or non-current as per criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents the Company has determined its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

b. Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

c. Revenue Recognition:

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. The following specific recognition criteria must also be met before revenue is recognized:

Revenue from the sale of products is recognized upon passage of title to the customer, which generally coincides with their delivery. Claims, if any, in respect of sales are accounted for as and when settled.

Equipment manufactured by the Engineering Division for use by other divisions is included in the Sales at transfer price and are capitalised by other division.

Benefit on account of entitlement to import duty free materials under the "Duty Entitlement Exemption Certificate" (DEEC) is accounted in the year of import.

Income arising out of Business Conducting/License Fees is accounted at contracted rates, keeping in view, the collectability of the resulting receivables is reasonably assured and is disclosed net of indirect taxes, if any.

Revenue from amenities provided is recognized at value of service and is disclosed net of indirect taxes, if any. Recoveries made against common area maintenance expenses are netted off against relevant expenses.

Income from operations in Paints division includes Job Contract receipts, net of payments made to sub contractors. The Company follows the "Percentage of Completion Method" of accounting for all contracts. The revenue from the execution of contracts is recognized proportionately with the degree of completion achieved under each contract, matching revenue with expenses incurred.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend Income is recognised when the right to receive is established.

Insurance and other claims/refunds, due to uncertainty in realisation are accounted for on acceptance/actual receipt basis.

d. Government Grants:

Government grants and subsidies and interest thereon are recognized when there is reasonable certainty that the grant/subsidy will be received and all conditions attached thereto will be complied with.

Government grants and subsidies receivable against an expense are deducted from such expense. If the grant/subsidy is not related to a specific expenditure, it is taken as income. Grant/subsidy receivable against a specific fixed asset is deducted from cost of the relevant fixed asset.

e. Fixed Assets and Depreciation:

Tangible fixed assets are stated at cost of acquisition/fair value including expenditure incurred during construction/erection less accumulated depreciation. The cost of an asset comprises its purchase price and any directly attributed cost of bringing the asset to working condition for its intended use. In respect of qualifying assets, related pre-operational expenses, including borrowing cost are also capitalised. Machinery spares which can be used only in connection with an item of fixed asset and whose use as per technical assessment is expected to be irregular are capitalised and depreciated over the residual life of the respective assets.

Intangible assets are stated at acquisition cost, net of accumulated amortisation and provision for impairment, if any.

Expenditure incurred during the developmental and preliminary stages of Company's new projects are carried forward under the head Capital Work-in-Progress.

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

Depreciation is provided on the revised useful life of assets and in the manner specified in Schedule II of the Companies Act, 2013

- On straight-line basis in respect of all assets.
- Assets individually costing Rs. 5000 or less are depreciated fully in the year of purchase.

Premium on leasehold land is amortised over its lease period.

Intangible assets are being amortised on straight-line method over a period of five years.

Additional depreciation arising on revaluation of the assets at its Paints division is adjusted against General Reserve.

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

f. Impairment:

The carrying amount of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external/internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount, which represents the greater of the net selling price and "Value in use" of the assets. The estimated future cash flows considered for determining the value in use, are discounted to their present value at the weighted average cost of capital.

g. Investments:

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

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

h. Inventory:

Raw materials, Packing materials and Stores and Spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, packing materials and stores and spares is determined on daily moving weighted average cost basis.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

i. Research and Development:

Research and Development expenditure of revenue nature is written off in the year in which it is incurred and expenditure of capital nature is included in fixed assets and depreciation is provided on such assets as applicable.

j. Retirement and other Employee Benefits:

Short-term employee benefit is accounted in the period during which the services have been rendered.

The Company's contribution to the Provident Fund is remitted to "Employees Provident Fund Organisation" based on fixed percentage of the eligible employee's salary and charged to the Statement of Profit & Loss.

Superannuation benefits to certain employees, a defined contribution plan, as per Company's scheme, have been funded with Life Insurance Corporation of India and contribution is charged to the Statement of Profit & Loss, when the contribution to the fund is due.

The Company's Liability towards Gratuity being defined benefit plan is accounted for based on Actuarial valuation done at the year-end using the Projected Unit Credit Method. Actuarial gains & losses are charged to statement of Profit & Loss. The Gratuity liability is partly funded through a trust with the Life Insurance Corporation of India for employees of Paints Division.

Compensated leave encashment being other long-term employee benefit is accounted for based on Actuarial valuation done at the year-end using Projected Unit Credit Method. Actuarial gains & losses are charged to the Statement of Profit & Loss.

k. Foreign Currency Transactions:

Initial Recognition:

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions.

Subsequent Recognition:

As at the reporting date, non-monetary items, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period.

Exchange differences on restatement of all other monetary items are recognized in the Statement of Profit and Loss.

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

Forward Exchange Contracts:

The premium or discount arising at the inception of forward exchange contract entered into to hedge an existing asset / liability is amortized as expense or income over the life of the contract. Exchange difference on such a contract is recognized in the Statement of Profit and Loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognized as income or as expense for the period.

Forward exchange contracts outstanding as at the year end on account of firm commitment / highly probable forecast transactions are mark-to-market and the losses, if any, are recognized in the Statement of Profit and Loss and gains are ignored in accordance with the announcement of The Institute of Chartered Accountants of India on 'Accounting for Derivatives' issued in March 2008.

l. Customs Duty and Excise Duty:

Excise Duty on finished goods stock lying at the factory is accounted for at the point of manufacture of goods and accordingly is considered for valuation of finished goods stock lying in the factories as on the Balance Sheet date. Similarly, custom duty on imported materials in transit/ lying in bonded warehouse is accounted for at the time of import/bonding of materials.

m. Borrowing Costs:

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings directly attributable to the acquisition of or construction of qualifying assets till such time the assets are substantially ready for their intended use, are capitalised. All other borrowing costs are charged to revenue.

n. Income Taxes:

Tax expense comprises both current and deferred taxes. Current Tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax assets and liabilities arising on account of timing difference and which are capable of reversal in subsequent periods are recognized using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax assets pertaining to unabsorbed business loss & depreciation is recognized only to the extent of virtual certainty of its realisation.

Minimum Alternative Tax credit is recognized, as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

o. Segment Reporting:

Identification of Segments:

The Company has disclosed Business Segment as the Primary Segment. The Company's operating business are organised and managed separately according to the nature of the products and services provided, with each segment representing strategic business unit that offers different products and serves different markets.

Segment Revenue & Results:

The Income and Expenses, which are not directly attributable to business segment, are shown as unallocated income and expenses.

Segment Assets & Liabilities:

Segment Assets include all operating assets used by the business segment and consist principally all Fixed Assets, Trade Receivables, Inventories and Advances. Segment Liabilities primarily include Creditors, Other Liabilities / Provisions. Common assets and liabilities that cannot be allocated to any segment are shown as a part of unallocated corporate assets and liabilities.

p. Leases:

Operating Lease payments are recognized on a straight-line basis over the lease term.

q. Cash and Cash Equivalents:

Cash and Cash equivalents for the purpose of cash flow statement comprise cash at Bank and in hand.

r. Earnings per share:

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

For calculating diluted earnings per share the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

s. Provision & Contingent Liabilities:

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may but probably will not require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are neither recognized nor disclosed in the financial statements.

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

NOTE 2: SHARE CAPITAL

Rupees in Lacs

	March 31, 2016	March 31, 2015
Authorised		
50,00,00,000 Equity Shares of Re. 1/- each	5,000.00	5,000.00
	5,000.00	5,000.00
Issued, Subscribed and Fully Paid-up		
22,67,05,750 Equity Shares of Re. 1/- each	2,267.06	2,267.06
	2,267.06	2,267.06

Reconciliation of shares outstanding as at the end of the year:

	March 31, 2016		March 31, 2015	
	No. of Shares	Rupees in Lacs	No. of Shares	Rupees in Lacs
As at the beginning of the year	22,67,05,750	2,267.06	22,67,05,750	2,267.06
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	22,67,05,750	2,267.06	22,67,05,750	2,267.06

(a) Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Re. 1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(b) Shareholders holding more than 5 percent of the Equity Shares:

Name of the Shareholder	No. of Shares held			
	March 31, 2016	% of holding	March 31, 2015	% of holding
Mr. Umeshkumar More	2,28,05,999	10.06%	2,33,05,999	10.28%
Mr. Nirajkumar More	2,26,87,726	10.01%	2,26,87,726	10.01%
Mrs. Premlata More	1,27,24,455	5.61%	1,32,24,455	5.83%
M/s Growel Projects Limited	1,25,58,000	5.54%	1,25,58,000	5.54%
M/s Poona Bottling Company Private Limited	4,21,75,000	18.60%	4,09,75,000	18.07%
M/s Ridhi Sidhi Limited	3,23,59,000	14.27%	3,23,59,000	14.27%

NOTE 3: RESERVES AND SURPLUS

Rupees in Lacs

	March 31, 2016	March 31, 2015
General Reserve		
As per Last Account	19,667.55	17,232.42
Add: Transfer from Statement of Profit and Loss	3,000.00	2,700.00
	22,667.55	19,932.42
Less: Charge on account of Transitional Depreciation (Net of Deferred tax)	-	219.60
Less: Transfer from Statement of Profit and Loss being difference of Depreciation on Original cost and Fair value	39.26	45.27
	22,628.29	19,667.55
Note: General reserve includes surplus in "Amalgamation reserve" on merger after netting of accumulated losses on merger, amalgamation expenses and difference of depreciation on original cost and their fair value of Rs. 2,074.28 Lacs (P.Y. Rs. 2,113.54 Lacs)		

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

	March 31, 2016	March 31, 2015
Surplus in the Statement of Profit and Loss		
As per Last Account	118.72	100.42
Profit for the year	3,904.64	3,318.58
	4,023.36	3,419.00
Less:- Appropriations		
Interim Dividend paid (Rs. 0.20 Per share (P.Y. Rs. NIL Per share))	453.41	-
Proposed Dividend (Rs. 0.08 Per share (P.Y. Rs. 0.22 Per share))	181.36	498.75
Corporate Tax on Dividend	129.23	101.53
Transfer to General Reserve	3,000.00	2,700.00
Net Surplus in the Statement of Profit and Loss	259.36	118.72
	22,887.65	19,786.27

NOTE 4: LONG TERM BORROWINGS

Rupees in Lacs

	NON CURRENT		CURRENT MATURITIES	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Secured				
Term Loans from Banks	-	938.93	-	1,607.16
Unsecured				
Fixed Deposits	-	42.70	42.70	30.73
Others (Hire Purchase Credits)	29.21	86.88	79.94	119.79
Amounts disclosed under the head 'Other Current Liabilities (Refer Note 10)	-	-	(122.64)	(1,757.68)
	29.21	1,068.51	-	-

Nature of Security

- (a) Term loan from The Saraswat Co-operative Bank Ltd. was secured by pari-passu first charge by way of joint mortgage of deposit of title deeds of immovable properties of the Company at Kandivli.
- (b) Term loan from Woori Bank was secured by pari-passu first charge along with The Saraswat Co-operative Bank Ltd. by way of joint mortgage of deposit of title deeds of immovable properties of the Company at Kandivli.

Terms of Repayment

- i The Term loan (I) from The Saraswat Co-operative Bank Ltd. has been fully repaid in August 2015 as against its terminal date of June 2016. Interest has been paid @ 11.50% p.a. (P.Y. @ 11.50% p.a.).
- ii The Term loan (II) from The Saraswat Co-operative Bank Ltd. has been fully repaid in August 2015 as against its terminal date of July 2016. Interest has been paid @ 11.00% p.a. (P.Y. @ 11.00% p.a.).
- iii The Term loan from Woori Bank has been fully repaid in November 2015 as against its terminal date of September 2017. Interest has been paid @ 10.50% p.a. (P.Y. @ 10.50% p.a.).
- iv Hire Purchase Credits are repayable in equitable monthly installments with interest rates ranging from 10.00% to 10.91% p.a. (P.Y. 8.50% to 10.90% p.a.) as applicable and are expected to be fully repaid as per the respective repayment schedules and shall get fully repaid between August 2015 to April 2019.
- v Fixed Deposits shall be fully repaid on respective dates of maturity before 31st March, 2017. Interest is payable @ 12.50% p.a. (P.Y. @ 12.50% p.a.).

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

NOTE 5 : DEFERRED TAX LIABILITIES (NET)

Rupees in Lacs

	March 31, 2016	March 31, 2015
The breakup of Deferred Tax Liabilities arising on account of timing difference in:		
- Depreciation	2,313.64	2,230.39
- Accrued expenses allowable on actual payments	(581.44)	(540.35)
Deferred Tax Liabilities (Net)	<u>1,732.20</u>	<u>1,690.04</u>

NOTE 6: OTHER LONG TERM LIABILITIES

Rupees in Lacs

	March 31, 2016	March 31, 2015
Unsecured		
Deposits from Licensees and Dealers	1,569.23	1,309.22
Security Deposit from Employees	83.67	90.01
	<u>1,652.90</u>	<u>1,399.23</u>

NOTE 7: PROVISIONS

Rupees in Lacs

	LONG TERM		SHORT TERM	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Provision for Employee Benefits				
Leave benefits	125.10	137.07	44.68	45.33
Gratuity	1,182.24	930.25	137.98	144.39
For Tax (Net of Advance Tax paid)	-	-	467.11	398.49
Proposed Dividend	-	-	181.36	498.75
Corporate Tax on Dividend	-	-	36.92	101.53
	<u>1,307.34</u>	<u>1,067.32</u>	<u>868.05</u>	<u>1,188.49</u>

NOTE 8: SHORT TERM BORROWINGS

Rupees in Lacs

	March 31, 2016	March 31, 2015
Secured		
Working Capital facilities from Banks	1,997.64	3,303.23
Unsecured		
Loans from Related Parties	557.00	682.00
	<u>2,554.64</u>	<u>3,985.23</u>

Nature of Security

Working capital facilities are secured by hypothecation of all stocks, moveable assets and book debts by way of first charge on pari-passu basis and are further collaterally secured by second pari-passu charge on the block assets of Shopping Mall at Kandivli, Mumbai. The working capital facility is repayable on demand and carries interest @ 9.30% to 12.15% p.a. (Previous year 10.00% to 12.25% p.a.).

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

NOTE 9: TRADE PAYABLES

Rupees in Lacs

	March 31, 2016	March 31, 2015
Total outstanding dues to Micro Enterprises and Small Enterprises (Refer Note 27))	155.32	140.16
Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	3,638.02	3,646.86
	<u>3,793.34</u>	<u>3,787.02</u>

NOTE 10: OTHER CURRENT LIABILITIES

Rupees in Lacs

	March 31, 2016	March 31, 2015
Current Maturities of Long Term Debt (Refer Note 4)	122.64	1,757.68
Interest accrued and due on borrowings	2.62	31.06
Statutory dues:		
Excise Duty	234.56	225.88
Service Tax Payable	226.95	225.44
Others	109.45	106.20
Other payables:		
Employee Benefits	113.63	120.52
Unpaid Dividend*	38.29	31.13
Sundry Creditors for Capital Goods	40.16	22.34
Discount Payable	414.66	435.28
Expenses Payable	1,023.07	1,632.06
Advances from Customers	325.83	445.19
Others	39.28	15.84
	<u>2,691.14</u>	<u>5,048.62</u>
* There is no amount due and outstanding to be credited to Investor Education and Protection Fund.		

