GARWARE-WALL ROPES LTD.
Regd. Office & Factory : Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune - 411019, India.
CIN No. : L25209MH1976PLC018939
Telephone: +91-20-30780000, Fax: +91-20-30780341
Email: pune_admin@garwareropes.com
Website: www.garwareropes.com

RBG GROUP

GWRL:SEC:2017 August 21, 2017

BSE Limited
Corporate Relationship Department,
New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai 400001. **(Company code: 509557)**

National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C/1, 'G' Block,
Bandra-Kurla Complex,
Bandra East,
Mumbai 400051. **(Symbol: GARWALLROP, Series: EQ)**

Dear Sirs,

Sub: 40th Annual General Meeting – Annual Report

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report for the Financial Year 2016-17, duly approved and adopted by the Members at the 40th Annual General Meeting of the Company held on Friday, 04th August, 2017.

Kindly acknowledge.

Thanking you,

Yours faithfully,

For GARWARE-WALL ROPES LIMITED

Sunil Agarwal
Company Secretary
M. No. FCS6407
Encl.: as above

GARWARE-WALL ROPES LIMITED

Registered Office: Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune 411 019.
CIN: L25209MH1976PLC018939, Telephone No: (020) 30780000, Fax No: (020) 30780341
e-mail: pune_admin@garwareropes.com, website: www.garwareropes.com

RBG Group

NOTICE

Notice is hereby given that the FORTIETH ANNUAL GENERAL MEETING of the Company will be held at Auto Cluster Auditorium, Auto Cluster Development & Research Institute Limited, H-Block, Plot No. C-181, Off Old Pune - Mumbai Highway, Chinchwad, Pune - 411 019 on Friday, 4th August, 2017 at 10:30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt:
   a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and the Auditors; and
   b. the Audited Consolidated Financial Statements for the financial year ended 31st March, 2017 and the Report of the Auditors.
2. To declare Dividend (including one-time Special Dividend) on equity shares for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Dr. Shridhar Shrikrishna Rajpathak (DIN 00040387), who retires by rotation and, being eligible, offers himself for re-appointment.
4. **Appointment of Statutory Auditors:**

   To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Audit Committee, M/s. Mehta Chokshi & Shah, Chartered Accountants, Mumbai (Firm Registration No. 106201W), be and is hereby appointed as Statutory Auditors of the Company (in place of retiring Auditors, M/s. Patki & Soman, Chartered Accountants) to hold office for a term of five (5) consecutive years from the conclusion of this Annual General Meeting till the conclusion of 45th Annual General Meeting of the Company, subject to ratification of their appointment at every Annual General Meeting, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors plus taxes as applicable and re-imbursement of actual out-of-pocket expenses."

   "RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, relevant, usual and / or expedient for giving effect to this resolution."

SPECIAL BUSINESS:

5. **Ratification of Cost Auditors' remuneration:**

   To consider, and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 14(a) of Companies (Audit and Auditors) Rules, 2014, the payment of remuneration of Rs. 5,10,000/- (Rupees Five Lakhs Ten Thousand only) plus taxes as applicable and re-imbursement of actual out-of-pocket expenses to M/s. Joshi Apte & Associates, Cost Accountants, appointed as Cost Auditors (Firm Registration No. 000240), by the Board of Directors based on recommendation by the Audit Committee, to conduct the Audit of the Cost Records in respect of the Products covered under the Companies (Cost Records and Audit) Rules, 2014 for the financial year ended 31st March, 2018, be and is hereby ratified and approved."

   "RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, relevant, usual and / or expedient for giving effect to this resolution."

6. **Revision in terms of remuneration of Mr. V. R. Garware (DIN 00092201), Chairman & Managing Director of the Company:**

   To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

   "RESOLVED THAT in partial modification of the resolution passed by the members at the 39th Annual General Meeting of the Company held on 10th August, 2016 approving the re-appointment of Mr. V. R. Garware (DIN 00092201), as the Managing Director of the Company, and the terms of appointment including remuneration payable to him, and pursuant to second proviso of Section 197(1) of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorised to determine amount of commission to be paid to Mr. V. R. Garware, Chairman & Managing Director of the Company, every year, based on the performance of the Company for that particular year, such that total remuneration for any financial year shall not exceed ten (10) percent of the net profits of the Company from the financial year, which has started on 1st April, 2017, till remainder of term of his appointment i.e. upto 30th November, 2021."

   "RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, relevant, usual and / or expedient for giving effect to this resolution."

By Order of the Board of Directors

Sunil Agarwal
Company Secretary
FCS No.: 6407

Pune,
24th May, 2017

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF ONLY ON A POLL AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The proxy form, in order to be effective, must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time fixed for the commencement of the Meeting.
   A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A Member holding more than ten (10) 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.
   A Member of a Company registered under Section 8 of the Companies Act, 2013, shall not be entitled to appoint any other person as his proxy unless such other person is also a Member of the Company.
3. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013, is requested to send to the Company a certified copy of the Board Resolution authorising such representative to attend and vote on its behalf at the Meeting.
4. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to item nos. 4, 5 and 6 to be transacted at the Meeting is annexed hereto.
5. Members are requested to notify immediately the change of address, if any, to the Company's Registrar and Share Transfer Agent, quoting folio number and giving complete address in block capitals along with PIN code of the postal district. The Beneficial Owners of the dematerialised shares may inform the concerned Depository Participant/s ["DP"(s)] of the change of address.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 29th July, 2017 to Friday, 4th August, 2017 (both days inclusive), for the purpose of determining the names of Members eligible for final Dividend on Equity Shares, if declared at the Meeting.
7. The Dividend of Rs. 3.50/- (35%) per share and one-time Special Dividend of Rs. 1.50/- (15%) per share, thus aggregating to a total dividend of Rs. 5.00/- (50%) per equity share of the nominal value of Rs. 10/- each for the year ended 31st March, 2017, as recommended by the Board of Directors, if declared at the Meeting, will be paid, subject to the provisions of the Companies Act, 2013, on or after Friday, 4th August, 2017, in respect of shares held in physical form, to those Members whose names appear on the Register of Members as on Friday, 4th August, 2017, and in respect of shares held in dematerialised form, to those "Deemed Members" whose names appear in the statement of Beneficial Ownership furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") at the close of business hours on Friday, 28th July, 2017.

(P.T.O.)

8. Members are requested to note that as per RBI Notification, with effect from 1st October, 2009, the remittance of the Dividend amount through ECS has been replaced by National-Electronic Clearing Service ("NECS") and Banks have been instructed to move to the NECS platform with immediate effect. The advantages of NECS over ECS include faster credit of remittance to beneficiary's account, coverage of more bank branches and ease of operations for remitting agencies.

   NECS essentially operates on the new and unique bank account number, allotted by banks post implementation of Core Banking Solutions ("CBS"), for centralized processing of inward instructions and efficiency in handling bulk transactions. Members holding the shares in electronic form are requested to furnish the new 10-digit Bank Account Number allotted by bank after implementation of CBS, if not provided so far, along with a photocopy of a cheque pertaining to the concerned account, to their respective DP, immediately. The Members holding the shares in physical form are also requested to furnish similar information and documents to the Registrar and Share Transfer Agent of the Company, M/s. Link Intime India Pvt. Ltd., Akshay Complex, Block No 202, 2nd Floor, Off Dhole Patil Road, Near Ganesh Temple, Pune - 411 001, if the remittance of dividend is to be made through NECS.

   Members who have not provided new account number allotted after implementation of CBS by bank, to their DP / Registrar and Transfer Agents, as the case may be, then remittance of dividend through ECS to old account may either be rejected or returned.

9. With a view to provide protection against fraudulent encashment of dividend warrant, Members are requested to provide the bank account numbers along with the names and addresses of the concerned banks to enable the Company to incorporate the said details in the dividend warrants.

10. Pursuant to provisions of Sections 124 and 125 of the Companies Act, 2013 (Section 205A and 205C of erstwhile Companies Act, 1956), any money transferred to the Unpaid Dividend Account which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to a fund called "Investor Education and Protection Fund" (the "IEPF") established by the Central Government. Accordingly, the unclaimed dividends up to the financial year 2008-2009 have been transferred by the Company to the IEPF. The unpaid / unclaimed dividend for the financial year 2009-10 and onwards will become transferable to the IEPF at the end of seven (7) years from the respective dates of transfer of such amounts to the Unclaimed Dividend Accounts of the Company and no claims shall lie against the IEPF or the Company in respect of individual amounts thereafter. Members are, therefore, requested to check and send their claims, if any, for the relevant financial year 2009-10 and onwards before the respective amounts become due for transfer to the IEPF.

    Ministry of Corporate Affairs ("MCA") notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 on September 05, 2016, as ammended from time to time ("IEPF Rules"), which is applicable to the Company. The one of the objective of the IEPF Rules is to help the Members ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial year 2009-2010 and onwards, as on the date of the 39th Annual General Meeting of the Company held on 10th August, 2016, on the website of the Company viz. www.garwareropes.com.

    Members are also requested to note that, pursuant to the provisions of Section 124(6) of the Act and the IEPF Rules, the Company is obliged to transfer of all shares, in respect of which dividend has remain unpaid or unclaimed for seven (7) consecutive years or more in demat account of the IEPF Authority to be opened for said purpose.

11. Members / Proxies / Authorised Representatives attending the Meeting are requested to bring their copies of Annual Report along with duly filled attendance slips.

12. Members, who hold shares in dematerialised form are requested to write their DP ID. and Client ID. Numbers and those who hold shares in physical form are requested to write their Folio Numbers in the attendance slips for attending the Meeting.

13. Queries, if any, on the accounts should be sent to the Company at its registered office such that the Company will receive the same at least seven (7) days before the Meeting.

14. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

15. Non-Resident Indian Members are requested to inform the Company, immediately of:
    (i) Change in their residential status on return to India for permanent settlement.
    (ii) Particulars of their Bank Account maintained in India with complete name, branch, account type, MICR number, account number and address of the bank with pin code number, if not furnished earlier.

16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent.

17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names, are requested to send the Share Certificate(s) to the Company for consolidation of their holdings into a single folio.

18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection by the Members at the Meeting.

19. Electronic copy of the annual report is being sent to all the Members whose email IDs are registered with the Company / DP for communication purposes unless any Member has requested for a hard copy of the same. Accordingly, the annual report of the Company for the financial year ended 31st March, 2017, will be sent in electronic form to those Members who have registered their e-mail addresses with their DPs which are made available to the Company by the Depositories. However, in case a Member wishes to receive a physical copy of the annual report, such Member is requested to send an e-mail duly quoting his folio / DP ID and Client ID, as the case may be, to secretarial@garwareropes.com / pune@linkintime.co.in. Thereupon, the Company shall update its database by incorporating / updating the designated e-mail addresses in its records. Please note that the annual report will also be uploaded on the website of the Company viz. www.garwareropes.com.

    Members who still hold share certificates in physical form are advised to get their shares dematerialised to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

20. All documents referred to in this Notice and accompanying explanatory statement are open for inspection at the registered office of the Company on all working days (except Saturday, Sunday and Public Holidays) of the Company between 11.00 a.m. to 1.00 p.m. upto the date of this Meeting and at the venue of this Meeting for the duration of this Meeting.

21. Disclosure pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard – 2 on General Meetings issued by Institute of Company Secretaries of India with respect to Director seeking re-appointment at the Meeting is given in explanatory statement annexed to this Notice.

I. Voting through electronic means:

(i) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted vide notification dated March 19, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to exercise their right to vote at the Fortieth Annual General Meeting of the Company by electronic means and the business may be transacted through e-voting services provided by CDSL.

(ii) For Members attending the Meeting who have not cast their vote by remote e-voting, the Company shall be making arrangements for the Members to cast their votes in respect to the business stated in this Notice through polling paper. The Members who have cast their votes by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

II. The instructions for e-voting are as under:

(i) The voting period begins on Tuesday, 1st August, 2017, (9.00 a.m.) and ends on Thursday, 3rd August, 2017, (5.00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 28th July, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and Members shall not be allowed to vote beyond the said date and time. A person, who is not Member as on cut-off date should treat this Notice for information purposes only.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Log on to the e-voting website www.evotingindia.com during the voting period.

(iv) Click on "Shareholders" tab.

(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 on an earlier voting of any company, then your existing password is to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	• Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company / DP are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details Or Date of Birth (DOB)	• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • 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 (v).

(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 (EVSN No. 170704015) for Garware-Wall Ropes Limited on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.

(xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly, modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out a print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If a Demat account holder has forgotten the login password, then, enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.

(xix) Members 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non-Individual Members & Custodians:

Non-individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.

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, they have to create a Compliance User using the admin login and password. The Compliance User would be able to link the account(s) linked in the login which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Sunil Agarwal, Company Secretary at the Registered office address or Tel. (020) 30780000 or e-mail at secretarial@garwareropes.com.

(xxii) Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch date of this Notice and holds shares as of the cut-off date i.e. Friday, 28th July, 2017 and whose PAN is not updated nor received the intimation of sequence number, may obtain the login ID and sequence number by sending a request to Link Intime India Pvt. Ltd, Registrar and Share Transfer Agent of the Company.

III. a. Mr. S. V. Deulkar, Partner of M/s. S. V. D. & Associates, Company Secretaries (CP No. 965) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.

b. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than forty-eight (48) hours of the conclusion of the Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

c. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of the CDSL immediately after the declaration of results by the Chairman or a person authorised by him in writing. The results shall also be communicated to Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed.

EXPLANATORY STATEMENT:

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out the material facts relating to the business mentioned under Item Nos. 4, 5 and 6 of the accompanying Notice dated 24th May, 2017.

Item No. 4:

The Explanatory Statement for this Item No. 4 is being provided voluntarily, though strictly not required as per Section 102 of the Companies Act, 2013 (the "Act").

Section 139(2) of the Act, inter alia, provides for appointment of an Audit firm as Company's Auditor for two (2) terms of five (5) consecutive years. The Act also provides for a period of three (3) years to comply with the requirements of Section 139(2) of the Act, in respect to companies existing before the commencement of the Act.

Accordingly, at the 37th Annual General Meeting of the Company held on 25th September, 2014, M/s. Patki and Soman, Chartered Accountants, Pune (firm registration number 107830W) were appointed as Statutory Auditors of the Company for a period of three (3) years, subject to ratification of such appointment by the Members of the Company at every Annual General meeting. At two subsequent Annual General Meetings of the Company, their appointment as Statutory Auditors was duly ratified. M/s. Patki and Soman will hold office as Statutory Auditors of the Company up to the conclusion of the ensuing Annual General Meeting of the Company and are not eligible for re-appointment. It is accordingly proposed to appoint M/s. Mehta Chokshi & Shah, Chartered Accountants, as the Company's Statutory Auditors at the ensuing Annual General Meeting of the Company.

The appointment of M/s. Mehta Chokshi & Shah, Chartered Accountants, is being made for the first time under Section 139 of the Act, for a term of five (5) consecutive years subject to the ratification by Members at every Annual General Meeting of the Company.

A special notice has been received under Section 140(4)(ii) of the Act from the Member(s) holding not less than 1% of the total voting power for appointment of M/s. Mehta Chokshi & Shah, Chartered Accountants, as the Company's Statutory Auditors for the said term of five (5) years. The Audit Committee has considered the qualifications and experience of the proposed Statutory Auditors and has recommended their appointment. The Board of Directors has also considered the matter and has recommended their appointment.

The appointment of M/s. Mehta Chokshi & Shah, Chartered Accountants, is placed before the Members for their approval at Item No. 4 of the Notice as an Ordinary Resolution.

(P.T.O.)

Item No. 5:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct the audit of the cost records in respect of the Products covered under the said Rules for the financial year ending on March 31, 2018. Accordingly, M/s Joshi Apte & Associates, Cost Accountants, have been appointed as the Cost Auditors of the Company for the financial year 2017-2018 by the Board of Directors at its meeting held on 24th May, 2017, on the recommendation of the Audit Committee of the Company for conducting the audit of the concerned cost records maintained by the Company.

The Board of Directors has fixed a remuneration of Rs. 5,10,000/- (Rupees Five Lakhs Ten Thousand only) plus taxes as applicable and re-imbursement of actual out-of-pocket expenses. In terms of Section 148(3) of the Companies Act, 2013 and Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the cost auditors, as fixed by the Board of Directors is required to be ratified by the Company.

None of the Directors or Key Managerial Personnel or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

The Board of Directors commends the resolution set out at Item No. 5 for ratification by the Members of the Company as an Ordinary Resolution.

Item No. 6:

The Members of the Company at the 39th Annual General Meeting of the Company held on 10th August, 2016, had approved the re-appointment of Mr. V. R. Garware (DIN 00092201) as the Managing Director designated as Chairman & Managing Director (CMD) of the Company and the terms of his re-appointment including remuneration payable to him for the period from 1st December, 2016 to 30th November, 2021 as per the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act").

According to the said approved terms of re-appointment, besides the salary, perquisites and allowances, CMD shall also be paid remuneration by way of commission. The amount of commission is to be determined by the Board of Directors every year based on the performance of the Company for that particular year, such that total remuneration for any financial year shall not exceed the maximum remuneration limits determined as per the provisions of Section 197 and Section 198 of the Act.

The Board of Directors of the Company at its meeting held on 24th May, 2017, as per the recommendation of Nomination and Remuneration Committee, pursuant to Second Proviso of Section 197(1) of the Act, decided to recommend for approval by the Members of the Company, the proposal that Mr. V. R. Garware, Chairman & Managing Director of the Company, be paid a commission, every year, based on the performance of the Company for that particular year, such that total remuneration for any financial year shall not exceed ten (10) percent of the net profits of the Company from the financial year, which has started on 1st April, 2017, till the remainder of term of his appointment i.e. upto 30th November, 2021, so that total remuneration is commensurate with the growth, and overall prospects of the Company and adequately rewards the efforts put-in, and contribution made in overall growth and prospects of the Company during his tenure as CMD of the Company.

Second Proviso of Section 197(1) of the Act, inter alia provides that except with the approval of the Company in General Meeting, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five (5) percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten (10) percent of the net profits to all such directors and manager taken together. Hence, the specific approval members of the Company by way of Special Resolution in this Annual General Meeting is sought.

All other terms and conditions relating to his appointment and remuneration as approved by the Members at 39th Annual General Meeting of the Company held on 10th August, 2016 shall remain unchanged.

Details of remuneration paid to Mr. V. R. Garware, Chairman & Managing Director during the financial year 2016-17 have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report.

The terms of appointment and remuneration of the CMD as contained in the resolution and explanatory statement dated 10th August, 2016 as modified by this resolution read with the provisions of Article No. 121 of the Articles of Association dealing with powers of the Managing Director and other Articles as may be applicable to Managing Director of the Company shall be deemed to constitute a written memorandum setting out the term of re-appointment of Mr. V. R. Garware, as Chairman & Managing Director.

Ms. M. V. Garware, Director of the Company, related to Mr. V. R. Garware and Mr. V .R. Garware, shall, in his individual capacity, be deemed to be concerned and interested in the resolution. Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice.

The Board of Directors commends the resolution as set out at Item No. 6 of this Notice for the approval of the Members of the Company as a Special Resolution.

Brief Profile of Mr. V. R. Garware (DIN 00092201) and other details as per Secretarial Standard - 2 of General Meeting issued by Institute of Company Secretary of India:

Mr. V. R. Garware (DIN 00092201) (aged 44 years) has been on the Board of Directors of the Company since 7th December, 1995. Mr. V. R. Garware is a Graduate Cum Laude in B Sc Economics (Specialization in Finance) from the Wharton Business School of the University of Pennsylvania, U.S.A.

Mr. V. R. Garware served the Company as a director for one (1) year ending November, 1996 and thereafter, as a whole-time director from December 1996 to November, 2011. Mr. V. R. Garware was elevated to the position of Managing Director of the Company, designated as Chairman & Managing Director, for the period 7th November, 2011 to 30th November, 2011. Thereafter, Mr. V. R. Garware has been re-appointed as the Managing Director designated as the Chairman & Managing Director effective from 1st December, 2011, for a further period of five (5) years. Mr. V. R. Garware has been further re-appointed as the Managing Director designated as Chairman & Managing Director effective from 1st December, 2016, for a further period of five (5) years. Mr. V. R. Garware being Chairman & Managing Director of the Company is in-charge of the overall management of the Company and reports to the Board of Directors of the Company.

Mr. V. R. Garware is also a Director of Garware Research Institute, Vimlabai Garware Research Institute, VRG Investments Limited, VMIR Investment Limited, Garware Capital Markets Limited, Indian Technical Textile Association, Sanand Investments And Trading Co Pvt. Ltd., Consolidated Agricultural and Dairy Farming Co Pvt. Ltd, Manmit Investments And Trading Co Pvt. L.td, Moonshine Investments And Trading Co Pvt. Ltd, Starshine Investments And Trading Co. Pvt. Ltd., Sukukar Holdings And Trading Co. Pvt. Ltd, Garware Infrastructure Private Limited, Garware Environmental Services Pvt. Ltd., Garware Meditech Private Limited and Gurukrupa Investments & Trading Co. Pvt. Ltd. He does not hold membership of committees of the Board of Directors of any of these companies.

Mr. V. R. Garware holds 19,658 shares of the Company and he is not related to any Director except Ms. M. V. Garware and Key Managerial Personnel of the Company.

Other details such as number of meetings of the Board of Directors attended during the year, remuneration drawn has been given in Corporate Governance Report which forms part of this Annual Report.

ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTIETH ANNUAL GENERAL MEETING

Dr. Shridhar Shrikrishna Rajpathak (DIN 00040387)

Dr. Shridhar Shrikrishna Rajpathak (DIN No. 00040387)(aged 65 years) holds B.Com (Hons), P.G.D.B.M. and M.B.S. (Marketing) degree from University of Pune. He has also been awarded Ph. D. on thesis subject– "A Treatise on Utilization of Fisheries Resources for Sustainable Growth".

During his professional carrier of more than 44 years, Dr. Rajpathak has been involved in various functional areas such as accounting and finance, costing, marketing, indirect taxation, export procedure, international laws on taxation, etc.

Dr. Rajpathak was closely associated with Garware-Wall Ropes Limited for last 20 years. He was involved in overall strategic Management and looking after all commercial activities of the organization.

As per the recommendation of Nomination and Remuneration Committee of the Board, Dr. Rajpathak is appointed as Director (Non-Executive-Non-Independent) in casual vacancy caused due to resignation of Mr. M.V. Subbarao (DIN 02099059) with effect from 24th May, 2017. He is liable to retire by rotation.

Dr. Rajpathak does not hold any directorship in any other company.

Dr. Rajpathak holds 300 shares of the Company as on 31st March, 2017 and he is not related to any other Director and Key Managerial Personal of the Company.

Other details such as remuneration drawn has been given in Corporate Governance Report, which forms part of this Annual Report.

By Order of the Board of Directors

Pune,
24th May, 2017

Sunil Agarwal
Company Secretary
FCS No.: 6407

GARWARE-WALL ROPES LIMITED

Registered Office: Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune 411 019.
CIN: L25209MH1976PLC018939, Telephone no: (020) 30780000, Fax No: (020) 30780341
e-mail: pune_admin@garwareropes.com, website: www.garwareropes.com

Form No. MGT-11
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
of the Companies (Management & Administration) Rules, 2014]

PROXY FORM

CIN: L25209MH1976PLC018939
Name of the Company : GARWARE-WALL ROPES LIMITED.
Registered office : Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune - 411 019.

Name of the Member(s): _____

Registered address: _____

E-mail Id: _____

Folio No/ Dp. Id. & Client Id: _____

I/We being the Member(s) of _____ shares of the above named Company, hereby appoint:

1. Name:_____ Address: _____
   E-mail Id:_____ Signature: _____or failing him/her
2. Name:_____ Address: _____
   E-mail Id:_____ Signature: _____or failing him/her
3. Name:_____ Address: _____
   E-mail Id:_____ Signature: _____or failing him/her

as my / our proxy to attend and vote (on poll) for me / us and on my / our behalf at the FORTIETH ANNUAL GENERAL MEETING of the Company to be held on Friday, 4th August, 2017 at 10.30 a.m. at Auto Cluster Auditorium, Auto Cluster Development & Research Institute Ltd., H-Block, Plot No. C-181, off Old Pune-Mumbai Highway, Chinchwad, Pune - 411 019 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Description
1.	To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and the Auditors and b. the Audited Consolidated Financial Statements for the financial year ended 31st March, 2017 and the Report of the Auditors.
2.	To declare Dividend (including one-time Special Dividend) on equity shares for the financial year ended 31st March, 2017.
3.	To appoint a Director in place of Dr. Shridhar Shrikrishna Rajpthak (DIN 00040387), who retires by rotation and, being eligible, offers himself for re-appointment.
4.	Appointment of Statutory Auditors.
5.	Ratification of Cost Auditors' remuneration.
6.	Revision in terms of remuneration of Mr. V. R. Garware, Chairman & Managing Director (DIN 00092201) of the Company.

Signed this... . . . . day of . . . . . ., 2017

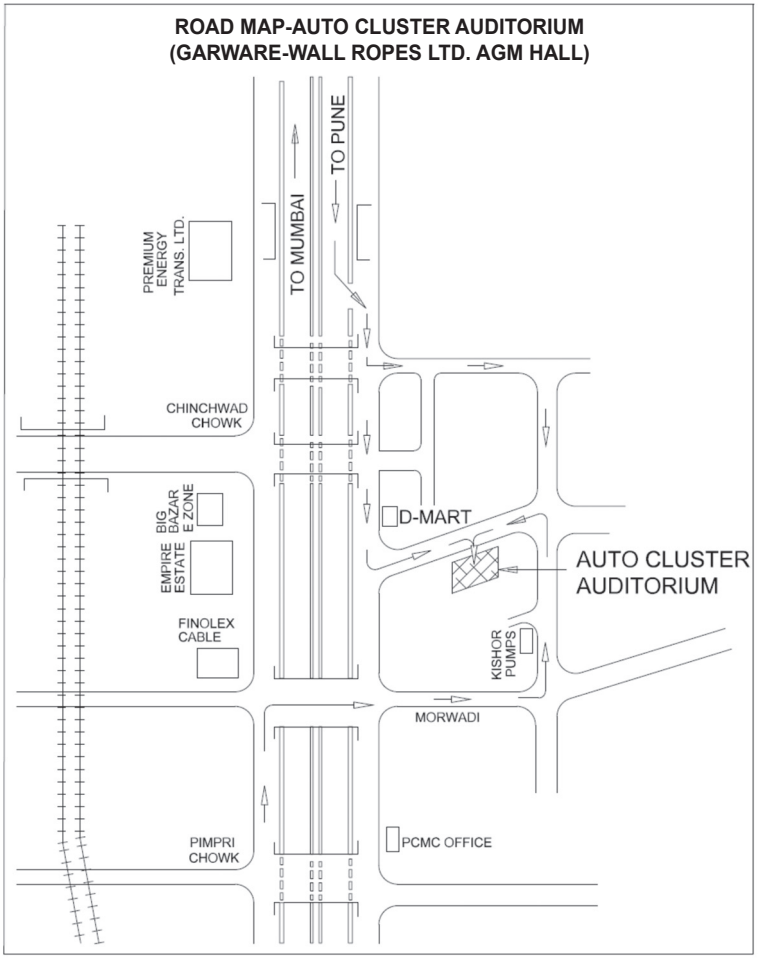
Signature of Member : _____

Signature of Proxy holder(s) : _____

Revenue Stamp

Note: (i) 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 fourty-eight (48) hours before the commencement of the FORTIETH ANNUAL GENERAL METTING of the Company.
(ii) A Proxy may vote either for or against each resolution.

ROAD MAP-AUTO CLUSTER AUDITORIUM
(GARWARE-WALL ROPES LTD. AGM HALL)





GARWARE-WALL ROPES LIMITED

RBG Group

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40th ANNUAL GENERAL MEETING

Day & Date:
Friday, 4th August, 2017

Time:
10.30 am

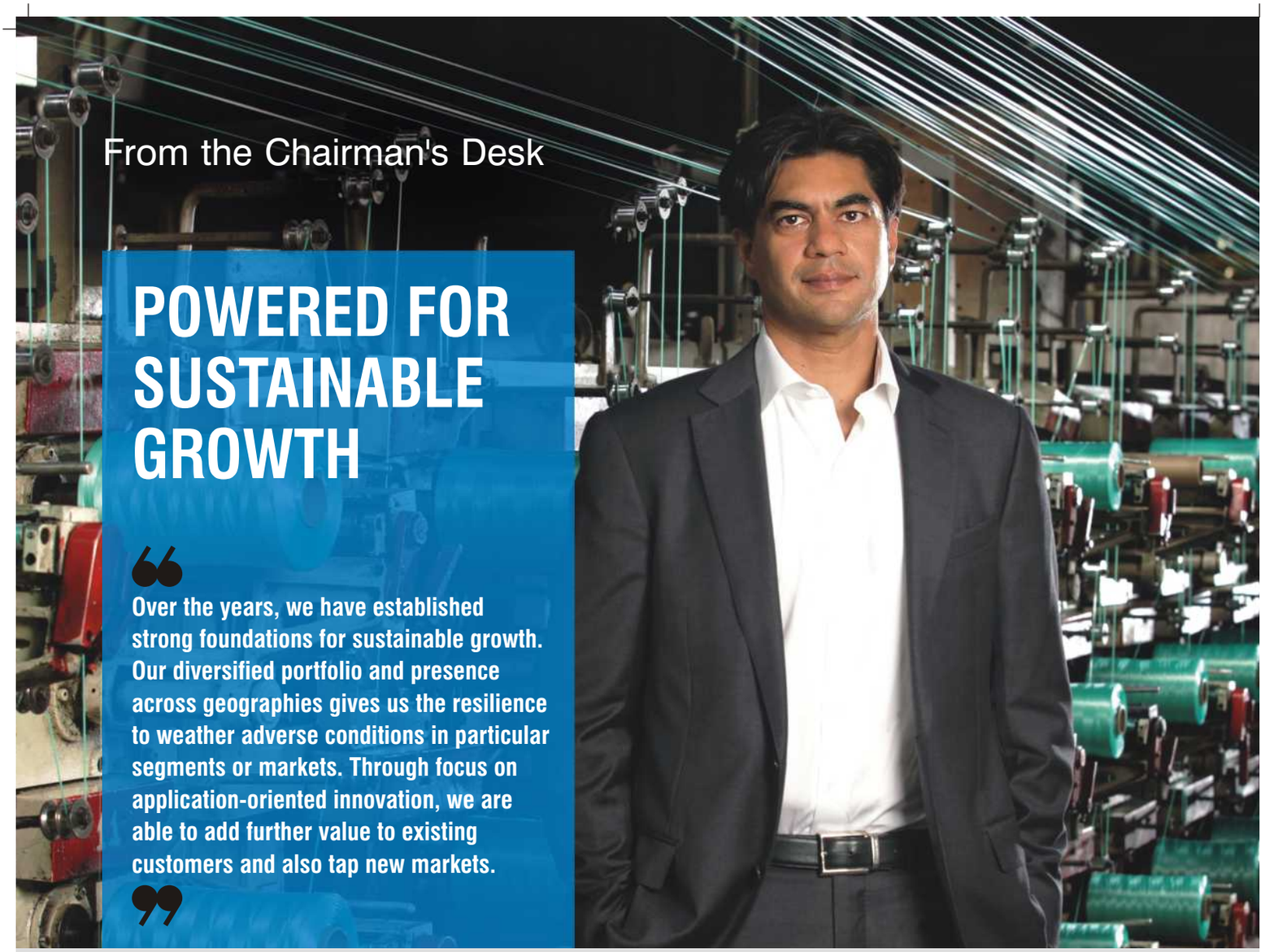
Venue:
Auto Cluster Auditorium,
Auto Cluster Development And Research Institute Limited,
H-Block, Plot No. C-181, Off Old Pune-Mumbai Highway, Chinchwad,
Pune - 411 019, Maharashtra, India.