Rupees in Lacs

NOTE 11: FIXED ASSETS

Nature of Fixed Assets	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	Cost as at 1/4/2015	Additions	Deductions	Other Adjustments	Cost as at 31/3/2016	Up-to 31/3/2015	Provided during the year	Transitional Charge	Deductions Adjustments	Up-to 31/3/2016	As at 31/3/2016	As at 31/3/2015
Tangible Assets												
Land												
a) Freehold	1,484.78	-	-	-	1,484.78	-	-	-	-	-	1,484.78	1,484.78
	(1,484.78)	-	-	-	(1,484.78)	-	-	-	-	-	(1,484.78)	(1,484.78)
b) Leasehold	1,887.61	-	-	-	1,887.61	215.76	21.53	-	-	237.29	1,650.32	1,671.85
	(1,887.61)	-	-	-	(1,887.61)	(194.23)	(21.53)	-	-	(215.76)	(1,671.85)	(1,693.38)
Buildings	14,734.86	185.14	0.36	-	14,919.64	2,902.68	492.12	-	-	3,394.80	11,524.84	11,832.18
	(14,612.01)	(123.46)	(0.61)	-	(14,734.86)	(2,366.93)	(483.90)	(51.88)	(0.03)	(2,902.68)	(11,832.18)	(12,245.08)
Plant and Machinery	7,998.02	400.11	124.50	0.54	8,273.09	3,482.10	517.33	-	119.01	3,880.42	4,392.67	4,515.92
	(7,567.77)	(547.23)	(98.84)	(18.14)	(7,998.02)	(2,758.04)	(693.73)	(123.82)	(93.49)	(3,482.10)	(4,515.92)	(4,808.26)
Laboratory Equipment	339.89	10.66	-	-	350.55	236.54	23.62	-	-	260.16	90.39	103.35
	(322.80)	(26.40)	(8.15)	(1.16)	(339.89)	(182.81)	(41.36)	(19.87)	(7.51)	(236.53)	(103.35)	(141.66)
R and D Equipment	720.56	161.48	-	-	882.04	359.59	74.09	-	-	433.68	448.36	360.97
	(660.65)	(116.98)	(57.07)	-	(720.56)	(299.57)	(70.11)	(30.90)	(40.99)	(359.59)	(360.97)	(360.87)
Furniture and Fixtures	1,504.82	22.88	-	-	1,527.70	689.68	133.57	-	-	823.25	704.45	815.14
	(1,482.34)	(34.23)	(5.73)	(6.02)	(1,504.82)	(535.32)	(137.76)	(19.45)	(2.85)	(689.68)	(815.14)	(947.02)
Vehicles*	973.37	40.74	108.46	-	905.65	403.83	103.61	-	90.90	416.54	489.11	569.54
	(840.18)	(203.49)	(70.46)	(-0.16)	(973.37)	(313.56)	(132.17)	(1.50)	(43.40)	(403.83)	(569.54)	(526.62)
Office Equipment	509.47	17.51	0.17	-	526.81	390.70	49.34	-	0.16	439.88	86.93	118.77
	(475.69)	(32.68)	(0.98)	(-2.08)	(509.47)	(231.72)	(76.32)	(85.26)	(2.60)	(390.70)	(118.77)	(243.97)
TOTAL	30,153.38	838.52	233.49	0.54	30,757.87	8,680.88	1,415.21	-	210.07	9,886.02	20,871.85	21,472.50
Previous year	(29,333.83)	(1,084.47)	(241.84)	(23.08)	(30,153.38)	(6,882.19)	(1,656.88)	(332.68)	(190.87)	(8,680.88)	(21,472.50)	
Intangible Assets												
Computer Software	216.43	74.96	-	-	291.39	132.19	40.66	-	-	172.85	118.54	84.24
	(170.38)	(46.05)	-	-	(216.43)	(102.53)	(29.66)	-	-	(132.19)	(84.24)	-
TOTAL	216.43	74.96	-	-	291.39	132.19	40.66	-	-	172.85	118.54	84.24
Previous year	(170.38)	(46.05)	-	-	(216.43)	(102.53)	(29.66)	-	-	(132.19)	(84.24)	
Capital Work-in-Progress												
											12.82	38.76
											(38.76)	
											21,003.21	21,595.50

* Includes asset given on lease - Vehicle Rs. 149.68 Lacs (PY Rs. 149.68 Lacs)

Figures in brackets are in respect of previous year.

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

NOTE 12: NON CURRENT INVESTMENTS (at cost less permanent diminution in value)

	March 31, 2016		March 31, 2015	
	Nos.	Rupees in Lacs	Nos.	Rupees in Lacs
A) Quoted (Other than Trade)				
In fully paid-up Equity Shares of Rs. 10 each				
Arihant Threads Limited	2,100	0.06	2,100	0.06
Crystal Software Solutions Limited	8,600	0.43	8,600	0.43
Sunflag Iron & Steel Company Limited	2,000	0.00	2,000	0.00
Ginni Filaments Limited	900	0.14	900	0.14
Indo-French Bio-tech Enterprises Limited	89,800	0.90	89,800	0.90
In fully paid-up Equity Shares of Rs. 2 each				
Punjab National Bank	1,175	0.92	1,175	0.92
B) Unquoted (Trade)				
In Associates				
Growel Goema (I) Private Limited (Fully paid up Equity shares of Rs. 10/- each) (Refer Note 27 (Q)(I))	149,980	0.00	149,980	15.00
Growel Sidasa Industries Private Limited (Fully paid up Equity shares of Rs. 10/- each)	1,288,300	0.00	1,288,300	0.00
Grauer & Weil (Thailand) Limited (Fully paid up Equity shares of THB 100 each)	58,800	83.83	58,800	83.83
In Subsidiaries				
Grauer & Weil (Shanghai) Limited (Fully Paid up) (Refer Note 27 (Q)(I))	2,328,460	0.00	2,328,460	232.85
Grauer & Weil (UK) Limited (Fully paid up Equity shares of Sterling Pound of 1 each)	1	0.00	1	0.00
Growel Chemicals Company Limited (Fully paid up Equity shares of THB 100 each)	51,000	48.02	1,000	1.87
Other Investments				
The Saraswat Co-operative Bank Limited (Fully paid up Equity shares of Rs. 10/- each)	5,000	0.50	5,000	0.50
C) Unquoted (Other than Trade)				
In Associates				
Poona Bottling Company Private Limited (Fully paid-up Equity shares of Rs. 100/- each)	91,960	3.90	91,960	3.90
Other Investments				
In fully paid-up Equity Shares of Rs. 10 each				
Shree Vaishnavi Dyeing & Printing Limited	1,500	0.00	1,500	0.06
Rasik Plast Limited	13,500	0.00	13,500	0.00
Surlux Health Centres Limited	1,000	0.00	1,000	0.00
Shivalik Solid Waste Management Limited	20,000	2.00	20,000	2.00
National Savings Certificates		0.19		0.19
		<u>140.89</u>		<u>342.65</u>
	Cost	Market value	Cost	Market value
	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs	Rs. in Lacs
Aggregate Market Value of Quoted Investments	-	1.58	-	3.11
Aggregate Book Value of Quoted Investments	2.45	-	2.45	-
Aggregate Book Value of Unquoted Investments	138.44	-	340.20	-

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

NOTE 13: LOANS AND ADVANCES

Rupees in Lacs

	LONG TERM		SHORT TERM	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Unsecured - Considered Good				
Capital Advances	169.79	178.40	-	-
Loans and Advances to Related Parties (Refer Note 27D)	50.78	50.78	-	-
Loans and Advances to Employees	4.16	6.52	14.86	45.59
Other Loans and Advances:				
Advance Income Tax (Net of Provisions)	118.39	94.67	-	-
MAT Credit Entitlement	810.31	922.21	-	-
Security Deposits	309.44	300.32	-	-
Advance to Suppliers	-	-	545.42	362.56
Prepaid Expenses	-	-	45.08	37.64
VAT Receivable	-	-	116.08	96.71
Balances with Government Authorities				
CENVAT	-	-	242.96	261.35
Service Tax	-	-	136.44	75.38
	<u>1,462.87</u>	<u>1,552.90</u>	<u>1,100.84</u>	<u>879.23</u>

NOTE 14: OTHER ASSETS

Rupees in Lacs

	NON CURRENT		CURRENT	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Unsecured - Considered Good				
Interest accrued on Inter Corporate Deposits	-	-	42.09	31.84
Others	-	-	163.45	213.92
Non current Bank balances (Refer Note 17)	20.22	0.89	-	-
	<u>20.22</u>	<u>0.89</u>	<u>205.54</u>	<u>245.76</u>

NOTE 15: INVENTORIES

Rupees in Lacs

	March 31, 2016	March 31, 2015
At lower of Cost and Net Realisable Value		
Raw Materials	2,822.54	2,614.63
Goods-in-Transit	584.23	635.25
	<u>3,406.77</u>	<u>3,249.88</u>
Work-in-Progress	868.20	1,283.00
Finished Goods	1,893.99	2,033.67
Traded Goods	34.16	30.28
	<u>1,928.15</u>	<u>2,063.95</u>
Stores and Spares	181.76	179.45
	<u>6,384.88</u>	<u>6,776.28</u>

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

NOTE 16: TRADE RECEIVABLES (Refer Note 27C)

Rupees in Lacs

	March 31, 2016	March 31, 2015
Overdue for a period exceeding six months from the date they are due for payment		
Secured Considered Good	368.69	409.70
Unsecured Considered Good	1,804.96	1,415.76
Others		
Secured Considered Good	315.67	274.33
Unsecured Considered Good	5,648.97	7,153.98
	8,138.29	9,253.77

NOTE 17: CASH AND BANK BALANCES

Rupees in Lacs

	NON CURRENT		CURRENT	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Cash and Cash Equivalents				
Balances with Banks				
In Current Accounts	-	-	555.62	375.73
In EEFC Accounts	-	-	606.68	77.66
Cash on Hand	-	-	20.22	24.91
	-	-	1,182.52	478.30
In Earmarked Accounts				
Unpaid Dividend Accounts	-	-	38.29	31.13
Other Bank Balances				
Margin Money / Fixed Deposits	20.22	0.89	105.98	131.38
Amount disclosed under 'Non Current Assets' (Refer Note 14)	(20.22)	(0.89)	-	-
	-	-	1,326.79	640.81

NOTE 18: REVENUE FROM OPERATIONS

Rupees in Lacs

	2015-2016	2014-2015
Sale of Products	47,557.12	46,436.68
Less: Trade Discount	4,508.35	4,049.19
	43,048.77	42,387.49
Business Conducting Fees/Licence Fees and related income	2,217.20	2,317.49
Other Operating Revenues		
Erection & Commissioning Charges	170.68	243.61
Labour Charges	10.57	20.39
Testing Analysis Charges	10.70	8.16
License Fees	7.00	17.00
Excise Duty Refund	372.73	272.08
Scrap Sales	100.21	109.03
Export Duty Drawback	80.09	75.62
Insurance Subsidy received	2.04	6.31
Sundry Balances written back	263.57	73.81
Others	1.01	3.16
	1,018.60	829.17
Revenue from Operations (Gross)	46,284.57	45,534.15
Less: Excise Duty	3,998.48	3,826.48
Revenue from Operations (Net)	42,286.09	41,707.67

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

	2015-2016	2014-2015
Details of Sales (Gross):		
Class of Goods		
Electroplating Chemicals	32,784.39	30,864.21
Basic Chemicals	2,067.84	2,393.71
Intermediatory Chemicals	937.15	946.84
Oils and Lubricants	1,163.18	1,023.25
Electroplating Equipment	3,919.41	4,685.20
Paints, Enamels, Varnishes and Oil Bound Distempers	6,330.74	6,213.10
Others	354.41	310.37
	47,557.12	46,436.68

NOTE 19: OTHER INCOME

Rupees in Lacs

	2015-2016	2014-2015
Interest Income	78.38	74.03
Dividend on Long Term Investments		
Trade Investments	-	0.05
Other than Trade Investments	0.31	0.15
Net Gain on Sale of Fixed Assets	32.46	-
Net Gain on Foreign Currency Transactions and Translation	165.77	38.28
Profit on Sale of Investments	-	0.04
Bad Debts Written off earlier now recovered	143.93	-
Insurance Claim	38.31	12.47
Lease Income	39.53	25.53
Miscellaneous Receipts	15.25	18.22
	513.94	168.77

NOTE 20: COST OF RAW MATERIALS CONSUMED

Rupees in Lacs

	2015-2016	2014-2015
Opening Stock	2,614.63	2,435.15
Add: Purchases	19,733.54	21,299.99
	22,348.17	23,735.14
Less: Closing Stock	2,822.54	2,614.63
	19,525.63	21,120.51
Details of Raw Materials Consumed:		
Inorganic Compounds	8,008.23	9,300.22
Organic Compounds	6,628.00	5,836.46
Mild Steel and Angles, Beams, Channels, Sheets, Rods and Flats	581.31	843.49
Stainless Steel, Rods, Sheets and Flats	146.57	640.17
Electric Motors	61.26	138.19
Rectifiers	111.91	449.12
Pigments	527.31	454.59
Resins	1,449.99	1,541.94
Solvents	499.69	963.38
Others	1,511.36	952.95
	19,525.63	21,120.51

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

NOTE 21: PURCHASE OF STOCK IN TRADE

Rupees in Lacs

	2015-2016	2014-2015
Traded Goods	258.38	230.70
Details of Purchase of Stock in Trade:		
Electroplating Chemicals	93.48	30.13
Paints, Enamels, Varnishes and Oil Bound Distempers	164.90	200.57
	258.38	230.70

NOTE 22: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

Rupees in Lacs

	2015-2016	2014-2015
Closing Stock		
Traded Goods	34.16	30.28
Work-in-Progress	868.20	1,283.00
Finished Goods	1,893.99	2,033.67
	2,796.35	3,346.95
Opening Stock		
Traded Goods	30.28	27.48
Work-in-Progress	1,283.00	968.67
Finished Goods	2,033.67	1,918.04
	3,346.95	2,914.19
	550.60	(432.76)
Differential Excise Duty on Opening and Closing stock of Finished Goods	(16.26)	31.85
	534.34	(400.91)

Details of Inventory:	Work-in-Progress		Finished Goods	
	Opening Stock	Closing Stock	Opening Stock	Closing Stock
Electroplating Chemicals	263.38	203.41	804.70	796.83
Basic Chemicals	1.74	1.07	28.08	33.79
Intermediary Chemicals	8.85	7.09	229.85	319.19
Oils and Lubricants	4.21	4.51	67.46	50.41
Electroplating Equipment	854.42	489.85	10.21	-
Paints, Enamels, Varnishes and Oil Bound Distempers	148.06	158.76	713.98	530.33
Others	2.34	3.51	179.39	163.44
	<u>1,283.00</u>	<u>868.20</u>	<u>2,033.67</u>	<u>1,893.99</u>
			Traded Goods	
			Opening Stock	Closing Stock
Electroplating Chemicals			2.38	14.34
Paints, Enamels, Varnishes and Oil Bound Distempers			27.90	19.82
			<u>30.28</u>	<u>34.16</u>

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

NOTE 23: EMPLOYEE BENEFIT EXPENSES

Rupees in Lacs

	2015-2016	2014-2015
Salaries, Wages, Bonus and Allowances	4,497.02	4,132.00
Contribution to Provident, Gratuity and Other Funds	188.74	194.70
Welfare Expenses	385.42	382.98
	<u>5,071.18</u>	<u>4,709.68</u>
Employee Benefits:		
(a) During the year the Company has recognised the following in the Statement of Profit and Loss:		
(i) Defined Contribution Plans:		
Employer's Contribution to Provident Fund*	72.50	83.89
Employer's Contribution to Superannuation Fund*	26.00	24.23
*included in "Contribution to Provident, Gratuity and Other funds"		
(ii) Defined Benefit Plans:		
Current Service Cost	74.49	60.70
Decremental Gratuity liability payable for retired employees	-	-
Interest Cost	88.01	88.30
Expected Return on Plan Assets	(2.46)	(2.47)
Actuarial (Gain)/Loss	368.74	130.70
Net Cost	<u>528.78</u>	<u>277.23</u>
(b) Reconciliation of Benefit Obligations and Plan Assets for the year:		
Present Value of Defined Benefit Obligation	1,353.66	1,105.61
Fair Value of Plan Assets	<u>(33.44)</u>	<u>(30.96)</u>
Net Asset/(Liability) as at 31st March, 2016 recognised in the Balance Sheet	<u>1,320.22</u>	<u>1,074.65</u>
Experience Adjustments on Plan Liabilities-(Gain)/Loss	373.42	41.27
Experience Adjustments on Plan Assets-(Loss)/Gain	0.01	0.09
(c) Change in Defined Benefit Obligation:		
Present Value of Obligation as at 1st April, 2015	1,105.61	980.38
Current Service Cost	74.49	60.70
Decremental Gratuity liability payable for retired employees	-	-
Interest Cost	88.01	88.30
Actuarial (Gain)/Loss	368.76	130.79
Benefits Paid	<u>(283.21)</u>	<u>(154.56)</u>
Present Value of Obligation as at 31st March, 2016	<u>1,353.66</u>	<u>1,105.61</u>
(d) Change in Plan Assets:		
	Gratuity	Gratuity
	*Partly Funded	*Partly Funded
Opening Fair Value of Plan Assets on 1st April, 2015	30.96	28.40
Expected Return on Plan Assets	2.46	2.47
Actuarial Gain/(Loss)	0.01	0.09
Closing Fair Value of Plan Assets as on 31st March, 2016	<u>33.43</u>	<u>30.96</u>

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

		2015-2016	2014-2015		
(e) Reconciliation of Expected Return and Actual Return on Plan Assets:					
Expected Return on Plan Assets		2.46	2.47		
Acturial Gain/(Loss)		0.01	0.09		
Actual Return on Plan Assets		2.47	2.56		
(f) Reconciliation of Opening and Closing Net Liability / (Asset) recognized in the Balance Sheet:		Gratuity *Partly Funded / Unfunded	Gratuity *Partly Funded / Unfunded		
Opening Net Liability as on 1st April, 2015		1,074.65	951.98		
Expenses as recognized in the Statement of Profit and Loss		528.78	277.23		
Benefits Paid		(283.21)	(154.56)		
Net Liability/(Asset)		1,320.22	1,074.65		
(g) Investments under Plan Assets as on 31st March, 2016:					
LIC Group Gratuity (Cash Accumulation) Policy -100%					
(h) The Principal Actuarial Assumptions:					
Discount Rate		8.01% p.a	7.96% p.a		
Salary Escalation Rate		5.00% p.a	5.00% p.a		
Expected Rate of Return on Plan Assets		8.01% p.a	7.96% p.a		
The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.					
(i) Amount recognised in the current year and previous four years					
Gratuity	As at 31st March				
	2016	2015	2014	2013	2012
Defined Benefit Obligation	1,353.66	1,105.61	980.38	851.53	698.66
Fair Value of Plan Assets	33.43	30.96	28.40	26.61	24.63
(Suplus) / Deficit in the Plan	1,320.23	1,074.65	951.98	824.92	674.03
Acturial (Gain)/Loss on Plan Obligation	368.76	130.79	32.11	(15.81)	36.78
Acturial Gain/(Loss) on Plan Assets	0.01	0.09	(0.52)	(0.15)	-

NOTE 24: FINANCE COSTS

Rupees in Lacs

	2015-2016	2014-2015
Interest	439.10	899.16
Cash Discount	444.20	405.08
	883.30	1,304.24

NOTE 25: DEPRECIATION AND AMORTISATION EXPENSES

Rupees in Lacs

	2015-2016	2014-2015
On Tangible Fixed Assets	1,415.21	1,656.88
On Intangible Fixed Assets	40.66	29.66
	1,455.87	1,686.54
Less: Transferred to General Reserve	39.26	45.27
	1,416.61	1,641.27

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

NOTE 26: OTHER EXPENSES

	Rupees in Lacs	
	2015-2016	2014-2015
Stores and Spares Consumed	351.23	526.37
Packing Materials Consumed	1,464.33	1,365.83
Power and Fuel	421.58	481.77
Job Work Charges	1,014.27	736.38
Drawings, Designs and Layout Expenses	14.16	16.53
Rent	141.65	144.83
Repairs and Renewals:		
Buildings	358.08	205.25
Plant and Machinery	198.29	137.68
Other Assets	92.58	98.86
	648.95	441.79
Insurance	56.82	57.69
Rates and Taxes	192.46	339.27
Printing and Stationery	71.35	77.80
Travelling and Conveyance	491.81	530.87
Communication Expenses	125.81	128.08
Legal and Professional Charges	489.27	447.68
Auditors' Remuneration:		
As Auditors	3.74	3.47
For Tax Audit	1.02	0.94
For Taxation matters	1.02	2.52
For Other services	2.72	1.69
Reimbursement of Expenses	0.48	0.59
	8.98	9.21
Cost Auditors' Remuneration:		
As Auditors	1.62	1.25
Directors' Fees	7.45	4.10
Loss on Fixed Assets Sold / Discarded (Net)	-	40.40
Vehicle Expenses	113.60	118.27
Donations and Contributions	3.67	3.37
Business Promotion	284.88	229.58
Sales Tax	1,109.95	897.98
Service Tax	8.38	-
Freight and Forwarding (Net)	506.66	624.15
Bad Debts Written off	975.97	441.90
Research and Development Expenses	133.84	130.00
Discount and Commission	84.50	92.79
Guards and Security	132.14	124.08
Unrecovered Common Area Maintenance Expenses	18.26	43.05
Bank charges	86.76	99.18
Miscellaneous Expenses	405.92	389.38
	9,366.27	8,543.58

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

NOTE 27: EXPLANATORY INFORMATION & OTHER ADDITIONAL NOTES

A. Contingent Liabilities not provided for:	Rupees in Lacs	
	2015-2016	2014-2015
Disputed matters in appeal / contested in respect of:		
- Income Tax	24.26	13.92
- Excise Duty/ Service Tax (Rs. 16.26 Lacs paid)	287.63	173.48
- Sales Tax	18.77	25.05
Bank Guarantees	852.94	1,060.22
It is not possible for the company to estimate the timing of cash flows, if any, in respect of above pending matters.		
B. Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances)	1.96	44.05

C. Trade Receivables include:	Rupees in Lacs	
	2015-2016	2014-2015
Debts due from Companies in which directors are interested		
Growel Goema (I) Private Limited	43.08	74.76

D. Loans and Advances include:	Rupees in Lacs	
	2015-2016	2014-2015
a) Loans to a Associate Company		
Grauer & Weil (Thailand) Limited - (including interest of Rs.4 Lacs)	54.00	54.00
b) Advances due from a Subsidiary Company - On account of expenses		
Grauer & Weil (UK) Limited	0.78	0.78

E. Disclosure pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013

Loan to an Associate Company:

	Amount Outstanding	Maximum Balance during the year	Shares held by the Loanee Company	
	(Rs. in 'Lacs)	(Rs. in 'Lacs)	No. of Shares held at the year end (in 'Lacs)	Maximum No. of Shares held during the year (in 'Lacs)
Grauer & Weil (Thailand) Limited	50.00 (50.00)	50.00 (50.00)	Nil (Nil)	Nil (Nil)

Notes:

- The above loan advanced prior to 1st April, 2014 for the purpose of working capital carries an interest @ 8% p.a. (previous year @ 8% p.a.)
- Refer Note 12 and 15 for investments.
- Previous year figures are in brackets.

F. In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated if realised in the ordinary course of the business.

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

- G. The Company has taken various premises under operating leases. These are generally not non-cancellable, range between 11 months to 3 years and above, and are renewable by mutual consent on mutually agreeable terms. Lease payments are recognised in the Statement of Profit and Loss under the head "Rent".

Minimum Lease payments:

Rupees in Lacs

Particulars	2015-2016	2014-2015
- Not later than one year	39.29	95.09
- Later than one year, but not later than five years	47.38	46.04
- More than five years	159.94	161.93

- H. Research & Development activities during the year at its R&D Centre at Kandivli and at its Paint Division at Chembur:

Rupees in Lacs

Particulars	2015-2016	2014-2015
i) Salaries, Wages, Bonus & Allowances	448.90	435.83
ii) Chemicals consumed	86.65	82.53
iii) Travelling & Conveyance	38.33	30.81
iv) Repairs & Maintenance	22.35	22.13
v) Other expenses	9.32	17.99
Total	605.55	589.29
Less : Testing & analysis charges	(8.20)	(8.16)
Total	597.35	581.13

Note:

Depreciation includes **Rs. 74.19 Lacs** (P.Y. Rs. 70.11 Lacs) in respect of Fixed Assets used for Research & Development.

Capital Expenditure on Research & Development during the year is **Rs. 273.10 Lacs** (P.Y. Rs. 116.98 Lacs).

The Company has received the approval of In-house Research & Development facility at R&D centre, Kandivli, Mumbai & B. D. Patil Marg, Chembur, Mumbai granted by Government of India, Ministry of Science & Technology, Department of Scientific & Industrial Research vide their Letter No. TU/IV-15 (305)/35 (2AB) /3CM/209/2013 dated 13th December, 2013 for the period 1st April, 2012 to 31st March, 2016.

The Research & Development expenditure incurred during the year at other locations of the Company not included in above is as follows:

Rupees in Lacs

	2015-2016	2014-2015
Revenue Expenditure	48.19	46.11
Capital Expenditure	10.66	26.40

- I. The Company enters into forward exchange contracts being derivative instruments, which are not intended for trading or speculative purposes, but for hedge purposes, to establish the amount of reporting currency required or available at the date of settlement.

(i) Outstanding position in respect of forward exchange contracts as at 31st March, 2016 is as follows:

Purpose	No. of Contracts	US Dollar (in 'Lacs)	Euro (in 'Lacs)	INR (in 'Lacs)
Forward Contracts in respect of foreign currency receivables	5 (2)	3.77 (-)	- (1.08)	255.76 (71.80)
Forward Contracts in respect of foreign currency payables	- (6)	- (2.01)	- (-)	- (127.10)

(ii) Un-hedged foreign currency exposure is as under:

Particulars	JPY (in 'Lacs)	USD (in 'Lacs)	EURO (in 'Lacs)	GBP (in 'Lacs)	Total (INR) (in 'Lacs)
Receivable	- (3.84)	20.22 (27.26)	1.41 (3.37)	- (0.22)	1455.92 (1950.77)
Payable	1.42 (-)	- (-)	0.99 (-)	1.29 (-)	199.04 (-)

Previous year figures are in brackets.

- (iii) Unamortised amount of premium on Forward cover is **Rs. 1.68 Lacs** (P. Y. Rs. 1.34 Lacs)

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

J. Micro, Small and Medium Enterprise Development Act, 2006

The information given below and that given in Note 9: Trade Payables regarding Micro, Small and Medium enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

		Rupees in Lacs	
	Particulars	2015-2016	2014-2015
(i)	Principal amount due to suppliers under MSMED	155.32	140.16
(ii)	Interest accrued and due to suppliers under MSMED on above amount, unpaid	1.07	0.13
(iii)	Payments made to suppliers (other than interest) beyond the appointed date during the year	359.72	560.37
(iv)	Interest paid to suppliers under the MSMED	-	-
(v)	Interest due and payable towards suppliers under MSMED Act towards payments already made	6.18	7.00
(vi)	Amount of cumulative interest accrued and unpaid as at the year-end	26.56	19.31

K. Details of Contracts in Progress as on 31st March, 2016

		Rupees in Lacs	
	Particulars	2015-2016	2014-2015
a)	Contract Receipt for work done	943.28	1,075.41
b)	Contract Costs for work done	598.01	624.57
c)	Amount of retention	80.98	55.80
d)	Amount due from Customers for Contract Billing	160.89	583.70
e)	Amount due to Sub Contractors for Contract Billing	379.56	431.45

L. Donations to a Political Party

		Rupees in Lacs	
		2015-2016	2014-2015
	Bhartiya Janta Party	-	1.00

- M. (i) The Company has investment in Grauer & Weil (Thailand) Limited of – **Rs. 83.83 Lacs** (P.Y. Rs. 83.83 Lacs). The net worth of the company has fully eroded. The management has taken several steps to revive the performance of this company viz. change in the local management, more proactive monitoring of performance, linkage of remuneration packages to performance and aggressive sales plans. The management considers this as strategic investment. Based on the projected future earnings, the management is of the opinion that the diminution in value of investment is temporary and that no provision is required, upon which, the auditors being unable to make an informed judgement, have placed their reliance.
- (ii) During the year, Company has subscribed to **50,000 Equity shares** (P.Y. 1,000 Equity Shares) of 100 TBH each in Growel Chemicals Company Limited, a wholly owned subsidiary company, amounting to **Rs. 46.14 Lacs** (P.Y. Rs. 1.87 Lacs).

N. Corporate Social Responsibility

		Rupees in Lacs	
		2015-2016	
	Average Net Profit in the last three years	3,572.37 (2975.34)	
	Gross amount to be spent by the Company during the year	71.45 (59.51)	

	Amount Spent during the year on:	In cash	Yet to be paid in cash	Total
(i)	Construction/ Acquisition of an asset	-	-	-
(ii)	On purposes other than (i) above	16.13 (2.12)	-	16.13 (2.12)
Previous year figures are in brackets.				

O. Exceptional Items Represents:

		Rupees in Lacs	
		2015-2016	2014-2015
	Voluntary Retirement Scheme	237.61	-
	Diminution in value of Investments	247.90	128.83

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

P. Segment Reporting

The following tables present revenue and profit/(loss) information regarding business/ geographical segments for the year ended 31st March, 2016 and certain assets and liabilities information regarding business and geographical segments as at 31st March, 2016.

(a) Primary Segment Reporting by Business Segments

Rupees in Lacs

	Chemical	Engineering	Shopper- tainment	Paints	Oils & lubes	Total
Segment Revenue						
Income from Operations	28,693.96	3,634.77	2,217.20	5,717.32	1,004.24	41,267.49
	(27,686.45)	(4,357.59)	(2,317.49)	(5,631.20)	(885.77)	(40,878.50)
Add : Other Income	936.31	205.64	247.79	35.84	0.83	1,426.41
	(579.12)	(343.36)	(7.47)	(29.45)	(-2.83)	(956.57)
Add : Unallocable Income						106.13
						(41.37)
Total	29,630.27	3,840.41	2,464.99	5,753.16	1,005.07	42,800.03
	(28,265.57)	(4,700.95)	(2,324.96)	(5,660.65)	(882.94)	(41,876.44)
Segment Results	8,176.94	(454.68)	1,135.53	(227.36)	145.05	8,775.48
	(7,538.49)	(-63.02)	(1,027.96)	(-376.49)	(83.82)	(8,210.76)
Less : Finance Cost						883.30
						(1,304.24)
Less : Other Unallocable Expenditure net of Unallocable Income						2,633.37
						(2,307.98)
Profit Before Tax						5,258.81
						(4,598.54)
Less : Provision for Current and Deferred Tax						1,354.17
						(1,279.96)
Profit After Tax						3,904.64
						(3,318.58)
Segment Assets	14,125.73	2,505.98	12,159.26	7,570.87	422.71	36,784.55
	(14,461.65)	(3,069.72)	(12,671.08)	(7,965.57)	(391.58)	(38,559.60)
Unallocated Corporate Assets						2,998.98
						(2,728.19)
Total Assets						39,783.53
						(41,287.79)
Segment Liabilities	3,810.48	1,690.28	1,825.60	1,198.21	140.39	8,664.96
	(3,405.95)	(1,849.19)	(1,918.69)	(1,658.64)	(88.21)	(8,920.68)
Unallocated Corporate Liabilities						31,118.57
						(32,367.11)
Total Liabilities						39,783.53
						(41,287.79)
Capital Expenditure	211.48	7.38	142.13	196.75	19.22	
	(458.00)	(50.00)	(41.61)	(380.73)	(12.21)	
Depreciation	588.41	39.34	646.75	72.30	2.57	
	(672.96)	(45.15)	(780.11)	(56.96)	(5.12)	

(b) Secondary Segment Reporting by Geographical Segments

Rupees in Lacs

	Domestic	Foreign	Total
Revenue	38,190.52	4,609.51	42,800.03
	(37,343.83)	(4,532.61)	(41,876.44)
Total Assets	37,888.51	1,895.02	39,783.53
	(39,560.71)	(1,727.08)	(41,287.79)

Note : Previous year's figures are in brackets.