RBG Group

GARWARE-WALL ROPES LIMITED

Sustaining the momentum built over the years, Garware-Wall Ropes Ltd. (GWRL) maintained its trajectory of profitable growth in FY 2016-17. With deep commitment to its 'Mission and Values', the Company has strategically built multiple drivers for sustainable and profitable progress.



From the Chairman's Desk

POWERED FOR SUSTAINABLE GROWTH

“Over the years, we have established strong foundations for sustainable growth. Our diversified portfolio and presence across geographies gives us the resilience to weather adverse conditions in particular segments or markets. Through focus on application-oriented innovation, we are able to add further value to existing customers and also tap new markets.”

Dear Shareholders,

I am happy to report that your Company recorded impressive performance in the financial year (FY) 2016-17.

Maintaining the momentum of growth recorded in the past few years, your Company achieved a turnover of ₹ 868.72 crores, and convincingly crossed the milestone of earning over ₹ 100 crores as profit before tax (PBT). Your Company's PBT in FY 2016-17 was ₹ 121.83 crores, 40% higher than the figure recorded in the previous year. The return on capital (net worth) also crossed the milestone of 25%.

Considering the performance, your Board of Directors has recommended a dividend at ₹ 3.50 (35%) per share and a special one-time dividend at ₹ 1.50 (15%) per share, to commemorate the completion of 40 years of the Company. The aggregate dividend is thus ₹ 5 (50%) per share.

Significantly, your Company attained new heights despite hardening global commodity prices and an uncertain geo-political environment. We could aggressively tackle these challenges because, over the years, we have established strong foundations for sustainable growth. Our diversified portfolio and presence across geographies gives us the resilience to weather adverse conditions in particular segments or markets. Through focus on application-oriented innovation, we are able to add further value to existing customers and also tap new markets.

In the year under review, the Indian economy continued to grow at an impressive rate. A relatively good monsoon led to an increase in the agriculture

growth-rate. However, this could not translate into demand for our products due to delays in subsidies and various regulatory issues. Growth in the industrial sector was moderate. The inflation rate remained fairly stable.

Our new and innovative products for the domestic fisheries sector received good response, and we were able to record large increases in volumes of sale, which also contributed to our bottom line. The geo-synthetics division also made notable contributions, by securing some large orders that were matched by high-quality execution skills.

The global economy was marked by some signs of recovery. Short-term fluctuations in the rupee were an issue of concern but your Company could meet this challenge comfortably due to its conservative hedging policies. Focusing on markets for new products introduced in the last few years, your Company recorded increases in export sales volumes as well as profits. Your Company achieved a remarkable breakthrough in the largest aquaculture market in the world, and initiated a trend to move away from use of nylon to polyethylene products in this industry segment.

Your Company's performance was possible due to the collaborative efforts of internal teams working relentlessly towards common goals. We followed up on enquiries speedily, converted them to orders, and then delivered within good lead times with reasonable margins. In FY 2015-16, we had initiated transformations in our plant operations, and in the year under review, we reaped the benefits in terms of significant improvement in uptime. Through planned efforts to enhance our visibility, we improved our customer satisfaction score. Efforts to enrich our employee engagements have become an integral part of our business strategy. This is reflected in significant upward movement on this parameter, according to the findings of an independent survey.

Your Company continues to play the role of a responsible corporate citizen. In the year under review, we contributed towards improvement in school education, by way of infrastructure and education materials, and facilitated better and more accessible health care. We also took significant efforts for protection of the environment.

Looking at the future, your Company's prospects are positive. In the short term, the effects of the new Goods and Services Tax (GST) regime on distribution channels are uncertain, but we expect this situation to last only for a few quarters, and it would not impact the strength and effectiveness of our core strategy. Likewise, we are confident of addressing the challenge of hardening material costs by offering products that deliver superior value.

With a strong cash-flow position, specific plans for new business lines, and a highly energetic team that is not content on resting on its laurels, your Company is well positioned to maintain growth.

We will continue to work with a strong focus on volumes and profits. We are committed to continuously improve our products and services, work with entrepreneurial zeal, enhance stakeholder value, and enrich our bonds with employees and business partners.

I would like to take this opportunity to thank all our stakeholders for their continued support, which has helped the Company achieve sustainable and profitable growth. I look forward to your continued support in our effort to reach new milestones.

With warm regards,

V. R. Garware
Chairman & Managing Director

Diversified Portfolio

As a business-to-business solutions-provider, GWRL caters to the existing demand and emerging needs of a gamut of industry segments and application areas. Providing quality solutions in a wide range of technical textiles, GWRL manufactures ropes, fishing nets, aquaculture solutions, sports nets, agriculture nets, geo-synthetic fabrics, and coated fabrics. The Company's products ensure efficient deep-sea fishing, enhance returns from aquaculture, enable high-value agriculture, protect the environment, increase safety in workplaces, and are used in sports arenas. The Company's highly diversified portfolio hedges its bottom line against downturns in particular market segments, and provides multiple opportunities for targeted growth.



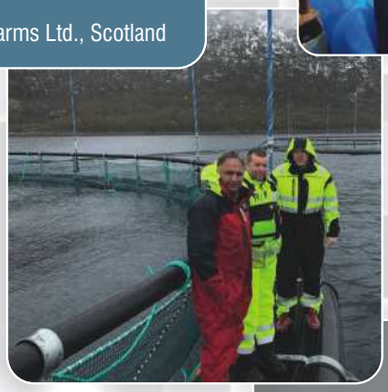
Deep Customer Relationships

GWRL enjoys a large base of loyal customers, with whom it has built deep and mutually beneficial relationships. Development of new products and applications is driven by deep understanding of needs of customers, and the challenges they face. By addressing these issues through innovative and rigorously tested solutions, GWRL ensures sustained profitability for customers. The Company's products are finding greater acceptance on the basis of sound value propositions.

Satisfied customers themselves are the best spokesmen for the Company's offerings, as reflected in this testimonial from one of our aquaculture customers :

> *We have been working very closely with both Knox nets (Scotland) and Garware over the last two years to develop fish farm cage nets that have greatly reduced the impact from predators, which in turn has helped our overall production output from the region.*
> *The quality and service that we receive is of the highest standard. We very much see Knox and Garware as part of our strategic plans going forward, and welcome the new products and innovations they are delivering to the Scottish aquaculture sector.*
>
> **Graham Smith**
> Regional Production Manager, Scottish Sea Farms Ltd., Scotland













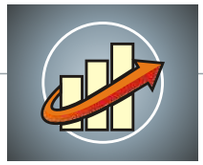
Extensive Global Presence

While GWRL has a strongly established presence and brand value in India, it also has significant presence in over 75 countries across all parts of the world. The global presence is being continually strengthened and expanded. In FY 2016-17, the Company achieved deep penetration in the aquaculture market in Norway, which presents high growth-prospects. The Company also attained significant market share in other major aquaculture markets like Canada and Scotland. In Chile, the Company built on the entry it made some years back, and increased its visibility. Through successful value-added product differentiation, the Company has been able to shift the parameters of competition, from the traditional benchmark of price to the goalpost of new and more efficient solutions. While presence in multiple geographies enables the Company to absorb localized economic shocks, and ride on macro growth in accelerating economies, product and region-specific strategies ensure consolidation of market presence and sustained revenue growth.

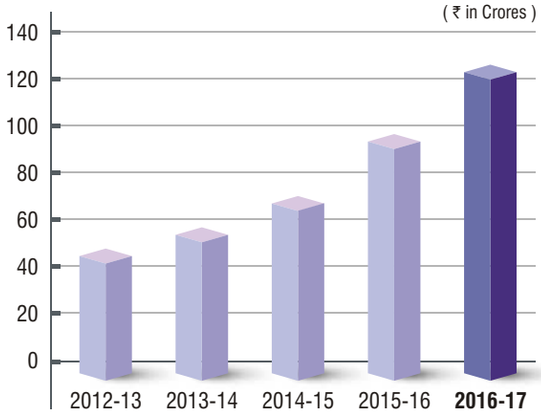


Strong Financials

GWRL's growth is fuelled by a healthy financial position, reflected in key financial indicators. Over the years, the Company has significantly improved its return on capital (net worth), increased profit and earning per share (EPS), reduced debt and maintained strong cash flows. Hence, a strong base has been created for sustained profitability as well as strategic investments for future growth.

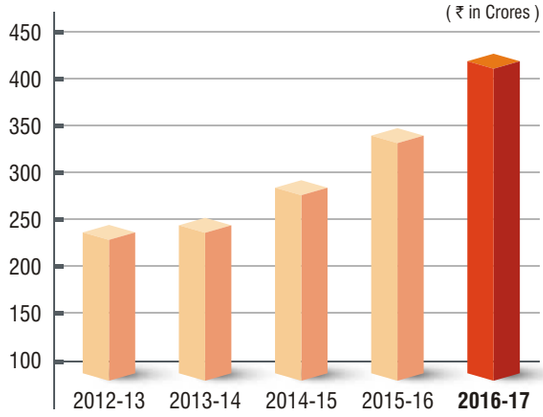


Profit Before Tax



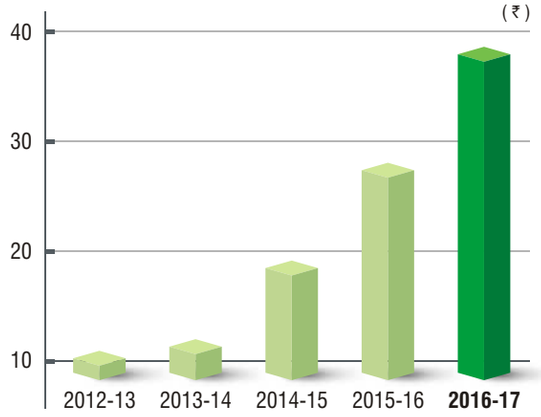


Reserves and Surplus



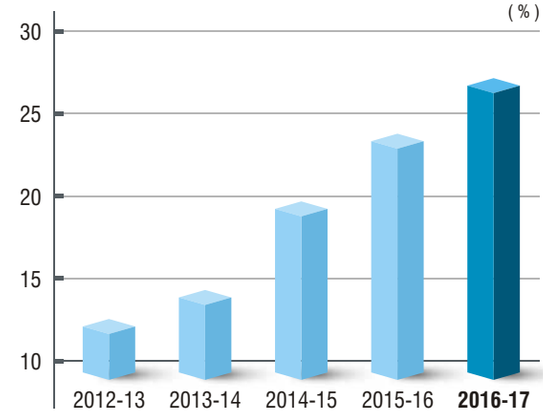


Earning Per Share





Return On Capital (Net Worth)



Enriching Human Capital

GWRL's people are at the heart of its sustained growth. An optimum mix of experience and youth working with a shared vision and mission, the Company's people constitute a rich reservoir of expertise, innovation and passion. This combination enables the Company to adapt quickly to changing market conditions, seize emerging opportunities, and convert them into profitable product lines. The Company's responsiveness to overseas markets has been bolstered by the recruitment of foreign nationals, as employees or consultants. The human resource of the Company is continuously strengthened through a variety of programmes and initiatives. In the year under review, the focus was on reinforcing customer-centricity and inter-team bonding, embedding the quality culture at the workmen level, and enhancing multi-skill capabilities. These efforts enriched the culture of performance, and a tangible outcome was a significant improvement in GWRL's employee-engagement scores recorded by an independent survey.



Corporate Information

Founder Chairman
- Late Shri. B. D. Garware

Chairman Emeritus
- Late Shri. R. B. Garware

Board of Directors
- V. R. Garware - Chairman & Managing Director
- Ms. M. V. Garware
- R. M. Telang
- S. P. Kulkarni
- Ashish Goel
- M. V. Subbarao (up to 21-04-2017)
- S. S. Rajpathak (w.e.f. 24-05-2017)

Company Secretary
- Sunil Agarwal

Bankers
- Bank of India
- Bank of Baroda
- DBS Bank Ltd.
- Citibank NA
- HDFC Bank Ltd.
- IDBI Ltd.
- HSBC Bank Ltd.

Auditors
- Patki & Soman, Chartered Accountants

Share Transfer Agent
Link Intime India Pvt. Ltd.
202, 2nd Floor, Akshay Complex, Off Dhole Patil Road,
Near Ganesh Temple, Pune - 411 001.
Tel : +91-20-2616 0084, 2616 1629
Telefax : +91-20-2616 3503
E-mail : pune@linkintime.co.in

Registered Office
Plot No. 11, Block D-1, MIDC, Chinchwad,
Pune - 411 019.
Tel : +91-20-3078 0000
Fax : +91-20-3078 0341
E-mail : pune_admin@garwareropes.com
Website : www.garwareropes.com
CIN : L25209MH1976PLC018939

Mumbai Offices
- Chowpatty Chambers, Sandhurst Bridge,
  Mumbai - 400 007.
  Tel : +91-22-2263 4696/97
  E-mail : mum_admin@garwareropes.com
- 39, S. K. Hafizuddin Marg, Byculla,
  Mumbai - 400 008.
  Tel : +91-22-2309 1164 / 68
  E-mail : mum_accounts@garwareropes.com

Foreign Branch
Narrows Reach Business Centre,
6102 North 9th Street,
Unit#500, Tacoma, WA 98406, U.S.A.
Tel : 001-25356 40217
E-mail : gwrlusa@garwareropes.com












Directors' Report

(For the Financial Year ended 31st March, 2017)

To The Members,

Your Directors have pleasure in presenting the Fortieth Annual Report along with Audited Financial Statements of the Company for the year ended 31st March, 2017.

FINANCIAL SUMMARY:

(₹ in lakhs)

Particulars	Year ended 2016-2017		Year ended 2015-2016	
Revenue from Operations (Including Excise Duty)		**86,871.64**		82,920.35
Profit subject to Depreciation & Taxation	**13,596.71**		10,014.72	
Less: Depreciation, net of transfer from Revaluation Reserve	**1,413.23**		1,310.49	
Profit Before Tax		**12,183.48**		8,704.23
Less: Provision for Taxation				
Current Tax	**3,603.70**		2,021.00	
Deferred Tax	**252.60**		583.00	
Previous year excess / (short) tax provision	**--**	**3,856.30**	(87.40)	2,516.60
Profit After Tax		**8,327.18**		6,187.63

2016-2017 THE YEAR UNDER REVIEW:

Your Company earned revenue of ₹ 868.72 crores for the year ended 31st March, 2017, as against ₹ 829.20 crores of previous year. Domestic Sales amounted to ₹ 457.34 crores, and the Export Sales amounted to ₹ 411.38 crores for the year ended 31st March, 2017.

In the year under review, the Indian economy continued to grow at an impressive rate. A relatively good monsoon led to increase in the agriculture growth-rate. However, this could not translate into demand for our products due to delays in subsidies and various regulatory issues. Growth in the industrial sector was moderate. The inflation rate remained fairly stable. The global economy was marked by some signs of recovery. Short-term fluctuations in the rupee were an issue of concern, but your Company could meet this challenge comfortably due to its conservative hedging policies.

Despite all challenges, your Company recorded impressive performance, maintaining its record of growth and profitability. Your Company earned Net Profit After Tax of ₹ 83.27 crores, 34.58% higher than the figure recorded in the previous year.

OPERATIONS:

The operations of the Company are elaborated in the annexed "Management Discussion and Analysis Report".

RESERVES:

Your Directors do not propose to transfer any amount to the General Reserve and retain ₹ 30,955.55 lakhs in the Statement of Profit and Loss.

DIVIDEND:

To commemorate completion of 40 years of the Company, your Directors have recommended a special one-time dividend of ₹ 1.50 (15%) per share of ₹ 10 each in addition to normal dividend of ₹ 3.50 (35%) per share of ₹ 10 each for your consideration at ensuing Annual General Meeting of the Company. The total proposed dividend for the year including normal dividend and special one-time dividend aggregating to a total dividend of ₹ 5.00 (50%) per share of ₹ 10 each would absorb an amount of ₹ 1316.84 lakhs (including dividend tax of ₹ 222.74 lakhs).

In terms of the revised Accounting Standard (AS) - 4 'Contingencies and Events occurring after Balance Sheet date' as notified by the Ministry of Corporate Affairs through amendments to Companies (Accounting Standards) Amendment Rules, 2016, dated 30th March, 2016, your Company has not accounted proposed dividend as liability, for the year ended 31st March, 2017.

The Dividend as recommend by the Board of Directors, if approved by the Shareholders of the Company, will be paid to the eligible members within the stipulated time.

DEPOSITS:

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of your Company during the Financial Year ended 31st March, 2017.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION:

No material changes and commitments, affecting the financial position of the Company occurred between the end of the Financial Year of the Company i.e. 31st March, 2017 and the date of this Directors' Report i.e. 24th May, 2017.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under review, Mr. V R. Garware (DIN 00092201) was re-appointed as a Managing Director of the Company designated as Chairman & Managing Director of the Company for a period of five (05) years effective from 1st December, 2016 as per the term and conditions as approved by the Members of the Company in Thirty-Ninth Annual General Meeting of the Company.

Mr. Subbarao Venkata Murukutla, Director (DIN 02099059), resigned from the Board of the Company effective from 21st April, 2017 (closure of business hours), due to personal reasons. Your Directors placed on record their appreciation of the valuable services rendered by him.

Pursuant to Section 161 of the Companies Act, 2013 read with Article 101 of the Articles of Association of the Company, Dr. Shridhar Shrikrishna Rajpathak (DIN 00040387) was appointed as Director liable to retire by rotation with effect from 24th May, 2017 to fill the casual vacancy caused by resignation of Mr. M. V. Subbarao. Dr. Shridhar Shrikrishna Rajpathak holds office upto the date of the ensuing Annual General Meeting of the Company i.e. 4th August, 2017. He retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment. The details of Director being recommended for re-appointment as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard - 2 of General Meeting are contained in the accompanying Notice calling Fortieth Annual General Meeting of the Company, which forms part of this Annual Report.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr. V. R. Garware, Chairman & Managing Director, Mr. S. H. Bamne, Chief Financial Officer and Mr. Sunil Agarwal, Company Secretary and Compliance Officer, are discharging the functions and responsibilities of whole-time Key Managerial Personnel of the Company.

During the Financial Year 2016-17, there has been no change in the Key Managerial Personnel of the Company.

DECLARATION BY INDEPENDENT DIRECTORS:

Declarations under sub-section (7) of Section 149 of the Companies Act, 2013, received from all Independent Directors, meeting the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013, have been taken on record by the Board of Directors of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and pursuant to the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, hereby state and confirm that:

1. In the preparation of the Annual Financial Statements for the year ended 31st March, 2017, the applicable Accounting Standards have been followed;
2. For the Financial Year ended 31st March, 2017, such Accounting Policies as mentioned in the Notes to the Financial Statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company and of the Profit and Loss of the Company for the year ended 31st March, 2017;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities in accordance with the provisions of the Companies Act, 2013;
4. The Annual Financial Statements have been prepared on a "Going Concern" basis;
5. Proper Internal Financial Controls were followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
6. Proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

ANNUAL EVALUATION BY THE BOARD:

In view of the provisions of the Companies Act, 2013 and considering the Guidance Note dated 5th January, 2017, issued by the Securities and Exchange Board of India ("SEBI"), the Nomination & Remuneration Committee of the Board has laid down comprehensive framework including the criteria for evaluation of performance of the Board as a whole and various committees of the Board and individual Directors including Independent Directors.

Based on such comprehensive framework, the Board of Directors of the Company had carried out Annual Evaluation of the performance of the Board as a whole, the Directors individually and also the working of its Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Stakeholder Relationship Committee.

On collation of all the responses, feedback was provided by Chairman of the Board to the each member of the Board.

The Board noted the evaluation results that were collated and presented to the Board.

The Nomination and Remuneration Committee has also carried out evaluation of every Director's performance.

The Directors expressed their satisfaction with the evaluation process.

A separate meeting of Independent Directors was held on Monday, 13th February, 2017, inter alia, to:

i. Review the performance of Non-Independent Directors and the Board as a whole;
ii. Review the performance of the Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors;



iii. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that was deemed necessary for the Board to effectively and reasonably perform their duties.

NUMBER OF MEETINGS OF THE BOARD:

There were four (04) meetings of the Board of Directors held during the year, details of which are given in the annexed "Corporate Governance Report".

COMPOSITION OF THE COMMITTEES OF THE BOARD:

The details relating to the composition of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee are given in the annexed "Corporate Governance Report".

STATUTORY AUDITORS:

At the Thirty-Seventh Annual General Meeting of the Company, the Members had approved the appointment of M/s. Patki and Soman, Chartered Accountants, Pune (Firm Registration No. 107830W) as the Statutory Auditors to hold office till the conclusion of Fortieth Annual General Meeting. The tenure of office of M/s. Patki and Soman, Chartered Accountants, as Statutory Auditors of the Company will expire with the conclusion of Fortieth Annual General Meeting of the Company and M/s. Patki and Soman, Chartered Accountants, are not eligible for re-appointment in terms of Section 39 (2) of the Companies Act, 2013.

The Board of Directors places on record its appreciation to the services rendered by M/s. Patki and Soman as Statutory Auditors of the Company.

The Board of Directors has, at its meeting held on Wednesday, 24th May, 2017, on the recommendation of the Audit Committee, made its recommendation for the appointment of M/s. Mehta Chokshi & Shah, Chartered Accountants, Mumbai (Firm Registration No. 106201W), as Statutory Auditors of the Company in place of M/s. Patki and Soman subject to approval by the Members at the ensuing Annual General Meeting of the Company.

The Company has received from M/s. Mehta Chokshi & Shah, Chartered Accountants, Mumbai a written consent and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment as the Statutory Auditors of the Company, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder.

The Members are requested to approve the appointment of M/s. Mehta Chokshi & Shah, Chartered Accountants, Mumbai (Firm Registration No. 106201W), as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting of the Company, till the conclusion of the Forty-Fifth Annual General Meeting of the Company.

STATUTORY AUDITORS' REPORT:

There are no audit qualifications, reservations or adverse remarks or disclaimers, in the Auditors' Report, as annexed elsewhere in this Annual Report.

COST AUDIT AND COST COMPLIANCE:

In accordance with the provisions of Companies (Cost Records and Audit) Rules, 2014, notified on 30th June, 2014 and as amended vide Notification dated 31st December, 2014, Cost Audit for the Financial Year 2016-17, was applicable to the Company. M/s. Joshi Apte & Associates, Cost Accountants, (Firm Registration No. 000240) were appointed as Cost Auditor for conducting audit of Cost Accounting Records maintained by the Company, for the Financial Year 2016-17.

The Audit Report for the Cost Accounting records maintained by the Company for the Financial Year 2016-17, is under preparation and the same will be filed with the Central Government within the prescribed time limit.

M/s. Joshi Apte & Associates, Cost Accountants, (Firm Registration No. 000240) were re-appointed as Cost Auditor for conducting an audit of Cost Accounting Records maintained by the Company, for the Financial Year 2017-18.

SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. SVD & Associates, Company Secretaries (CP No. 965) as Secretarial Auditor, for the year ended 31st March, 2017.

The Secretarial Auditor has submitted its Report in Form No. MR-3 for the Financial Year ended 31st March, 2017 and the same is set out in **"Annexure I"**, forming part of this Report. The same does not contain any qualifications, reservations or adverse remarks or disclaimers.

M/s. SVD & Associates, Company Secretaries (CP No. 965) were appointed as Secretarial Auditors to carry out the audit of the Secretarial and related records of the Company, for the year ended 31st March, 2018.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

The Company, has not provided any Guarantee during the Financial Year 2016-17, attracting the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.

Details of loans given and investments made during the Financial Year 2016-17, under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in the notes to Financial Statements.

RELATED PARTY TRANSACTIONS:

All the transactions with Related Parties entered during the Financial Year 2016-17 by the Company, were in the ordinary course of business and on arm's length basis.

There were no Material Related Party Transaction(s) made with the Related Party as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All Related Party Transactions were placed before the Audit Committee for their prior approval. The Policy on Related Party Transactions as approved by the Board is uploaded on

the Company's website: http://www.garwareropes.com/party-transactions-policy.html.

Pursuant to the provisions of Section 134(3)(h) of the Companies Act, 2013, Form AOC-2 is not applicable to the Company.

INTERNAL FINANCIAL CONTROLS:

Internal Financial Controls laid down by your Company with reference to the Financial Statements are adequate and operating effectively.

REMUNERATION POLICY:

The Board of Directors of the Company has approved the Policy relating to remuneration for the Directors, Key Managerial Personnel, Senior Management based on recommendation of Nomination & Remuneration Committee of the Board.

The salient aspects covered in the Policy have been outlined in the Corporate Governance Report, which forms part of this report.

RISK MANAGEMENT POLICY:

The Company recognizes the importance of Risk Management and hence the Board of Directors of the Company has adopted Risk Assessment and Minimization Policy Statement. This Policy Framework has been adopted as a fundamental part of the business policy to counter and combat the adverse consequential effects of various risks.

Risk Management involves the following:

- Identification of risks.
- Evaluation of the risks as to likelihood and consequences.
- Assessment of options for minimising / covering the risks.
- Preparation of Risk Management Plan.
- Action Plan for the implementation of the Risk Management Plans.
- Review of the Risk Management efforts.

The Board of Directors of the Company regularly review the risk and initiatives taken within framework of Risk Assessment and Minimization Policy Statement and accordingly, take necessary corrective actions, if required, for managing / mitigating the same.

VIGIL MECHANISM

The Board of Directors has formulated a Vigil Mechanism Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of which are given in the annexed "Corporate Governance Report".

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Pursuant to the provisions of Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility), Rules, 2014, your Company has established Corporate Social Responsibility (CSR) Committee and an Annual Report on CSR Activities, forming part of the Directors' Report is given at **"Annexure 2"**.

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

Information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014, pertaining to the Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo is set out in **"Annexure 3"** forming part of this report.

EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Sections 134(3)(a) and 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management & Administration) Rules, 2014, an extract of Annual Return as of 31st March, 2017, in Form No. MGT-9, is set out in **"Annexure 4"** forming part of this report.

PERSONNEL:

The relations with employees at all levels continued to be cordial throughout the year.

PARTICULARS OF EMPLOYEES:

The information required pursuant to the provisions of Section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is set out in **"Annexure 5"** forming part of this report.

DETAILS OF EMPLOYEE WELFARE TRUST SET UP FOR THE BENEFIT OF EMPLOYEES:

Your Company on 16th October, 2006, constituted a Trust named as "GWRL Managerial Staff Welfare Trust" to implement the Welfare Scheme for the benefit of its Managerial Employees. The Said Scheme in compliance of the provisions of the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014.

The Details as required by Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 are uploaded on the Company's website: http://www.garwareropes.com/stock-exchange.html.

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

Your Company has zero tolerance towards any action on the part of any employee, which may fall under the ambit of "Sexual Harassment" at workplace, and is fully committed to uphold and maintain the dignity of every woman employee working in the Company.

There was no case filed / pending with the Company during the Financial Year 2016-17 under the said Act.

CONSOLIDATED FINANCIAL STATEMENTS:

Pursuant to the provisions of Section 129 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and applicable Accounting Standards, the Company has prepared a Consolidated Financial Statement of the Company, its Subsidiary and Associate Company in the same form and manner as that of the Company, which shall be laid before the ensuing Annual General Meeting of the Company along with the laying of the Company's Standalone Financial Statement.

The Annual Report of the Company inter alia contains the Audited Financial Statement of the Company and Consolidated Audited Financial Statement of the Company and its Subsidiary and Associate Company.



Pursuant to the provisions of Section 136 of the Companies Act, 2013, the Audited Financial Statements of the Company, Consolidated Financial Statements along with relevant documents and separate Audited Financial Statements in respect of its Subsidiary and Associate Company are also placed on the Company's website: www.garwareropes.com/financial-reports.html.

The Audited Financial Statements of the Subsidiary, Associate Company and the related detailed information will be made available to any member of the Company / its Subsidiary and Associate Company, who may be interested in obtaining the same. The Audited Financial Statements of the Subsidiary and Associate Company will also be kept for inspection by any Member at the Company's Registered Office and that of the Subsidiary and Associate Companies.