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

Q. Disclosure pursuant to Accounting Standard (AS - 18) - Related Party Transactions

(i) List of Related Parties

Subsidiaries

Grauer & Weil (Shanghai) Limited
Grauer & Weil (UK) Limited
Growel Chemicals Company Limited

Associates

Growel Goema (I) Private Limited
Growel Sidasa Industries Private Limited
Grauer & Weil (Thailand) Limited
Poona Bottling Company Private Limited

Key Management Personnel, their relatives and enterprises where significant influence exists, with whom the Company had transactions

Key Management Personnel

Mr. Umeshkumar More	Chairman
Mr. Nirajkumar More	Managing Director
Mr. Rohitkumar More	Whole Time Director
Mr. Vinod Haritwal	CEO & Whole Time Director
Mr. Neeraj Garg (upto 27.02.2016)	COO & Whole Time Director
Mr. M M Chaturvedi	Independent Director
Mr. K C Srivastava	Independent Director
Mr. Suresh Pareek	Independent Director
Mr. Tarun Govil	Independent Director
Mrs. Aarti Shah	Independent Director
Mr. Jagdish Kadam	Chief Financial Officer
Mr. Chintan Gandhi	Company Secretary

Enterprises of Key Management Personnel

Bubna More and Company LLP
Digikore Design Private Limited
Digikore Studios Private Limited
Growel Corporate Management Limited
Growel Financial Services Private Limited
Growel Projects Limited
Growel Softech Private Limited
Radhakishan Nandlal LLP
Ridhi Sidhi Limited
Waluj Beverages LLP

Relatives of Key Management Personnel

Mr. Rameshkumar More	Father of Mr. Rohitkumar More
Mrs. Premlata More	Wife of Mr. Umeshkumar More
Mrs. Pallavi More	Wife of Mr. Nirajkumar More
Mrs. Manisha Dujodwala	Daughter of Mr. Umeshkumar More
Mrs. Shivani Rajgarhia	Daughter of Mr. Umeshkumar More
Mrs. Dinal Gandhi	Wife of Mr. Chintan Gandhi
Mr. Aman More	Son of Mr. Nirajkumar More
Nirajkumar More (HUF)	Mr. Nirajkumar More (Karta)

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

Related Party Transactions (Excluding Reimbursements)

Rupees in Lacs

Particulars	Subsidiary		Associates		Enterprise of KMP		KMP		Relatives of KMP		Total	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Directors fees												
Mr. K C Srivastava	-	-	-	-	-	-	1.00	0.70	-	-	1.00	0.70
Mr. Suresh Pareek	-	-	-	-	-	-	1.20	0.85	-	-	1.20	0.85
Mr. M M Chaturvedi	-	-	-	-	-	-	2.15	0.80	-	-	2.15	0.80
Mr. Yogesh Samat	-	-	-	-	-	-	-	0.40	-	-	-	0.40
Mr. Tarun Govil	-	-	-	-	-	-	1.85	0.85	-	-	1.85	0.85
Mrs. Aarti Shah	-	-	-	-	-	-	1.25	0.50	-	-	1.25	0.50
Commission to Directors												
Mr. K C Srivastava	-	-	-	-	-	-	4.25	1.10	-	-	4.25	1.10
Mr. Suresh Pareek	-	-	-	-	-	-	4.40	0.73	-	-	4.40	0.73
Mr. M M Chaturvedi	-	-	-	-	-	-	4.40	2.20	-	-	4.40	2.20
Mr. Tarun Govil	-	-	-	-	-	-	4.40	2.20	-	-	4.40	2.20
Mrs. Aarti Shah	-	-	-	-	-	-	3.00	0.75	-	-	3.00	0.75
Interest Received												
Grauer & Weil (Thailand) Limited	-	-	4.00	4.00	-	-	-	-	-	-	4.00	4.00
Loan Accepted												
Poona Bottling Company Private Limited	-	-	-	300.00	-	-	-	-	-	-	-	300.00
Mr. Nirajkumar More	-	-	-	-	-	-	-	50.00	-	-	-	50.00
Repayment of Loan Accepted												
Bubna More and Company LLP	-	-	-	-	1.50	0.50	-	-	-	-	1.50	0.50
Growel Goema (I) Private Limited	-	-	7.00	8.00	-	-	-	-	-	-	7.00	8.00
Poona Bottling Company Private Limited	-	-	60.00	-	-	-	-	-	-	-	60.00	-
Radhakishan Nandlal LLP	-	-	-	-	56.50	-	-	-	-	-	56.50	-
Mr. Nirajkumar More	-	-	-	-	-	-	-	50.00	-	-	-	50.00
Interest Paid												
Growel Goema (I) Private Limited	-	-	0.81	1.27	-	-	-	-	-	-	0.81	1.27
Bubna More and Company LLP	-	-	-	-	1.33	1.32	-	-	-	-	1.33	1.32
Radhakishan Nandlal LLP	-	-	-	-	5.67	7.99	-	-	-	-	5.67	7.99
Mr. Nirajkumar More	-	-	-	-	-	-	10.84	10.79	-	-	10.84	10.79
Poona Bottling Company Private Limited	-	-	53.93	56.08	-	-	-	-	-	-	53.93	56.08
Purchases												
Grauer & Weil (Thailand) Limited	-	-	26.10	-	-	-	-	-	-	-	26.10	-
Rent Paid												
Poona Bottling Company Private Limited	-	-	7.18	7.08	-	-	-	-	-	-	7.18	7.08
Ridhi Sidhi Limited	-	-	-	-	5.40	5.40	-	-	-	-	5.40	5.40
Mr. Nirajkumar More	-	-	-	-	-	-	3.36	5.61	-	-	3.36	5.61
Mr. Umeshkumar More	-	-	-	-	-	-	0.90	0.90	-	-	0.90	0.90
Mrs. Pallavi More	-	-	-	-	-	-	-	-	5.16	5.16	5.16	5.16
Mrs. Premalata More	-	-	-	-	-	-	-	-	-	1.50	-	1.50

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

Particulars	Subsidiary		Associates		Enterprise of KMP		KMP		Relatives of KMP		Total	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Rent/ Hire Charges Received												
Ridhi Sidhi Limited	-	-	-	-	1.17	1.15	-	-	-	-	1.17	1.15
Bubna More and Company LLP*	-	-	-	-	0.00	0.00	-	-	-	-	0.00	0.00
Radhakishan Nandlal LLP*	-	-	-	-	0.00	0.00	-	-	-	-	0.00	0.00
Poona Bottling Company Private Limited	-	-	43.31	27.56	-	-	-	-	-	-	43.31	27.56
Sales												
Grauer & Weil (Shanghai) Limited	89.33	419.87	-	-	-	-	-	-	-	-	89.33	419.87
Grauer & Weil (Thailand) Limited	-	-	324.49	437.34	-	-	-	-	-	-	324.49	437.34
Services Paid												
Growel Projects Limited	-	-	-	-	43.11	39.29	-	-	-	-	43.11	39.29
Dividend Paid												
Dividend Paid	-	-	177.14	65.56	195.33	73.97	198.25	84.55	91.68	28.24	662.39	252.32
Payment of Managerial Remuneration#												
Mr. Umeshkumar More	-	-	-	-	-	-	65.98	73.28	-	-	65.98	73.28
Mr. Nirajkumar More	-	-	-	-	-	-	149.84	96.05	-	-	149.84	96.05
Mr. Rohitkumar More	-	-	-	-	-	-	30.98	31.68	-	-	30.98	31.68
Mr. Vinod Haritwal	-	-	-	-	-	-	114.57	86.08	-	-	114.57	86.08
Mr. Neeraj Garg	-	-	-	-	-	-	72.82	9.72	-	-	72.82	9.72
Salary												
Mrs. Pallavi More	-	-	-	-	-	-	-	-	52.08	34.38	52.08	34.38
Mr. Jagdish Kadam	-	-	-	-	-	-	24.53	19.45	-	-	24.53	19.45
Mr. Chintan Gandhi	-	-	-	-	-	-	9.72	8.26	-	-	9.72	8.26
Share Investments												
Growel Chemicals Company Limited	46.14	1.87	-	-	-	-	-	-	-	-	46.14	1.87
Sale of Investments												
Poona Bottling Company Private Limited	-	-	-	0.04	-	-	-	-	-	-	-	0.04
Professional Fees Paid												
Mrs. Dinal Gandhi	-	-	-	-	-	-	-	-	3.60	3.60	3.60	3.60
Mr. Yogesh Samat	-	-	-	-	-	-	-	5.06	-	-	-	5.06
Outstanding Loans Given												
Grauer & Weil (Thailand) Limited**	-	-	54.00	54.00	-	-	-	-	-	-	54.00	54.00
Advances Receivable												
Grauer & Weil (UK) Limited	0.78	0.78	-	-	-	-	-	-	-	-	0.78	0.78
Creditors												
Growel Projects Limited	-	-	-	-	3.45	3.12	-	-	-	-	3.45	3.12

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

Particulars	Subsidiary		Associates		Enterprise of KMP		KMP		Relatives of KMP		Total	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Debtors												
Grauer & Weil (Shanghai) Limited	49.07	311.02	-	-	-	-	-	-	-	-	49.07	311.02
Growel Goema (I) Private Limited	-	-	43.08	74.76	-	-	-	-	-	-	43.08	74.76
Grauer & Weil (Thailand) Limited	-	-	280.06	376.18	-	-	-	-	-	-	280.06	376.18
Digikore Design Private Limited	-	-	-	-	-	0.01	-	-	-	-	-	0.01
Growel Projects Limited	-	-	-	-	0.21	0.21	-	-	-	-	0.21	0.21
Unsecured Loan												
Poona Bottling Company Private Limited	-	-	440.00	500.00	-	-	-	-	-	-	440.00	500.00
Growel Goema (I) Private Limited	-	-	-	7.00	-	-	-	-	-	-	-	7.00
Bubna More and Company LLP	-	-	-	-	10.00	11.50	-	-	-	-	10.00	11.50
Radhakishan Nandlal LLP	-	-	-	-	13.00	69.50	-	-	-	-	13.00	69.50
Mr. Nirajkumar More	-	-	-	-	-	-	94.00	94.00	-	-	94.00	94.00

Note:

- The detailed disclosure of the investments in Subsidiaries / Associates and Joint Ventures is given in Note No 12 forming part of the Balance Sheet. During the year, the Company has written off diminution in value of investment amounting to **Rs. 247.84 Lacs** (Previous year Rs. 128.83 Lacs of Growel Sidasa Industries Private Limited, an Associate Company) comprising of **Rs. 232.85 Lacs** - Grauer & Weil (Shanghai) Limited, a Subsidiary Company (Previous year Rs. Nil) and **Rs. 14.99 Lacs** - Growel Goema (I) Limited, an Associate Company (Previous year Rs. Nil).
- The Company has during the year written off bad debts/advances amounting to **Rs. 349.37 Lacs** (Previous year Rs. 328.87 Lacs), comprising of Grauer & Weil (Shanghai) Limited of **Rs. 170.22 Lacs** (Previous year Rs. 247.63 Lacs), Growel Goema (I) Private Limited of **Rs. 24.79 Lacs** (Previous year Rs. 80.05 Lacs), Grauer & Weil (Thailand) Limited **Rs. 154.35 Lacs** (Previous year Rs. Nil), Digikore Design Limited **Rs. 917** (Previous year Rs. Nil) and Growel Softech Private Limited of **Rs. Nil** (Previous year Rs. 1.19 Lac) respectively.
- *Rent Received Rs. 412 p.a. (Previous year Rs. 405 p.a.)
- ** includes interest of Rs. 4 Lacs
- #Managerial Remuneration does not include provision for gratuity and leave encashment, which is determined for the Company as a whole.

R. Earnings Per Share

		31.03.2016	31.03.2015
Profit for the year	(Rupees in Lacs)	3,904.64	3,318.58
Weighted average number of Equity Shares	(Nos. in Lacs)	2,267.06	2,267.06
(Face Value Re. 1 per share)			
Basic Earnings per share	(Rupees)	1.72	1.46
Diluted Earnings per share	(Rupees)	1.72	1.46

S. C.I.F. Value of Imports

		2015-2016	2014-2015
(a) Raw Materials		5,078.99	5,144.20
(b) Components & Spare Parts		23.22	0.29
(c) Capital Goods		127.97	80.31

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

T. Remittances In Foreign Currency		2015-2016	2014-2015
Dividend (Net of Taxes)	(Rupees in Lacs)	1.06	1.26
Number of Non-Resident Shareholders	(Nos.)	1	1
Number of Shares held by Non-Residents on which dividend was remitted	(Nos. in Lacs)	4.81	7.88
Year for which dividend was remitted		2014-15	2013-14

U. Expenditure in Foreign Currency			Rupees in Lacs
(On Payment Basis)		2015-2016	2014-2015
(a) Travelling		65.93	77.69
(b) Seminar & Exhibition		22.68	12.84
(c) Membership & Subscription		15.15	2.89
(d) Bank charges		17.25	14.33
(e) Commission		9.90	12.15
(f) Royalty		23.86	24.56
(g) Interest on Foreign Currency Loan		1.61	1.32
(h) Professional Fees		16.00	24.87
(i) Others		1.24	17.16

V. Earnings in Foreign Currency			Rupees in Lacs
		2015-2016	2014-2015
F.O.B. Value of Exports		4,538.40	4,398.40
Erection and Commission Charges		-	3.79
Commission received		6.21	8.29
Others (Freight & other recoveries)		97.61	128.04

W. Previous year figures have been regrouped and reclassified wherever required.

Signatures to Notes 1 to 27 which form an integral part of these Financial Statements

For M. M. NISSIM & CO.

Chartered Accountants
(Firm Reg. No. 107122W)

For and on behalf of the Board of Directors

UMESHKUMAR MORE

Chairman
DIN: 00112662

NIRAJKUMAR MORE

Managing Director
DIN: 00113191

N. KASHINATH

Partner
Membership No. 36490

VINOD HARITWAL

CEO & Director
DIN: 00112862

JAGDISH KADAM

Chief Financial Officer
Membership No. 41955

CHINTAN K. GANDHI

Company Secretary
Membership No. 21369

Mumbai, 30th May, 2016

For a **better** world



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INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GRAUER & WEIL (INDIA) LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of **GRAUER & WEIL (INDIA) LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and its associates, comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 (hereinafter referred to as "the Act") with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associates, in accordance with 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. The respective Board of Directors of the companies included in the Group and its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material mis-statements, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated 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 Consolidated Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and presentation of the Consolidated Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in the Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements of subsidiaries and an associate, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at March 31, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

- (a) We have relied on the audited financial statements of certain subsidiaries, whose, financial statements reflect total assets of Rs. 287.23 Lacs as at 31st December, 2015, total revenues of Rs. 382.10 Lacs and net cash inflows amounting to Rs. 106.65 Lacs for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management. Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiaries and the associate is solely based on the reports of the other auditors. The aforesaid subsidiaries and the associate are incorporated outside India and the auditors of the said companies are not required to report in terms of sub-sections (3) and (11) of Section 143 of the Act, and consequently we have not reported upon the same in terms of sub-sections (3) and (11) of Section 143 of the Act.

- (b) We did not audit the financial statements of one subsidiary incorporated outside India, whose financial statements reflect Rs. Nil assets as at 30th June, 2015, Rs. Nil revenue and Nil cash flow for the year ended on that date, as considered in the Consolidated Financial Statements. The Consolidated Financial Statements also include the Group's share of net profit of Rs. 45.04 Lacs for the year ended 31st March, 2016, in respect of an associate. These financial statements are unaudited and have been certified by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiary and associates and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid associates, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

- I. As required by Section 143(3) of the Act, we report, to the extent applicable that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - b) In our opinion, proper books of account, as required by the law relating to preparation of the aforesaid Consolidated Financial Statements, have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this report are in agreement with the relevant books of account, maintained for the purpose of preparation of the Consolidated Financial Statements.
 - d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the report of other auditors, in respect of entities audited by them, for all the entities incorporated in India, none of the directors of the Holding Company and associates incorporated in India, is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial control over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure 'A'; and
 - g) With respect to other matters to be included in the Auditor's report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 27(H) to the consolidated financial statements.
 - ii) Provision has been made in the Consolidated Financial Statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. There were no amounts which were required to be transferred to Investor Education and Protection Fund by the associate companies incorporated in India.