SUBSIDIARY AND ASSOCIATE:

Garware Environmental Services Private Limited is the wholly owned subsidiary of your Company. This Subsidiary Company is yet to start its commercial operations.

Garware Meditech Private Limited is an associate of your Company and presently not having any business activity.

Pursuant to provisions of first proviso of sub-section (3) of Section 129 of the Companies Act, 2013, a Statement containing salient features of the Financial Statement of its Subsidiary and Associate Company in Form No. AOC-1 is attached to the Financial Statement.

CORPORATE GOVERNANCE:

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on Corporate Governance as well as the Auditor's Certificate regarding compliance of conditions of Corporate Governance is set out in Annexure, which forms part of this report.

The Report on Corporate Governance also contains certain disclosures required under the Companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS:

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

ACKNOWLEDGMENT:

Your Directors gratefully acknowledge the support given by the Customers, Dealers, Distributors, Suppliers, Bankers, various departments of the Central and State Governments, Local Authorities and also the Members of the Company.

Your Directors would further like to record their appreciation for the unstinted efforts put in by all Employees of the Company during the year.

On behalf of the Board of Directors,

V. R. GARWARE
Chairman & Managing Director
DIN 00092201

Pune
24th May, 2017

ANNEXURE I TO DIRECTORS' REPORT 2016-17

Secretarial Audit Report - Form No. MR-3
(For the Financial Year ended 31st March, 2017)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Garware-Wall Ropes Limited,
Plot No. 11, Block D-1, MIDC, Chinchwad, Pune-411019

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Garware-Wall Ropes 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 **31st March, 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on **31st March, 2017** according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the Rules made thereunder **(in so far as they are made applicable)**;

(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 applicable;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(not applicable to the Company during the Audit Period)**;

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(not applicable to the Company during the Audit Period)**;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable to the Company during the Audit Period)**;

(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 to the Company during the Audit Period);**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(not applicable to the Company during the Audit Period)**; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(not applicable to the Company during the Audit Period)**;

(vi) No law is specifically applicable to the Company.

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

(i) Secretarial Standards issued by 'The Institute of Company Secretaries of India';

(ii) The Listing Agreements entered into by the Company with Stock Exchange(s) pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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 at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

For **SVD & Associates**
Company Secretaries

Sridhar G. Mudaliar
Partner
FCS No: 6164
C P No: 2664

Pune
24th May, 2017

Note: This report is to be read with letter of even date by the Secretarial Auditors, which is annexed as Annexure A and forms an integral part of this report.



'ANNEXURE A'

To,
The Members,
Garware-Wall Ropes Limited,
Plot No. 11, Block D-1, MIDC, Chinchwad, Pune-411019

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable Laws and Regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of Laws, Rules and Regulations and happening of events, etc.

Disclaimer

5. 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 **SVD & Associates**
Company Secretaries

Sridhar G. Mudaliar
Partner
FCS No: 6164
C P No: 2664

Pune
24th May, 2017

ANNEXURE 2 TO DIRECTORS' REPORT 2016-17

The Annual Report on Corporate Social Responsibility (CSR) Activities for the Financial Year 2016-17

[Pursuant to the provisions of Section 135 & Schedule VII of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014, and forming part of the Directors Report for the year ended 31st March, 2017].

i. Brief Outline:

The Board of Directors of the Company in compliance of the provisions of the Companies Act, 2013, has formulated the CSR Policy and the same has been displayed on the Company's Website: http://www.garwareropes.com/csr-policy.html.

The Board shared its vision to actively help / assist the weaker sections of the Society, mainly in and around the geographical areas where Company's plants / offices / customers are located, Promoting Education / Skill Development and Promoting Research and Development in Agriculture, Horticulture / Acquaculture / Fisheries etc., while constituting its CSR Policy.

The major focus area of CSR Policy are Promoting Education, Promoting Research and Development in Agriculture / Horticulture / Aquaculture / Fisheries etc., Promoting Health Care, Empowering Women, Undertake Environmental Friendly Measures like Tree Plantation, Rural / Agricultural extension / Development Projects.

ii. Composition of the CSR Committee of the Board:

Sr. No.	Name of the Member	Designation	Position
1	Mr. R. M. Telang	Chairman	Independent - Non-Executive
2	Mr. S. P. Kulkarni	Member	Independent - Non-Executive
3	Mr. V. R. Garware	Member	Executive
4	Ms. M. V. Garware	Member	Non-Executive

iii. Average net profit of the Company for last three (3) Financial Years: ₹ 4937.82 lakhs.

iv. Prescribed CSR Expenditure: ₹ 98.76 lakhs.

v. Details of CSR spent during the Financial Year 2016-17:

a. Total amount to be spent for the Financial Year 2016-17: ₹ 98.76 lakhs.

b. Amount unspent, if any: ₹ 53.06 lakhs.

c. Manner in which the amount spent during the Financial Year 2016-17 is detailed below:

Sr. No.	CSR project or activity identified	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 were undertaken	Amount of outlay (budget) Project or Programs wise (₹ in lakhs)	Amount spent on the Projects or Programs sub-heads: (1) Direct expenditure on Projects or Programs (2) Overheads: (₹ in lakhs)	Cumulative expenditure upto to the reporting period (₹ in lakhs)	Amount spent: Direct or through implementing agency
1.	Support to Students by distributing educational materials.	Education	Pan India	4.20	4.20	4.20	Direct
2.	Support to Schools by way of infrastructure and E-learning facilities.	Education	Local Area, Maharashtra, (Pune, Satara)	17.50	17.50	17.50	Through Lokmanya Tilak Memorial Institution A/p Wai.
3.	Support by way of Medical Equipment and Health care facility at Dinanath Mangeshkar Hospital, Pune.	Health Care	Local Area, Maharashtra, (Pune)	15.00	15.00	15.00	Through Lata Mangeshkar Medical Foundation, Pune
4.	Undertaking Livelihood enhancement project in the field of protected cultivation at Krishi Vigyan Kendra, Baramati - 413 115.	Enhancing Livelihood	Other, Maharashtra, (Baramati, Pune)	9.00	9.00	9.00	Through Agricultural Development Trust, Baramati (Pune)
			Total	**45.70**	**45.70**	**45.70**	

vi. Your Company exercises prudence in selecting the implementation partners on the basis of background, ability to perform and monitoring capability etc. During the year under review, an internal committee was given the task of identifying suitable projects / programs, implementation partners / strategies and submitting proposals to CSR committee. After a lot of efforts, the internal team submitted proposals found suitable by it to the CSR Committee with activity plan and estimated time line involved in implementation of the projects.



During the year under review, the Company was able to spend ₹ 45.70 lakhs (0.93%) towards CSR Expenditure. The shortfall in CSR Expenditure aggregating to ₹ 53.06 lakhs (1.07%) was due to difficulties in finalizing the suitable implementation partners and to reach agreement on implementation methodology and terms thereof that meet the requirement of the CSR objectives and CSR Policy of the Company, effectively and efficiently.

The Company is working on enhancing its CSR implementation capabilities on sustainable basis.

vii. Responsibility Statement of the CSR Committee:

Pursuant to the provisions of Section 135 & Schedule VII of the Companies Act, 2013 and Companies (Corporate Social Responsibility) Rules, 2014, the CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and the Policy of the Company.

V.R. Garware
Chairman & Managing Director
DIN: 00092201

R. M. Telang
Chairman, CSR Committee
DIN: 00092103

ANNEXURE 3 TO DIRECTORS' REPORT 2016-17

The Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

[Pursuant to the provisions of Section134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014].

A. CONSERVATION OF ENERGY:

i) The Company constantly takes effective steps towards energy conservation. Some of the measures taken by the Company during the year are as under:
   a. Installation of energy optimizer for extrusion machines AC drives.
   b. Replacement of existing 250 Watt highbay light fitting by 90 Watt LED fitting.
   c. Replacement of existing 180 Watt Mercury Vapour Lamps by 60 Watt LED Lamp.
   d. Replacement of old motors of Ratera Braider machine by new motors.

ii) Steps taken by the Company for utilizing alternative source of energy:
   The Company is not consuming any alternative source of energy in its operations.

iii) The Capital Investment on energy conversation equipments:
   The Company has spent ₹ 12.08 lakhs as Capital Investment on energy conversation equipments during the Financial Year 2016-17.

B. TECHNOLOGY ABSORPTION:

i) The efforts made towards technology absorption and benefit derived:

The Company has no active technology transfer or know-how / royalty agreements with local entities. However, the Company makes continuous efforts to gain data, knowledge and expertise from all its suppliers, customers, service providers, channel partners, etc., in their respective areas of operation and apply the same towards continually improving and innovating products and services offerings to its customers. This results in various benefits such as better solutions to satisfy customer needs, higher efficiencies and lower costs of operations, reduced carbon footprint, better utilization of capital, etc.

ii) In case of Imported Technology :

Your Company does not employ any foreign technology, which needs absorption or adaptation. Your Company has developed on its own, various new products.

iii) The Expenditure incurred on Research & Development:

	(₹ in lakhs)
a) Capital	413.57
b) Revenue / Recurring	579.05
Total (a+b)	992.62
Total of Research & Development as a percentage of Revenue from Operations	1.14%

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

1. Total Foreign Exchange earned and used:

	(₹ in lakhs)
A. Total Foreign Exchange earned:	41,138.08
Total value of exports	41,138.08
B. Total Foreign Exchange used:	
a) Import of raw materials stores & spares, traded goods and capital goods	8697.86
b) Expenditure in foreign currencies for business travel, subscription, professional fees, commission on export sales and overseas branch expenses, etc.	1976.64
	10,674.50

On behalf of the Board of Directors

V. R. GARWARE
Chairman & Managing Director
DIN: 00092201

Pune,
24th May, 2017



ANNEXURE 4 TO DIRECTORS' REPORT 2016-17

Extract of Annual Return as on the Financial Year ended 31st March, 2017 - Form No. MGT-9

[Pursuant to the provisions of Section 134(3)(a) and 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014].

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L25209MH1976PLC018939
ii.	Registration Date	01/04/1976
iii.	Name of the Company	Garware-Wall Ropes Limited
iv.	Category/Sub-Category of the Company	Company Limited by Shares
v.	Address of the Registered office and contact details	Plot No. 11, Block D-1, MIDC, Chinchwad, Pune - 411 019. Tel. No.: (020) 3078 0000.
vi.	Whether listed company	Yes (Listed on BSE Ltd. & National Stock Exchange of India Ltd.)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	LINK INTIME INDIA PRIVATE LIMITED Akshay Complex, Block No. 202, 2nd Floor, Off Dhole Patil Road, Near Ganesh Temple, Pune - 411 001. Tel. No.: (020) 2616 1629, 2616 0084.

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	Nettings	1394	54.40%
2	Twines, Ropes & Yarns	1394 / 2030	34.08%

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	Garware Environmental Services Pvt. Ltd. Plot No. 11, Block D-1, MIDC, Chinchwad, Pune - 411 019.	U74900PN2007PTC130686	Subsidiary	100.00%	2(87) of the Companies Act, 2013
2	Garware Meditech Private Limited Plot No. 11, Block D-1, MIDC, Chinchwad, Pune - 411 019.	U18109PN2011PTC141536	Associate Company	50.00%	2(6) of the Companies Act, 2013

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

i) Category-wise Share Holding:

Sr. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	**Promoter and Promoter Group**									
(1)	**Indian**									
(a)	Individuals / Hindu Undivided Family	3631711	0	3631711	16.60	3631711	0	3631711	16.60	0.00
(b)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	7448653	0	7448653	34.04	7459079	0	7459079	34.09	0.05
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (A)(1)	**11080364**	**0**	**11080364**	**50.64**	**11090790**	**0**	**11090790**	**50.68**	**0.04**
(2)	**Foreign**									
(a)	NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (A)(2)	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**11080364**	**0**	**11080364**	**50.64**	**11090790**	**0**	**11090790**	**50.68**	**0.04**
(B)	**Public Shareholding**									
(1)	**Institutions**									
(a)	Mutual Funds / UTI	950	350	1300	0.01	950	350	1300	0.01	0.00
(b)	Financial Institutions / Banks	13893	1286	15179	0.07	13720	1286	15006	0.07	0.00
(c)	Central Government	0	0	0	0.00	0	0	0	0.00	0.00
(d)	State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Insurance Companies	340269	150	340419	1.56	277420	150	277570	1.27	(0.29)
(g)	Foreign Institutional Investors	619864	0	619864	2.83	619633	0	619633	2.83	0.00
(h)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (B)(1)	**974976**	**1786**	**976762**	**4.46**	**911723**	**1786**	**913509**	4.17	**(0.29)**
(2)	**Non-Institutions**									
(a)	Bodies Corporate	1053313	5247	1058560	4.84	1348438	5247	1353685	6.19	1.35
(b)	Individuals									
i.	Individual shareholders holding nominal share capital upto ₹1 Lakh	4229134	661620	4890754	22.35	4302639	628887	4931526	22.54	0.19
ii.	Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh	2247037	0	2247037	10.27	1971105	0	1971105	9.01	(1.26)
(c)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Any Other (specify)									
i.	Trust	1050	0	1050	0.00	7000	0	7000	0.03	0.03
ii.	Foreign Nationals	0	0	0	0.00	800	0	800	0.00	0.00
iii.	Hindu Undivided Family	399706	0	399706	1.83	336340	0	336340	1.54	(0.29)
iv.	Non Resident Indians (Non Repat)	52862	2678	55540	0.25	61690	2678	64368	0.29	0.04
v.	Non Resident Indians (Repat)	225587	200	225787	1.03	264512	200	264712	1.21	0.18
vi.	Foreign Portfolio Investor (Individual)	0	0	0	0.00	1725	0	1725	0.01	0.01
vii.	GWRL Managerial Staff Welfare Trust	546500	400000	946500	4.33	546500	400000	946500	4.33	0.00
	Sub-Total (B)(2)	**8753388**	**1069745**	**9824934**	**44.90**	**8840749**	**1037012**	**9877761**	**45.15**	**0.25**
	Total Public Shareholding (B) = (B)(1)+(B)(2)	**9728364**	**1071531**	**10801696**	**49.36**	**9752472**	**1038798**	**10791270**	**49.32**	**(0.04)**
	TOTAL (A)+(B)	**20810529**	**1071531**	**21882060**	**100.00**	**20843262**	**1038798**	**21882060**	**100.00**	**0.00**
(C)	**Shares held by Custodian for GDRs & ADRs**	NA	NA	NA	NA	NA	NA	NA	NA	NA
	Grand Total (A+B+C)	**20810529**	**1071531**	**21882060**	**100.00**	**20843262**	**1038798**	**21882060**	**100.00**	**0.00**

ii) Shareholding of Promoters:

Sr. No.	Shareholders Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change in Share holding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to Total Shares**	
1	Ramesh Bhalchandra Garware***	3612053	16.51	0.00	3612053	16.51	0.00	0.00
2	Garware Capital Markets Ltd.	3483617	15.92	0.00	3495017	15.97	0.00	0.05
3	Gurukrupa Investments & Trading Co. Pvt. Ltd.	87123	0.40	0.00	90849	0.42	0.00	0.02
4	Manmit Investments & Trading Co. Pvt. Ltd.	288885	1.32	0.00	284185	1.30	0.00	(0.02)
5	Moonshine Investments & Trading Co. Pvt. Ltd.	459695	2.10	0.00	459695	2.10	0.00	0.00
6	Sanand Investments & Trading Co. Pvt. Ltd.	275032	1.26	0.00	275032	1.26	0.00	0.00
7	Starshine Investments & Trading Co. Pvt. Ltd.	201720	0.92	0.00	201720	0.92	0.00	0.00
8	Sukukar Holdings & Trading Co. Pvt. Ltd.	256600	1.17	0.00	256600	1.17	0.00	0.00
9	Garware Research Institute	2300	0.01	0.00	2300	0.01	0.00	0.00
10	Vimlabai Garware Research Institute	590070	2.70	0.00	590070	2.70	0.00	0.00
11	VRG Investments Limited	881400	4.03	0.00	881400	4.03	0.00	0.00
12	VMIR Investment Limited	922211	4.21	0.00	922211	4.21	0.00	0.00
13	Vayu Ramesh Garware	19658	0.09	0.00	19658	0.09	0.00	0.00
	Total	**11080364**	**50.64**	**0.00**	**11090790**	**50.69**	**0.00**	**0.05**

(**) The term "encumbrance" has the same meaning as assigned to it in Regulation 28(3) of the SAST Regulations, 2011.

(***) As informed by Mr. V. R. Garware, the shares standing in the name of Late Shri R. B. Garware are bequeathed to him and same are yet to be transmitted in his name. Pending transmission of the said shares in the name of Mr. V. R. Garware, they continue to be registered in the name of Late Shri R. B. Garware.

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

Sr. No.	Shareholders Name	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
1	**Garware Capital Markets Limited**				
	At the beginning of the year	3483617	15.92	3483617	15.92
	Date wise Increase / Decrease in Promoters Share Holding during the year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)] (on 15-11-2016) (+)5000		0.02	3488617	15.94
	(on 01-02-2017) (+)1700		0.01	3490317	15.95
	(on 15-03-2017) (+)4700		0.02	3495017	15.97
	At the end of the year	3495017	15.97		
2	**Gurukrupa Investments & Trading Co. Pvt. Ltd.**				
	At the beginning of the year	87123	0.40	87123	0.40
	Date wise Increase / Decrease in Promoters Share Holding during the year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)] (on 28-06-2016) (+)326		0.00	87449	0.40
	(on 29-07-2016) (+)3400		0.02	90849	0.42
	At the end of the year	90849	0.42		

3	**Manmit Investments & Trading Co. Pvt. Ltd.**					
	At the beginning of the year		288885	1.32	288885	1.32
	Date wise Increase / Decrease in Promoters Share Holding during the year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)]	(on 15-03-2017)	(-)4700	0.02	284185	1.30
	At the end of the year		284185	1.30		
4	**Moonshine Investments & Trading Co. Pvt. Ltd.**					
	At the beginning of the year		459695	2.10	459695	2.10
	Date wise Increase / Decrease in Promoters Share Holding during the year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)]	No Change			459695	2.10
	At the end of the year		459695	2.10		
5	**Sanand Investments & Trading Co. Pvt. Ltd.**					
	At the beginning of the year		275032	1.26	275032	1.26
	Date wise Increase / Decrease in Promoters Share Holding during the year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)]	No Change			275032	1.26
	At the end of the year		275032	1.26		
6	**Starshine Investments & Trading Co. Pvt. Ltd.**					
	At the beginning of the year		201720	0.92	201720	0.92
	Date wise Increase / Decrease in Promoters Share Holding during the year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)]	No Change			201720	0.92
	At the end of the year		201720	0.92		
7	**Sukukar Holdings & Trading Co. Pvt. Ltd.**					
	At the beginning of the year		256600	1.17	256600	1.17
	Date wise Increase / Decrease in Promoters Share Holding during the year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)]	No Change			256600	1.17
	At the end of the year		256600	1.17		
8	**Garware Research Institute**					
	At the beginning of the year		2300	0.01	2300	0.01
	Date wise Increase / Decrease in Promoters Share Holding during the year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)]	No Change			2300	0.01
	At the end of the year		2300	0.01		
9	**Vimlabai Garware Research Institute**					
	At the beginning of the year		590070	2.70	590070	2.70
	Date wise Increase / Decrease in Promoters Share Holding during the year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)]	No Change			590070	2.70
	At the end of the year		590070	2.70		

10	**VRG Investments Limited**				
	At the beginning of the year	881400	4.03	881400	4.03
	Date wise Increase / Decrease in Promoters Share Holding during the year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)]	No Change		881400	4.03
	At the end of the year	881400	4.03		
11	**VMIR Investment Limited**				
	At the beginning of the year	922211	4.21	922211	4.21
	Date wise Increase / Decrease in Promoters Share Holding during the year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)]	No Change		922211	4.21
	At the end of the year	922211	4.21		
12	**Vayu Ramesh Garware**				
	At the beginning of the year	19658	0.09	19658	0.09
	Date wise Increase / Decrease in Promoters Share Holding during the year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)]	No Change		19658	0.09
	At the end of the year	19658	0.09		
13	***Ramesh Bhalchandra Garware**				
	At the beginning of the year	3612053	16.51	3612053	16.51
	Date wise Increase / Decrease in Promoters Share Holding during the year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)]	No Change		3612053	16.51
	At the end of the year	3612053	16.51		

* As informed by Mr. V. R. Garware, the shares standing in the name of Late Shri R. B. Garware are bequeathed to him and same are yet to be transmitted in his name. Pending transmission of the said shares in the name of Mr. V. R. Garware, they continue to be registered in the name of Late Shri R. B. Garware.

iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	**GWRL Managerial Staff Welfare Trust**				
	At the beginning of the year	946500	4.33	946500	4.33
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	No Change		946500	4.33
	At the end of the year (or on the date of separation, if separated during the year)	946500	4.33		
2	**Garware Polyester Limited**				
	At the beginning of the year	400300	1.83	400300	1.83
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	No Change		400300	1.83
	At the end of the year (or on the date of separation, if separated during the year)	400300	1.83		

3	**General Insurance Corporation Of India**					
	At the beginning of the year		340269	1.56	340269	1.56
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	(on 02-12-2016)	(-)16393	0.07	323876	1.48
		(on 09-12-2016)	(-) 23624	0.11	300252	1.37
		(on 13-01-2017)	(-) 22832	0.10	277420	1.27
	At the end of the year (or on the date of separation, if separated during the year)		277420	1.27		
4	**Vinodchandra Mansukhlal Parekh**					
	At the beginning of the year		256568	1.17	256568	1.17
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	No Change			256568	1.17
	At the end of the year (or on the date of separation, if separated during the year)		256568	1.17		
5	**Pranav Kumarpal Parekh**					
	At the beginning of the year		118734	0.54	118734	0.54
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	No Change			118734	0.54
	At the end of the year (or on the date of separation, if separated during the year)		118734	0.54		
6	**Vinodchandra Mansukhlal Parekh-HUF**					
	At the beginning of the year		108097	0.49	108097	0.49
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	(on 12-8-2016)	(-)8097	0.04	100000	0.46
	At the end of the year (or on the date of separation, if separated during the year)		100000	0.46		
7	**Manoj Bharadia**					
	At the beginning of the year		100000	0.46	100000	0.46
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	No Change			100000	0.46
	At the end of the year (or on the date of separation, if separated during the year)		100000	0.46		
8	**Discovery Wealth Management Services (P) Ltd.**					
	At the beginning of the year		0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	(on 15-07-2016)	(+)40000	0.18	40000	0.18
		(on 19-08-2016)	(+)50000	0.23	90000	0.41
		(on 26-08-2016)	(+)10000	0.05	100000	0.46
		(on 31-03-2017)	(-)15000	0.07	85000	0.39
	At the end of the year (or on the date of separation, if separated during the year)		85000	0.39		

9	**Lashit Lallubhai Sanghvi**					
	At the beginning of the year		80000	0.37	80000	0.37
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	No Change			80000	0.37
	At the end of the year (or on the date of separation, if separated during the year)		80000	0.37		
10	**India Insight Value Fund**					
	At the beginning of the year		83021	0.38	83021	0.38
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	(on 22-07-2016)	(-)2022	0.01	80999	0.37
		(on 12-08-2016)	(-)2400	0.01	78599	0.36
		(on 30-12-2016)	(-)3000	0.01	75599	0.35
		(on 13-01-2017)	(-)2116	0.01	73483	0.34
		(on 20-01-2017)	(-)460	0.00	73023	0.33
		(on 27-01-2017)	(-)1800	0.01	71223	0.33
	At the end of the year (or on the date of separation, if separated during the year)		71223	0.33		

v) Shareholding of Directors and Key Managerial Personnel (KMP):

Sr. No.	For Each of the Directors and KMP	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
	Directors				
1	**Vayu Ramesh Garware**				
	At the beginning of the year	19658	0.09	19658	0.09
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	No Change		19658	0.09
	At the end of the year	19658	0.09		
2	**Mayuri Vayu Garware**				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	No Change		0	0.00
	At the end of the year	0	0.00		
3	**Ramesh Manjnath Telang**				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	No Change		0	0.00
	At the end of the year	0	0.00		
4	**Shrikant Pandharinath Kulkarni**				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	No Change		0	0.00
	At the end of the year	0	0.00		

5	**Ashish Dhurvendra Goel**				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	No Change		0	0.00
	At the end of the year	0	0.00		
6	**M. V. Subbarao***				
	At the beginning of the year	1500	0.00	1500	0.00
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	No Change		1500	0.00
	At the end of the year	1500	0.00		
	Key Managerial Personnel (KMP)				
1	**Sanjay Harishchandra Bamne**				
	At the beginning of the year	1	0.00	1	0.00
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	No Change		1	0.00
	At the end of the year	1	0.00		
2	**Sunil Agarwal**				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the Year specifying the reasons for Increase / Decrease [Sale (-) / Purchase (+)].	No Change		0	0.00
	At the end of the year	0	0.00		
* Mr. M.V. Subbarao ceased to be a director w.e.f. 21st April, 2017.					

V. Indebtedness:

Indebtedness of the Company including interest outstanding / accrued but not due for payment: (₹ in lakhs)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	2931.17	1571.41	-	4502.58
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**2931.17**	**1571.41**	**-**	**4502.58**
Change in Indebtedness during Financial Year				
Addition	3927.15	1932.77	-	5859.92
Reduction	-	1791.45	-	1791.45
Net Change	**3927.15**	**141.32**	**-**	**4060.47**
Indebtedness at the end of the Financial Year				
i) Principal Amount	6858.32	1571.41	-	8429.73
ii) Interest due but not paid	-	141.32	-	141.32
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**6858.32**	**1712.73**	**-**	**8571.05**

(Previous year figures have been re-grouped / re-arranged, wherever necessary)

VI. Remuneration of Directors and Key Managerial Personnel (KMP):

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

(₹ in lakhs)

Sr.No.	Particulars of Remuneration	Name of MD / WTD / Manager
		Mr. V. R. Garware, Chairman & Managing Director
1.	Gross Salary	
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	142.16
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	66.14
	(c) Profits in lieu of Salary under Section 17(3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission as % of profit - others, specify	415.00
5.	Others, please specify	-
	Total	**623.30**
	Ceiling as per the Act	₹ 640.14 - Being 5% of the Net Profit of the Company

B. Remuneration to other Directors:

(₹ in lakhs)

Sr.No.	Particulars of Remuneration	Name of Director			Total Amount
1.	**Independent Directors**	R. M. Telang	S. P. Kulkarni	Ashish Goel	
	• Fee for attending Board / Committee Meetings	1.80	1.80	0.80	**4.40**
	• Commission	-	-	-	**-**
	• Others, Please specify	-	-	-	**-**
	Total (1)	**1.80**	**1.80**	**0.80**	**4.40**
2.	**Other Non-Executive Directors**	M. V. Garware	M. V. Subbarao		
	• Fee for attending Board / Committee Meetings	0.80	0.80		**1.60**
	• Commission	-	-		**-**
	• Others, Please specify	-	-		**-**
	Total (2)	**0.80**	**0.80**		**1.60**
	Total (B)=(1+2)				**6.00**
	Total Managerial Remuneration				**629.30**
	Overall Ceiling as per the Act	₹ 1408.30 - Being 11% of the Net Profit of the Company			

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD:

(₹ in lakhs)

Sr.No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross Salary: (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	27.53	47.91	75.44
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of Salary under Section 17(3) of Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission:	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total	**27.53**	**47.91**	**75.44**

VII. Penalties / Punishment / Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD / NCLT / COURT)	Appeal made, if any (give Details)
A. Company					
Penalty	None				
Punishment					
Compounding					
B. Directors					
Penalty	None				
Punishment					
Compounding					
C. Other Officers in Default					
Penalty	None				
Punishment					
Compounding					



ANNEXURE 5 TO DIRECTORS' REPORT 2016-17

The information pursuant to the provisions of Section 197(12) the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Part A:
The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

<table>
<tr><th>Sr. No.</th><th>Requirement</th><th>Disclosure</th></tr>
<tr><td>1.</td><td>The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2016-17.</td><td rowspan="2"><table>
<tr><th>Name of the Director / KMP</th><th>Ratio per Median Remuneration of the Employees</th><th>% Increase in Remuneration</th></tr>
<tr><td>Mr. V. R. Garware, Chairman & Managing Director</td><td>171.24</td><td>35.39%</td></tr>
<tr><td>Mr. S. H. Bamne, Chief Financial Officer</td><td>13.16</td><td>21.38%</td></tr>
<tr><td>Mr. Sunil Agarwal, Company Secretary</td><td>7.56</td><td>*</td></tr>
</table>
*Since, this information is available for part in the year 2015-16, therefore, the same is not comparable.
For this purpose, Sitting Fees paid to the Directors have not been considered as remuneration.</td></tr>
<tr><td>2.</td><td>The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year 2016-17; (as compared to last year).</td></tr>
<tr><td>3.</td><td>The percentage increase in the median remuneration of employees in the Financial Year 2016-17.</td><td>10.78%</td></tr>
<tr><td>4.</td><td>The number of permanent employees on the roll of the Company as on 31st March, 2017.</td><td>1,374</td></tr>
<tr><td>5.</td><td>Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.</td><td>The average percentile increase in remuneration of the employee and percentile increase in remuneration of Managerial Personnel is in line with normal pay revisions, which is linked to individual performance and the Company's performance.</td></tr>
<tr><td>6.</td><td>Affirmation that the remuneration is as per the Remuneration Policy of the Company.</td><td>The Company affirms that remuneration is as per the Remuneration Policy of the Company.</td></tr>
</table>

PART B

The statement containing names and other particulars of employees as per Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report. The Annual Report is being sent to all the Members of the Company excluding the aforesaid statement. In terms of first proviso of Section 136 of the Companies Act, 2013, the said statement is open for inspection at the Registered Office of the Company during working hours of the Company up to the date of the ensuing Annual General Meeting of the Company. Any Member interested in obtaining a copy of the same may write to the Company Secretary and the same will be provided free of cost to the Member.

ANNEXURE TO DIRECTORS' REPORT 2016-17: CORPORATE GOVERNANCE REPORT

Your Company has already complied with the mandatory requirements on Corporate Governance as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "the SEBI (LODR) Regulations, 2015"]. A detailed Report is set out below.

I. MANDATORY REQUIREMENTS

1) PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company continues to be committed to high standards of Corporate Governance. Your Company's philosophy on Corporate Governance aims at adopting and practising best corporate practices, while achieving Company's business objectives in a way that serves the interest of all Stakeholders. Towards this, the Company has adopted the practices mandated by the provisions of the SEBI (LODR) Regulations, 2015.

2) BOARD OF DIRECTORS

i. Composition: The Board of Directors of the Company as on 31st March, 2017, consisted of:

Sr. No.	Name of Director	DIN	Designation	Position	Relationship between Directors inter-se
1	Mr. V. R. Garware	00092201	Chairman & Managing Director	Promoter - Executive	Relative of Ms. M. V. Garware
2	Ms. M. V. Garware	06948274	Director	Promoter - Non-Executive	Relative of Mr. V. R. Garware
3	Mr. R. M. Telang	00092103	Director	Independent - Non-Executive	
4	Mr. S. P. Kulkarni	00006914	Director	Independent - Non-Executive	
5	Mr. Ashish Goel	00147449	Director	Independent - Non-Executive	
6	Mr. M.V. Subbarao	02099059	Director	Non- Independent - Non-Executive	

ii. Attendance at the meetings of the Board of Directors and last Annual General Meeting, details of memberships of Directors in other Boards / Board Committees and number of Equity Shares held.

- Four (04) meetings of the Board were held during the Financial Year 2016-17 on 26th May, 2016, 10th August, 2016, 12th November, 2016, and 13th February, 2017.

Name of the Director	No. of Board Meetings Attended	Sitting Fees paid (₹)	Whether attended last A.G.M.	Directorships in other Companies and Membership of Committees and Post held in Committees as on 31st March, 2017*			No. of Equity Shares held as on 31st March, 2017
				Other Boards	Other Board Committees**		
					Chairman	Member	
Mr. V. R. Garware	4	N.A.	Yes	4***	---	---	19,658
Ms. M. V. Garware	3	60,000	Yes	---	---	---	0
Mr. R. M. Telang	4	80,000	Yes	---	---	---	0
Mr. S. P. Kulkarni	4	80,000	Yes	---	---	---	0
Mr. Ashish Goel	4	80,000	Yes	---	---	1	0
Mr. M. V. Subbarao ****	4	80,000	Yes	---	---	---	1,500

* Excludes Directorships in Foreign Companies, Private Limited Companies and companies under Section 8 of the Companies Act, 2013.

** Only Audit Committee and Stakeholder Relationship Committee are reckoned for this purpose.

*** Mr. V. R. Garware was not Independent Director in any of these companies.

**** Mr. M. V. Subbarao ceased to be a Director w.e.f. 21st April, 2017.

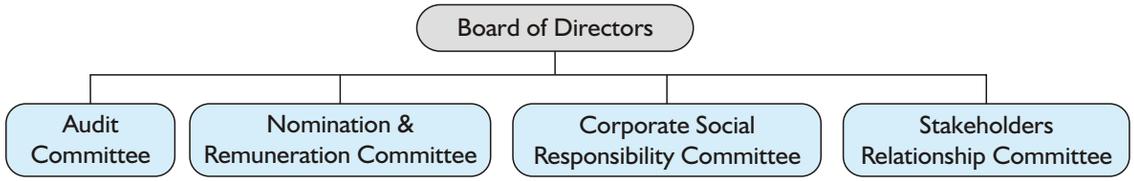
3) INDEPENDENT DIRECTORS

Your Company has appointed Independent Directors, who are having experience in their respective field / profession and meet the criteria of independence according to Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 and Section 2(47), 149(6) of the Companies Act, 2013 and the Rules made thereunder, as amended from time

to time. The Company has appointed Independent Directors and issued appointment letters to them. The terms and conditions of their appointment are on the Company's website: http://www.garwareropes.com/Terms-Appointment-Independent-Directors.html.

4) COMMITTEES OF BOARD OF DIRECTORS

The Board at present has four (04) Committees.



A) AUDIT COMMITTEE

i. Constitution:

Terms of Reference of the Audit Committee have been set out in accordance with the requirements of Regulation 18 of the SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013, and the Rules made thereunder, as amended from time to time.

ii. Composition:

Sr. No.	Name of the Member	Designation	Position
1	Mr. S. P. Kulkarni	Chairman	Independent - Non-Executive Director
2	Mr. R. M. Telang	Member	Independent - Non-Executive Director
3	Mr. V. R. Garware	Member	Executive Director

iii. Meetings and Attendance:

The details of meetings held during the Financial Year 2016-17, and the attendance thereat, are as follows:

- Four (04) meetings of the Audit Committee were held during the Financial Year 2016-17 on 25th May, 2016, 9th August, 2016, 12th November, 2016 and 12th February, 2017.

Name of the Member	No. of Meetings attended	Sitting Fees paid (₹)
Mr. S. P. Kulkarni	4	80,000
Mr. R. M. Telang	4	80,000
Mr. V. R. Garware	4	N.A.

The Statutory Auditors of the Company attended all four (04) meetings. The Company Secretary acted as Secretary to the Audit Committee.

B) NOMINATION & REMUNERATION COMMITTEE / REMUNERATION–COMPENSATION OF DIRECTORS

i. Constitution:

Terms of Reference of the Nomination & Remuneration Committee have been set out in accordance with the requirements of Regulation 19 read with Paragraph A of Part D of Schedule II of the SEBI (LODR) Regulations, 2015, and Section 178 of the Companies Act, 2013 and Rules made thereunder, as amended from time to time. Further, in terms of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Nomination & Remuneration Committee of the Company is authorized to administer and superintend the General Employee Welfare Scheme "GWRL Managerial Staff Welfare Trust Scheme", acting as Compensation Committee in terms of the said Regulations.

ii. Composition:

Sr. No.	Name of the Member	Designation	Position
1	Mr. S. P. Kulkarni	Chairman	Independent - Non-Executive Director
2	Mr. R. M. Telang	Member	Independent - Non-Executive Director
3	Mr. V. R. Garware	Member	Executive Director
4	Ms. M. V. Garware	Member	Non-Executive Director

iii. Meetings and Attendance:

Meeting of the Nomination & Remuneration Committee was held on 26th May, 2016. All the members of the Nomination & Remuneration Committee were present.

iv. Performance Evaluation Criteria of Directors and Independent Directors:

In view of the provisions of the Companies Act, 2013 and considering the Guidance Note dated 5th January, 2017, issued by the Securities and Exchange Board of India ("SEBI"), the Nomination & Remuneration Committee of the Board has laid down comprehensive framework including the criteria for evaluation of performance of the Board as a whole and various committees of the Board and individual Directors including Independent Directors.

Based on such comprehensive framework, the Board of Directors of the Company had carried out Annual Evaluation of the performance of the Board as a whole, the Directors individually and also the working of its Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Stakeholder Relationship Committee.

The Board noted the evaluation results that were collated and presented to the Board.

The Nomination and Remuneration Committee has also carried out evaluation of every Director's performance.

The Directors expressed their satisfaction with the evaluation process.

On 13th February, 2017, a separate Meeting of the Independent Directors of the Company, was held, inter alia to:

- Review the performance of Non-Independent Directors and the Board of Directors as a whole,
- Review the performance of the Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors, and
- Assess 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.

Mr. R. M. Telang, Mr. S. P. Kulkarni and Mr. Ashish Goel were present at the meeting of the Independent Directors of the Company held on Monday, 13th February, 2017.

v. Remuneration Policy and Remuneration of Directors:

a) Remuneration Policy

The salient aspects of Remuneration Policy are present here in below.

The Company's Remuneration Policy is guided by the set of principles as envisaged under Section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 (erstwhile Listing Agreement).

The Policy provides broad frame work relating to the remuneration for the Directors, Key Managerial Personnel (KMP) and Senior Management. The guiding principles of the Policy are that Remuneration and other terms of employment would be competitive and attractive in order to ensure that the Company can attract, retain and motivate competent professionals, who would work towards achieving Company's Mission, as set out in Company's "Mission and Value Statement".

The Policy is framed with an objective that in determination of the remuneration packages / scales of pay, due consideration is given to pay and other employment conditions prevailed in the technical textile industry and other comparable manufacturing organizations in around the place of work and there is a proper balance between the fixed and variable (i.e. incentive) pay with a aim to reward the short-term and

long-term performance taking into consideration the overall performance of the Company and achievements of Key Result Areas (KRAs) / Balance Score Card Objectives / Targets, as mutually agreed in advance between the concerned Executive and his supervising personnel.

b) Remuneration of Directors

i. Non-Executive Directors:

The remuneration of Non-Executive Directors is decided by the Board of Directors on recommendation by Nomination & Remuneration Committee. At present, only Sitting Fees are paid to Non-Executive Directors for attending Board Meetings, Audit Committee Meetings and Nomination & Remuneration Committee Meetings. The payment of Sitting Fees is within the limits prescribed under the Companies Act, 2013 and Rules made thereunder, as amended from time to time.

ii. Executive Director:

Mr. V. R. Garware, Chairman & Managing Director (CMD) is the Executive Director of the Company. Mr. V. R. Garware was re-appointed as Chairman & Managing Director of the Company for a period of five (05) years with effect from 1st December, 2011 and his appointment and terms thereof including remuneration was approved by the Members of the Company, by voting through Postal Ballot. The Board of Directors of the Company, at its meeting held on 30th May, 2013, had resolved to revise the remuneration of Mr. V. R. Garware, Chairman & Managing Director of the Company, effective from 1st April, 2013.

During the year, Mr. V. R. Garware, was re-appointed as Managing Director of the Company to be designated as Chairman & Managing Director for a period of five (05) years effective from 1st December, 2016 and his appointment and terms thereof including remuneration was approved by the Members at Thirty-Ninth Annual General Meeting of the Company held on Wednesday, 10th August, 2016.

Particulars of the present remuneration payable are detailed below:

a. Salary: Basic Salary of ₹ 7,50,000/- (Rupees Seven Lakhs Fifty Thousand only) per month.

b. Special Allowance: ₹ 7,00,000/- (Rupees Seven Lakhs only) per month.

c. Perquisites and Allowances:

1. The CMD shall be entitled to various perquisites including rent free fully furnished accommodation or house rent allowance in lieu thereof up to sixty (60) percent of his basic salary, medical expenses / allowance, leave travel allowance / concession, travelling and halting allowances, club fees, group health insurance coverage, group accident insurance coverage, such other perquisites and allowances in accordance with the rules of the Company.

   These perquisites would be either in the form of reimbursement of actual expenses or payment of allowances.

2. The CMD shall be entitled to the Company's contribution to provident fund, employees' pension scheme and superannuation fund as per the rules of the Company.

3. The CMD shall also be entitled to the benefits of gratuity as per the scheme for senior executives and earned leave and encashment of earned leave at the end of the tenure which shall not be included in the computation of the ceiling on remuneration.

4. The CMD shall be entitled to use of Company's maintained car(s) with driver(s) for the use of the Company's business. Further, the telephone and other communication facilities will be provided to the CMD at his residence and other places of his temporary stay for business purposes. These cost / expenses towards such communication facilities will not be considered as perquisites.

   Perquisites and allowances shall be evaluated as per Income-Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

d. Commission:

Besides the salary, perquisites and allowances, the CMD shall also be paid remuneration by way of commission. The amount of commission shall be determined by the Board of Directors every year based on the performance of the Company for the particular year such that total remuneration for

any Financial Year shall not exceed the maximum remuneration limits as determined as per the provisions of Section 197 and Section 198 of the Companies Act, 2013.

e. Upon recommendation by the Committee, the Board of Directors is at liberty to alter and vary the terms and conditions of the remuneration as above, as long as total remuneration does not exceed the permissible limits specified in Section 197 of the Companies Act, 2013 or any other amendments thereto.

Notwithstanding anything contrary herein contained, where in any Financial Year during the currency of tenure of the appointee, the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances as specified above, as minimum remuneration with a liberty to the Board of Directors to revise, amend, alter and vary the terms and conditions relating to remuneration payable to the CMD in such manner as may be permitted in accordance with provisions of the Act and Schedule V thereto or any other amendments thereto.

f. For the purpose of computation of minimum remuneration, the following shall not be included:

1. Contribution to provident fund, superannuation fund or annuity fund to the extent of these either singly or put together are not taxable under the Income Tax Act, 1961;
2. Gratuity at a rate not exceeding half a month's salary for each completed year of service; and
3. Encashment of leave at the end of the tenure.

The employment may be terminated by either party by giving to the other party one hundred and eighty (180) days' prior notice in writing;

C) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE ("CSR Committee")

i. Constitution:

In terms of the requirements under the provisions of Section 135 and Schedule VII of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility), Rules, 2014, a CSR Committee was constituted by the Board of Directors of the Company. Terms of Reference of the CSR Committee have been set out in accordance with the requirements of Section 135 of the Companies Act, 2013 and Rules made thereunder, as amended from time to time.

ii. Composition:

Sr. No.	Name of the Member	Designation	Position
1	Mr. R. M. Telang	Chairman	Independent - Non-Executive Director
2	Mr. S. P. Kulkarni	Member	Independent - Non-Executive Director
3	Mr. V. R. Garware	Member	Executive Director
4	Ms. M. V. Garware	Member	Non-Executive Director

iii. Meetings and Attendance:

The details of meetings held during the Financial Year 2016-17, and the attendance thereat, are as follows:

- Four (04) meetings of the Corporate Social Responsibility Committee ("CSR Committee") were held during the Financial Year 2016-17 on 26th May, 2016, 10th August, 2016, 12th November, 2016 and 13th February, 2017.

Sr. No.	Name of the Member	No. of Meetings attended
1	Mr. R. M. Telang	4
2	Mr. S. P. Kulkarni	4
3	Mr. V. R. Garware	4
4	Ms. M. V. Garware	3

D) STAKEHOLDERS RELATIONSHIP COMMITTEE

i. Constitution:

In terms of the requirements under the provisions of Section 178 of the Companies Act, 2013

and Rules made thereunder and Regulation 20 read with Paragraph B of Part D of Schedule II of the SEBI (LODR) Regulations, 2015, the Board of Directors of the Company had re-constituted "Stakeholder Relationship Committee" in place of erstwhile "Shareholders' / Investors' Grievances and Share Transfer Committee", under the Chairmanship of Non-Executive Director to monitor and review investors' grievances including complaints related to transfer of shares, non-receipt of Financial Statements, non-receipt of declared Dividends, to approve share transfer / transmission / transposition of shares / consolidation of folios and to approve issue of duplicate / fresh share certificates on account of requests for duplicate / split / consolidation.

ii. Composition:

Sr. No.	Name of the Member	Designation	Position
1	Mr. R. M. Telang	Chairman	Independent - Non-Executive Director
2	Mr. S. P. Kulkarni	Member	Independent - Non-Executive Director
3	Mr. V. R. Garware	Member	Executive Director

iii. During the Financial Year 2016-17, Sixteen (16) meetings of the "Stakeholder Relationship Committee" were held.

iv. The Committee reviews the system of dealing with and responding to correspondence from the Shareholders. The complaint letters received from the Stock Exchanges, SEBI, Department of Company Affairs and quality of responses thereto also reviewed by this Committee.

v. During the year Two (02) complaint received, all were resolved to the satisfaction of the Shareholders. Other communications received were also replied / resolved satisfactorily.

vi. There were no unresolved / unattended communications / complaints of Shareholders pending as of 31st March, 2017.

vii. There were no pending Share Transfers as of 31st March, 2017.

viii. The Share Transfer Agents, M/s. Link Intime India Private Limited, has been authorized to authenticate all routine transfers, transmission and transposition of Shares Certificates. Presently, transfers, transmissions etc., are effected within fifteen (15) days.

ix. Mr. Sunil Agarwal, Company Secretary & Head-Legal, is appointed as a Compliance Officer.

5) GENERAL BODY MEETINGS

i. Details of location and time of holding the last three (03) Annual General Meetings:

Date	Time	Venue of all three (03) Meetings
Thursday, 25th September, 2014	10.30 a.m.	Auto Cluster Auditorium, Auto Cluster Development and Research Institute Limited, H-Block, Plot No. C-181, Off Old Pune-Mumbai Highway, Chinchwad, Pune 411 019, Maharashtra, India.
Wednesday, 2nd September, 2015	10.30 a.m.	
Wednesday, 10th August, 2016	10.30 a.m.	

One Special Resolution was passed at the Annual General Meeting held on Thursday, 25th September, 2014, to create a charge on an "Undertaking" falling under the provisions of Section 180(1)(a) of the Companies Act, 2013 in addition to the existing charge already created on an "Undertaking", in favour of one or more banks and / or financial institutions and / or trustees of debenture holders and / or any other lenders to secure borrowings by way of term loan, working capital loan, commercial paper, debentures or any other form of borrowings permitted under the Companies Act, 2013, for a sum not exceeding ₹ 500 crores.

One Special Resolution was passed at the Annual General Meeting held on Wednesday, 2nd September, 2015, to appoint Mr. Ashish Goel as an Independent Director of the Company for a term of five (05) consecutive years with effect from the date of 38th Annual General Meeting or till the date of the 43rd Annual General Meeting, whichever is earlier.

ii. As on date, no Special Resolution is proposed to be conducted through Postal Ballot.

6) FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company familiarises its Independent Directors with their role, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the Company etc. As per the requirements of Regulation 34 (3) read with Part C of Clause V of the SEBI (LODR) Regulations, 2015 details of such Familiarisation Programmes has been displayed on the Company's website: http://www.garwareropes.com/familiarisation-programme.html.

7) POLICY ON RELATED PARTY TRANSACTIONS OF THE COMPANY

The Board of Directors of the Company has approved a Policy on Materiality of Related Party Transaction and dealings with Related Party Transactions including a revised Policy as amended and aligned as per the provisions of the Companies Act, 2013, the Companies (Meeting of Board and Its Powers) Rules, 2014 and the SEBI (LODR) Regulations, 2015 and the same has been displayed on the Company's website: http://www.garwareropes.com/party-transactions-policy.html.

The Company management ensures total adherence to the approved Policy on Related Party Transactions without any compromise.

8) DISCLOSURES

i. There were no materially significant related-party transactions, which had potential conflict with the interest of the Company at large.

ii. The Company has complied with the requirements of the Listing Agreements with Stock Exchanges as well as Regulations and Guidelines of SEBI. Consequently, no penalties were imposed or strictures passed against the Company by SEBI or Stock Exchanges or any Statutory Authorities during the last three (03) years on any matter related to Capital Market.

iii. The Board of Directors have adopted a Vigil Mechanism Policy, which is applicable to all full-time employees and Directors of the Company for reporting their genuine concerns, which covers malpractice, unethical behavior, fraud or suspected fraud, manipulation, misappropriation of monies and violation of the Companies Codes. The said Vigil Mechanism Policy also provides adequate safeguards against victimization of persons who use such mechanism and provisions for direct access to the Chairperson of the Audit Committee, in appropriate and exceptional cases. None of the employees has been denied access to the Audit Committee Chairman. The salient features of the "Vigil Mechanism" of the Company as approved by the Board of Directors has been displayed on the Company's website: http://www.garwareropes.com/vigil-mechanism.html.

iv. The Board of Directors has adopted a Code of Conduct for all Board Members and Senior Management of the Company, which came into effect from 1st January, 2006. A copy of the same has been displayed on the Company's website: http://www.garwareropes.com/cod-directors.html &

http://www.garwareropes.com/cod-managers.html

Certificate on compliance is given separately.

v. The Board of Directors of the Company has formulated a Code of Conduct for Prevention of Insider Trading and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

vi. CEO (Chairman and Managing Director), and CFO (Vice President - Corporate), have made necessary certification on Financial Statements & Cash Flow Statement for the year to the Board of Directors of the Company.

vii. The Board of Directors, on quarterly basis, reviews compliance reports of all laws. There were no instances of non-compliance reported.

viii. The Company has laid down procedures to inform the Board of Directors about the risk assessment and minimization procedures.

ix. There were no transactions disclosed to Board by Senior Management relating to material financial and commercial nature, involving potential conflict of interest with the Company. A statement in summary form of transactions with related parties is placed periodically before the Audit Committee.

x. The Company is not having any outstanding Global Depository Receipts or American Depository Receipt or Warrants or any Convertible instruments.

xi. The Company has complied with all mandatory requirements of the SEBI (LODR) Regulations, 2015.

xii. The Company is not having any material subsidiary as defined under Regulation 16 (c) of the SEBI (LODR) Regulations, 2015.

xiii. The Company is exposed to commodity price risk and foreign currency exchange risk in the course of its business. The Company did not engage in commodity price risk hedging activities. The Company's foreign currency exchange exposures are monitored on a daily basis under the expert guidance of consultants. A formal foreign exchange policy had been adopted by the Board thereby providing the treasury with a broad operating framework with stress on keeping risks low as far as possible and within a specified limit. The Board also review foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement, if material in its quarterly meet.

9) MEANS OF COMMUNICATION

i. Apart from publication in leading newspapers, the Quarterly Financial Statements as well as Annual Financial Statements are displayed on the Company's website: http://www.garwareropes.com/financial-reports.html. Further, Quarterly Shareholding Patterns are displayed on the Company's website: http://www.garwareropes.com/shareholding-pattern.html. Presentation on Financial Statements and official news releases are also submitted to Stock Exchange(s) for public dissemination before its release. During the year under review, no presentation was made to institutional investors or to the analysts.

ii. A Management Discussion and Analysis Report is enclosed separately as part of this Annual Report.

10) GENERAL SHAREHOLDER INFORMATION

i. **40th Annual General Meeting**

- Day, Date and Time	Friday, 4th August, 2017, 10.30 a.m.
- Venue	Auto Cluster Auditorium, Auto Cluster Development and Research Institute Limited, H-Block, Plot No. C-181, Off Old Pune-Mumbai Highway, Chinchwad, Pune - 411 019.
ii. **Financial Year**	1st April to 31st March
iii. **Book Closure Date**	From Saturday, 29th July, 2017 to Friday, 4th August, 2017 (both days inclusive).
iv. **Dividend Payment Date**	Friday, 4th August, 2017 onwards.

v. **Listing of Equity Shares**

The Equity Shares of the Company are listed on:

BSE Limited	**National Stock Exchange of India Limited**
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Tel No.: (022) 2272 1233 / 4 Fax No.: (022) 2272 1919	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. Tel No.: (022) 2659 8100 / 8114 Fax No.: (022) 2659 8120

The Listing Fee has been paid up to date, to BSE Limited and National Stock Exchange of India Ltd.

vi. **Stock Code / Symbol**

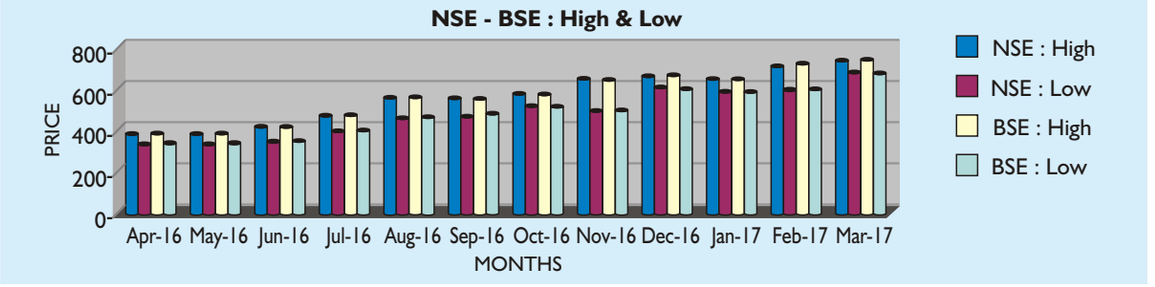
BSE Limited	Code No.: 509557
National Stock Exchange of India Limited	Symbol: GARWALLROP

vii. **Stock Market Data**

The high and low prices recorded on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) were as under:

Months	GWRL Share Price (₹)				BSE		NSE	
	At BSE		At NSE		S&P Sensex		CNX Nifty	
	High	Low	High	Low	High	Low	High	Low
Apr 2016	374.60	324.00	375.00	323.00	26100.54	24523.20	7992.00	7516.85
May 2016	368.00	326.00	369.00	320.00	26837.20	25057.93	8213.60	7678.35
Jun 2016	401.00	336.00	400.00	336.00	27105.41	25911.33	8308.15	7927.05
Jul 2016	460.00	386.10	460.00	385.00	28240.20	27034.14	8674.70	8287.55
Aug 2016	539.25	447.00	539.40	447.50	28532.25	27627.97	8819.20	8518.15
Sep 2016	540.00	468.00	538.85	459.10	29077.28	27716.78	8968.70	8555.20
Oct 2016	566.70	509.40	568.90	509.50	28477.65	27488.30	8806.95	8506.15
Nov 2016	634.00	489.00	634.00	487.00	28029.80	25717.93	8669.60	7916.40
Dec 2016	650.00	584.50	647.95	586.05	26803.76	25753.74	8274.95	7893.80
Jan 2017	635.00	574.10	636.25	579.00	27980.39	26447.06	8672.70	8133.80
Feb 2017	697.05	584.00	696.00	579.00	29065.31	27590.10	8982.15	8537.50
Mar 2017	720.00	660.90	721.00	661.90	29824.62	28716.21	9218.40	8860.10

(Source: BSE website: www.bseindia.com & NSE website: www.nseindia.com)



viii. **Share Transfer Agent**

LINK INTIME INDIA PRIVATE LIMITED

Akshay Complex, Block No. 202, 2nd Floor, Off Dhole Patil Road, Near Ganesh Temple, Pune - 411 001.
Tel. No.: (020) 2616 1629, 2616 0084; Fax No.: (020) 2616 3503; Email: pune@linkintime.co.in

ix. **Share Transfer System**

The power to approve the transfer of securities has been delegated by the Board to the Share Transfer Agents. Share transfer requests are processed within fifteen (15) days from the date of receipt.

x. (i) **Distribution of Shareholding as on 31st March, 2017.**

Distribution of Shareholding (Rupees)					Report Type = All (NSDL + CDSL + Physical)			
Sr. No.	Shareholding of Nominal Value of ₹ 10/- each			No. of Shareholders	% to Total Shareholders	No. of Shares Held	Nominal Value (in ₹)	% of Nominal Value
	From	-	To					
1	1	to	5,000	12453	81.72	1627538	16275380	7.44
2	5,001	to	10,000	1414	9.28	1058802	10588020	4.84
3	10,001	to	20,000	706	4.63	1029400	10294000	4.70
4	20,001	to	30,000	238	1.56	588046	5880460	2.69
5	30,001	to	40,000	98	0.64	349737	3497370	1.60
6	40,001	to	50,000	61	0.40	283374	2833740	1.30
7	50,001	to	1,00,000	123	0.81	893891	8938910	4.09
8	1,00,001	and	Above	146	0.96	16051272	160512720	73.35
			Total	**15239**	**100.00**	**21882060**	**218820600**	**100.00**

(ii) **Pattern of Shareholding as on 31st March, 2017.**

Category Code	Category of Shareholder	Shareholding details			
		Number of Share holders	Total Number of Shares held	Number of Shares held in Dematerialised Form	As a % of (A+B)
(A)	**Shareholding of Promoter and Promoter Group**				
(1)	Indian Promoters	13	1,10,90,790	1,10,90,790	50.68
(2)	Foreign Promoters	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	**13**	**1,10,90,790**	**1,10,90,790**	**50.68**
(B)	**Public Shareholding**				
(1)	**Institutions**				
(a)	Indian Institutions	14	2,93,876	2,92,090	1.34
(b)	Foreign Institutions	29	6,19,633	6,19,633	2.83
	Sub-Total (B)(1)	**43**	**9,13,509**	**9,11,723**	**4.17**
(2)	**Non-Institutions**				
(a)	Individuals	14,077	69,02,631	62,73,744	31.54
(b)	Trust	2	7,000	7,000	0.03
(c)	Hindu Undivided Family	296	3,36,340	3,36,340	1.54
(d)	Non Resident Indians (Non Repat)	120	64,368	61,690	0.29
(e)	Non Resident Indians (Repat)	258	2,64,712	2,64,512	1.21
(f)	Clearing Member	78	28,828	28,828	0.13
(g)	Bodies Corporate	331	13,24,857	13,19,610	6.05
(h)	Foreign National	1	800	800	0.00
(i)	Foreign Portfolio Investor (Individual)	1	1,725	1,725	0.01
	Sub-Total (B)(2)	**15,164**	**89,31,261**	**82,94,249**	**40.82**
	Total Public Shareholding (B) = (B)(1)+(B)(2)	**15,207**	**98,44,770**	**92,05,972**	**44.99**
(C)	**Non-Promoter-Non Public Shareholding**				
(a)	GWRL Managerial Staff Welfare Trust	1	9,46,500	5,46,500	4.33
	Total Non-Promoter-Non Public Shareholding (C)	**1**	**9,46,500**	**5,46,500**	**4.33**
	TOTAL (A)+(B)+(C)	**15,221**	**2,18,82,060**	**2,08,43,262**	**100.00**

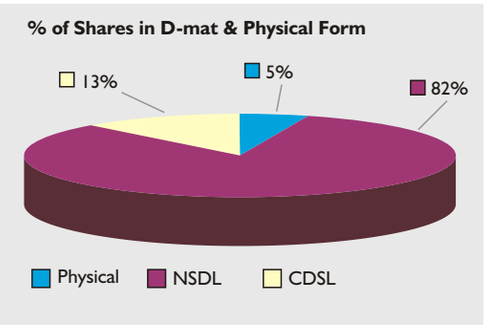
Note: No Shares Pledged or otherwise encumbered by Promoter and Promoter Group.

xi. **Dematerialisation of Shares and Liquidity**

ISIN No. - INE276A01018

The Shares of the Company can be held and traded in electronic form. SEBI has stipulated the Shares of the Company for compulsory delivery in dematerialisation form only, by all investors from 8th May, 2000. 94.85% Shares have already been dematerialised.