For M. M. NISSIM & CO.

Chartered Accountants
(Firm Registration No.107122W)

N. KASHINATH

Partner
Membership No. 036490
Place: Mumbai
Date: 30th May 2016

ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF GRAUER & WEIL (INDIA) LIMITED

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

In conjunction with our audit of the Consolidated Financial Statement of the Company as of and for the year ended 31st March, 2016, we have audited the internal financial controls over financial reporting of **GRAUER & WEIL (INDIA) LIMITED** (hereinafter referred to as "the Holding Company") and its associate companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its associate companies, which are companies incorporated in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on audit of internal financial control over financial reporting issued by the ICAI as it appears from our examination of the books and records of the Holding Company and representation received from the management for entities un-audited.

Other matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial control over financial reporting, in so far as it relates to un-audited associate companies is based on representation received from the management. Our opinion is not qualified in respect of this matter.

For M. M. NISSIM & CO.

Chartered Accountants
(Firm Registration No. 107122W)

N. KASHINATH

Partner
Membership No. 036490

Place: Mumbai
Date: 30th May 2016

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

	Note	Rupees in Lacs	
		As at March 31, 2016	As at March 31, 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	2,267.06	2,267.06
Reserves and Surplus	3	22,798.91	19,441.73
		25,065.97	21,708.79
Non Current Liabilities			
Long Term Borrowings	4	29.21	1,068.51
Deferred Tax Liabilities (Net)	5	1,732.20	1,690.04
Other Long Term Liabilities	6	1,652.90	1,399.23
Long Term Provisions	7	1,307.34	1,067.32
		4,721.65	5,225.10
Current Liabilities			
Short Term Borrowings	8	2,560.40	3,985.23
Trade Payables	9	3,820.28	3,825.62
Other Current Liabilities	10	2,691.14	5,049.39
Short Term Provisions	7	868.05	1,188.49
		9,939.87	14,048.73
Total		39,727.49	40,982.62
ASSETS			
Non Current Assets			
Fixed Assets	11		
Tangible Assets		20,873.17	21,473.70
Intangible Assets		118.54	84.24
Capital Work-in-Progress		12.82	38.76
		21,004.53	21,596.70
Non Current Investments	12	125.95	217.16
Long Term Loans and Advances	13	1,462.87	1,552.90
Other Non Current Assets	14	20.22	0.89
		1,609.04	1,770.95
		22,613.57	23,367.65
Current Assets			
Inventories	15	6,432.18	6,866.86
Trade Receivables	16	7,904.39	8,939.06
Cash and Bank Balances	17	1,470.11	678.62
Short Term Loans and Advances	13	1,101.70	884.54
Other Current Assets	14	205.54	245.89
		17,113.92	17,614.97
Total		39,727.49	40,982.62
Basis/Principles of Consolidation and Significant Accounting Policies	1		
Explanatory Information and Other Additional Notes	27		
The explanatory information and other additional notes are an integral part of these financial statements			

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

For M. M. NISSIM & CO.Chartered Accountants
(Firm Reg. No. 107122W)**For and on behalf of the Board of Directors****UMESHKUMAR MORE**Chairman
DIN: 00112662**NIRAJKUMAR MORE**Managing Director
DIN: 00113191**N. KASHINATH**Partner
Membership No. 36490**VINOD HARITWAL**CEO & Director
DIN: 00112862**JAGDISH KADAM**Chief Financial Officer
Membership No. 41955**CHINTAN K. GANDHI**Company Secretary
Membership No. 21369

Mumbai, 30th May, 2016

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

	Note	Rupees in Lacs	
		2015-2016	2014-2015
INCOME			
Revenue from Operations (Gross)	18	46,493.16	45,699.51
Less: Excise Duty		3,998.48	3,826.48
Revenue from Operations (Net)		42,494.68	41,873.03
Other Income	19	441.18	116.69
Total Revenue		42,935.86	41,989.72
EXPENSE			
Cost of Raw Materials Consumed	20	19,525.63	21,120.51
Purchase of Stock in Trade	21	258.38	230.70
Changes in Inventories of Finished Goods and Work in Progress	22	577.62	(409.36)
Employee Benefit Expenses	23	5,138.88	4,793.46
Finance Costs	24	884.02	1,308.11
Depreciation and Amortisation Expenses	25	1,416.83	1,641.55
Other Expenses	26	9,331.14	8,687.91
Total Expenses		37,132.50	37,372.88
PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX		5,803.36	4,616.84
EXCEPTIONAL ITEMS (Refer Note 27G)		237.67	-
PROFIT BEFORE TAX		5,565.69	4,616.84
TAX EXPENSE			
Current Tax		1,312.00	1,233.64
Provision for Tax relating to prior years		-	27.88
Deferred Tax		42.17	18.44
		1,354.17	1,279.96
PROFIT FOR THE YEAR		4,211.52	3,336.88
Earnings Per Equity Share (in Rupees)			
Basic		1.86	1.47
Diluted		1.86	1.47
Basis/Principles of Consolidation and Significant Accounting Policies	I		
Explanatory Information and Other Additional Notes	27		
The explanatory information and other additional notes are an integral part of these financial statements			

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

For M. M. NISSIM & CO.Chartered Accountants
(Firm Reg. No. 107122W)**For and on behalf of the Board of Directors****UMESHKUMAR MORE**Chairman
DIN: 00112662**NIRAJKUMAR MORE**Managing Director
DIN: 00113191**N. KASHINATH**Partner
Membership No. 36490**VINOD HARITWAL**CEO & Director
DIN: 00112862**JAGDISH KADAM**Chief Financial Officer
Membership No. 41955**CHINTAN K. GANDHI**Company Secretary
Membership No. 21369

Mumbai, 30th May, 2016

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

		(Rupees in Lacs)	
		2015-2016	2014-2015
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	PROFIT BEFORE EXCEPTIONAL ITEM & TAX	5,803.36	4,616.84
	Less: Exceptional Item	(237.67)	-
	PROFIT BEFORE TAX	5,565.69	4,616.84
	Adjustment for :		
	Depreciation	1,416.83	1,641.55
	Bad Debts Written off	815.42	450.19
	Finance Costs	884.02	1,308.11
	Loss / (Gain) on Fixed Assets Sold/Discarded (Net)	(32.46)	40.40
	Unrealised Exchange Loss / (Gain)	59.49	(22.45)
	Provision for diminution in value of investments	0.06	-
	Interest Income	(78.38)	(76.10)
	Dividend Income	(0.31)	(0.20)
	Operating Profit Before Working Capital Changes	8,630.36	7,958.34
	Adjustments for Changes in Working Capital		
	Trade Receivables	199.53	(96.15)
	Inventories	434.68	(646.10)
	Long Term Loans and Advances	(6.76)	(11.72)
	Short Term Loans and Advances	(217.16)	297.53
	Other Current Assets	50.60	(54.88)
	Trade Payables	(5.04)	(690.00)
	Other Long Term Liabilities	253.67	54.80
	Other Current Liabilities	(701.93)	(653.50)
	Long Term Provisions	240.02	151.96
	Short Term Provisions	(7.06)	(23.57)
	Cash generated from Operations	8,870.91	6,286.71
	Less: Direct Taxes Paid	(1,155.21)	(750.99)
	NET CASH FLOW FROM OPERATING ACTIVITIES	7,715.70	5,535.72
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Payment towards Capital Expenditure	8.61	29.47
	Payment towards Purchase of Fixed Assets	(887.87)	(1,047.33)
	Proceeds from Sale of Fixed Assets	56.41	34.13
	Proceeds from Sale of Investment	-	0.54
	Interest and Dividend income	68.44	60.38
	NET CASH FLOW FROM INVESTING ACTIVITIES	(754.41)	(922.81)

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

		(Rupees in Lacs)	
		2015-2016	2014-2015
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Repayment of Long Term Borrowings	(938.93)	(2,544.70)
	Repayment of Short Term Borrowings	(1,607.16)	(180.00)
	Repayment of Fixed Deposits	(30.73)	(155.32)
	Net Proceeds / (Repayment) of Hire purchase credits	(97.52)	63.71
	Repayment of Working capital facilities	(1,306.68)	(335.87)
	Loan to Related Parties	-	0.64
	Net Proceeds/(Repayment) of Loan from Related Parties	(119.24)	291.50
	Interest paid	(912.46)	(1,326.02)
	Dividend and Corporate Dividend Tax	(1,138.84)	(419.53)
	NET CASH FLOW FROM FINANCING ACTIVITIES	(6,151.56)	(4,605.59)
	NET INCREASE IN CASH AND CASH EQUIVALENTS	809.73	7.32
	CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE PERIOD (Refer Note 16)	516.11	508.79
	CASH AND CASH EQUIVALENTS AS AT THE END OF THE PERIOD (Refer Note 16)	1,325.84	516.11
Note: The above Cash Flow Statement has been prepared under the Indirect Method.			

This is the Cash Flow Statement referred to in our report of even date

For M. M. NISSIM & CO.

Chartered Accountants

(Firm Reg. No. 107122W)

For and on behalf of the Board of Directors

UMESHKUMAR MORE

Chairman

DIN: 00112662

NIRAJKUMAR MORE

Managing Director

DIN: 00113191

N. KASHINATH

Partner

Membership No. 36490

VINOD HARITWAL

CEO & Director

DIN: 00112862

JAGDISH KADAM

Chief Financial Officer

Membership No. 41955

CHINTAN K. GANDHI

Company Secretary

Membership No. 21369

Mumbai, 30th May, 2016

NOTE 1: BASIS OF CONSOLIDATION, PRINCIPLES OF CONSOLIDATION AND SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

A. Basis of Consolidation, Accounting and Preparation of Consolidated Financial Statements:

The Consolidated Financial Statements relate to Grauer & Weil (India) Limited, (hereinafter referred to as “the Company”) and its subsidiaries (the Company and its subsidiaries together referred to as “the Group”), and includes its associates.

The Financial Statements of the group and its associates have been prepared in compliance with Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, and those of foreign subsidiaries and a foreign associates have been prepared in compliance with the local laws and applicable Accounting Standards. Necessary adjustments for material differences in the accounting policies, if any, have been made in the Consolidated Financial Statements. The Financial Statements have been prepared on an accrual basis and under the historical cost convention (except for revaluation of certain assets on merger).

All assets and liabilities have been classified as current or non-current as per the normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

B. Principles of consolidation:

The Consolidated Financial Statements have been prepared on the following basis:

- i) The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. The intra-group balances and intra-group transactions and unrealised profits or losses are fully eliminated.
- ii) Investments in associate companies have been accounted under the Equity method as per Accounting Standards ‘Accounting for Investments in Associates’ in Consolidated Financial Statements, notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- iii) The excess of cost to the Company of its investments in the subsidiary companies over its share of the equity of the subsidiary companies, at the dates on which the investments in the subsidiary companies is made, is recognised as ‘goodwill’ being an asset in the Consolidated Financial Statements. Alternatively, where the share of equity in the subsidiary companies as on the date of investment, is in excess of cost of investment of the Company, it is recognised as ‘capital reserve’, and shown under the head ‘Reserves and Surplus’, in the Consolidated Financial Statements.
- iv) **Foreign Subsidiaries** – Revenue items have been consolidated at the average rate of foreign exchange prevailing during the year. The assets and liabilities, both monetary and non-monetary, of the non-integral foreign operations are translated at the closing rate. Exchange differences arising on monetary and non-monetary items that in substance forms part of the Company’s net investments in non-integral foreign operations are accumulated in the Foreign Currency Translation Reserve.

v) Information on Subsidiaries / Associate Companies:

The following Subsidiary Companies are considered in the Consolidated Financial Statements:

	Particulars	% Shares held as at March 31, 2016	% Shares held as at March 31, 2015	Country of Incorporation
i	Grauer & Weil (Shanghai) Limited	100%	100%	China
ii	Grauer & Weil (UK) Limited	100%	100%	England
iii	Growel Chemicals Company Limited	100%	100%	Thailand

The Financial Statements of the subsidiary companies viz Grauer & Weil (Shanghai) Limited and Growel Chemicals Company Limited used in the consolidation are drawn up to 31st December, 2015 and that of Grauer & Weil (UK) Limited up to 30th June, 2015 respectively

The following Associate Companies are considered in the Consolidated Financial Statements:

	Particulars	% Shares held as at March 31, 2016	% Shares held as at March 31, 2015	Country of Incorporation
i	Growel Goema (I) Private Limited	29.99%	29.99%	India
ii	Grauer & Weil (Thailand) Limited	48.99%	48.99%	Thailand
iii	Growel Sidasa Industries Private Limited	49.80%	49.80%	India
iv	Poona Bottling Company Private Limited	30.89%	30.89%	India

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

C. SIGNIFICANT ACCOUNTING POLICIES

a. Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b. Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Revenue from the sale of products is recognized upon passage of title to the customer, which generally coincides with their delivery. Claims, if any, in respect of sales are accounted for as and when settled.

Equipment manufactured by the Engineering Division for use by other divisions is included in the Sales at transfer price and are capitalised by other division.

Benefit on account of entitlement to import duty free materials under the "Duty Entitlement Exemption Certificate" (DEEC) is accounted in the year of import.

Income arising out of Business Conducting/License Fees is accounted at contracted rates, keeping in view, the collectability of the resulting receivables is reasonably assured and is disclosed net of indirect taxes, if any.

Revenue from amenities provided is recognized at value of service and is disclosed net of indirect taxes, if any. Recoveries made against common area maintenance expenses are netted against relevant expenses.

Income from operations in Paints division includes Job Contract receipts, net of payments made to sub contractors. The Company follows the "Percentage of Completion Method" of accounting for all contracts. The revenue from the execution of contracts is recognized proportionately with the degree of completion achieved under each contract, matching revenue with expenses incurred.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend Income is recognised when the right to receive is established.

Insurance and other claims/refunds, due to uncertainty in realisation are accounted for on acceptance/actual receipt basis.

c. Government Grants:

Government grants and subsidies and interest thereon are recognized when there is reasonable certainty that the grant/subsidy will be received and all conditions attached thereto will be complied with.

Government grants and subsidies receivable against an expense are deducted from such expense. If the grant/subsidy is not related to a specific expenditure, it is taken as income. Grant/subsidy receivable against a specific fixed asset is deducted from cost of the relevant fixed asset.

d. Fixed Assets and Depreciation:

Tangible fixed assets are stated at cost of acquisition/fair value including expenditure incurred during construction/erection less accumulated depreciation. The cost of an asset comprises its purchase price and any directly attributed cost of bringing the asset to working condition for its intended use. In respect of qualifying assets, related pre-operational expenses, including borrowing cost are also capitalised. Machinery spares which can be used only in connection with an item of fixed asset and whose use as per technical assessment is expected to be irregular are capitalised and depreciated over the residual life of the respective assets.

Intangible assets are stated at acquisition cost, net of accumulated amortisation and provision for impairment, if any.

Expenditure incurred during the developmental and preliminary stages of new projects are carried forward under the head Capital Work-in-Progress.

Depreciation is provided on the revised useful life of assets and in the manner specified in Schedule II of the Companies Act, 2013

- On straight-line basis in respect of all assets.
- Assets individually costing Rs. 5000 or less are depreciated fully in the year of purchase.

Premium on leasehold land is amortised over its lease period.

Intangible assets are being amortised on straight-line method over a period of five years.

Additional depreciation arising on revaluation of the assets at its Paints division is adjusted against General Reserve.

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

In respect of fixed assets of a foreign subsidiary depreciation is provided on straight-line method based on management estimates of useful life of assets. The proportion of depreciation of the subsidiary to the total depreciation of the group is not material.

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

e. Impairment:

The carrying amount of assets are reviewed at each balance sheet date to determine if there is any indication of impairment based on external/internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount, which represents the greater of the net selling price and "Value in use" of the assets. The estimated future cash flows considered for determining the value in use, are discounted to their present value at the weighted average cost of capital.

f. Investments:

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

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

g. Inventory:

Raw materials, Packing materials and Stores and Spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, packing materials and stores and spares is determined on daily moving weighted average cost basis.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

h. Research and Development:

Research and Development expenditure of revenue nature is written off in the year in which it is incurred and expenditure of capital nature is included in fixed assets and depreciation is provided on such assets as applicable.

i. Retirement and other Employee Benefits:

Short-term employee benefit is accounted in the period during which the services have been rendered.