The Shares of the Company are actively traded on BSE Limited & National Stock Exchange of India Limited and have good liquidity.



xii. **Email Addresses**

In order to enable us to further extend our support towards paperless compliance, as a part of Green Initiatives in the Corporate Governance, which was introduced by MCA in the year 2011, the Shareholders' who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses.

In respect of Shares held in physical form, Shareholders are requested to register their e-mail addresses with the Company / R & T Agent. (With Depository Participant in case of Shares held in dematerialised form).

xiii. **Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any convertible instruments, conversion date and likely impact on equity**

There were no GDRs / ADRs / Warrants / any other convertible instruments outstanding as on 31st March, 2017.

xiv. **Commodity price risk or foreign exchange risk and hedging activities**

The Company is exposed to commodity price risk and foreign currency exchange risk in the course of its business. The Company did not engage in commodity price risk hedging activities. The Company's foreign currency exchange exposures are monitored on a daily basis under the expert guidance of consultants. A formal foreign exchange policy had been adopted by the Board thereby providing the treasury with a broad operating framework with stress on keeping risks low as far as possible and within a specified limit. The Board also review foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement, if material in its quarterly meet.

xv. **Plant Locations**

Plot No. 11, Block D-1,
MIDC, Chinchwad, Pune - 411 019, Maharashtra.
Tel. No.: (020) 3078 0000

Plot No. C-1/13, B-226/227/228 & D-1,
MIDC, Wai - 412 803, Dist. Satara, Maharashtra.
Tel. No.: (02167) 308301 / 02

xvi. **Address for Correspondence**

The Shareholders may send their communications to the Company at its Registered Office mentioned below or directly to the Share Transfer Agent, M/s. Link Intime India Pvt. Ltd.

Company Secretary
Garware-Wall Ropes Limited
Plot No. 11, Block D-1, MIDC,
Chinchwad, Pune - 411 019, Maharashtra
Tel. No.: (020) 3078 0177
Email: secretarial@garwareropes.com

Link Intime India Private Limited
Akshay Complex, Block No. 202, 2nd Floor,
Off Dhole Patil Road, Near Ganesh Temple, Pune - 411 001
Tel. No.: (020) 2616 1629, 2616 0084
Fax No.: (020) 2616 3503
Email: pune@linkintime.co.in

xvii. **The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of the SEBI (LODR) Regulations, 2015.**

II. NON-MANDATORY REQUIREMENTS

Disclose to the extent to which the discretionary requirements as specified in Part E of Schedule II of the SEBI (LODR) Regulations, 2015 have been adopted.

(a) The Board: As the Chairman of the Company is an Executive Chairman, hence the provision on entitlement of Chairperson's office at the expense of the Company in case of a Non-Executive Chairperson is not applicable.

(b) Shareholder Rights: Quarterly Financial Statements are published in leading newspapers and uploaded on Company's website: http://www.garwareropes.com.

(c) Modified opinion(s) in Audit Report: The Auditors have raised no qualification on the Financial Statements.

(d) Separate posts of Chairperson and CEO: Presently, Mr. V. R. Garware is the Chairman & Managing Director of the Company.

(e) Reporting of Internal Auditor: The Company has appointed Internal Auditor (employee) for conducting the Internal Audit. Internal Auditors has direct access to the Audit Committee.



III. REPORT OF CORPORATE GOVERNANCE

This Chapter of the Annual Report together with the information given under "Management Discussion and Analysis" constitutes a detailed compliance report on Corporate Governance during Financial Year 2016-17.

DECLARATION BY THE CHIEF EXECUTIVE OFFICER UNDER REGULATION 34(3) READ ALONG WITH CLAUSE D OF SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, REGARDING ADHERENCE TO THE CODE OF CONDUCT

In accordance with the provision of Regulation 34(3), read along with Clause D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, V. R. Garware, Chairman and Managing Director of the Company hereby declare that all Board Members and Senior Management Personnel of the Company have given the affirmation for the year 2016-2017 on compliance with Code of Conduct of the Company as applicable to them respectively.

For **Garware-Wall Ropes Ltd.**

V. R. Garware
Chairman & Managing Director
DIN 00092201

Pune,
30th April, 2017

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of GARWARE-WALL ROPES LIMITED

We have examined the compliance of conditions of Corporate Governance by Garware-Wall Ropes Limited, for the year ended 31st March, 2017, as stipulated in Regulation 34(3), read along with Clause E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, we report that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that no Investor Grievances are pending for a period exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee.

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

For **Patki & Soman**
Chartered Accountants

S. M. Patki
Partner
M. No. 037315
F. R. No. 107830W

Pune,
24th May, 2017

Management Discussion and Analysis

Overview of Company

Your Company, Garware-Wall Ropes Ltd. (GWRL), is one of India's leading solution-providers in the domain of technical textiles, with customers and end-users across the world. Leveraging its expertise in engineering of polymers and its in-depth knowledge of customer needs, your Company provides application-focused solutions for various sectors including deep-sea fishing, aquaculture, shipping, agriculture, sports, infrastructure, defence and transportation. Your Company has integrated manufacturing facilities in Pune and Wai (Maharashtra), where a wide range of products are produced, including ropes, nets and aquaculture cages for capturing and breeding fish; nets for sports such as tennis and soccer; insect and shade nets for high-value protected farming; coated fabrics for covers, tarps, tents, etc.; and products and solutions for water management, waste management, and erosion-control applications.

Driven by the mission to provide innovative, application-focused solutions to enhance value of its customers, your Company has earned the trust of customers across all continents, in over 75 countries. End-users of your Company's products include fishing net makers and trawlers, shipping companies, oil drillers, agriculturists, packers, transporters, construction companies, municipal corporations, government organizations, clubs, universities, manufacturing plants and many others.

Your Company's sales are spread across several verticals and geographies as mentioned above, providing stability and hedge against fluctuations in particular business segments, thereby ensuring a steady stream of revenue and profitability. Users of your Company's products are serviced through branches, depots, dealers and distributors located across the globe.

Apart from being a leading player in the domestic market, your Company has a dominant share of markets in North America, and parts of Europe and Australia, for several products.

Marketing offices in USA, UK, Canada and Australia improve customer responsiveness in respective time zones and ensure better understanding of local customer needs.

Your Company has a long history of paying dividend and is committed to enhancing stakeholder value through sustainable growth in sales and earnings. With growing acceptance of your Company's new products in several industry segments, your Company is on a growth trajectory.

Business Environment in Financial Year 2016-17

The global economy in FY 2016-17 was marked by uncertain growth and upheavals in the political environment. The improvement in salmon prices augured well for aquaculture farmers in nations like Norway, UK, Canada and USA, resulting in improved demand for the Company's aquaculture products. By focusing on increasing market penetration, your Company could attain overall growth in its international business.

In the domestic market, the economy recorded moderate growth due to lower than expected investments. However, your Company recorded moderate volume and value growth in domestic revenues on account of good performance by the fisheries business.

Your Company improved its financial performance through good execution of its profitable growth strategy based on three pillars: innovation, geographic expansion and operational excellence.

Opportunities and Threats

In the coming financial year, your Company sees good growth prospects despite a challenging outlook in the international market. With prices of aquaculture products expected to remain stable, we foresee increased demand for our aquaculture solutions. Furthermore, our expansion into new markets, and growth in innovative, value-added products are poised to boost our overall performance in international markets.

In the domestic market, due to improved spending on infrastructure, prediction of a good monsoon and higher public sector investment, we expect growth in all business segments, especially agriculture. However, higher polymer prices could have a negative impact on relevant demand. The effect of the new GST regime on distribution channels is unknown in the short term. GST may bring about some inflationary pressures which are expected to settle within a few quarters.



Company's Performance in FY 2016-17

Your Company registered total revenue of ₹ 86871.64 lakhs for the year ended 31st March, 2017, an increase of 4.8% over the previous year's revenue. Export revenue accounted for 47.4% of the total revenue. Profit after tax in the year under review was ₹ 8327.18 lakhs, registering an increase of 34.6% over the previous year.

Profitability was aided by an enhanced product mix, productivity improvement, lower cost of raw materials and lower interest liability. Growth in key business segments such as fisheries and aquaculture aided growth in margins.

Key Financial Indicators

- The Operating Profit Ratio of the Company is 12.70%.
- The Current Ratio of the Company is 1.30.
- The Earning Per Share is ₹ 38.05.
- The Return On Capital (Net Worth) is 27.12%.

Risks and Concerns

Your Company's products are heavily dependent on petroleum-based raw material, power and labour. Cost increases under these heads are generally passed on, and mitigated by delivering higher value to customers and improving manufacturing efficiency and productivity. However, as cost pressures are likely to continue, your Company faces the challenge of reducing operational costs and increasing productivity without compromising on quality.

As international sales constitute 47.4% of your Company's revenue, uncertainty in the global market and foreign exchange volatility would be a matter of concern. The Company's strategy is to push for growth in all geographies and all product segments, to limit the impact of any uncertainty.

Internal Control Systems

The strengthening of processes through IT enablers like SAP enterprise solution, mobile applications, automated complaint redressal system and other initiatives are aiding in faster decision making and responses. This has resulted in better internal controls and improvement in turnaround times.

Strong focus on optimal inventory-management, fixed-assets utilization, procurement efficiencies, and improved communication across internal teams has led to reduction in lead time and cost. All these measures have led to an improvement in our Customer Satisfaction Index Survey scores in both domestic and international markets.

Human Resources Management

People are the key assets of your Company. Their capacities are continuously enhanced through a variety of training programmes. Initiatives like team-building activities and programmes for employees' families have further strengthened internal bonding and commitment to live up to your Company's Mission and Values. A comprehensive reward and recognition system coupled with regular reviews have resulted in increased productivity. This is corroborated by the Great Places to Work Survey, which has recorded significant improvement in your Company's employee engagement scores.

Cautionary Statement :

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed or implied.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GARWARE-WALL ROPES LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of Garware-Wall Ropes Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of Significant Accounting Policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Financial Statements that give a true and fair view of the Financial Position, Financial Performance and Cash Flows of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate Internal Financial Controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material mis-statement, whether due to fraud or error.

Auditors' Responsibility

I. Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit.

II. 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.

III. 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 mis-statement.

IV. 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 mis-statement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the Auditor considers Internal Financial Control relevant to the Company's preparation of the Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the Accounting Policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Financial Statements.

V. 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;

1. In the case of the Balance Sheet, of the State of Affairs of the Company as at 31st March, 2017,
2. In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
3. In the case of the Cash Flow Statement, of the cash flows for the year on that date.

Report on Other Legal and Regulatory Requirements

1. 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 the paragraph 3 and 4 of the Order, to the extent applicable.



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

   (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion, proper books of accounts 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 Accounts.

   (d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016.

   (e) On the basis of the written representations received from the Directors as on 31st March, 2017 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2017 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.

   (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.

      ii) The Company has made provision, as at 31st March, 2017 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 during the year 31st March, 2017.

      iv) The Company has provided requisite disclosures in its Standalone Financial Statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 47 to the Standalone Financial Statements.

For **Patki & Soman**
Chartered Accountants

S. M. Patki
Partner
M. No. 037315
F. R. No. 107830W

Pune,
24th May, 2017

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the Members of the Company on the Financial Statements for the year ended 31st March, 2017, we report that:

i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.

   b) The Company has a regular programme of physical verification of its Fixed Assets by which Fixed Assets are verified in a phased manner over a period of three years. In accordance with this programme, certain Fixed Assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

   c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the Financial Statement and accruing to information and explanation given by the management, the title deeds of immovable properties are held in the name of the Company.

ii) a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

c) The Company is maintaining proper records of the inventory. The descripancies noticed on verification between the physical stocks and the book records were not material.

iii) According to the information and explanation given to us, the Company has not granted secured and unsecured loans to companies, firms & other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of Clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

iv) In our opinion and according to the information and explanations given to us, there are no loans, guarantees and securities granted in respect of which provisions of Section 185 and 186 of the Companies Act 2013, are applicable and hence not commented upon.

v) In our opinion and according to the information and explanation given to us, the Company has not accepted any deposits from the public.

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 Companies Act, 2013, related to the manufacturing of products, and are of the opinion that prima facie, the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the same.

vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

b) According to the information and explanations given to us, there are no undisputed amount payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were outstanding at the year end, for a period of more than six months from the date they became payable.

c) According to the records of the Company, the dues outstanding of income tax, sales tax, value added tax, excise duty and other material statutory dues on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Forum where Dispute is Pending	Period to which Amount relates	Amount (₹ Lakhs)
Sales Tax Laws	State and Central Sales Tax	High Court, Delhi	1995-96	11.00
			1996-97	21.52
		Deputy Commissioner of Sales Tax (Appeals)- Delhi	1999-00	0.78
			2000-01	3.43
			2001-02	1.65
			2002-03	1.29
		Deputy Commissioner of Commercial Tax (Appeals)- Chennai	2006-07	2.00
Central Excise Laws	Excise Duty	CESTAT, Mumbai.	2002-03	14.85
			2002-03	12.72
Income Tax Laws	Income Tax	Supreme Court	2002-03	94.00
			2003-04	114.00
		Total		**277.24**

viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanation given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to any banks. Further, the Company does not have any debentures and loan from Financial Institution or Government.

ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanation given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments and term loans and hence, reporting under Clause (ix) is not applicable to the Company and hence not commented upon.

x) Based on our audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanation given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.

xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of Clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.

xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanations given by the management, transactions with related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the Financial Statements, as required by the applicable Accounting Standards.

xiv) According to the information and explanations given to us and on an overall examination of the Balance Sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.

xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.

xvi) According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company

For **Patki & Soman**
Chartered Accountants

S. M. Patki
Partner
M. No. 037315
F. R. No. 107830W

Pune,
24th May, 2017

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the Internal Financial Controls over Financial Reporting of Garware-Wall Ropes Limited ("the Company") as of 31st March, 2017, in conjunction with our audit of the standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining Internal Financial Controls based on the Internal Control over Financial Reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate Internal Financial Controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds

and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls System over Financial Reporting and their operating effectiveness. Our audit of Internal Financial Controls over Financial Reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material mis-statement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's Internal Financial Controls system over Financial Reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate Internal Financial Controls system over Financial Reporting and such Internal Financial Controls over Financial Reporting were operating effectively as at 31st March, 2017, based on the Internal Control over Financial Reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Patki & Soman**
Chartered Accountants

S. M. Patki
Partner
M. No. 037315
F. R. No. 107830W

Pune,
24th May, 2017



BALANCE SHEET AS AT 31st MARCH, 2017

(₹ in lakhs)

	Note No.	As at 31st March 2017	As at 31st March 2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	**2,188.21**	2,188.21
(b) Reserves and Surplus	4	**42,736.68**	34,289.27
		44,924.89	36,477.48
(2) Non-Current Liabilities			
(a) Long-term Borrowings	5	**-**	-
(b) Deferred Tax Liabilities (Net)	6	**3,082.60**	2,830.01
(c) Other Long-term Liabilities	7	**637.73**	623.32
(d) Long-term Provisions	8	**355.04**	272.46
		4,075.37	3,725.79
(3) Current Liabilities			
(a) Short-term Borrowings	9	**8,571.05**	4,068.81
(b) Trade Payables	10	**19,190.32**	16,090.79
(c) Other Current Liabilities	11	**8,047.51**	9,705.18
(d) Short-term Provisions	12	**15,317.43**	12,054.43
		51,126.31	41,919.21
TOTAL		**100,126.57**	82,122.48
II. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant & Equipment			
(i) Tangible Assets	13	**19,571.83**	19,034.32
(ii) Intangible Assets	13	**762.15**	890.01
(iii) Capital Work-in-Progress	13	**30.59**	20.16
		20,364.57	19,944.49
(b) Non-current Investments	14	**11,393.06**	893.06
(c) Long-term Loan and Advances	15	**1,162.81**	1,188.24
(d) Other non-current Assets	16	**705.56**	628.07
		33,626.00	22,653.86
(2) Current Assets			
(a) Inventories	17	**14,095.93**	12,546.28
(b) Trade Receivables	18	**20,923.73**	21,239.56
(c) Cash and Cash Equivalents	19	**11,290.62**	8,053.10
(d) Short-term Loans and Advances	20	**20,190.29**	17,629.68
		66,500.57	59,468.62
TOTAL		**100,126.57**	82,122.48
III. NOTES FORMING PART OF THE FINANCIAL STATEMENTS	1-48		

As per our Report of even date

For **PATKI & SOMAN**
Chartered Accountants,

(S. M. PATKI)
Partner
M. No. 037315
F. R. No. 107830W

SUNIL AGARWAL
Company Secretary
M. No. FCS 6407

Pune,
24th May, 2017

S. H. BAMNE
VP Corporate (CFO)

V. R. GARWARE
Chairman & Managing Director
DIN. 00092201

R. M. TELANG
Director
DIN. 00092103

M. V. GARWARE
Director
DIN. 06948274

S. P. KULKARNI
Director
DIN. 00006914

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

	Note No.	For the year ended 31st March 2017	For the year ended 31st March 2016
I. REVENUE:			
(a) Revenue from Operations	21	**86,871.64**	82,920.35
Less: Excise Duty		**(343.64)**	(438.31)
		86,528.00	82,482.04
(b) Other Income (Net)	22	**1,020.13**	623.32
Total Revenue		**87,548.13**	83,105.36
II. EXPENSES:			
(a) Cost of Materials Consumed	23	**27,330.32**	29,017.29
(b) Purchase of Traded Goods	24	**2,910.17**	1,709.20
(c) (Increase)/Decrease in inventories of Finished Goods, Work-in-Progress and Traded Goods	25	**(932.28)**	800.36
(d) Employee Benefit Expense	26	**10,483.44**	9,279.29
(e) Operating and Other Expenses	27	**33,517.47**	31,411.81
Total Expenses		**73,309.12**	72,217.95
Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA) (I - II)		**14,239.01**	10,887.41
(f) Depreciation and Amortisation Expenses	13	**1,413.23**	1,310.49
(g) Finance Costs	28	**642.30**	872.69
III. PROFIT BEFORE TAX		**12,183.48**	8,704.23
IV. TAX EXPENSES			
(a) Current Tax		**3,603.70**	2,021.00
(b) Deferred Tax		**252.60**	583.00
(c) Adjustment for short provision of earlier years		**-**	(87.40)
V. PROFIT AFTER TAX FOR THE YEAR		**8,327.18**	6,187.63
VI. EARNINGS PER EQUITY SHARE			
(i) Basic (₹)		**38.05**	28.28
(ii) Diluted (₹)		**38.05**	28.28
Face Value per Equity Share (₹)		**10.00**	10.00

VII. NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-48

As per our Report of even date

For **PATKI & SOMAN**
Chartered Accountants,

(S. M. PATKI)
Partner
M. No. 037315
F. R. No. 107830W

Pune,
24th May, 2017

SUNIL AGARWAL
Company Secretary
M. No. FCS 6407

S. H. BAMNE
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R. M. TELANG
Director
DIN. 00092103

M. V. GARWARE
Director
DIN. 06948274

S. P. KULKARNI
Director
DIN. 00006914



CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

	For the year ended 31st March 2017	For the year ended 31st March 2016
I. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	**12,183.48**	8,704.23
Adjustments for :		
Depreciation and Amortisation	**1,413.20**	1,310.49
Finance Cost	**642.30**	872.69
Interest Income	**(720.26)**	(313.37)
Dividend Income	**(0.85)**	(0.05)
(Profit) / Loss on Sale of Fixed Assets	**21.71**	-
Operating Profit before Working Capital Changes	**13,539.58**	10,573.99
Trade Receivables, Loans and Advances and other Assets	**337.48**	(564.87)
Inventories	**(1,549.65)**	1,173.41
Trade and other Payables	**1,655.77**	5,356.43
Cash generated from Operations	**13,983.18**	16,538.96
Direct Taxes paid	**(2,634.64)**	(2,225.18)
Net Cash provided by Operating Activities	**11,348.54**	14,313.78
II. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	**(1,901.08)**	(4,054.09)
Proceeds from Sale of Property, Plant & Equipment	**47.59**	60.04
(Increase)/ Decrease of Investments	**(10,500.00)**	10.94
Interest received	**720.26**	313.37
Dividend received	**0.85**	0.05
Net Cash provided by / (used in) Investing Activities	**(11,632.38)**	(3,669.69)
III. CASH FLOW FROM FINANCING ACTIVITIES		
Repayments of Long-term Borrowings	**(312.50)**	(625.01)
Finance Cost	**(644.52)**	(887.14)
Short-term Borrowings	**4,502.24**	(1,395.71)
Dividend paid including Dividend Distribution Tax	**(23.85)**	(740.24)
Net Cash from Financing Activities	**3,521.37**	(3,648.10)
Net Increase / (Decrease) in Cash & Cash Equivalents	**3,237.53**	6,995.99

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

	For the year ended 31st March 2017	For the year ended 31st March 2016
Cash & Cash Equivalents (Opening Balance):	**8,053.09**	1,057.10
Cash & Cash Equivalents (Closing Balance):	**11,290.62**	8,053.09
Net Increase/ (Decrease) in Cash & Cash Equivalents	**3,237.53**	6,995.99

IV. NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-48

As per our Report of even date

For **PATKI & SOMAN**
Chartered Accountants,

(S. M. PATKI)
Partner
M. No. 037315
F. R. No. 107830W

SUNIL AGARWAL
Company Secretary
M. No. FCS 6407

Pune,
24th May, 2017

V. R. GARWARE
Chairman & Managing Director
DIN. 00092201

M. V. GARWARE
Director
DIN. 06948274

R. M. TELANG
Director
DIN. 00092103

S. P. KULKARNI
Director
DIN. 00006914

S. H. BAMNE
VP Corporate (CFO)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

1. CORPORATE INFORMATION

Garware-Wall Ropes Limited ('the Company') is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed at two Stock Exchanges in India. The Company is engaged in manufacturing and selling various products such as Ropes, Twine, Yarn, Fishnet, Other Nets and Technical Textiles. The Company is providing solutions to the infrastructure industries which include coastal protection, land filling, etc. The Company caters to both domestic and international markets.

2. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation

The Financial Statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India ('Indian GAAP'). The Company has prepared these Financial Statements to comply in all material respects with the Accounting Standards notified under Section 133 of Companies Act, 2013 ('Act') read along with Rule 7 of the Company (Accounts) Amendments Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Security and Exchange Board of India ('SEBI'). The Financial Statements have been prepared on accrual basis and under historical cost convention, except for assets acquired before and revalued during the year ended 30th September, 1985.

The Accounting Policies adopted in the preparation of Financial Statements are consistent with those of previous year, except for the change in Accounting Policy explained below.

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 revenues, 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. Property, Plant & Equipment

Property, Plant & Equipment are stated at cost of acquisition (subject to revaluation during the year ended 30th September, 1985) less accumulated depreciation. Cost includes all expenses incurred to bring the assets to its present location and condition.

d. Depreciation / Amortisation

Depreciation / Amortisation other than on leasehold land and capital work-in-progress is charged so as to write-off the cost of the assets, on the following basis:

Type of Asset	Method	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Freehold Buildings	Written down value	60 years	60 years
Factory Buildings	Written down value	30 years	30 years
Plant and Machinery	Straight-Line	25 years	25 years
Electrical Installations	Straight-Line	10 years	10 years
Furniture & Fixtures	Straight-Line	10 years	10 years
Office Equipments	Straight-Line	3 / 5 years	3 / 5 years
Vehicles	Straight-Line	8 years	8 years
Helicopter	Straight-Line	20 years	20 years
Technical Knowhow	Straight-Line	10 years	10 years
Product Development	Straight-Line	10 years	10 years
Computer Software	Straight-Line	10 years	10 years

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

e. Impairment

At each Balance Sheet date, the management reviews the carrying amounts of its Assets included in each unit to determine whether there is any indication that those Assets are impaired. If any such indication exists, the recoverable amount of assets is estimated in order to determine the extent of impairment loss. Impairment Loss recognised for the year, charged to Statement of Profit and Loss, amounting to ₹ Nil (Previous Year ₹ Nil)

f. Investments

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

Long-term investments are valued at cost less provision, if any, for permanent diminution in the value other than temporary diminution in value. Current investments are valued at the lower of the cost or market value as on the date of the Balance Sheet.

g. Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of various categories of inventories are arrived at as follows :

a) Stores, spare, fuel & packing materials and raw material – at costs determined on moving weighted average method.

b) Cost of finished goods and Work-in-progress includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads, excise duty as applicable and other cost incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

Net realisable value is the estimated selling price in the ordinary course of business.

h. Revenue Recognition

Sales excludes amounts recovered towards Sales Taxes and Value Added Taxes (VAT). Domestic Sales are recognised on dispatch of goods from Factory. Export Sales are recognised based on date of Bill of Lading and or Multi Modal Transport Documents on customer acceptance. Excise Duty deducted from Revenue (Gross) is the amount that is included in the Revenue (Gross) and not the entire amount of liability arising during the year.

Revenue from Project Contracts and Services rendered are recognised on the basis of percentage of completion method when works are rendered and related costs are incurred.

Unbilled Revenue represents revenues recognised in excess of the amounts billed as at the Balance Sheet date.

Income from sale of scrap is accounted for on realisation.

Interest Income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest Income is included under the head "Other Income" in the Statement of Profit and Loss.

Dividend Income is recognised when the Company's right to receive dividend is established.

i. Foreign Currency Transactions

Transactions in Foreign Currency are recorded at the exchange rate prevailing on the date of the transaction. Foreign Currency denominated Current Assets and Current Liabilities at the Balance Sheet date are translated at the exchange rate prevailing on the date of the Balance Sheet. Exchange rate differences resulting from foreign exchange transactions settled during the period, including year-end translation of Current Assets and Liabilities are recognised in the Statement of Profit & Loss, other than those exchange differences arising in relation to liabilities incurred for acquisition of Property, Plant & Equipment, which are adjusted to the carrying value of the underlying Property, Plant & Equipment.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

In respect of forward exchange contracts, except in case of Property, Plant & Equipment, the differences between the forward rate and the exchange rate at the inception of the forward exchange contract are recognised as income / expense over the life of the contract.

Hedging instruments are initially measured at fair value, and are remeasured at subsequent reporting dates. Changes in the fair value of these instruments are designated and effective as hedges of future cash flows and are recognised directly in shareholders' funds and the ineffective portion is recognised immediately in the Statement of Profit and Loss.

j. Research and Development

i) Research costs are expended as incurred. Development expenditure incurred on an individual project is recognised as an Intangible Asset when the Company can demonstrate all the following:

a) The technical feasibility of completing the Intangible Asset so that it will be available for use or sale.

b) Its intention to complete the Asset.

c) Its ability to use or sell the Asset.

d) How the Asset will generate future economic benefits.

e) The availability of adequate resources to complete the development and to use or sell the Asset.

f) The ability to measure reliably the expenditure attributable to the Intangible Asset during development.

Amortisation of the Asset begins on a straight line basis over the period of expected future benefit from the related project, i.e., the estimated useful life of ten years. Amortisation is recognised in the Statement of Profit and Loss. During the period of development, the Asset is tested for impairment annually.

ii) The Company has in-house R & D facilities at Chinchwad and Wai plant both recognised by The Department of Scientific and Industrial Research, Ministry of Science and Technology, Government of India (DSIR). It would be endeavour of the Company to achieve the development of new products - Ropes, Nettings and Technical Textiles for various new applications.

a) Develop new products to tap new market / customers.

b) Developing next generation products for future economic benefit.

c) Developing import substitutes with optimising cost and value benefit.

d) Improve customer satisfaction with maximising benefits of the products.

k. Employee Benefits

i) Defined Contribution Plan

The Company's contribution paid / payable during the year to Provident Fund, ESIC, Superannuation Fund etc., are recognised as an expenses in the Statement of Profit & Loss. These are approved / recognised schemes of the Company.

ii) Defined Benefit Plan

The Company's annual liability towards Gratuity is funded on the basis of actuarial valuation, furnished by the Life Insurance Corporation of India under Group Gratuity Scheme.

iii) The undiscounted amount of short-term employee benefit, expected to be paid in exchange for the service rendered by employees is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave and performance incentives.

Compensated absences, which are not expected to occur within twelve months after the end of the period in which the employee renders the related services, are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the Balance Sheet date.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

l. Borrowing Costs

Borrowing Costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which those are incurred.

m. Taxation

a) Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act,1961 enacted in India and Tax Laws prevailing in the respective tax jurisdictions where the Company operates.

b) Deferred Tax Expenses or Benefit is recognised on timing difference being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Asset and Liabilities are remeasured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

n. Provisions and Contingent Liabilities

A provision is recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. A Contingent Liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A Contingent Liability also arises in extremely rare cases when there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a Contingent Liability, but discloses its existence in the Financial Statements.

o. Proposed Dividend

In terms of revised Accounting Standard (AS) 4 'Contingencies and Events occurring after the Balance Sheet date' as notified by the Ministry of Corporate Affairs through amendments to Companies (Accounting Standards) Amendment Rules, 2016, dated 30th March, 2016, the Company has not accounted for proposed dividend as a liability as at 31st March, 2017. Proposed Dividend was however accounted for as a liability as at 31st March, 2016 in line with the existing Accounting Standard applicable at that time.

p. Government Grants and Subsidy

Grants and Subsidies from the Government are recognised when there is reasonable assurance that
(i) the Company will comply with the conditions attached to them, and
(ii) the grant/subsidy will be received.

A Government grants of the nature of Promoters' Contribution are credited to capital reserve and treated as a part of the Shareholders' Funds.

q. Measurement of EBITDA

The Company has elected to present Earning Before Interest, Tax, Depreciation and Amortisation (EBITDA) as a separate line item on the face of the Statement of Profit and Loss for the year. The Company measures EBITDA on the basis of profit/(loss) from continuing operation.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

3. SHARE CAPITAL	As at 31st March 2017	As at 31st March 2016
(a) Authorised Share Capital		
i) 5,00,00,000 Equity Shares of ₹ 10/- each (31st March, 2016 : 5,00,00,000 Equity Shares of ₹ 10/- each)	**5,000.00**	5,000.00
ii) 1,00,00,000 Unclassified Shares of ₹ 10/- each (31st March, 2016 : 1,00,00,000 Unclassified Shares of ₹ 10/- each)	**1,000.00**	1,000.00
	6,000.00	6,000.00
(b) Issued, Subscribed and Fully Paid-up		
2,18,82,060 Equity Shares of ₹ 10/- each (31st March, 2016 : 2,18,82,060 Equity Shares of ₹ 10/- each)	**2,188.21**	2,188.21
	2,188.21	2,188.21

a) Reconciliation of Number of Shares

	As at 31st March 2017		As at 31st March 2016	
Equity Shares	Number of Shares	Amount Rupees	Number of Shares	Amount Rupees
Opening Balance	**21,882,060**	**218,820,600**	21,882,060	218,820,600
Changes during the year	**-**	**-**	-	-
Closing Balance	**21,882,060**	**218,820,600**	21,882,060	218,820,600

b) Rights, Preferences and restrictions attached to Equity Shares:

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each shareholder of equity shares is entitled for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting. In the event of liquidation of the Company, the shareholders of equity shares are eligible to receive remaining assets of the Company, in proportion of their shareholding, after distribution of all preferential amounts, if any.

c) Details of Shareholders' holding more than 5% Shares in the Company

Equity Shares	As at 31st March 2017	As at 31st March 2016
Late Shri Ramesh B. Garware **	3,612,053	3,612,053
	16.51%*	**16.51%***
Garware Capital Markets Limited	3,495,017	3,483,617
	15.97%	**15.92%**

* Out of 16.51% shares 9.99% (Previous year 9.99%) are held on behalf of a Partnership Firm.

** As informed by Mr. V. R. Garware, the shares standing in the name of Late Shri R. B. Garware are bequeathed to him and same are yet to be transmitted in his name. Pending transmission of the said shares in the name of Mr. V. R. Garware, they continue to be registered in the name of Late Shri R. B. Garware.

d) Shares allotted as fully paid up by way of Bonus Shares (during 5 years preceding 31st March, 2017): Nil

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

4. RESERVES AND SURPLUS	As at 31st March 2017	As at 31st March 2016
(a) Capital Reserve	**24.75**	24.75
(b) Capital Redumption Reserve	**182.63**	182.63
(c) Share Premium		
Share Premium Account	**7,597.37**	7,597.37
Share Premium Related to Forfeited Share	**102.74**	102.74
(d) Revaluation Reserve		
(i) Balance as per last Financial Statement	**4.85**	5.89
(ii) Less: Transfer to Statement of Profit and Loss	**(1.04)**	(1.04)
	3.81	4.85
(e) General Reserve		
(i) Balance as per last Financial Statement	**3,869.83**	2,999.40
(ii) Transferred from Statement of Profit and Loss	**-**	870.43
	3,869.83	3,869.83
(f) Surplus in Statement of Profit and Loss		
(i) Balance as per last Financial Statement	**22,628.37**	18,180.27
Add : Profit for the year	**8,327.18**	6,187.63
Less : Appropriations		
(ii) Proposed final Dividend on Equity Shares	**-**	(722.10)
(iii) Tax on Dividend	**-**	(147.00)
(iv) Transfer to General Reserve	**-**	(870.43)
	30,955.55	22,628.37
(g) Hedging Reserve Account (Refer note no (i))		
(i) Balance as per last Financial Statement	**(121.27)**	(280.41)
(ii) (Deductions) / Additions during the year (net)	**121.27**	159.14
	-	(121.27)
Total	**42,736.68**	34,289.27

5. LONG-TERM BORROWINGS		
SECURED TERM LOANS		
- From Banks and Financial Institutions		
1. CITI Bank ECB Term Loan		
(i) Balance as per reporting date	**-**	433.77
(ii) Less : Current Maturity transfer to other Current Liability	**-**	(433.77)
	-	-
Balance as on reporting date	**-**	433.77
Less : Current Maturity transfer to other Current Liability	**-**	(433.77)
Total	**-**	-

Notes :

1) CITI Bank ECB term loan is repayable in 16 quarterly instalments of ₹156.25 lakhs each along with interest from 26th December, 2012. This loan is secured by way of hypothecation of the whole of the movable fixed assets, comprising plant & machinery, computers, furniture and fixtures, machinery spares, tools & accessories and other assets, both present & future on first charge on pari-passu basis with others.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

	As at 31st March 2017	As at 31st March 2016
6. DEFERRED TAX LIABILITIES (NET)		
(a) Deferred Tax Liability		
(i) Depreciation and Amortisation	**3,308.12**	3,011.93
	3,308.12	3,011.93
(b) Deferred Tax Asset		
(i) Employee Benefits	**(150.92)**	(129.92)
(ii) Provision for Doubtful Debts	**(19.47)**	(19.47)
(iii) Others	**(55.13)**	(32.53)
	(225.52)	(181.92)
Deferred Tax liabilities (Net)	**3,082.60**	2,830.01
7. OTHER LONG-TERM LIABILITIES		
Deposits from Customers and Contractors	**637.73**	623.32
Total	**637.73**	623.32
8. LONG-TERM PROVISIONS		
Provision for Employee Benefits	**355.04**	272.46
Total	**355.04**	272.46
9. SHORT-TERM BORROWINGS		
Secured Loans		
Loans repayable on demand		
- From banks		
1. Cash Credit, Rupee Loan and Rupee Packing Credit	**2,053.38**	1,843.59
2. Packing Credit in Foreign Currency Loan	**4,804.94**	653.81
Unsecured Loans		
Loans repayable on demand		
Loan from Promoter *	**1,712.73**	1,571.41
Total	**8,571.05**	4,068.81

Note:

The above secured Loans are availed from Consortium Bankers, viz., Bank of India, Bank of Baroda, IDBI Bank Ltd., HDFC Bank Ltd., CITI Bank N.A, DBS Bank Ltd. and The Hongkong and Shanghai Banking Corporation Ltd., which are secured by a first charge, pari passu, interest by way of hypothecation of the Company's current assets, viz. raw materials, stock-in-process, semi-finished goods, finished goods, stores & spares not relating to Plant & Machinery, bills receivable and book debts. The cash credit and packing credit (rupee and foreign currency loan) loan is repayable on demand.

* The said deposit was received from Late Shri R. B. Garware, and the same will be repaid on production of Probate of the Will dated 6th April, 2012 of Late Shri R. B. Garware. The figures include unpaid interest net of TDS.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

	As at 31st March 2017	As at 31st March 2016
10. TRADE PAYABLES		
Trade Payables	**19,190.32**	16,090.79
Total	**19,190.32**	16,090.79
11. OTHER CURRENT LIABILITIES		
(a) Current maturity of Long-Term Debt	**-**	433.77
(b) Other Payables	**6,802.32**	8,166.06
(c) Interest accrued but not due on borrowing	**4.66**	6.88
(d) Advance received from Customers	**871.82**	852.91
(e) Unpaid Dividend	**368.71**	245.56
Total	**8,047.51**	9,705.18
Other Payables includes:		
(i) Fair value of foreign exchange forward contract secured against Trade Receivables	**6,063.48**	7,353.75
(ii) Statutory Liabilities	**420.37**	342.79
12. SHORT-TERM PROVISIONS		
(a) Provision for Employee Benefits	**527.50**	293.98
(b) Others		
(i) Taxation	**9,739.76**	7,153.42
(ii) Proposed Dividend	**-**	722.11
(iii) Tax on Proposed Dividend	**-**	147.00
(iv) Other provisions	**5,050.17**	3,737.92
Total	**15,317.43**	12,054.43

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

13 PROPERTY, PLANT & EQUIPMENT

(₹ in Lakhs)

Description	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	Gross Block as at 1st April 2016	Additions	Deletions/ Adjustments	**Gross Block as at 31st March 2017**	Accumulated as at 1st April 2016	Deletions / Adjustment	Unplanned Depreciation	Depreciation/ Amortisation for the year	**Accumulated as at 31st March 2017**	**Value as at 31st March 2017**	Value as at 31st March 2016
(a) TANGIBLE FIXED ASSETS											
Leasehold Land	222.50	317.02	-	539.52	-	-	-	-	-	539.52	222.50
Buildings	5,367.87	196.64	-	5,564.51	2,746.12	-	-	239.13	2,985.25	2,579.26	2,621.75
Plant and Machinery	27,199.40	559.94	5.42	27,753.92	14,160.88	1.93	-	628.81	14,787.76	12,966.16	13,038.52
R&D Equipments	2,141.84	413.57	-	2,555.41	448.68	-	-	75.90	524.58	2,030.83	1,693.16
Electrical Installations	966.75	32.11	-	998.86	639.69	-	-	55.83	695.52	303.34	327.06
Furniture and Fixtures	533.41	70.51	-	603.92	400.55	-	-	29.05	429.60	174.32	132.86
Office Equipments	1,134.92	86.25	-	1,221.17	947.68	-	-	80.70	1,028.38	192.79	187.24
Vehicles	1,369.19	153.15	133.39	1,388.95	718.74	89.29	-	126.24	755.69	633.26	650.45
Helicopter	686.01	-	-	686.01	525.23	-	-	8.43	533.66	152.35	160.78
TOTAL	**39,621.89**	**1,829.19**	**138.81**	**41,312.27**	**20,587.57**	**91.22**	**-**	**1,244.09**	**21,740.44**	**19,571.83**	**19,034.32**
31st March, 2016	35,232.14	4,656.66	266.91	39,621.89	19,644.63	206.88	-	1,149.82	20,587.57	19,034.32	15,587.51
(b) INTANGIBLE ASSETS											
Technical Knowhow	45.96	-	-	45.96	45.96	-	-	-	45.96	-	-
Product Development	1,453.60	-	-	1,453.60	1,008.32	-	-	108.23	1,116.55	337.05	445.28
Computer Software	745.59	42.35	-	787.94	300.86	-	-	61.98	362.84	425.10	444.73
TOTAL	**2,245.15**	**42.35**	**-**	**2,287.50**	**1,355.14**	**-**	**-**	**170.21**	**1,525.35**	**762.15**	**890.01**
31st March, 2016	2,190.01	55.14	-	2,245.15	1,193.44	-	-	161.70	1,355.14	890.01	996.57
(c) CAPITAL WORK- IN-PROGRESS	20.16	30.59	20.16	30.59	-	-	-	-	-	30.59	20.16
31st March, 2016	676.83	20.16	676.83	20.16	-	-	-	-	-	20.16	676.83
Grand Total	**41,887.20**	**1,902.13**	**158.97**	**43,630.36**	**21,942.71**	**91.22**	**-**	**1,414.30**	**23,265.79**	**20,364.57**	**19,944.49**
31st March, 2016	38,098.98	4,731.96	943.74	41,887.20	20,838.07	206.88	-	1,311.52	21,942.71	19,944.49	17,260.91

Notes:

1. Depreciation has been provided on Straight Line Method (SLM) except in the case of Buildings, which are depreciated on Written Down Value Method, at the rates specified in Part C of the Schedule II of the Companies Act, 2013.
2. Cost of Buildings includes ₹ 500/- being the cost of shares held in Co-operative Housing Society.
3. No amount is written off on Leasehold land.
4. Depreciation has been provided on SLM single shift method in case of Site equipments.
5. The Company, in compliance with "AS 26" on Intangible Assets, has recognized the intangible assets acquired during the year on Computer Software ₹ 42.35 lakhs (Previous Year ₹ 55.15 lakhs). Taking into consideration the clarification issued by the Institute of Chartered Accountants of India dated 7th October, 2003,the expenses that have already been recognized as "Deferred Revenue Expenditure" up to 1st April, 2004, are being continued to be amortized over the remaining period.

6 During the year ₹ 1.04 lakhs (Previous Year ₹ 1.04 lakhs) has been withdrawn from Revaluation Reserve on account of depreciation on revalued portion.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

14. NON-CURRENT INVESTMENTS	As at 31st March 2017	As at 31st March 2016
1. INVESTMENTS IN EQUITY INSTRUMENTS		
a) In Subsidiary Companies :		
Shares of Garware Environmental Services Pvt. Limited 10,00,000 (31st March, 2016 : 10,00,000) Equity Shares of ₹ 10/- each, fully paid	**55.00**	55.00
b) In Associate Companies :		
Shares of Garware Meditech Private Limited 5,000 (31st March, 2016 : 5000) Equity Shares of ₹ 10/- each, fully paid	**0.50**	0.50
c) In Other Companies :		
Shares of Cosmos Co-operative Bank Limited 15,805 (31st March, 2016 : 15,805) Equity Shares of ₹ 20 each, fully paid	**3.16**	3.16
Shares of Gujarat Filament Corporation Limited 50 (31st March, 2016 : 50) Equity Shares of ₹ 10/- each, fully paid	**0.01**	0.01
Shares of Intermedia Interactive Solutions Pvt. Limited 8,90,680 (31st March, 2016: 8,90,680) Equity Shares of ₹ 10/- each, fully paid	**807.11**	807.11
Shares of Garware Marine Industries Limited (Quoted) 50,000 (31st March, 2016 : 50,000) Equity Shares of ₹ 10/- each, fully paid	**5.00**	5.00
Shares of Garware Polyester Limited (Quoted) 1,46,350 (31st March, 2016 : 1,46,350) Equity Shares of ₹ 10/- each, fully paid	**319.62**	319.62
2. INVESTMENTS IN GOVERNMENT AND TRUST SECURITIES		
7 Year National Savings Certificates. Out of this, National Saving Certificates for Face Value of ₹ 0.16 lakhs (31st March, 2016 ₹ 0.16 lakhs) deposited with Sales Tax Authorities	**0.16**	0.16
Sardar Sarovar Narmada Nigam Ltd. Bonds	**17.50**	17.50
3. NON CONVERTIBLE DEBENTURES		
Citicorp Finance (India) Ltd.	**3,200.00**	-
Reliance Capital Ltd.	**1,800.00**	-
4. ARBITRAGE MUTUAL FUND		
ICICI Prodential Equity Arbitrage fund	**500.00**	-
Kotak Equity Arbitrage Scheme (G)	**500.00**	-
5. DEBT MUTUAL FUND		
Birla short term Opportunity Fund (G)	**500.00**	-
DSPBR Banking & PSU Debt Fund	**500.00**	-
ICICI Prodential Banking & PSU Debt Fund	**500.00**	-
Reliance Banking & PSU Debt Fund	**500.00**	-
Reliance Money Manager Fund (G)	**500.00**	-
Axis Treasury Advantage Fund	**500.00**	-
IDFC Mutual Fund	**500.00**	-
6. DEBT MUTUAL FUND (FMP)		
HDFC Bank FMP 1127 Days	**500.00**	-
DSP Black Rock Mutual Fund	**500.00**	-



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

	As at 31st March 2017	As at 31st March 2016
Total investment	**11,708.06**	1,208.06
Less: Aggregate provision for diminution in value of investment		
Contingency Reserve, for possible permanent decline in the value of Investments	**(315.00)**	(315.00)
Total	**11,393.06**	893.06
Aggregate Value of Quoted Investments (₹ in lakhs)	**324.62**	324.62
Aggregate Market Value of Quoted Investments (₹ in lakhs)	**185.02**	144.31
Aggregate Value of Unquoted Investments (₹ in lakhs)	**11,383.44**	883.44

Note : The Company has set aside from its General Reserve, as reserve amounting to ₹ 315 lakhs in FY 2000-01 for contingencies that may arise, in the event there is a diminution in the value of investments, of a permanent nature, in the future.

15. LONG-TERM LOANS AND ADVANCES

Unsecured, Considered Good		
(i)Security Deposits	**518.92**	476.93
(ii)Other Loans and Advances	**643.89**	711.31
Total	**1,162.81**	1,188.24
Other Loans and Advances includes :		
Advance to a Partnership Firm i.e. Sopan D. Patil & GWRL	**13.63**	13.21
Advances to Employees	**138.18**	140.11

16. OTHER NON-CURRENT ASSETS

Other Non-Current Assets *	**705.56**	628.07
Total	**705.56**	628.07

* Other Non-Current Assets include deposits such as PCMC Octroi, MSEB, Gas, Rajashtan VAT, etc.

17. INVENTORIES

(i) Stores, Spares, Fuel and Packing Materials	**1,413.16**	1,294.93
(ii) Raw Materials	**4,156.15**	3,657.01
(iii) Work-in-Progress	**2,988.30**	2,098.95
(iv) Finished Goods (Including Goods-in-Transit ₹ 534.62 lakhs, Previous Year ₹ 346.26 lakhs)	**5,139.33**	5,131.91
(v) Traded Goods	**398.99**	363.48
Total	**14,095.93**	12,546.28

Inventories are carried at the lower of cost and net realisable value.

18. TRADE RECEIVABLES (Unsecured, considered good unless other wise specified)

(a) Trade Receivables for more than six months from due date		
Considered Good	**1,640.79**	2,768.65
Considered Doubtful	**56.25**	56.25
	1,697.04	2,824.90
Less: Provision for Doubtful Debts	**(56.25)**	(56.25)
	1,640.79	2,768.65
(b) Other Receivables		
Considered Good	**19,282.94**	18,470.91
Total	**20,923.73**	21,239.56

Unbilled revenue as at 31st March, 2017, amounting to ₹ 1091.90 lakhs (31st March, 2016 : ₹ 2016.56 lakhs) primarily comprises of the revenue recognised in relation to efforts made on construction contracts.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

19. CASH AND CASH EQUIVALENTS	As at 31st March 2017	As at 31st March 2016
(a) Cash and Cash Equivalents		
(i) Balances with Banks		
- In Current Accounts	**311.18**	7.73
(ii) Cash on hand	**8.62**	12.83
	319.80	20.56
(b) Other Bank balances		
(i) Earmarked balances with Banks	**368.66**	245.56
(ii) Bank Deposits above 3 months	**10,602.16**	7,786.98
	10,970.82	8,032.54
Total	**11,290.62**	8,053.10

20. SHORT-TERM LOANS AND ADVANCES		
Advances recoverable in cash or in kind or for value to be received	**10,612.65**	10,678.47
Advance Tax (Including refunding receivable)	**9,546.21**	6,911.89
Deposits	**-**	10.24
Balance with Excise and Customs Authorities	**31.43**	29.08
Total	**20,190.29**	17,629.68
Advance recoverable in cash or in kind or for value to be received includes:		
Advance given to Creditors	**2,132.78**	1,067.31
Advances to Employees	**54.49**	59.48

21. REVENUE FROM OPERATIONS	For the year ended 31st March 2017	For the year ended 31st March 2016
(i) Manufactured Goods	**81,093.73**	76,432.59
(ii) Traded Goods	**3,298.86**	2,288.61
(ii) Contracts for Supply & Installation	**2,479.05**	4,199.15
(Tax deducted at source ₹ 69.41 Lakhs; previous year ₹ 80.82 Lakhs)		
Total	**86,871.64**	82,920.35
Less:		
Excise Duty	**(343.64)**	(438.31)
Net Revenue	**86,528.00**	82,482.04

Note :

A. Disclosure pursuant to Accounting Standard "AS 7 - Construction Contracts", the Construction Work-in-Progress (Fibre & Industrial Product & Project Segment) amounts to ₹ 10517.18 lakhs (31st March, 2016 ₹ 9701.40 lakhs).

B. For these Construction Contracts, the progress payments received, advances and retentions on account of Contracts are ₹ 8730.11 lakhs, ₹ 21.64 lakhs and ₹ 474.60 lakhs (31st March, 2016 ₹ 6865.81 lakhs, ₹ 80.50 lakhs and ₹ 460.45 lakhs) respectively.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

	For the year ended 31st March 2017	For the year ended 31st March 2016
22. OTHER INCOME		
Sale of Scrap	**188.52**	187.92
Interest- Gross		
From Banks (Tax deducted at source ₹ 29.99 lakhs, previous year ₹ 31.57 lakhs)	**706.07**	296.76
From Other	**14.19**	16.61
	720.26	313.37
Dividend	**0.85**	0.05
Miscellaneous Receipts	**110.50**	121.98
Total	**1,020.13**	623.32
23. COST OF MATERIAL CONSUMED		
Raw Material Consumed		
Opening Stock	**3,657.01**	4,136.43
Add : Purchases (Net of Credits)	**27,829.46**	28,537.87
Less : Closing Stock	**(4,156.15)**	(3,657.01)
Total	**27,330.32**	29,017.29
24. PURCHASE OF TRADED GOODS		
Purchase of Traded Goods	**2,910.17**	1,709.20
Total	**2,910.17**	1,709.20
25. (INCREASE) / DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS		
(a) Opening Stock		
Work-in-Progress	**2,098.95**	2,725.18
Finished Goods	**5,131.91**	5,101.09
Traded Goods	**363.48**	568.43
	7,594.34	8,394.70
(b) Closing Stock		
Work-in-Progress	**2,988.30**	2,098.95
Finished Goods	**5,139.33**	5,131.91
Traded Goods	**398.99**	363.48
	8,526.62	7,594.34
Net (Increase) / Decrease	**(932.28)**	800.36
26. EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages and Bonus	**8,516.99**	7,723.62
Contribution to Provident and other Funds	**416.36**	380.48
Gratuity	**351.27**	110.29
Superannuation	**43.55**	43.24
Staff Welfare	**1,155.27**	1,021.66
Total	**10,483.44**	9,279.29
Salaries, Wages and Bonus includes :		
Salary Expenses towards R&D	**242.33**	203.97

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

27. OPERATING AND OTHER EXPENSES	For the year ended 31st March 2017	For the year ended 31st March 2016
Stores and Spares consumed	**4,806.06**	4,771.54
Packing Materials consumed	**1,219.02**	1,101.82
Power, Fuel and Water Charges	**3,304.24**	3,123.45
Processing and Testing Charges	**7,684.60**	7,031.10
Installation Contract related expenses	**1,733.23**	2,385.01
Administrative, Selling and General Expenses		
Advertisement & Sales Promotion expenses	**472.73**	435.53
Rent	**477.15**	354.74
Rates, Taxes and Octroi	**190.09**	107.23
Insurance	**217.57**	143.24
Transport and Forwarding Charges	**4,299.17**	4,057.82
	5,656.71	5,098.56
Repairs and Maintenance		
Buildings	**107.55**	60.11
Plant and Machinery	**1,490.65**	1,394.98
Others	**334.08**	311.65
	1,932.28	1,766.74
Travelling Expenses	**1,180.97**	915.85
Discount and Commission on Sales	**2,993.62**	3,047.21
Bad Debts	**17.00**	65.15
Legal and Professional Charges	**720.40**	665.20
Auditors' Remuneration		
Audit Fees	**9.20**	8.50
Fees for other Services	**1.80**	1.75
Out of Pocket Expenses	**0.20**	0.18
	11.20	10.43
Establishment and other miscellaneous expenses*	**2,297.87**	1,874.29
Exchange (Gain) / Loss (net)	**(67.43)**	(504.41)
Directors' Fees	**6.00**	6.00
(Profit) / Loss on Fixed Assets Discarded	**21.70**	53.87
Total	**33,517.47**	31,411.81
* Operating and other expenses includes :		
R&D Revenue Expenses	**336.72**	280.95
Corporate Social Responsibility (CSR) Expenses	**45.70**	25.00

28. FINANCE COSTS		
Interest expenses:		
- Term Loans	**10.96**	305.82
- Cash Credit/Overdraft	**378.79**	353.76
- Bank Charges	**252.55**	213.11
Total	**642.30**	872.69



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

29. EMPLOYEE BENEFITS :

The Company operates a gratuity defined plan for its employees. Under the gratuity plan, every employee who has completed at least five (05) years of service gets a gratuity on departure @ fifteen (15) days of last drawn salary for each completed year of service. The scheme is funded with insurance companies in the form of qualifying insurance policy.

(₹ in lakhs)

Defined Benefit Plans	Gratuity	
	31st March 2017	31st March 2016
I. Change in Obligation		
1. Liability at the beginning of the year	**1,287.91**	969.62
2. Interest Cost	**103.55**	77.57
3. Current Service Cost	**80.93**	68.11
4. Past Service Cost (Non Vested Benefit)	**-**	-
5. Past Service Cost (Vested Benefit)	**-**	-
6. Benefit Paid	**(73.66)**	(68.89)
7. Actuarial (Gain) / Loss on Obligation	**99.96**	241.50
Liability at the end of the year	**1,498.69**	1,287.91
II. Fair Value of Plan Assets		
1. Fair Value of Plan Assets at the beginning of the year	**1,113.30**	1074.45
2. Expected Return of Plan Assets	**89.51**	85.95
3. Contributions	**162.25**	50.00
4. Benefit Paid	**(73.66)**	(68.87)
5. Actuarial Gain / (Loss) on Plan Assets	**69.65**	(28.23)
Fair Value of Plan Assets at the end of the year	**1,361.05**	1,113.30
Total Actuarial Gain / (Loss) to be Recognised	**(30.31)**	(269.73)
III. Actual Return of Plan Assets		
1. Expected Return of Plan Assets	**89.51**	85.95
2. Actuarial Gain / (Loss) on Plan Assets	**69.65**	(28.23)
Actual Return on Plan Assets	**159.16**	57.72
IV. Amount Recognised in the Balance Sheet		
1. Liability at the end of the year	**(1498.69)**	(1287.91)
2. Fair Value of Plan Assets at the end of the year	**1361.05**	1113.30
3. Difference	**(137.64)**	(174.61)
4. Unrecognised Past Service Cost	**0.00**	0.00
Amount Recognised in the Balance Sheet	**(137.64)**	(174.61)
V. Expenses Recognised in the Income Statement		
1. Current Service Cost	**80.93**	68.11
2. Interest Cost	**103.55**	77.57
3. Expected Return on Plan Assets	**(89.51)**	(85.95)
4. Net Actuarial (Gain) / Loss to be Recognised	**30.31**	269.73
5. Past Service Cost (Non Vested Benefit) Recognised	**-**	-
6. Past Service Cost (Vested Benefit) Recognised	**-**	-
7. Effect of Curtailment or Settlements	**-**	-
Expenses Recognised in Statement of Profit & Loss	**125.28**	329.46

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

Defined Benefit Plans	Gratuity	
	31st March 2017	31st March 2016
VI. Balance Sheet Reconciliation		
1. Opening Net Liability	**174.61**	(104.83)
2. Expense as above	**125.28**	329.46
3. Employer's Contribution	**(162.25)**	(50.00)
4. Effect of Curtailment or Settlements	**-**	-
Amount Recognised in Balance Sheet	**137.64**	174.63
VII. Actuarial Assumptions		
1. Discount Rate Current	**8.00%**	8.00%
2. Rate of Return on Plan Assets Current	**8.00%**	8.00%
3. Salary Escalation Current	**5.00%**	5.00%

Note : Employer's Contribution includes payments made by the Company directly to its past employees.

Broad category of Plan Assets relating to Gratuity as a percentage of total Plan Assets

The Company's Gratuity Fund is managed by Life Insurance Corporation of India and HDFC Standard Life Insurance. The Plan Assets under the Fund are deposited under approved securities.

30. OPENING AND CLOSING STOCKS OF FINISHED GOODS

(₹ in lakhs)

Products	Opening Stock		Closing Stock	
	As at 31st March 2016	As at 31st March 2015	**As at 31st March 2017**	As at 31st March 2016
i) Twines, Ropes & Yarns	**1,120.81**	1,473.02	**1,130.12**	1,120.81
ii) Nettings	**3,711.10**	3,269.56	**3,577.63**	3,711.10
iii) Woven Fabric	**18.54**	34.62	**160.20**	18.54
iv) Metal Gabions	**23.31**	22.46	**19.06**	23.31
v) Coated Fabric	**258.15**	301.43	**252.32**	258.15
Total	**5,131.91**	5,101.09	**5,139.33**	5,131.91

31. SALES

Product & Services	**For the year ended 31st March 2017**	For the year ended 31st March 2016
i) Twines, Ropes & Yarns	**29,602.02**	29,002.26
ii) Nettings	**47,256.53**	43,166.43
iii) Woven Fabric	**987.05**	813.16
iv) Metal Gabions	**575.82**	445.28
v) Coated Fabric	**2,672.31**	3,005.46
Sub Total	**81,093.73**	76,432.59
vi) Traded Goods (including Supplied under Contract)	**5,777.91**	6,487.76
Total	**86,871.64**	82,920.35



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

32. VALUE OF IMPORTS ON C.I.F. BASIS	For the year ended 31st March 2017	For the year ended 31st March 2016
Raw Materials	**5,075.91**	5,447.76
Traded Goods, Stores, Spares, etc.	**1,041.16**	1,274.17
Capital Goods	**249.90**	1,291.59
Total	**6,366.97**	8,013.52

33. RAW MATERIALS CONSUMED		
High Density Polyethylene	**13,930.13**	13,414.76
Polypropylene	**10,371.94**	11,766.95
Nylon	**1,730.99**	2,301.59
Polyester Yarn	**1,265.93**	1,472.21
G.I. Wire	**31.33**	61.78
Total	**27,330.32**	29,017.29

34. VALUE OF IMPORTED AND INDIGENOUS RAW MATERIALS, STORES AND SPARES CONSUMED

	(₹ in lakhs)		Percentage	
	For the year ended 31st March 2017	For the year ended 31st March 2016	**For the year ended 31st March 2017**	For the year ended 31st March 2016
(i) Raw materials				
Imported	**7,571.80**	7,653.94	**27.70**	26.38
Indigenous	**19,758.52**	21,363.35	**72.30**	73.62
Total	**27,330.32**	29,017.29	**100.00**	100.00
(ii) Stores, Spares, etc.				
Imported	**832.36**	959.46	**17.32**	20.11
Indigenous	**3,973.71**	3,812.08	**82.68**	79.89
Total	**4,806.07**	4,771.54	**100.00**	100.00

35. EXPENDITURE IN FOREIGN CURRENCY (ON ACCRUAL BASIS)

(₹ in lakhs)

	For the year ended 31st March 2017	For the year ended 31st March 2016
a. Marketing & Travelling Expenses	**547.25**	479.53
b. Commission on Exports	**68.89**	51.35
c. Subscriptions	**20.14**	6.76
d. Advertisement & Sales Promotion	**14.32**	15.62
e. Professional Charges	**96.52**	6.11
f. Interest & Finance Charges.	**112.19**	161.56
g. Overseas Branch Office Expenses	**1,117.33**	968.20
Total	**1,976.64**	1,689.13

36. EARNINGS IN FOREIGN CURRENCY (ON ACCRUAL BASIS)

FOB Value of Exports	**37,021.66**	32,966.53

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

37. SEGMENT REPORTING

(a) The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves in different markets. These business segments are : 1. Synthetic Cordage 2. Fibre and Industrial Products & Projects. Segments based on the location of the customers are identified as Secondary Segments.