The Company's contribution to the Provident Fund is remitted to "Employees Provident Fund Organisation" based on fixed percentage of the eligible employee's salary and charged to the Statement of Profit & Loss.

Superannuation benefits to certain employees, a defined contribution plan, as per Company's scheme, have been funded with Life Insurance Corporation of India and contribution is charged to the Statement of Profit & Loss, when the contribution to the fund is due.

The Company's Liability towards Gratuity being defined benefit plan is accounted for based on Actuarial valuation done at the year-end using the Projected Unit Credit Method. Actuarial gains & losses are charged to the Statement of Profit & Loss. The Gratuity liability is partly funded through a trust with the Life Insurance Corporation of India for employees of Paints Division.

Compensated leave encashment being other long-term employee benefit is accounted for based on Actuarial valuation done at the year-end using Projected Unit Credit Method. Actuarial gains & losses are charged to the Statement of Profit & Loss.

j. Foreign Currency Transactions:

Initial Recognition:

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions.

Subsequent Recognition:

As at the reporting date, non-monetary items, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period.

Exchange differences on restatement of all other monetary items are recognized in the Statement of Profit and Loss.

Forward Exchange Contracts:

The premium or discount arising at the inception of forward exchange contract entered into to hedge an existing asset / liability is amortized as expense or income over the life of the contract. Exchange difference on such a contract is recognized in the Statement of Profit and Loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognized as income or as expense for the period.

Forward exchange contracts outstanding as at the year end on account of firm commitment / highly probable forecast transactions are mark-to-market and the losses, if any, are recognized in the Statement of Profit and Loss and gains are ignored in accordance with the announcement of The Institute of Chartered Accountants of India on 'Accounting for Derivatives' issued in March 2008.

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

k. Customs Duty and Excise Duty:

Excise Duty on finished goods stock lying at the factory is accounted for at the point of manufacture of goods and accordingly is considered for valuation of finished goods stock lying in the factories as on the Balance Sheet date. Similarly, custom duty on imported materials in transit/lying in bonded warehouse is accounted for at the time of import/bonding of materials.

l. Borrowing Costs:

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings directly attributable to the acquisition of or construction of qualifying assets till such time the assets are substantially ready for their intended use, are capitalised. All other borrowing costs are charged to revenue.

m. Income Taxes:

Tax expense comprises both current and deferred taxes. Current Tax is provided on the taxable income using the applicable tax rates and tax laws. In respect of foreign subsidiaries, income tax is provided for based on tax laws prevailing in the respective countries of incorporation. Deferred tax assets and liabilities arising on account of timing difference and which are capable of reversal in subsequent periods are recognized using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax assets pertaining to unabsorbed business loss & depreciation is recognized only to the extent of virtual certainty of its realization.

Minimum Alternative Tax credit is recognized, as an asset only when and to the extent there is convincing evidence that the group will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the group will pay normal income tax during the specified period.

n. Segment Reporting:

Identification of Segments:

The group has disclosed Business Segment as the Primary Segment. The group's operating business are organised and managed separately according to the nature of the products and services provided, with each segment representing strategic business unit that offers different products and serves different markets.

Segment Revenue & Results:

The Income and Expenses, which are not directly attributable to business segment, are shown as unallocated income and expenses.

Segment Assets & Liabilities:

Segment Assets include all operating assets used by the business segment and consist principally all Fixed Assets, Trade Receivables, Inventories and Advances. Segment Liabilities primarily include Creditors, Other Liabilities / Provisions. Common assets and liabilities that cannot be allocated to any segment are shown as a part of unallocated corporate assets and liabilities.

o. Leases:

Operating Lease payments are recognized on a straight-line basis over the lease term.

p. Cash and Cash Equivalents:

Cash and Cash equivalents for the purpose of cash flow statement comprise cash at Bank and in hand.

q. Earnings per share:

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

For calculating diluted earnings per share the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

r. Provision & Contingent Liabilities:

The group recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may but probably will not require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent Assets are neither recognized nor disclosed in the financial statements.

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

NOTE 2: SHARE CAPITAL

Rupees in Lacs

	March 31, 2016	March 31, 2015
Authorised		
50,00,00,000 Equity Shares of Re. 1/- each	5,000.00	5,000.00
	<u>5,000.00</u>	<u>5,000.00</u>
Issued, Subscribed and Fully Paid-up		
22,67,05,750 Equity Shares of Re. 1/- each	2,267.06	2,267.06
	<u>2,267.06</u>	<u>2,267.06</u>

Reconciliation of shares outstanding as at the end of the year:

	March 31, 2016		March 31, 2015	
	No. of Shares	Rupees in Lacs	No. of Shares	Rupees in Lacs
As at the beginning of the year	22,67,05,750	2,267.06	22,67,05,750	2,267.06
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	<u>22,67,05,750</u>	<u>2,267.06</u>	<u>22,67,05,750</u>	<u>2,267.06</u>

(a) Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Re. 1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(b) Shareholders holding more than 5 percent of the Equity Shares:

Name of the Shareholder	No. of Shares held			
	March 31, 2016	% of holding	March 31, 2015	% of holding
Mr. Umeshkumar More	2,28,05,999	10.06%	2,33,05,999	10.28%
Mr. Nirajkumar More	2,26,87,726	10.01%	2,26,87,726	10.01%
Mrs. Premlata More	1,27,24,455	5.61%	1,32,24,455	5.83%
M/s Growel Projects Limited	1,25,58,000	5.54%	1,25,58,000	5.54%
M/s Poona Bottling Company Private Limited	4,21,75,000	18.60%	4,09,75,000	18.07%
M/s Ridhi Sidhi Limited	3,23,59,000	14.27%	3,23,59,000	14.27%

NOTE 3: RESERVES AND SURPLUS

Rupees in Lacs

	March 31, 2016	March 31, 2015
General Reserve		
As per Last Account	19,546.21	17,182.17
Add: Transfer from Statement of Profit and Loss	3,000.00	2,700.00
Less: Charge on account of transitional depreciation (Net of Deferred tax)	-	219.60
Add/(Less): Share of Accumulated Profit/(Loss) in respect of Investments in Associates	33.09	(71.09)
	<u>22,579.30</u>	<u>19,591.48</u>
Less: Transfer from Statement of Profit and Loss being difference of Depreciation on Original cost and Fair value	39.26	45.27
Add: Adjustment in carrying value	(124.23)	-
	<u>22,415.81</u>	<u>19,546.21</u>
Note: General reserve includes surplus in "Amalgamation reserve" on merger after netting of accumulated losses on merger, amalgamation expenses and difference of depreciation on original cost and their fair value of Rs. 2,074.28 Lacs (PY. Rs. 2,113.54 Lacs)		

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

	March 31, 2016	March 31, 2015
Capital Reserve		
As per Last Balance Sheet	91.37	91.37
	<u>91.37</u>	<u>91.37</u>
Foreign Currency Translation Reserve		
As per Last Balance Sheet	(141.26)	(104.81)
Add/(Less): Adjustments during the year	40.06	(36.45)
	<u>(101.20)</u>	<u>(141.26)</u>
Surplus in the Statement of Profit and Loss		
As per Last Account	(54.59)	(91.19)
Profit for the year	4,211.52	3,336.88
	<u>4,156.93</u>	<u>3,245.69</u>
Less:- Appropriations		
Interim Dividend paid (Rs. 0.20 Per share (P.Y. Rs. NIL Per share))	453.41	-
Proposed Dividend (Rs. 0.08 Per share (P.Y. Rs. 0.22 Per share))	181.36	498.75
Corporate Tax on Dividend	129.23	101.53
Transfer to General Reserve	3,000.00	2,700.00
Net Surplus in the Statement of Profit and Loss	<u>392.93</u>	<u>(54.59)</u>
	<u>22,798.91</u>	<u>19,441.73</u>

NOTE 4: LONG TERM BORROWINGS

Rupees in Lacs

	NON CURRENT		CURRENT MATURITIES	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Secured				
Term Loans from Banks	-	938.93	-	1,607.16
Unsecured				
Fixed Deposits	-	42.70	42.70	30.73
Others (Hire Purchase Credits)	29.21	86.88	79.94	119.79
Amounts disclosed under the head 'Other Current Liabilities' (Refer Note 10)	-	-	(122.64)	(1,757.68)
	<u>29.21</u>	<u>1,068.51</u>	<u>-</u>	<u>-</u>

Nature of Security

- (a) Term loan from The Saraswat Co-operative Bank Ltd. was secured by pari-passu first charge by way of joint mortgage of deposit of title deeds of immovable properties of the Company at Kandivli.
- (b) Term loan from Woori Bank was secured by pari-passu first charge along with The Saraswat Co-operative Bank Ltd. by way of joint mortgage of deposit of title deeds of immovable properties of the Company at Kandivli.

Terms of Repayment

- i The Term loan (I) from The Saraswat Co-operative Bank Ltd. has been fully repaid in August 2015 as against its terminal date of June 2016. Interest has been paid @ 11.50% p.a. (P.Y. @ 11.50% p.a.).
- ii The Term loan (II) from The Saraswat Co-operative Bank Ltd. has been fully repaid in August 2015 as against its terminal date of July 2016. Interest has been paid @ 11.00% p.a. (P.Y. @ 11.00% p.a.).
- iii The Term loan from Woori Bank has been fully repaid in November 2015 as against its terminal date of September 2017. Interest has been paid @ 10.50% p.a. (P.Y. @ 10.50% p.a.).
- iv Hire Purchase Credits are repayable in equitable monthly installments with interest rates ranging from 10.00% to 10.91% p.a. (P.Y. 8.50% to 10.90% p.a.) as applicable and are expected to be fully repaid as per the respective repayment schedules and shall get fully repaid between August 2015 to April 2019.
- v Fixed Deposits shall be fully repaid on respective dates of maturity before 31st March, 2017. Interest is payable @ 12.50% p.a. (P.Y. @ 12.50% p.a.).

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

NOTE 5 : DEFERRED TAX LIABILITIES (NET)

Rupees in Lacs

	March 31, 2016	March 31, 2015
The breakup of Deferred Tax Liabilities arising on account of timing difference in:		
- Depreciation	2,313.64	2,230.39
- Accrued expenses allowable on actual payments	(581.44)	(540.35)
Deferred Tax Liabilities (Net)	<u>1,732.20</u>	<u>1,690.04</u>

NOTE 6: OTHER LONG TERM LIABILITIES

Rupees in Lacs

	March 31, 2016	March 31, 2015
Unsecured		
Deposits from Licensees and Dealers	1,569.23	1,309.22
Staff Recoveries	83.67	90.01
	<u>1,652.90</u>	<u>1,399.23</u>

NOTE 7: PROVISIONS

Rupees in Lacs

	LONG TERM		SHORT TERM	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Provision for Employee Benefits				
Leave benefits	125.10	137.07	44.68	45.33
Gratuity	1,182.24	930.25	137.98	144.39
For Tax (Net of Advance Tax paid)	-	-	467.11	398.49
Proposed Dividend	-	-	181.36	498.75
Corporate Tax on Dividend	-	-	36.92	101.53
	<u>1,307.34</u>	<u>1,067.32</u>	<u>868.05</u>	<u>1,188.49</u>

NOTE 8: SHORT TERM BORROWINGS

Rupees in Lacs

	March 31, 2016	March 31, 2015
Secured		
Working Capital facilities from Banks	1,997.64	3,303.23
Unsecured		
Loans from related parties	562.76	682.00
	<u>2,560.40</u>	<u>3,985.23</u>

Nature of Security

Working capital facilities are secured by hypothecation of all stocks, moveable assets and book debts by way of first charge on pari-passu basis and are further collaterally secured by second pari-passu charge on the block assets of Shopping Mall at Kandivli, Mumbai. The working capital facility is repayable on demand and carries interest @ 9.30% to 12.15% p.a. (Previous year 10.00% to 12.25% p.a.).

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

NOTE 9: TRADE PAYABLES

Rupees in Lacs

	March 31, 2016	March 31, 2015
Total outstanding dues to Micro Enterprises and Small Enterprises	155.32	140.16
Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises	3,664.96	3,685.46
	3,820.28	3,825.62

NOTE 10: OTHER CURRENT LIABILITIES

Rupees in Lacs

	March 31, 2016	March 31, 2015
Current maturities of long term borrowings (Refer Note 4)	122.64	1,757.68
Interest accrued and due on borrowings	2.62	31.06
Statutory dues:		
Excise Duty	234.56	225.88
Service Tax Payable	226.95	225.44
Others	109.45	106.21
Other payables:		
Employee Benefits	113.63	120.52
Unpaid Dividend*	38.29	31.13
Sundry Creditors for Capital Goods	40.16	22.35
Discount Payable	414.66	435.28
Expenses Payable	1,023.07	1,632.06
Advances from Customers	325.83	445.20
Others	39.28	16.58
	2,691.14	5,049.39

* There is no amount due and outstanding to be credited to Investor Education and Protection Fund.

NOTE 11: FIXED ASSETS

Rupees in Lacs

Nature of Fixed Assets	GROSS BLOCK					DEPRECIATION				NET BLOCK		
	Cost as at 1/4/2015	Additions	Deductions	Other Adjustments	Cost as at 31/3/2016	Upto 31/3/2015	Provided during the year	Transitional Charge	Deductions Adjustments	Upto 31/3/2016	As at 31/3/2016	As at 31/3/2015
Tangible Assets												
Land												
a) Freehold	1,484.78	-	-	-	1,484.78	-	-	-	-	-	1,484.78	1,484.78
	(1,484.78)	-	-	-	(1,484.78)	-	-	-	-	-	(1,484.78)	(1,484.78)
b) Leasehold	1,887.61	-	-	-	1,887.61	215.76	21.53			237.29	1,650.32	1,671.85
	(1,887.61)	-	-	-	(1,887.61)	(194.23)	(21.53)			(215.76)	(1,671.85)	(1,693.38)
Buildings	14,734.85	185.15	0.36		14,919.64	2,902.67	492.12	(51.88)	(0.03)	3,394.79	11,524.85	11,832.18
	(14,612.00)	(123.46)	(0.61)	-	(14,734.85)	(2,366.92)	(483.90)			(2,902.67)	(11,832.18)	(12,245.08)
Plant & Machinery	7,998.87	400.42	124.50	0.54	8,274.25	3,482.14	517.53		119.01	3,880.66	4,393.59	4,516.73
	(7,568.67)	(547.41)	(99.07)	(18.14)	(7,998.87)	(2,758.04)	(693.77)	(123.82)	(93.49)	(3,482.14)	(4,516.73)	(4,810.63)
Laboratory Equipment	339.88	10.66			350.54	236.53	23.62			260.15	90.39	103.35
	(322.79)	(26.40)	(8.15)	(1.16)	(339.88)	(182.81)	(41.36)	(19.87)	(7.51)	(236.53)	(103.35)	(139.98)
R&D Equipment	720.56	161.49			882.05	359.58	74.09			433.67	448.38	360.98
	(660.64)	(116.98)	(57.07)	-	(720.55)	(299.55)	(70.11)	(30.90)	(40.99)	(359.57)	(360.98)	(361.09)
Furniture & Fixtures	1,504.82	22.88			1,527.70	689.68	133.57			823.25	704.45	815.14
	(1,482.34)	(34.23)	(5.73)	(6.02)	(1,504.82)	(535.32)	(137.76)	(19.45)	(2.85)	(689.68)	(815.14)	(947.02)
Vehicles*	972.27	40.74	108.46		904.55	403.03	103.61		90.90	415.74	488.81	569.24
	(839.08)	(203.49)	(70.46)	(-0.16)	(972.27)	(312.76)	(132.17)	(1.50)	(43.40)	(403.03)	(569.24)	(526.32)
Office Equipment	514.79	17.51	0.17	(0.01)	532.14	395.34	49.36		0.16	444.54	87.60	119.45
	(481.43)	(32.68)	(0.98)	(-1.66)	(514.79)	(236.29)	(76.56)	(85.26)	(2.77)	(395.34)	(119.45)	(245.14)
TOTAL	30,158.43	838.85	233.49	0.53	30,763.26	8,684.73	1,415.43	0.00	210.07	9,890.09	20,873.17	21,473.70
Previous year	(29,339.34)	(1,084.65)	(242.07)	(23.50)	(30,158.42)	(6,885.92)	(1,657.16)	(332.68)	(191.04)	(8,684.72)	(21,473.70)	
Intangible Assets												
Computer Software	216.43	74.96			291.39	132.19	40.66			172.85	118.54	84.24
	(170.38)	(46.05)	-	-	(216.43)	(102.53)	(29.66)	-	-	(132.19)	(84.24)	
TOTAL	216.43	74.96	-	-	291.39	132.19	40.66	-	-	172.85	118.54	84.24
Previous year	(170.38)	(46.05)	-	-	(216.43)	(102.53)	(29.66)	-	-	(132.19)	(84.24)	
Capital Work in Progress											12.82	38.76
											(38.76)	
											21,004.53	21,596.70