(b) Segment Accounting Policies are the same as those used in the preparation of the Financial Statements. The Company generally accounts for inter-segment sales and transfers at cost plus appropriate margins.

(c) The segment revenues and segment expenses are directly attributable to the segments, except certain expenses which are not allocated to any segments by using appropriate basis. All other expenses which are not attributable or allocable to the segments have been disclosed as unallocable expenses.

(d) The segment assets and liabilities are directly attributable to the segments, except certain assets and liabilities which are allocated to the segments using appropriate basis. All other assets and liabilities are disclosed as unallocable.

i) Primary Segment Report

(₹ in lakhs)

Particulars	Year 2016-2017				Year 2015-2016			
	Synthetic Cordage	Fibre and Industrial Products and Projects	Eliminations	Total	Synthetic Cordage	Fibre and Industrial Products and Projects	Eliminations	Total
REVENUE								
Gross External Sales	**72,333.02**	**14,538.62**		**86,871.64**	67,806.80	15,113.55		82,920.35
Inter-segment Sales	**485.66**	**1,272.74**	**(1,758.40)**	**-**	553.47	1,499.98	(2,053.45)	-
Less : Excise Duty	**(61.83)**	**(281.81)**	**-**	**(343.64)**	(53.07)	(385.24)	-	(438.31)
Total Revenue	**72,756.85**	**15,529.55**	**(1,758.40)**	**86,528.00**	68,307.20	16,228.29	(2,053.45)	82,482.04
RESULT								
Segment Result	**12,742.85**	**1,887.07**	**-**	**14,629.92**	9,592.76	1,773.10	-	11,365.86
Unallocated Corporate expenses (net of income)				**2,525.25**				2,102.36
Operating Profit				**12,104.67**				9,263.50
Finance Costs				**642.30**				872.69
Interest & Dividend Income				**721.11**				313.42
Profit from Ordinary Activities				**12,183.48**				8,704.23
Income Tax				**3,856.30**				2,516.60
Extraordinary Items				**-**				-
Net Profit				**8,327.18**				6,187.63
OTHER INFORMATION								
Segment Assets	**66,463.17**	**10,230.79**	**-**	**76,693.96**	62,034.31	9,786.38	-	71,820.69
Unallocated Corporate Assets				**23,432.61**				10,301.79
Total Assets				**1,00,126.57**				82,122.48
Segment Liabilities	**28,944.03**	**2,501.62**	**-**	**31,445.65**	26,989.11	1,710.34	-	28,699.45
Unallocated Corporate Liabilities				**68,680.92**				53,423.03
Total Liabilities				**1,00,126.57**				82,122.48
Capital Expenditure	**1,682.35**	**66.63**	**-**	**1,748.98**	4,340.73	152.08	-	4,492.81
Unallocated Capital Expenditure				**153.14**				239.15
Total Capital Expenditure				**1,902.12**				4,731.96
Depreciation	**1,129.44**	**183.34**	**-**	**1,312.78**	1,026.71	183.34	-	1,210.05
Unallocated Depreciation on Corporate Assets				**101.46**				101.47
Total Depreciation				**1,414.24**				1,311.52
Other non-cash expenses				**17.00**				65.15

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

ii) Secondary Segment Report

(₹ in lakhs)

Particulars	Year 2016-2017				Year 2015-2016			
	India	Outside India	Eliminations	Total	India	Outside India	Eliminations	Total
Gross Sales	**45,733.56**	**41,138.08**	-	**86,871.64**	44,904.26	38,016.09	-	82,920.35
Less : Excise Duty	**(343.64)**	**-**	-	**(343.64)**	(438.31)	-	-	(438.31)
Net Sales	**45,389.92**	**41,138.08**	-	**86,528.00**	44,465.95	38,016.09	-	82,482.04

iii) Notes :

The business segments viz. 'Synthetic Cordage' and 'Fibre and Industrial Products' and Projects' are considered as Primary Segments. Synthetic Cordage comprises of Ropes, Twines and Nettings made of Twine. Fibre and Industrial Products & Projects segment comprises of Fibre, Synthetic Fabric, Yarn, Woven and Non-Woven Textiles, Secugrids, Coated Steel Gabions, Machinery and Projects. Inter-segment sales are accounted for at market value.

The Geographical Segments on the basis of location of customers are considered as Secondary Segments. Sales are recognised as sales to customers in India and sales to customers outside India. As the Company has integrated manufacturing facilities, it is not possible to directly attribute or allocate on a reasonable basis, the expenses, assets and liabilities to the Geographical Segment.

38. TRANSACTIONS WITH RELATED PARTIES

(I) List of Related Parties and Relationship:

A. Associates Companies

Garware Meditech Pvt. Limited

B. Subsidiary / Joint Venture Companies

Garware Environmental Services Pvt. Ltd.

C. Enterprises Owned or Significantly Influenced by Key Management Personnel or Their Relatives

1. Manmit Investment & Trading Company Pvt. Ltd.
2. Garware Capital Markets Ltd.
3. Gurukrupa Investments & Trading Company Pvt. Ltd.
4. Sanand Investments & Trading Company Pvt. Ltd.
5. Moonshine Investments & Trading Company Pvt. Ltd.
6. Starshine Investments & Trading Company Pvt. Ltd.
7. Sukukar Holdings & Trading Company Pvt. Ltd.
8. VMIR Investment Ltd.
9. VRG Investments Ltd.
10. Garware Infrastructure Pvt. Ltd
11. Ramesh Trading Company
12. Sunita Trading Company
13. Garware Research Institute
14. Vimlabai Garware Research Institute
15. Consolidated Agricultural & Dairy Farming Co. Pvt. Ltd.
16. Late Shri R. B. Garware Estate

D. Directors - Key Management Personnel

Mr. V. R. Garware

E. Relatives of Key Management Personnel

Ms. M. V. Garware

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(II) Following are the transactions with the related parties mentioned in A, B, C, D & E above:

(₹ in lakhs)

Sr. No.	Nature of Transaction	Associate Companies		Companies/ other organisations under the control of Directors		Directors - Key Management Personnel		Relatives of Key Management Personnel having significant influence over the Company by reason of voting power		Total	
		2016-17	2015-16	**2016-17**	2015-16	**2016-17**	2015-16	**2016-17**	2015-16	**2016-17**	2015-16
1	Licence Fee for Flat	-	-	**-**	-	**79.80**	78.30	**-**	-	**79.80**	78.30
2	Deposits received	-	-	**1,678.78**	1,698.87	**254.00**	189.75	**-**	-	**1,932.78**	1,888.62
3	Deposits refunded	-	-	**1,537.45**	1,568.87	**254.00**	189.75	**-**	-	**1,791.45**	1,758.62
4	Interest paid on deposits	-	-	**300.04**	295.60	**15.90**	10.27	**-**	-	**315.94**	305.87
5	Directors' Remuneration										
	Mr. V. R. Garware	-	-	**-**	-	**640.63**	477.95	**-**	-	**640.63**	477.95
6	Directors' Sitting Fees	-	-	**-**	-	**-**	-	**0.80**	0.80	**0.80**	0.80
7	Balance payable (Principal)	-	0.41	**-**	-	**-**	-	**-**	-	**-**	0.41
8	Sale of Goods / Services	0.09	0.07	**-**	-	**-**	-	**-**	-	**0.09**	0.07
9	Security Deposit Placed	-	-	**-**	200.00	**-**	-	**-**	-	**-**	200.00

(III) Disclosure in Respect of Material Related Party Transactions during the year :

1 Licence fee paid to Mr. V. R. Garware of ₹ 79.80 lakhs (Previous year ₹ 78.30 lakhs) for the flat taken on Leave & Licence.

2 Deposit received of ₹ 1932.78 lakhs and refunded of ₹ 1791.45 lakhs (Previous year Deposit Received of ₹1888.62 lakhs and refunded of ₹ 1758.62 lakhs) include deposits from
V. R. Garware of ₹ 254 lakhs (Previous year ₹ 189.75 lakhs)
Late Shri Ramesh B. Garware Estate of ₹ 141.33 lakhs (Previous year ₹ 130.00 lakhs)
Garware Capital Markets Ltd. of ₹ 718.50 lakhs (Previous year ₹ 903.15 lakhs)
Manmit Investments & Trading Co. Pvt. Ltd. of ₹ 140.90 lakhs (Previous year ₹ 98.02 lakhs)
Moonshine Investments and Trading Co. Pvt. Ltd. of ₹ 76.50 lakhs (Previous year ₹ 55.47 lakhs)
Sanand Investment & Trading Co. Pvt. Ltd. of ₹ 51.60 lakhs (Previous year ₹ 41.64 lakhs)
Starshine Investments and Trading Co. Pvt. Ltd. of ₹ 37.30 lakhs (Previous year ₹ 30.35 lakhs)
Gurukrupa Investments and Trading Co. Pvt. Ltd. of ₹ 15.45 lakhs (Previous year ₹ 10.32 lakhs)
VMIR Investments Ltd. earlier known as Garware Utzon (Cordage) Ltd. of ₹ 235.90 lakhs (Previous year ₹ 199.04 lakhs)
Sukukar Holdings & Trading Co. Pvt. Ltd. of ₹ 47.60 lakhs (Previous year ₹ 38.45 lakhs)
VRG Investments Ltd. earlier known as Garware Indus Consulting Ltd. of ₹ 213.70 lakhs (Previous year ₹ 192.43 lakhs)

3 Interest paid on Deposit of ₹ 315.94 lakhs (Previous year ₹ 305.86 lakhs) includes
V. R. Garware of ₹ 15.90 lakhs (Previous year ₹ 10.27 lakhs)
Late Shri Ramesh B. Garware Estate of ₹ 176.66 lakhs (Previous year ₹ 162.50 lakhs)
Garware Capital Markets Ltd. of ₹ 45.47 lakhs (Previous year ₹ 71.26 lakhs)
Manmit Investments & Trading Co. Pvt. Ltd. of ₹ 11.20 lakhs (Previous year ₹ 9.41 lakhs)
Moonshine Investments and Trading Co. Pvt. Ltd. of ₹ 7.32 lakhs (Previous year ₹ 4.93 lakhs)
Sanand Investment & Trading Co. Pvt. Ltd. of ₹ 5.09 lakhs (Previous year ₹ 3.76 lakhs)
Starshine Investments and Trading Co. Pvt. Ltd. of ₹ 3.68 lakhs (Previous year ₹ 2.71 lakhs)
Gurukrupa Investments and Trading Co. Pvt. Ltd. of ₹ 0.69 lakhs (Previous year ₹ 0.89 lakhs)
VMIR Investments Ltd. earlier known as Garware Utzon (Cordage) Ltd. of ₹ 23.71 lakhs (Previous year ₹ 18.66 lakhs)
Sukukar Holdings & Trading Co. Pvt. Ltd. of ₹ 4.68 lakhs (Previous year ₹ 3.46 lakhs)
VRG Investments Ltd. earlier known as Garware Indus Consulting Ltd. of ₹ 21.54 lakhs (Previous year ₹ 18.01 lakhs)

4 Payment to Key Management Personnel includes
V. R. Garware ₹ 640.63 lakhs (Previous year ₹ 477.95 lakhs)



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

39. EARNING PER SHARE (EPS)

a. EPS computed in accordance with Accounting Standard 20 "Earning Per Share"

Basic Earning 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 the purpose of calculating diluted Earning 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.

(₹ in lakhs)

BASIC AND DILUTED EPS	31st March 2017	31st March 2016
Net Profit attributable to Equity Shareholders	**8327.18**	6187.63
Basic EPS (in ₹)	**38.05**	28.28
Diluted EPS (in ₹)	**38.05**	28.28

b. Proposed Dividend

To commemorate completion of 40 years of the Company, the Board of Directors of the Company have recommended a special one-time dividend of ₹ 1.50/- (15%) per share of ₹ 10/- each in addition to normal dividend of ₹ 3.50/- (35%) per share of ₹ 10/- each for the consideration of the Members at 40th Annual General Meeting of the Company. The total proposed dividend for the year including normal dividend and special one-time dividend aggregating to a total dividend of ₹ 5.00/- (50%) per share of ₹ 10/- each would absorb an amount of ₹ 1316.84/- lakhs (including dividend tax of ₹ 222.74/- lakhs) in Financial Year 2017-18.

40. DISCLOSURE IN RELATION TO DERIVATIVE INSTRUMENTS

(a)	No. of Contracts	**19**	27
(b)	Purpose	**Hedging**	Hedging
(c)	Net un-hedged exposure	**₹ 2804.17 lakhs**	₹ 1510.27 lakhs

41. OPERATING LEASE

Operating lease payments are recognised as Expenses in the Statement of Profit and Loss on a straight-line basis over the lease term.

(a)	Future Lease Rental Payment		
	i) Not later than one year.	**Nil**	0.05
	ii) Later than one year not later than five years.	**Nil**	Nil
	iii) Later than five years.	**Nil**	Nil
(b)	Lease Payment recognised in the Statement of Profit and Loss	**Nil**	0.05

(c) General Description of the Leasing Arrangement :

i) Leased Assets : Twisting Machine with Spindles and related equipments.

ii) Future lease rental payment are determined on the basis of lease rent and use of leased Machine for processing operation of third party.

iii) At the expiry of the lease term, the Company will negotiate for extension of lease / formation of Joint Venture to carry out the activities.

42. EXPENDITURE INCURRED ON R&D ACTIVITIES ARE AS FOLLOWS

(₹ in lakhs)

	31st March 2017	31st March 2016	31st March 2015
Research and Development Equipments	**413.57**	421.89	443.12
Research and Development Revenue Expenditure	**579.05**	484.92	381.23

43. CONTINGENT LIABILITIES

(i) Disputed Excise duty ₹ 27.57 lakhs (Previous year ₹ 27.57 lakhs)

(ii) Bank Guarantees for ₹ 1565.57 lakhs (Previous year ₹ 1483.56 lakhs), in the ordinary course of business, against which the Company has issued counter guarantees for the non funded Bank limits of ₹ 13,500 lakhs (Previous year ₹ 13,500 lakhs).

(iii) Disputed amount of Sales Tax liability ₹ 41.68 lakhs (Previous year ₹ 196.68 lakhs).

(iv) The interest portion on delayed payment of Octroi Liability amounting to ₹ 21.64 lakhs (Previous year ₹ 21.64 lakhs) is under dispute.

(vi) The Income Tax Liability due to the department's appeals at higher levels (Supreme Court) amounting to ₹ 208 lakhs (Previous year ₹ 208 lakhs).

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

44. DISCLOSURES UNDER THE MICRO, SMALL & MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

(a) An amount of ₹ 2.37 lakhs (31st March, 2016, ₹ 23.44 lakhs) and ₹ 12.95 (31st March, 2016 ₹ 22.76 lakhs) was due and outstanding to Suppliers as at the end of the year on account of Principal and Interest respectively.

(b) No interest was paid during the year.

(c) No interest outstanding at the end of the year where principal amount has been paid off to the supplier but interest amount is outstanding on 31st March, 2017.

(d) No amount of interest was accrued and unpaid at the end of the year.

The above information and that given in Note 10 - 'Trade Payable' regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified, on the basis of the information available with the Company. This has been relied upon by the Auditors.

45. ESTIMATED AMOUNT OF CONTRACTS REMAINING TO BE EXECUTED ON CAPITAL ACCOUNT AND NOT PROVIDED FOR NET OF ADVANCES ₹ 981.38 LAKHS (PREVIOUS YEAR ₹ 135.39 LAKHS)

46. INTEREST IN FIRM / JOINT VENTURES

A. The Company has entered into a partnership agreement (Sopan D. Patil & GWRL JV) in which the Company holds 40% share in profit / loss to execute Geo Synthetics Work - Contract value worth ₹ 577.31 lakhs. During the year ended 31st March, 2017, the said partnership has incurred a loss of ₹ Nil (Previous year ₹ Nil).

(₹ in lakhs)

	31st March 2017	31st March 2016
Current Assets	**15.87**	15.30
Non-current Assets	**19.81**	19.81
Current Liabilities	**(26.83)**	(24.53)
Non-current Liabilities	**(13.21)**	(13.21)
Reserve & Surplus	**4.36**	2.63
Revenue	**(0.00)**	(0.00)
Cost of Materials consumed	**-**	-
Employee benefit expenses	**-**	-
Other expenses	**-**	-
Profit / (loss) before Tax	**-**	-
Income-tax expenses	**-**	-
Profit / (loss) after Tax	**-**	-

B. The Company's Joint Venture with Waste Management Pacific Pty Ltd. (WMPL), (a company incorporated under the law of Australia) to carry out the business of Environmental Engineering through 'Garware Environmental Services Pvt. Ltd.' Joint Venture has became Wholly Owned Subsidiary of the Company w.e.f 28.11.2012, on acquisition of Shares held by WMPL.

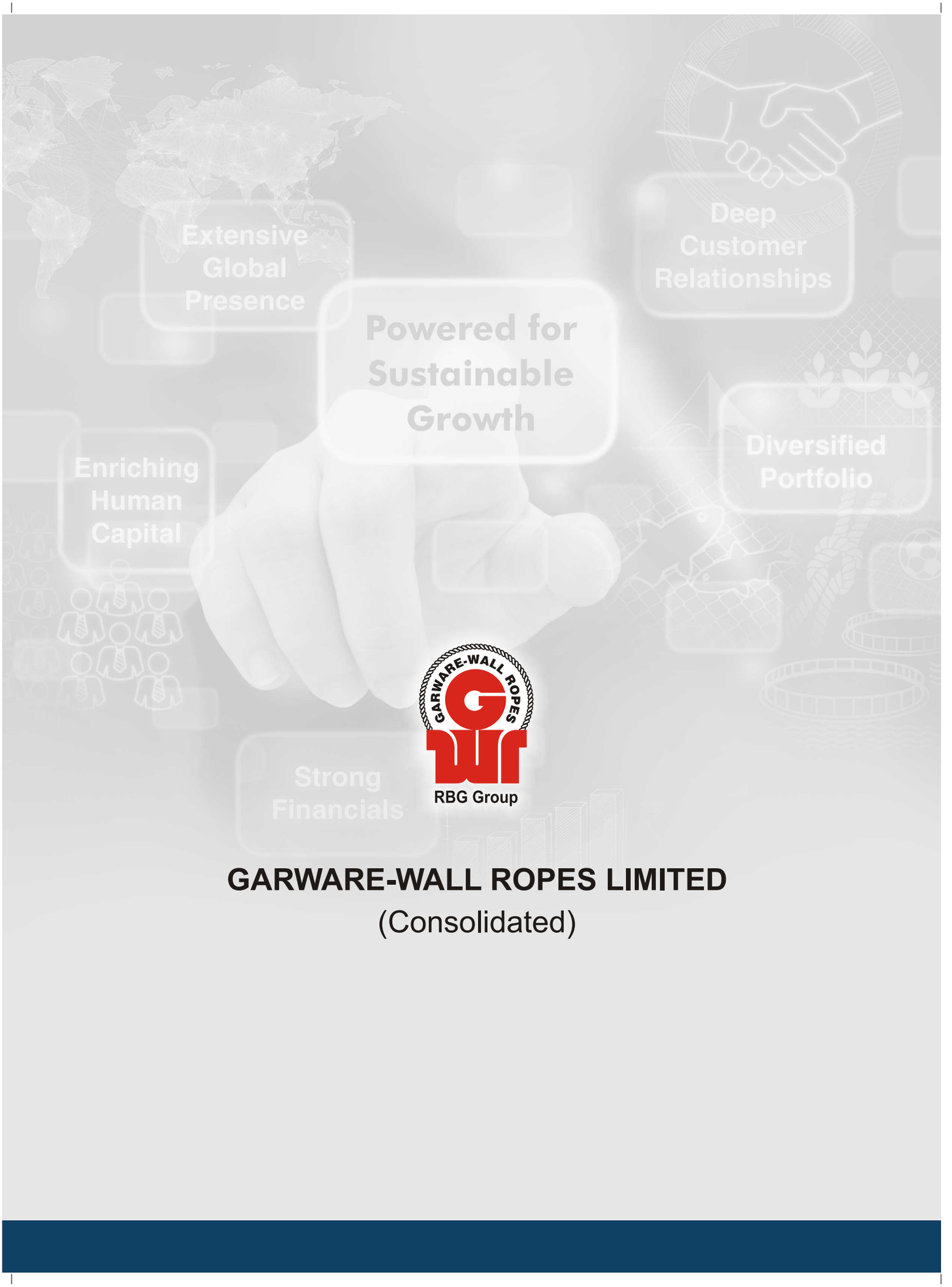
47. DISCLOSURE OF SPECIFIED BANK NOTES (SBN'S)

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R.308 (E) dated 31st March, 2017 on the detail of specified bank notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination wise SBN and other notes as per notification as given bellow:

Particular	SBNs*	Other Denomination Notes	Total
Closing cash in hand as on 8th November, 2016	6.86	9.16	16.02
(+) Permitted receipts	Nil	45.22	45.22
(-) Permitted payment	(1.97)	(41.36)	(43.33)
(-) Amount Deposited in banks	(4.89)	Nil	(4.89)
Closing cash in hand as on 30th December, 2016	Nil	13.02	13.02

*For the purposes of this clause, the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Goverment of India, in the Ministry of Finance, Department of Economic Affairs, number S.O.3407(E), dated the 8th November, 2016.

48. These Financial Statements have been prepared in the format prescribed under Section 133 of Companies Act 2013 ('Act') read along with Rule 7 of the Company (Accounts) Rules, 2014, and Companies (Accounting Standards) Amendment Rules 2016, the provisions of the Act (to the extent notified) and guidelines issued by the Security and Exchange Board of India (SEBI). Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.



GARWARE-WALL ROPES LIMITED

(Consolidated)

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GARWARE-WALL ROPES LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of Garware-Wall Ropes Limited ('the Holding Company') and its Subsidiary and Associate (Collectively referred to as 'the Company' or 'the Group'), which comprise the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss and 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 preparation of the Consolidated Financial Statements in terms of requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the Consolidated Financial Position, Consolidated Financial Performance and Consolidated Cash Flows of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules 2016. The Board of Directors of the Company is responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; the 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 mis-statement, 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

I. Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit.

II. 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.

III. 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 mis-statement.

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

V. We believe that the audit evidence obtained by us 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, 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;

1. In the case of the Consolidated Balance Sheet, of the State of Affairs of the Company as at 31st March, 2017,
2. In the case of the Consolidated Statement of Profit and Loss, of the profit for the year ended on that date ; and
3. In the case of the Consolidated Cash Flow Statement, of the cash flows for the year on that date.



Report on Other Legal and Regulatory Requirements

1. 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 accounts as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept by the Company so far as it appears from our examination of those books.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant Books of Accounts maintained for the purpose of preparation of the Consolidated Financial Statement.

(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 and Companies (Accounting Standards) Amendment Rules, 2016.

(e) On the basis of the written representations received from the Directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company and the report of the Statutory Auditor of its Subsidiary Company incorporated in India, 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 Group and the operating effectiveness of such controls, refer to our separate Report in Annexure.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i) The Consolidated Financial Statements disclosed the impact of pending litigations on the Consolidated Financial Position of the Group.

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 and Subsidiary Company incorporated in India.

iv) The Group has provided requisite disclosures in its Consolidated Financial Statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained for the purpose of preparation of the Consolidated Financial Statement. Refer Note 47 to the Consolidated Financial Statements.

For **Patki & Soman**
Chartered Accountants

S. M. Patki
Partner
M. No. 037315
F. R. No. 107830W

Pune,
24th May, 2017

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

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 Statements of the Company as of and for the year ended 31st March, 2017, we have audited the Internal Financial Controls over Financial Reporting of Garware-Wall Ropes Limited ('the Holding Company') and its subsidiary Company which is 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 Subsidiary Company, which is 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate Internal Financial Controls over Financial Reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the Internal Financial Controls system over Financial Reporting and their operating effectiveness. Our audit of Internal Financial Controls over Financial Reporting included obtaining an understanding of Internal Financial Controls over Financial Reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material mis-statement 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 Subsidiary Company, which is a Company incorporated in India, have, in all material respects, an adequate Internal Financial Controls system over Financial Reporting and such Internal Financial Controls over Financial Reporting were operating effectively as at 31st March, 2017, based on the Internal Control over Financial Reporting criteria established by the Company considering the essential components of Internal Control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Patki & Soman**
Chartered Accountants

S. M. Patki
Partner
M. No. 037315
F. R. No. 107830W

Pune,
24th May, 2017



CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2017

(₹ in lakhs)

	Note No.	As at 31st March 2017	As at 31st March 2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	**2,188.21**	2,188.21
(b) Reserves and Surplus	4	**42,810.75**	34,357.29
		44,998.96	36,545.50
(2) Non-Current Liabilities			
(a) Long-term Borrowings	5	**-**	-
(b) Deferred Tax Liabilities (Net)	6	**3,082.61**	2,830.01
(c) Other Long-term Liabilities	7	**637.73**	623.32
(d) Long-term Provisions	8	**355.04**	272.46
		4,075.38	3,725.79
(3) Current Liabilities			
(a) Short-term Borrowings	9	**8,571.05**	4,068.81
(b) Trade Payables	10	**19,190.32**	16,090.79
(c) Other Current Liabilities	11	**8,047.92**	9,705.59
(d) Short-term Provisions	12	**15,330.54**	12,064.60
		51,139.83	41,929.79
TOTAL		**100,214.17**	82,201.08
II. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant & Equipment			
(i) Tangible Assets	13	**19,571.87**	19,034.38
(ii) Intangible Assets	13	**762.15**	890.01
(iii) Capital Work-in-Progress	13	**30.59**	20.16
		20,364.61	19,944.55
(b) Non-current Investments	14	**11,423.16**	917.47
(c) Long-term Loan and Advances	15	**1,162.81**	1,188.24
(d) Other non-current Assets	16	**705.56**	628.07
		33,656.14	22,678.33
(2) Current Assets			
(a) Inventories	17	**14,095.93**	12,546.28
(b) Trade Receivables	18	**20,923.73**	21,239.58
(c) Cash and Cash Equivalents	19	**11,333.92**	8,094.00
(d) Short-term Loans and Advances	20	**20,204.45**	17,642.89
		66,558.03	59,522.75
TOTAL		**100,214.17**	82,201.08

III. NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-48

As per our Report of even date

For **PATKI & SOMAN**
Chartered Accountants,

(S. M. PATKI)
Partner
M. No. 037315
F. R. No. 107830W

SUNIL AGARWAL
Company Secretary
M. No. FCS 6407

Pune,
24th May, 2017

S. H. BAMNE
VP Corporate (CFO)

V. R. GARWARE
Chairman & Managing Director
DIN. 00092201

R. M. TELANG
Director
DIN. 00092103

M. V. GARWARE
Director
DIN. 06948274

S. P. KULKARNI
Director
DIN. 00006914

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

	Note No.	For the year ended 31st March 2017	For the year ended 31st March 2016
I. REVENUE:			
(a) Revenue from Operations	21	**86,871.64**	82,920.35
Less: Excise Duty		**343.64**	438.31
		86,528.00	82,482.04
(b) Other Income (Net)	22	**1,029.58**	633.59
Total Revenue		**87,557.58**	83,115.63
II. EXPENSES:			
(a) Cost of Materials Consumed	23	**27,330.32**	29,017.29
(b) Purchase of Traded Goods	24	**2,910.17**	1,709.20
(c) (Increase) / Decrease in inventories of Finished Goods, Work-in-Progress and Traded Goods	25	**(932.28)**	800.36
(d) Employee Benefit Expense	26	**10,483.44**	9,279.29
(e) Operating and Other Expenses	27	**33,517.85**	31,412.52
Total Expenses		**73,309.50**	72,218.66
Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA) (I - II)		**14,248.08**	10,896.97
(f) Depreciation and Amortisation Expenses	13	**1,413.26**	1,310.50
(g) Finance Costs	28	**642.30**	872.69
III. PROFIT BEFORE TAX		**12,192.52**	8,713.78
IV. TAX EXPENSES			
(a) Current Tax		**3,606.65**	2,023.95
(b) Deferred Tax		**252.60**	583.00
(c) Wealth Tax		**-**	-
(d) Adjustment for excess / (short) provision of earlier years		**-**	(83.61)
V. a) PROFIT AFTER TAX FOR THE YEAR		**8,333.27**	6,190.44
Share of Profit / (Loss) of Associate		**(0.03)**	(0.13)
b) PROFIT AFTER TAX FOR THE YEAR AFTER SHARE OF ASSOCIATES		**8,333.24**	6,190.31
VI. EARNINGS PER EQUITY SHARE			
(i) Basic (₹)		**38.08**	28.29
(ii) Diluted (₹)		**38.08**	28.29
Face Value per Equity Share (₹)		**10.00**	10.00

VII. NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-48

As per our Report of even date

For **PATKI & SOMAN**
Chartered Accountants,

(S. M. PATKI)
Partner
M. No. 037315
F. R. No. 107830W

Pune,
24th May, 2017

SUNIL AGARWAL
Company Secretary
M. No. FCS 6407

S. H. BAMNE
VP Corporate (CFO)

V. R. GARWARE
Chairman & Managing Director
DIN. 00092201

R. M. TELANG
Director
DIN. 00092103

M. V. GARWARE
Director
DIN. 06948274

S. P. KULKARNI
Director
DIN. 00006914



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

	For the year ended 31st March 2017	For the year ended 31st March 2016
I. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	**12,192.53**	8,713.78
Adjustments for :		
Depreciation and Amortisation	**1,413.21**	1,310.50
Finance Cost	**642.30**	872.69
Interest Income	**(729.71)**	(323.64)
Dividend Income	**(0.85)**	(0.05)
(Profit) / Loss on Sale of Fixed Assets	**21.71**	-
Operating Profit before Working Capital Changes	**13,539.19**	10,573.28
Trade Receivables, Loans and Advances and other Assets	**336.53**	(569.14)
Inventories	**(1,549.65)**	1,173.41
Trade and other Payables	**1,658.71**	5,357.52
Cash generated from Operations	**13,984.78**	16,535.07
Direct Taxes paid	**(2,637.59)**	(2,231.92)
Net Cash provided by Operating Activities	**11,347.19**	14,303.15
II. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment	**(1,901.08)**	(4,054.09)
Proceeds from Sale of Property, Plant & Equipment	**47.59**	60.04
(Increase)/ Decrease of investments	**(10,505.71)**	3.80
Interest received	**729.71**	323.64
Dividend received	**0.85**	0.05
Net Cash provided by / (used in) Investing Activities	**(11,628.64)**	(3,666.56)
III. CASH FLOW FROM FINANCING ACTIVITIES		
Repayments of Long-term Borrowings	**(312.50)**	(625.01)
Finance Cost	**(644.52)**	(887.14)
Short-term Borrowings	**4,502.24**	(1,395.71)
Dividend paid including Dividend Tax	**(23.85)**	(740.24)
Net Cash from / (used in) Financing Activities	**3,521.37**	(3,648.10)
Net Increase / (Decrease) in Cash & Cash Equivalents	**3,239.92**	6,988.49

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

	For the year ended 31st March 2017	For the year ended 31st March 2016
Cash & Cash Equivalents (Opening Balance):	**8,094.00**	1,105.51
Cash & Cash Equivalents (Closing Balance):	**11,333.92**	8,094.00
Net Increase/ (Decrease) in Cash & Cash Equivalents	**3,239.92**	6,988.49

IV. NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-48

As per our Report of even date

For **PATKI & SOMAN**
Chartered Accountants,

(S. M. PATKI)
Partner
M. No. 037315
F. R. No. 107830W

Pune,
24th May, 2017

SUNIL AGARWAL
Company Secretary
M. No. FCS 6407

S. H. BAMNE
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M. V. GARWARE
Director
DIN. 06948274

S. P. KULKARNI
Director
DIN. 00006914



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

1 CORPORATE INFORMATION

Garware-Wall Ropes Limited ('the Company') is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed at two Stock Exchanges in India. The Company is engaged in manufacturing and selling various products such as Ropes, Twine, Yarn, Fishnet, Other Nets and Technical Textiles. The Company is providing solutions to the infrastructure industries which include coastal protection, land filling, etc. The Company caters to both domestic and international markets.