* Includes asset given on lease - Vehicle Rs. 149.68 Lacs (PY Rs. 149.68 Lacs)
 Figures in brackets are in respect of previous year

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

NOTE 12: NON CURRENT INVESTMENTS

(at cost less permanent diminution in value)

Rupees in Lacs

	March 31, 2016	March 31, 2015
(A) In Associates		
Fully paid Equity Shares (Unquoted - Other than Trade)		
Carrying cost of investments in Associates (see Note below)	245.04	211.96
Less: Adjustment in carrying value	(124.23)	-
(B) Others		
(a) Fully paid Equity Shares (Quoted - Other than Trade)	2.45	2.45
(b) Fully paid Equity Shares (Unquoted - Trade)	0.50	0.50
(c) Fully paid Equity Shares (Unquoted - Other than Trade)	2.00	2.06
(d) National Savings Certificates	0.19	0.19
	125.95	217.16

Note

The Investments in associates are accounted for in accordance with AS 23 "Accounting for Investments in Associates in Consolidated Financial Statements". These investments have been recorded at cost, as adjusted for share of profit/(loss) of said Associate companies. The break-up of Investments is as follows :

Name of Associate	Country of Incorporation	No. of shares	Original Cost of Investment	Amt of Goodwill/ (Capital Reserve) in Original Cost	Accumulated Profit/(Loss) as at year end	Carrying cost of Investments
Rupees in Lacs						
Growel Goema (I) Private Limited	India	1,49,980	15.00	3.31	(26.75)	-
		(1,49,980)	(15.00)	(3.31)	(-34.06)	-
Growel Sidasa Industries Private Limited	India	12,88,300	128.83	-	(127.67)	-
		(12,88,300)	(128.83)	-	(-127.48)	(1.35)
Grauer & Weil (Thailand) Company Limited	Thailand	58,800	83.83	-	(142.10)	-
		(58,800)	(83.83)	-	(-153.18)	-
Poona Bottling Company Private Limited	India	91,960	3.90	-	241.14	245.04
		(91,960)	(3.90)	-	(206.70)	(210.61)
TOTAL			231.56			245.04
			(231.56)			(211.96)

Figures in brackets are in respect of previous year.

NOTE 13: LOANS AND ADVANCES

Rupees in Lacs

	LONG TERM		SHORT TERM	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Unsecured - Considered Good				
Capital Advances	169.79	178.40	-	-
Loans and Advances to Related Parties	50.78	50.78	-	-
Loans and Advances to Employees	4.16	6.52	14.86	45.59
Other Loans and Advances:				
Advance Income Tax (Net of Provisions)	118.39	94.67	-	-
MAT Credit Entitlement	810.31	922.21	-	-
Security Deposits	309.44	300.32	-	-
Advance to Suppliers	-	-	546.28	367.87
Prepaid Expenses	-	-	45.08	37.64
VAT Receivable	-	-	116.08	96.71
Balances with Government Authorities				
CENVAT	-	-	242.96	261.35
Service Tax	-	-	136.44	75.38
	1,462.87	1,552.90	1,101.70	884.54

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

NOTE 14: OTHER ASSETS

Rupees in Lacs

	NON CURRENT		CURRENT	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Unsecured - Considered Good				
Interest accrued on Inter Corporate Deposits	-	-	42.09	31.84
Others	-	-	163.45	214.05
Non current Bank balances (Refer Note 17)	20.22	0.89	-	-
	<u>20.22</u>	<u>0.89</u>	<u>205.54</u>	<u>245.89</u>

NOTE 15: INVENTORIES

Rupees in Lacs

	March 31, 2016	March 31, 2015
At lower of Cost and Net Realisable Value		
Raw Materials	2,822.54	2,614.63
Goods-in-Transit	584.23	635.25
	<u>3,406.77</u>	<u>3,249.88</u>
Work-in-Progress	868.20	1,283.00
Finished goods	1,893.99	2,033.67
Traded goods	81.46	120.86
	<u>1,975.45</u>	<u>2,154.53</u>
Stores and Spares	181.76	179.45
	<u>6,432.18</u>	<u>6,866.86</u>

NOTE 16: TRADE RECEIVABLES

Rupees in Lacs

	March 31, 2016	March 31, 2015
Overdue for a period exceeding six months from the date they are due for payment		
Secured Considered Good	368.69	409.70
Unsecured Considered Good	1,804.96	1,415.76
Others		
Secured Considered Good	319.24	282.47
Unsecured Considered Good	5,411.50	6,831.13
	<u>7,904.39</u>	<u>8,939.06</u>

NOTE 17: CASH AND BANK BALANCES

Rupees in Lacs

	NON CURRENT		CURRENT	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Cash and Cash Equivalents				
Balances with Banks				
In Current Accounts	-	-	650.03	413.33
In EEFC Accounts	-	-	606.68	77.66
Cash on Hand	-	-	69.13	25.12
	-	-	<u>1,325.84</u>	<u>516.11</u>
In Earmarked Accounts				
Unpaid Dividend Accounts	-	-	38.29	31.13
Other Bank Balances				
Margin Money / Fixed Deposits	20.22	0.89	105.98	131.38
Amount disclosed under 'Non Current Assets' (Refer Note 14)	(20.22)	(0.89)	-	-
	<u>-</u>	<u>-</u>	<u>1,470.11</u>	<u>678.62</u>

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

NOTE 18: REVENUE FROM OPERATIONS

Rupees in Lacs

	2015-2016	2014-2015
Sale of Products	47,765.71	46,602.08
Less: Trade Discount	4,508.35	4,049.24
	43,257.36	42,552.84
Business Conducting Fees/Licence Fees and related income	2,217.20	2,317.49
Other Operating Revenues		
Erection & Commissioning Charges	170.68	243.61
Labour Charges	10.57	20.39
Testing Analysis Charges	10.70	8.16
License Fees	7.00	17.00
Excise Duty Refund	372.73	272.08
Scrap Sales	100.21	109.03
Export Duty Drawback	80.09	75.63
Insurance Subsidy received	2.04	6.31
Sundry Balances written back	263.57	73.81
Others	1.01	3.16
	1,018.60	829.18
Revenue from Operations (Gross)	46,493.16	45,699.51
Less: Excise Duty	3,998.48	3,826.48
Revenue from Operations (Net)	42,494.68	41,873.03
Details of Sales (Gross):		
Class of Goods		
Electroplating Chemicals	32,992.97	31,029.61
Basic Chemicals	2,067.84	2,393.71
Intermediary Chemicals	937.16	946.84
Oils and Lubricants	1,163.18	1,023.25
Electroplating Equipment	3,919.41	4,685.20
Paints, Enamels, Varnishes and Oil Bound Distempers	6,330.74	6,213.10
Others	354.41	310.37
	47,765.71	46,602.08

NOTE 19: OTHER INCOME

Rupees in Lacs

	2015-2016	2014-2015
Interest Income	78.38	76.06
Dividend on Long Term Investments		
Trade Investments	-	0.05
Other than Trade Investments	0.31	0.15
Net Gain on Sale of Fixed Assets	32.46	-
Net Gain on Foreign Currency Transactions and Translation	91.93	(15.83)
Profit on Sale of Investments	-	0.04
Bad Debts Written off earlier now recovered	143.93	-
Insurance Claim	38.31	12.47
Lease Income	39.53	25.53
Miscellaneous Receipts	16.33	18.22
	441.18	116.69

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

NOTE 20: COST OF RAW MATERIALS CONSUMED

Rupees in Lacs

	2015-2016	2014-2015
Opening Stock	2,614.63	2,435.15
Add: Purchases	19,733.54	21,299.99
	<u>22,348.17</u>	<u>23,735.14</u>
Less: Closing Stock	2,822.54	2,614.63
	<u>19,525.63</u>	<u>21,120.51</u>
Details of Raw Materials Consumed:		
Inorganic Compounds	8,008.23	9,300.22
Organic Compounds	6,628.00	5,836.46
Mild Steel and Angles, Beams, Channels, Sheets, Rods and Flats	581.31	843.49
Stainless Steel, Rods, Sheets and Flats	146.57	640.17
Electric Motors	61.26	138.19
Rectifiers	111.91	449.12
Pigments	527.31	454.59
Resins	1,449.99	1,541.94
Solvents	499.69	963.38
Others	1,511.36	952.95
	<u>19,525.63</u>	<u>21,120.51</u>

NOTE 21: PURCHASE OF STOCK IN TRADE

Rupees in Lacs

	2015-2016	2014-2015
Traded goods	<u>258.38</u>	<u>230.70</u>
Details of Purchase of Stock in Trade:		
Electroplating Chemicals	93.48	30.13
Paints, Enamels, Varnishes and Oil Bound Distempers	164.90	200.57
	<u>258.38</u>	<u>230.70</u>

NOTE 22: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS

Rupees in Lacs

	2015-2016	2014-2015
Closing Stock		
Traded Goods	81.46	120.86
Work-in-Progress	868.20	1,283.00
Finished Goods	<u>1,893.99</u>	<u>2,033.67</u>
	<u>2,843.65</u>	<u>3,437.53</u>
Opening Stock		
Traded Goods	120.86	109.61
Work-in-Progress	1,283.00	968.67
Finished Goods	<u>2,033.67</u>	<u>1,918.04</u>
	<u>3,437.53</u>	<u>2,996.32</u>
	593.88	(441.21)
Differential Excise Duty on Opening and Closing stock of Finished Goods	<u>(16.26)</u>	<u>31.85</u>
	<u>577.62</u>	<u>(409.36)</u>

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

Details of Inventory:	Work-in-Progress		Finished Goods	
	Opening Stock	Closing Stock	Opening Stock	Closing Stock
Electroplating Chemicals	263.38	203.41	804.70	796.83
Basic Chemicals	1.74	1.07	28.08	33.79
Intermediatory Chemicals	8.85	7.09	229.85	319.19
Oils and Lubricants	4.21	4.51	67.46	50.41
Electroplating Equipment	854.42	489.85	10.21	-
Paints, Enamels, Varnishes and Oil Bound Distempers	148.06	158.76	713.98	530.33
Others	2.34	3.51	179.39	163.44
	<u>1,283.00</u>	<u>868.20</u>	<u>2,033.67</u>	<u>1,893.99</u>
			Traded Goods	
			Opening Stock	Closing Stock
Electroplating Chemicals			92.96	61.64
Paints, Enamels, Varnishes and Oil Bound Distempers			27.90	19.82
			<u>120.86</u>	<u>81.46</u>

NOTE 23: EMPLOYEE BENEFIT EXPENSES

Rupees in Lacs

	2015-2016	2014-2015
Salaries, Wages, Bonus and Allowances	4,555.80	4,213.24
Contribution to Provident, Gratuity and Other Funds	188.74	194.70
Welfare Expenses	394.34	385.52
	<u>5,138.88</u>	<u>4,793.46</u>

NOTE 24: FINANCE COSTS

Rupees in Lacs

	2015-2016	2014-2015
Interest	439.82	903.03
Cash Discount	444.20	405.08
	<u>884.02</u>	<u>1,308.11</u>

NOTE 25: DEPRECIATION AND AMORTISATION EXPENSES

Rupees in Lacs

	2015-2016	2014-2015
On Tangible Fixed Assets	1,415.43	1,657.16
On Intangible Fixed Assets	40.66	29.66
	<u>1,456.09</u>	<u>1,686.82</u>
Less: Transferred to General Reserve	39.26	45.27
	<u>1,416.83</u>	<u>1,641.55</u>

NOTE 26: OTHER EXPENSES**Rupees in Lacs**

	2015-2016	2014-2015
Stores and Spares Consumed	351.23	526.37
Packing Materials Consumed	1,464.33	1,365.92
Storage / Clearance	21.08	25.88
Power and Fuel	423.66	482.29
Job Work Charges	1,014.27	736.38
Drawings, Designs and Layout Expenses	14.16	16.53
Rent	156.21	160.68
Repairs and Renewals:		
Buildings	358.08	205.25
Plant and Machinery	198.29	137.68
Other Assets	92.66	98.91
	649.03	441.84
Insurance	81.62	84.10
Rates and Taxes	192.46	339.27
Printing and Stationery	71.61	77.80
Travelling & Conveyance	524.68	551.55
Communication Expenses	136.06	138.97
Legal & Professional Charges	496.74	447.68
Auditors' Remuneration:		
As Auditors	4.66	4.18
For Tax Audit	1.02	0.94
For Taxation matters	1.02	2.52
For Other services	2.72	1.69
Reimbursement of Expenses etc.	0.48	0.59
	9.90	9.92
Cost Auditors' Remuneration:		
As Auditors	1.62	1.25
Directors' Fees	7.45	4.10
Loss on Fixed Assets Sold / Discarded (Net)	-	40.40
Vehicle Expenses	119.22	123.63
Donations & Contributions	3.67	3.37
Business Promotion	285.88	232.91
Sales Tax	1,110.92	899.21
Service Tax	8.38	-
Freight and Forwarding (Net)	506.66	641.30
Bad Debts Written off	815.42	450.19
Research And Development Expenses	133.84	130.01
Discount And Commission	84.50	92.79
Guards & Security	132.14	124.08
Unrecovered Common Area Maintenance Expenses	18.26	43.05
Bank charges	86.76	99.18
Miscellaneous Expenses	409.38	397.26
	9,331.14	8,687.91

NOTE 27: EXPLANATORY INFORMATION & OTHER ADDITIONAL NOTES

- A.** The Notes to these Consolidated Financial Statements are disclosed to the extent necessary for presenting a true and fair view of the Consolidated Financial Statements. The Company has given disclosures in the Notes to the extent it is relevant for Consolidated Financial Statements in line with the General Circular No. 39/2014 dated 14th October 2014.
- B.** Disclosures related to related party transactions, employee benefits, capital commitments, lease payments, research and development activities, forward contracts and unhedged foreign currency exposure are same as disclosed in the Standalone Financial Statements of the Parent Company, except for elimination of related party transactions with Subsidiary Companies.
- C.** The Company has investment in Grauer & Weil (Thailand) Limited, an Associate Company, of **Rs. 83.83 Lacs** (P.Y. Rs. 83.83 Lacs). The net worth of the Associate has fully eroded. The management has taken several steps to revive the performance of the Associate viz. change in the local management, more proactive monitoring of performance, linkage of remuneration packages to performance and aggressive sales plans. The management considers this as strategic investment. Based on the projected future earnings, the management is of the opinion that the diminution in value of investment is temporary and that no provision is required, upon which, the auditors being unable to make an informed judgement, have placed their reliance.
- D.** Additional information as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiaries / Associates.

Name of the Entity	Net Assets, i.e. Total Assets minus Total Liabilities				Share of Profit or Loss			
	2015-16		2014-15		2015-16		2014-15	
	As % of Consolidated Net Assets	Rupees in Lacs	As % of Consolidated Net Assets	Rupees in Lacs	As % of Consolidated Profit or Loss	Rupees in Lacs	As % of Consolidated Profit or Loss	Rupees in Lacs
Parent								
Grauer & Weil (I) Limited	100.89%	25,154.71	100.59%	22,052.99	103.65%	3,904.64	103.05%	3,318.58
Subsidiaries								
Foreign								
Grauer & Weil (Shanghai) Limited	-1.05%	(262.22)	-0.59%	(129.28)	-3.52%	(132.73)	-2.97%	(95.54)
Growel Chemicals Company Limited	0.16%	40.12	0.00%	(0.93)	-0.13%	(5.03)	-0.09%	(2.82)
Subtotal	100.00%	24,932.61	100.00%	21,922.78	100.00%	3,766.88	100.00%	3,220.22
Associates								
Indian								
Growel Sidasa Industries Private Limited		-		1.35		-		0.59
Poona Bottling Company Private Limited		245.04		210.61		45.04		26.18
Adjustments arising out of consolidation		(111.68)		(425.95)		399.60		89.89
		25,065.97		21,708.79		4,211.52		3,336.88

E. Earnings Per Share

Particulars		31.03.2016	31.03.2015
Profit for the year	(Rupees in Lacs)	4,211.52	3,336.88
Weighted average number of Equity Shares (Face Value Re. 1 per share)	(Nos. in Lacs)	2,267.06	2,267.06
Basic Earnings per share	(Rupees)	1.86	1.47
Diluted Earnings per share	(Rupees)	1.86	1.47

F. Segment Reporting

The following tables present revenue and profit/(loss) information regarding business/ geographical segments for the year ended 31st March, 2016 and certain assets and liabilities information regarding business and geographical segments as at 31st March, 2016.

(a) Primary Segment Reporting by Business Segments

Rupees in Lacs

	Chemical	Engineering	Shopper-tainment	Paints	Oils & lubes	Total
Segment Revenue						
Income from Operations	28,902.55	3,634.77	2,217.20	5,717.32	1,004.24	41,476.08
	(27,851.80)	(4,357.59)	(2,317.49)	(5,631.20)	(885.77)	(41,043.85)
Add : Other Income	863.55	205.64	247.79	35.84	0.83	1,353.65
	(527.05)	(343.36)	(7.47)	(29.45)	(-2.83)	(904.50)
Add : Unallocable Income						106.13
						(41.37)
Total	29,766.10	3,840.41	2,464.99	5,753.16	1,005.07	42,935.86
	(28,378.85)	(4,700.95)	(2,324.96)	(5,660.65)	(882.94)	(41,989.72)
Segment Results	8,484.54	(454.68)	1,135.53	(227.36)	145.05	9,083.08
	(7,560.66)	(-63.02)	(1,027.96)	(-376.49)	(83.82)	(8,232.93)
Less : Finance Cost						884.02
						(1,308.11)
Less : Other Unallocable Expenditure net of Unallocable Income						2,633.37
						(2,307.98)
Profit Before Tax						5,565.69
						(4,616.84)
Less : Provision for Current and Deferred Tax						1,354.17
						(1,279.96)
Profit After Tax						4,211.52
						(3,336.88)
Segment Assets	14,069.69	2,505.98	12,159.26	7,570.87	422.71	36,728.51
	(14,156.48)	(3,069.72)	(12,671.08)	(7,965.57)	(391.58)	(38,254.43)
Unallocated Corporate Assets						2,998.98
						(2,728.19)
Total Assets						39,727.49
						(40,982.62)
Segment Liabilities	3,754.44	1,690.28	1,825.60	1,198.21	140.39	8,608.92
	(3,100.78)	(1,849.19)	(1,918.69)	(1,658.64)	(88.21)	(8,615.51)
Unallocated Corporate Liabilities						31,118.57
						(32,367.11)
Total Liabilities						39,727.49
						(40,982.62)
Capital Expenditure	211.79	7.38	142.13	196.75	19.22	
	(458.00)	(50.00)	(41.61)	(380.73)	(12.21)	
Depreciation	588.63	39.34	646.75	72.30	2.57	
	(673.24)	(45.15)	(780.11)	(56.96)	(5.12)	

(b) Secondary Segment Reporting by Geographical Segments**Rupees in Lacs**

	Domestic	Foreign	Total
Revenue	38,326.35 (37,343.83)	4,609.51 (4,532.61)	42,935.86 (41,989.72)
Total Assets	37,832.47 (39,560.71)	1,895.02 (1,727.08)	39,727.49 (40,982.62)

Note : Previous year's figures are in brackets.

G. Exceptional Items Represents:**Rupees in Lacs**

Particulars	2015-2016	2014-2015
Voluntary Retirement Scheme	237.61	-
Diminution in value of Investments	0.06	-

H. Contingent Liabilities not provided for:**Rupees in Lacs**

Particulars	2015-2016	2014-2015
Disputed matters in appeal / contested in respect of:		
- Income Tax	24.26	13.92
- Excise Duty/ Service Tax (Rs. 16.26 Lacs paid)	287.63	173.48
- Sales Tax	18.77	25.05
Bank Guarantees	852.94	1,060.22

It is not possible for the company to estimate the timing of cash flows, if any, in respect of above pending matters.

- I. Figures pertaining to the previous year/ subsidiary companies have been reclassified wherever necessary to bring them in line with the Group's financial statement.

Signatures to Notes 1 to 27 which form an integral part of these Consolidated Financial Statements**For M. M. NISSIM & CO.**Chartered Accountants
(Firm Reg. No. 107122W)**For and on behalf of the Board of Directors****UMESHKUMAR MORE**Chairman
DIN: 00112662**NIRAJKUMAR MORE**Managing Director
DIN: 00113191**N. KASHINATH**Partner
Membership No. 36490**VINOD HARITWAL**CEO & Director
DIN: 00112862**JAGDISH KADAM**Chief Financial Officer
Membership No. 41955**CHINTAN K. GANDHI**Company Secretary
Membership No. 21369

Mumbai, 30th May, 2016

FORM AOC-I

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

Statement containing salient features of the Financial Statement of Subsidiaries & Associate Companies

Part "A": Subsidiaries

Rupees in Lacs

Sr. No.	Name of the Subsidiary Company	1	2	3
		Grauer & Weil (Shanghai) Limited	Growel Chemicals Company Limited	Grauer & Weil (UK) Limited
		(Wholly owned subsidiary)		
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Jan - Dec 2015	Jan - Dec 2015	July - June 2015
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	CNY (Renminbi) 1 CNY = 10.1914 INR	THB (Thai Baht) 1 THB = 1.8365 INR	GBP (Sterling Pound) 1 GBP = 99.9585 INR
3	Share capital	348.65	47.75	-
4	Reserves & surplus	(610.87)	(7.63)	-
5	Total assets	240.65	46.58	-
6	Total Liabilities	502.87	6.46	-
7	Investments	-	-	-
8	Turnover	414.47	-	-
9	Profit before taxation	(132.73)	(5.03)	-
10	Provision for taxation	-	-	-
11	Profit after taxation	(132.73)	(5.03)	-
12	Proposed Dividend	-	-	-
13	% of shareholding	100%	100%	100%

1	Names of subsidiaries which are yet to commence operations	Grauer & Weil (UK) Limited
2	Names of subsidiaries which have been liquidated or sold during the year	None

Part "B": Associates

Rupees in Lacs

Sr. No.	Name of Associate Company	1	2	3	4
		Growel Goema (India) Private Limited	Grauer & Weil (Thailand) Limited	Growel Sidasa Industries Private Limited	Poona Bottling Company Private Limited
1	Latest audited Balance Sheet Date	31/3/2015	31/12/2015	31/3/2015	31/3/2015
2	Shares of Associate held by the company on the year end (No. of shares)	149,980	58,800	1,288,300	91,960
	Amount of Investment in Associates	14.99	83.83	128.83	3.90
	Extend of Holding %	29.99%	48.99%	49.80%	30.89%
3	Description of how there is significant influence	By virtue of shareholding	By virtue of shareholding	By virtue of shareholding	By virtue of shareholding
4	Reason why the associate is not consolidated	Not Applicable	Not Applicable	Not Applicable	Not Applicable
5	Networth attributable to Shareholding as per latest audited Balance Sheet	(19.09)	(69.25)	1.35	199.99
6	Profit / Loss for the year	0.08	22.62	1.19	56.72
i.	Considered in Consolidation	-	-	0.59	17.52
ii.	Not Considered in Consolidation	0.08	22.62	0.60	39.20

1	Names of associates which are yet to commence operations	None
2	Names of associates which have been liquidated or sold during the year	None

For and on behalf of the Board of Directors

UMESHKUMAR MOREChairman
DIN: 00112662**NIRAJKUMAR MORE**Managing Director
DIN: 00113191**VINOD HARITWAL**CEO & Director
DIN: 00112862**JAGDISH KADAM**Chief Financial Officer
Membership No. 41955**CHINTAN K. GANDHI**Company Secretary
Membership No. 21369



Since 1957

Registered Office : Growel Corporate, Akurli Road, Kandivli (E) Mumbai - 400 101.

CIN: L74999MH1957PLC010975

Green Initiative in Corporate Governance

Dear Shareholder,

In case you have not registered your e-mail address for receiving communication from the Company in electronic mode, you may submit the Registration Form given below to the registrar Link Intime India Pvt. Ltd. Shareholders holding shares in demat mode are requested to register their e-mail address with the Depository Participant only.

E-COMMUNICATION REGISTRATION FORM

(In terms of circular no.17/2011 dated 21.04.2011 and circular no. 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs)

Folio No./DP ID & Client ID : _____

Name of 1st Registered Holder : _____

Name of Joint Holder(s) : _____

Registered Address : _____

E-mail Address (to be registered) : _____

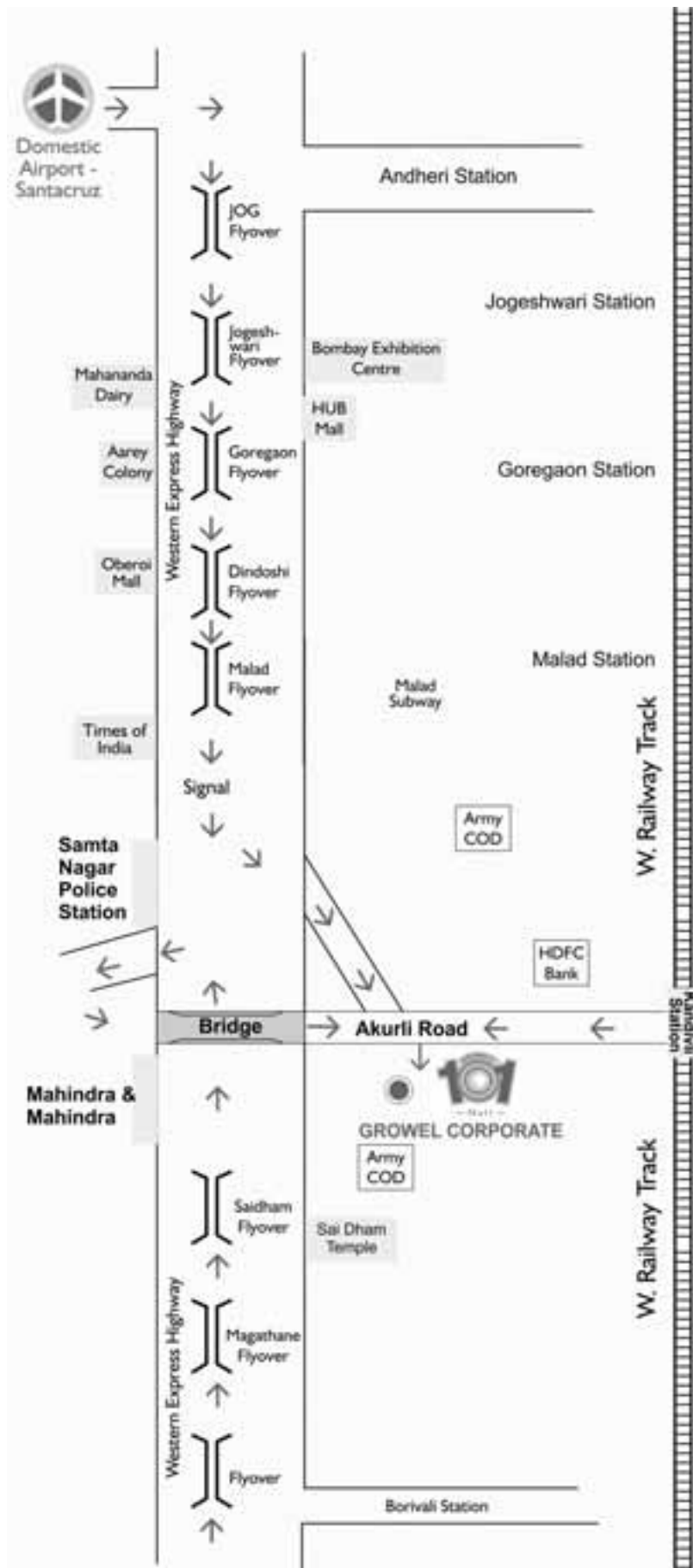
I/We shareholder(s) of Grauer & Weil (India) Ltd. agree to receive communication from the Company in electronic mode. Please register my/our above e-mail address in your records for sending communication through e-mail.

Date : _____

Signature : _____

Note : Shareholder(s) are requested to keep the Company/Depository Participant informed as and when there is any change in the e-mail address.

ROUTE MAP TO THE VENUE OF AGM





GRAUER & WEIL (INDIA) LIMITED

Regd. Office: Growel Corporate, Akurli Road, Kandivli (East), Mumbai - 400 101.

CIN: L74999MH1957PLC010975

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.
Joint Shareholders may obtain additional Attendance Slips on request.

Name & Address of the Shareholders:		Folio No/ *Client Id: *DP Id: No. of Shares held:	
-------------------------------------	--	---------------------------------------------------------	--

I hereby record my presence at the 58th Annual General Meeting of the Company to be held on Thursday, August 11, 2016 at 5.00 pm at Growel's 101 Mall, Akurli Road, Kandivli (East), Mumbai – 400101.

Signature of Shareholders / Proxy



GRAUER & WEIL (INDIA) LIMITED

Regd. Office: Growel Corporate, Akurli Road, Kandivli (East), Mumbai - 400101.
CIN: L74999MH1957PLC010975

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name & Address of the member (s):	Folio No/ *Client Id: *DP Id: e-mail Address:
-----------------------------------	-----------------------------------------------------

I/We, being the member(s) of _____ shares of Grauer & Weil (India) Ltd., hereby appoint:

- 1) _____ of _____ having e-mail Address _____ or failing him
- 2) _____ of _____ having e-mail Address _____ or failing him
- 3) _____ of _____ having e-mail Address _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 58th Annual General Meeting of the Company to be held on Thursday, August 11, 2016 at 5.00 pm at Growel's IOI Mall, Akurli Road, Kandivli (East), Mumbai – 400101 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS	FOR	AGAINST
ORDINARY BUSINESS:		
1. Receive, consider, approve and adopt the Standalone and Consolidated Audited Profit and Loss Account for the year ended March 31, 2016 and the Balance Sheet as at that date together with Report of directors and the Auditors thereon.		
2. Confirm the payment of Interim Dividend and Declare Final Dividend on Equity Shares for the Financial Year ended March 31, 2016.		
3. Appoint a Director in place of Shri Rohitkumar More (DIN : 00139797), who retires by rotation and being eligible, offers himself for re-appointment.		
4. Appointment of Statutory Auditors of the Company till the conclusion of the 59 th AGM of the Company and to authorize the Board to fix their remuneration.		
SPECIAL BUSINESS:		
5. Reappointment of Shri Vinod Haritwal as CEO & Wholetime Director of the Company.		
6. Reappointment of Shri Rohitkumar More as a Wholetime Director of the Company.		
7. Reappointment of Shri Nirajkumar More as Managing Director of the Company		
8. Ratification of Remuneration of Cost Auditors for the Financial Year ending March 31, 2017.		

Signed this..... day of.....2016

Signature of shareholder

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- (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) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

[illegible]

[illegible]



SINCE 1957

Grauer & Weil (India) Limited

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