2 SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation

The Consolidated Financial Statements of the Company have been prepared in accordance with Generally Accepted Accounting Principle in India ('Indian GAAP'). The Company has prepared these Financial Statement to comply in all material respects with the Accounting Standards notified under Section 133 of Companies Act, 2013 ('Act') read along with Rule 7 of the Company (Accounts) Ammendments Rules, 2014, the provisions of the Act (to the extend notified) and guidelines issued by the Securities and Exchange Board of India ('SEBI'). The Financial Statements have been prepared on an accrual basis and under the historical cost convention, except for assets acquired before and revalued during the year ended 30th September, 1985.

The Accounting Policies adopted in the preparation of Financial Statement are consistent with those of previous year, except for the change in Accounting Policy explained below.

b. Use of Estimates

The preparation of Financial Statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumption that affect the reported amounts of revenues, 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. Property, Plant & Equipment

Property, Plant & Equipment are stated at cost of acquisition (subject to revaluation during the year ended 30th September, 1985) less accumulated depreciation. Cost includes all expenses incurred to bring the assets to its present location and condition.

d. Depreciation / Amortisation

Depreciation / Amortisation other than on leasehold land and capital work-in-progress is charged so as to write-off the cost of the assets, on the following basis:

Type of Asset	Method	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Freehold Buildings	Written down value	60 Years	60 Years
Factory Buildings	Written down value	30 Years	30 Years
Plant and Machinery	Straight-Line	25 Years	25 Years
Electrical Installations	Straight-Line	10 Years	10 Years
Furniture & Fixtures	Straight-Line	10 Years	10 Years
Office Equipments	Straight-Line	3 / 5 Years	3 / 5 Years
Vehicles	Straight-Line	8 Years	8 Years
Helicopter	Straight-Line	20 Years	20 Years
Technical Knowhow	Straight-Line	10 years	10 years
Product Development	Straight-Line	10 years	10 years
Computer Software	Straight-Line	10 years	10 years

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

e. Impairment

At each Balance Sheet date, the management reviews the carrying amounts of its Assets included in each unit to determine whether there is any indication that those Assets are impaired. If any such indication exists, the recoverable amount of assets is estimated in order to determine the extent of impairment loss. Impairment Loss recognised for the year, charged to Statement of Profit and Loss, amounting to ₹ Nil (Previous Year ₹ Nil).

f. Investments

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

Long-term investments are valued at cost less provision, if any, for permanent diminution in the value other than temporary diminution in value. Current investments are valued at the lower of the cost or market value as on the date of the Balance Sheet.

g. Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of various categories of inventories are arrived at as follows :

a) Stores, spare, fuel & packing materials and raw material-at costs determined on moving weighted average method.

b) Cost of finished goods and Work-in-progress includes the cost of raw materials, packing materials, an appropriate share of fixed and variable production overheads, excise duty as applicable and other cost incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

Net realisable value is the estimated selling price in the ordinary course of business.

h. Revenue Recognition

Sales exclude amounts recovered towards Sales Taxes and Value Added Taxes (VAT). Domestic Sales are recognised on dispatch of goods from Factory. Export Sales are recognised based on date of Bill of Lading and or Multi Modal Transport Documents on customer's acceptance. Excise Duty deducted from revenue (Gross) is the amount that is included in the Revenue (Gross) and not the entire amount of liability arising during the year.

Revenue from Project Contracts and services rendered are recognised on the basis of percentage of completion method when works are rendered and related costs are incurred.

Unbilled revenue represents revenues recognised in excess of the amounts billed as at the Balance Sheet date.

Income from sale of scrap is accounted for on realisation.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest Income is included under the head "Other Income" in the Statement of Profit and Loss.

Dividend income is recognised when the Company's right to receive dividend is established.

i. Foreign Currency Transactions

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Foreign Currency denominated Current Assets and Current Liabilities at the Balance Sheet date are translated at the exchange rate prevailing on the date of the Balance Sheet. Exchange rate differences resulting from foreign exchange transactions settled during the period, including year-end translation of Current Assets and Liabilities are recognised in the Statement of Profit & Loss, other than those exchange differences arising in relation to liabilities incurred for acquisition of Property, Plant & Equipment, which are adjusted to the carrying value of the underlying Property, Plant & Equipment.

In respect of forward exchange contracts, except in case of Property, Plant & Equipment, the differences between the forward rate and the exchange rate at the inception of the forward exchange contract are recognised as income / expense over the life of the contract.

Hedging instruments are initially measured at fair value, and are remeasured at subsequent reporting dates. Changes in the fair value of these instruments are designated and effective as hedges of future cash flows and are recognised directly in shareholders' funds and the ineffective portion is recognised immediately in the Statement of Profit and Loss.

j. Research and Development

i) Research costs are expended as incurred. Development expenditure incurred on an individual project is recognised as an Intangible Asset when the Company can demonstrate all the following:

a) The technical feasibility of completing the Intangible Asset so that it will be available for use or sale.

b) Its intention to complete the Asset.

c) Its ability to use or sell the Asset.

d) How the asset will generate future economic benefits.

e) The availability of adequate resources to complete the development and to use or sell the Asset.

f) The ability to measure reliably the expenditure attributable to the Intangible Asset during development.

Amortisation of the Asset begins on a straight line basis over the period of expected future benefit from the related project, i.e., the estimated useful life of ten years. Amortisation is recognized in the Statement of Profit and Loss. During the period of development, the Asset is tested for impairment annually.

ii) The Company has in-house R & D facilities at Chinchwad and Wai plant both recognised by The Department of Scientific and Industrials Research, Ministry of Science and Technology, Government of India (DSIR). It would be endeavour of the Company to achieve the development of new products - Ropes, Nettings and Technical Textiles for various new applications.

a) Develop new products to tap new market / customers.

b) Developing next generation products for future economic benefit.

c) Developing import substitutes with optimising cost and value benefit.

d) Improve customer satisfaction with maximizing benefits of the products.

k. Employee Benefits

i) Defined Contribution Plan

Company's contribution paid / payable during the year to Provident Fund, ESIC, Superannuation Fund etc., are recognised as expenses in the Statement of Profit and Loss. These are approved / recognised schemes of the Company.

ii) Defined Benefit Plan

Company's annual liability towards Gratuity is funded on the basis of actuarial valuation, furnished by the Life Insurance Corporation of India under Group Gratuity Scheme.

iii) The undiscounted amount of short-term employee benefit, expected to be paid in exchange for the service rendered by employees, is recognised during the period when the employee renders the service. These benefits include compensated absences such as paid annual leave and performance incentives.

Compensated absences, which are not expected to occur within twelve months after the end of the period in which the employee renders the related services, are recognised as an actuarially determined liability at the present value of the defined benefit obligation at the Balance Sheet date.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

l. Borrowing Costs

Borrowing Costs that are attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which those are incurred.

m. Taxation

(a) Current Income-Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-Tax Act,1961 enacted in India and tax Laws prevailing in the respective tax jurisdictions where the Company operates.

(b) Deferred Tax Expenses or Benefit is recognised on timing difference being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Asset and Liabilities are remeasured using the tax rates and tax laws that have been enacted or substantively enacted on the Balance Sheet date.

n. Provisions and Contingent Liabilities

A provision is recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. A Contingent Liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A Contingent Liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a Contingent Liability but discloses its existence in the Financial Statements.

o. Proposed Dividend

In terms of revised Accounting Standard (AS) 4 'Contingencies and Events occurring after the Balance Sheet date' as notified by the Ministry of Corporate Affairs through amendments to Companies (Accounting Standards) Amendment Rules, 2016, dated 30th March, 2016, Company has not accounted for proposed dividend as a liability as at 31st March, 2017. Proposed Dividend was however accounted for as a liability as at 31st March, 2016 in line with the existing Accounting Standard applicable at that time.

p. Government Grants and Subsidy

Grants and Subsidies from the Government are recognised when there is reasonable assurance that
(i) the Company will comply with the conditions attached to them, and
(ii) the grant / subsidy will be received.

Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of the Shareholders' Funds.

q. Measurement of EBITDA

The Company has elected to present Earning Before Interest, Tax, Depreciation and Amortization (EBITDA) as a separate line item on the face of the Statement of Profit and Loss for the year. The Company measures EBITDA on the basis of profit / (loss) from continuing operation.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

3. SHARE CAPITAL	As at 31st March 2017	As at 31st March 2016
(a) Authorised Share Capital		
i) 5,00,00,000 Equity Shares of ₹ 10/- each (31st March, 2016 : 5,00,00,000 Equity Shares of ₹ 10/- each)	**5,000.00**	5,000.00
ii) 1,00,00,000 Unclassified Shares of ₹ 10/- each (31st March, 2016 : 1,00,00,000 Unclassified Shares of ₹ 10/- each)	**1,000.00**	1,000.00
	6,000.00	6,000.00
(b) Issued, Subscribed and Fully Paid-up		
2,18,82,060 Equity Shares of ₹ 10/- each (31st March, 2015 : 2,18,82,060 Equity Shares of ₹ 10/- each)	**2,188.21**	2,188.21
	2,188.21	2,188.21

a) Reconciliation of Number of Shares

	As at 31st March 2017		As at 31st March 2016	
Equity Shares	Number of Shares	Amount Rupees	Number of Shares	Amount Rupees
Opening Balance	**21,882,060**	**218,820,600**	21,882,060	218,820,600
Changes during the year	**-**	**-**	-	-
Closing Balance	**21,882,060**	**218,820,600**	21,882,060	218,820,600

b) Rights, Preferences and restrictions attached to Equity Shares:

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each shareholder of equity shares is entitled for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting. In the event of liquidation of the Company, the shareholders of equity shares are eligible to receive remaining assets of the Company, in proportion of their shareholding, after distribution of all preferential amounts, if any.

c) Details of Shareholders' holding more than 5% Shares in the Company

Equity Shares	As at 31st March 2017	As at 31st March 2016
Late Shri Ramesh B. Garware **	3,612,053	3,612,053
	16.51%*	**16.51%***
Garware Capital Markets Limited	3,495,017	3,483,617
	15.97%	**15.92%**

* Out of 16.51% shares 9.99% (Previous year 9.99%) are held on behalf of a Partnership Firm.

** As informed by Mr. V. R. Garware, the shares standing in the name of Late Shri R. B. Garware are bequeathed to him and same are yet to be transmitted in his name. Pending transmission of the said shares in the name of Mr. V. R. Garware, they continue to be registered in the name of Late Shri R. B. Garware.

d) Shares allotted as fully paid up by way of Bonus Shares (during 5 years preceding 31st March, 2017): Nil

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

	As at 31st March 2017	As at 31st March 2016
4. RESERVES AND SURPLUS		
(a) Capital Reserve	**72.23**	72.23
(b) Capital Redumption Reserve	**182.63**	182.63
(c) Share Premium		
Share Premium Account	**7,597.37**	7,597.37
Share Premium Related to Forfeited Share	**102.74**	102.74
(d) Revaluation Reserve		
(i) Balance as per last Financial Statement	**4.85**	5.89
(ii) Less: Transfer to Statement of Profit and Loss	**(1.04)**	(1.04)
	3.81	4.85
(e) General Reserve		
(i) Balance as per last Financial Statement	**3,869.83**	2,999.40
(ii) Transferred from Statement of Profit and Loss	**-**	870.43
	3,869.83	3,869.83
(f) Surplus in Statement of Profit and Loss		
(i) Balance as per last Financial Statement	**22,648.90**	18,198.12
Add : Profit for the year	**8,333.24**	6,190.31
Less : Appropriations		
(ii) Proposed final Dividend on Equity Shares	**-**	(722.10)
(iii) Tax on Dividend	**-**	(147.00)
(iv) Transfer to General Reserve	**-**	(870.43)
	30,982.14	22,648.90
(g) Hedging Reserve Account (Refer note no (i))		
(i) Balance as per last Financial Statement	**(121.27)**	(280.41)
(ii) (Deductions) / Additions during the year (net)	**121.27**	159.14
	-	(121.27)
Total	**42,810.75**	34,357.29
5. LONG-TERM BORROWINGS		
TERM LOANS		
- From Banks and Financial Institutions		
1. CITI Bank ECB Term Loan		
(i) Balance as per reporting date	**-**	433.77
(ii) Less : Current Maturity transfer to other Current Liability	**-**	(433.77)
	-	-
Balance as on reporting date	**-**	433.77
Less : Current Maturity transfer to other Current Liability	**-**	(433.77)
Total	**-**	-

Notes :

1) CITI Bank ECB term loan is repayable in 16 quarterly instalments of ₹ 156.25 lakhs each along with interest from 26th December, 2012. This loan is secured by way of hypothecation of the whole of the movable fixed assets, comprising plant & machinery, computers, furniture and fixtures, machinery spares, tools & accessories and other assets, both present & future on first charge on pari-passu basis with others.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

	As at 31st March 2017	As at 31st March 2016
6. DEFERRED TAX LIABILITIES (NET)		
(a) Deferred Tax Liability		
Depreciation and Amortisation	**3,308.12**	3,011.93
	3,308.12	3,011.93
(b) Deferred Tax Asset		
(i) Employee Benefits	**(150.91)**	(129.92)
(ii) Provision for Doubtful Debts	**(19.47)**	(19.47)
(iii) Others	**(55.13)**	(32.53)
	(225.51)	(181.92)
Deferred Tax liabilities (Net)	**3,082.61**	2,830.01
7. OTHER LONG-TERM LIABILITIES		
Deposits from Customers and Contractors	**637.73**	623.32
Total	**637.73**	623.32
8. LONG-TERM PROVISIONS		
Provision for Employee Benefits	**355.04**	272.46
Total	**355.04**	272.46
9. SHORT-TERM BORROWINGS		
Secured Loans		
Loans repayable on demand		
- From banks		
1. Cash Credit, Rupee Loan and Rupee Packing Credit	**2,053.38**	1,843.59
2. Packing Credit in Foreign Currency Loan	**4,804.94**	653.81
Unsecured Loans		
Loans repayable on demand		
Loan from Promoter *	**1,712.73**	1,571.41
Total	**8,571.05**	4,068.81

Note :

The above secured Loans are availed from Consortium Bankers, viz., Bank of India, Bank of Baroda, IDBI Bank Ltd., HDFC Bank Ltd., CITI Bank N.A, DBS Bank Ltd. and The Hongkong and Shanghai Banking Corporation Ltd., which are secured by a first charge, pari passu, interest by way of hypothecation of the Company's current assets, viz. raw materials, stock-in-process, semi-finished goods, finished goods, stores & spares not relating to Plant & Machinery, bills receivable and book debts. The cash credit and packing credit (rupee and foreign currency loan) loan is repayable on demand.

* The said deposit was received from Late Shri. R. B. Garware, and the same will be repaid on production of Probate of the Will dated 6th April, 2012 of Late Shri R. B. Garware. The figures include unpaid interest net of TDS.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

	As at 31st March 2017	As at 31st March 2016
10. TRADE PAYABLES		
Trade Payables	**19,190.32**	16,090.79
Total	**19,190.32**	16,090.79
11. OTHER CURRENT LIABILITIES		
(a) Current maturity of Long-Term Debt	**-**	433.77
(b) Other Payables	**6,802.72**	8,166.47
(c) Interest accrued but not due on borrowing	**4.66**	6.88
(d) Advance received from Customers	**871.82**	852.91
(e) Unpaid Dividend	**368.71**	245.56
Total	**8,047.92**	9,705.59
Other Payables includes:		
(i) Fair value of foreign exchange forward contract secured against Trade Receivables	**6,063.48**	7,353.75
(ii) Statutory Liabilities	**420.37**	342.79
12. SHORT-TERM PROVISIONS		
(a) Provision for Employee Benefits	**527.50**	293.98
(b) Others		
(i) Taxation	**9,752.87**	7,163.59
(ii) Proposed Dividend	**-**	722.11
(iii) Tax on Proposed Dividend	**-**	147.00
(iv) Other provisions	**5,050.17**	3,737.92
Total	**15,330.54**	12,064.60

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

13 PROPERTY, PLANT & EQUIPMENT

(₹ in Lakhs)

Description	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	Gross Block as at 1st April 2016	Additions	Deletions/ Adjustments	**Gross Block as at 31st March 2017**	Accumulated as at 1st April 2016	Deletions / Adjustment	Unplanned Depreciation	Depreciation/ Amortisation for the year	**Accumulated as at 31st March 2017**	**Value as at 31st March 2017**	Value as at 31st March 2016
(a) TANGIBLE FIXED ASSETS											
Leasehold Land	222.50	317.02	-	539.52	-	-	-	-	-	539.52	222.50
Buildings	5,367.87	196.64	-	5,564.51	2,746.12	-	-	239.13	2,985.25	2,579.26	2,621.75
Plant and Machinery	27,199.40	559.94	5.42	27,753.92	14,160.88	1.93	-	628.82	14,787.77	12,966.15	13,038.52
R&D Equipments	2,141.84	413.57	-	2,555.40	448.68	-	-	75.89	524.57	2,030.83	1,693.16
Electrical Installations	966.75	32.11	-	998.86	639.69	-	-	55.83	695.52	303.34	327.06
Furniture and Fixtures	533.41	70.51	-	603.92	400.55	-	-	29.05	429.60	174.32	132.86
Office Equipments	1,135.03	86.25	-	1,221.28	947.73	-	-	80.71	1,028.44	192.84	187.30
Vehicles	1,369.19	153.15	133.39	1,388.95	718.74	89.29	-	126.24	755.69	633.26	650.45
Helicopter	686.01	-	-	686.01	525.23	-	-	8.43	533.66	152.35	160.78
TOTAL	**39,622.00**	**1,829.18**	**138.81**	**41,312.37**	**20,587.62**	**91.22**	**-**	**1,244.10**	**21,740.50**	**19,571.87**	19,034.38
31st March, 2016	35,232.25	4,656.66	266.91	39,622.00	19,644.68	206.88	-	1,149.83	20,587.62	19,034.36	15,587.57
(b) INTANGIBLE ASSETS											
Technical Knowhow	45.96	-	-	45.96	45.96	-	-	-	45.96	-	-
Product Development	1,453.60	-	-	1,453.60	1,008.32	-	-	108.23	1,116.55	337.05	445.28
Computer Software	745.59	42.35	-	787.94	300.86	-	-	61.98	362.84	425.10	444.73
TOTAL	**2,245.15**	**42.35**	-	**2,287.50**	**1,355.14**	**0.00**	**-**	**170.21**	**1,525.35**	**762.15**	**890.01**
31st March, 2016	2,190.00	55.15	-	2,245.15	1,193.44	-	-	161.70	1,355.14	890.01	996.56
(c) CAPITAL WORK- IN-PROGRESS	**20.16**	**30.59**	**20.16**	**30.59**	**-**	**-**	**-**	**-**	**-**	**30.59**	**20.16**
31st March, 2016	676.83	20.16	676.83	20.16	-	-	-	-	-	20.16	676.83
Grand Total	**41,887.31**	**1,902.12**	**158.97**	**43,630.46**	**21,942.76**	**91.22**	**-**	**1,414.31**	**23,265.85**	**20,364.61**	**19,944.55**
31st March, 2016	38,099.08	4,731.97	943.74	41,887.31	20,838.12	206.90	-	1,311.54	21,942.76	19,944.55	17,260.96

Notes:

1. Depreciation has been provided on Straight Line Method (SLM) except in the case of Buildings, which are depreciated on Written Down Value Method, at the rates specified in Part C of the Schedule II of the Companies Act, 2013.
2. Cost of Buildings includes ₹ 500/- being the cost of shares held in Co-operative Housing Society.
3. No amount is written off on Leasehold land.
4. Depreciation has been provided on SLM single shift method in case of Site equipments.
5. The Company, in compliance with "AS 26" on Intangible Assets, has recognized the intangible assets acquired during the year on Computer Software ₹ 42.35 lakhs (Previous Year ₹ 55.15 lakhs). Taking into consideration the clarification issued by the Institute of Chartered Accountants of India dated 7th October, 2003,the expenses that have already been recognized as "Deferred Revenue Expenditure" up to 1st April, 2004, are being continued to be amortized over the remaining period.
6 During the year ₹ 1.04 lakhs (Previous Year ₹ 1.04 lakhs) has been withdrawn from Revaluation Reserve on account of depreciation on revalued portion.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

14. NON-CURRENT INVESTMENTS	As at 31st March 2017	As at 31st March 2016
1. INVESTMENTS IN EQUITY INSTRUMENTS		
a) In Associate Companies :		
Shares of Garware Meditech Private Limited	**-**	0.03
5,000 (31st March, 2016 : 5000) Equity Shares of ₹ 10/- each, fully paid		
Equity investments in Associate Companies		
(Includes Goodwill of ₹ 0.30 lacs arising on the acquisition)		
b) In Other Companies :		
Shares of Cosmos Co-operative Bank Limited	**3.16**	3.16
15,805 (31st March, 2016 : 15,805) Equity Shares of ₹ 20 each, fully paid		
Shares of Gujarat Filament Corporation Limited	**0.01**	0.01
50 (31st March, 2016 : 50) Equity Shares of ₹ 10/- each, fully paid		
Shares of Intermedia Interactive Solutions Pvt. Limited	**807.11**	807.11
8,90,680 (31st March, 2016: 8,90,680) Equity Shares of ₹ 10/- each, fully paid		
Shares of Garware Marine Industries Limited (Quoted)	**5.00**	5.00
50,000 (31st March, 2016 : 50,000) Equity Shares of ₹ 10/- each, fully paid		
Shares of Garware Polyester Limited (Quoted)	**319.62**	319.62
1,46,350 (31st March, 2016 : 1,46,350) Equity Shares of ₹ 10/- each, fully paid		
2. INVESTMENTS IN GOVERNMENT AND TRUST SECURITIES		
7 Year National Savings Certificates.	**0.16**	0.16
Out of this, National Saving Certificates for Face Value of ₹ 0.16 lakhs (31st March, 2016 ₹ 0.16 lakhs) deposited with Sales Tax Authorities		
Sardar Sarovar Narmada Nigam Ltd. Bonds	**17.50**	17.50
3. NON CONVERTIBLE DEBENTURES		
Citicorp Finance (India) Ltd.	**3,200.00**	-
Reliance Capital Ltd.	**1,800.00**	-
4. ARBITRAGE MUTUAL FUND		
ICICI Prodential Equity Arbitrage fund	**500.00**	-
Kotak Equity Arbitrage Scheme (G)	**500.00**	-
5. DEBT MUTUAL FUND		
Birla short term Opportunity Fund (G)	**500.00**	-
DSPBR Banking & PSU Debt Fund	**500.00**	-
ICICI Prodential Banking & PSU Debt Fund	**500.00**	-
Reliance Banking & PSU Debt Fund	**500.00**	-
Reliance Money Manager Fund (G)	**500.00**	-
Axis Treasury Advantage Fund	**500.00**	-
IDFC Mutual Fund	**500.00**	-
6. DEBT MUTUAL FUND (FMP)		
HDFC Bank FMP 1127 Days	**500.00**	-
DSP Black Rock Mutual Fund	**500.00**	-
7. Fixed Deposit in Bank		
(Including Interest accrued and receivable)	**85.60**	79.88



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

	As at 31st March 2017	As at 31st March 2016
Total investment	**11,738.16**	1,232.47
Less: Aggregate provision for diminution in value of investment		
Contingency Reserve, for possible permanent decline in the value of Investments	**(315.00)**	(315.00)
Total	**11,423.16**	917.47
Aggregate Value of Quoted Investments (₹ in lakhs)	**324.62**	324.62
Aggregate Market Value of Quoted Investments (₹ in lakhs)	**185.02**	144.31
Aggregate Value of Unquoted Investments (₹ in lakhs)	**11,413.54**	907.85

Note : The Company has set aside from its General Reserve, as reserve amounting to ₹ 315 lakhs in FY 2000-01 for contingencies that may arise, in the event there is a diminution in the value of investments, of a permanent nature, in the future.

15. LONG-TERM LOANS AND ADVANCES

Unsecured, Considered Good		
(i) Security Deposits	**518.92**	476.93
(ii) Other Loans and Advances	**643.89**	711.31
Total	**1,162.81**	1,188.24
Other Loans and Advances includes :		
Advance to a Partnership Firm i.e. Sopan D. Patil & GWRL	**13.63**	13.21
Advances to Employees	**138.18**	140.11

16. OTHER NON-CURRENT ASSETS

Other Non-Current Assets *	**705.56**	628.07
Total	**705.56**	628.07

* Other Non-Current Assets include deposits such as PCMC Octroi, MSEB, Gas, Rajashtan VAT, etc.

17. INVENTORIES

(i) Stores, Spares, Fuel and Packing Materials	**1,413.16**	1,294.93
(ii) Raw Materials	**4,156.15**	3,657.01
(iii) Work-in-Progress	**2,988.30**	2,098.95
(iv) Finished Goods (Including Goods-in-Transit ₹ 534.62 lakhs, Previous Year ₹ 346.26 lakhs)	**5,139.33**	5,131.91
(v) Traded Goods	**398.99**	363.48
Total	**14,095.93**	12,546.28

Inventories are carried at the lower of cost and net realisable value.

18. TRADE RECEIVABLES (Unsecured, considered good unless other wise specified)

(a) Trade Receivables for more than six months from due date		
Considered Good	**1,640.79**	2,768.65
Considered Doubtful	**56.25**	56.25
	1,697.04	2,824.90
Less: Provision for Doubtful Debts	**(56.25)**	(56.25)
	1,640.79	2,768.65
(b) Other Receivables		
Considered Good	**19,282.94**	18,470.93
Total	**20,923.73**	21,239.58

Unbilled revenue as at 31st March, 2017, amounting to ₹ 1091.90 lakhs (31st March, 2016 : ₹ 2016.56 lakhs) primarily comprises of the revenue recognised in relation to efforts made on construction contracts.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

19. CASH AND CASH EQUIVALENTS	As at 31st March 2017	As at 31st March 2016
(a) Cash and Cash Equivalents		
(i) Balances with Banks		
- In Current Accounts	**312.55**	8.12
(ii) Cash on hand	**8.64**	12.85
	321.19	20.97
(b) Other Bank balances		
(i) Earmarked balances with Banks	**368.66**	245.56
(ii) Bank Deposits above 3 months	**10,644.07**	7,827.47
	11,012.73	8,073.03
Total	**11,333.92**	8,094.00

20. SHORT-TERM LOANS AND ADVANCES		
Advances recoverable in cash or in kind or for value to be received	**10,612.65**	10,678.47
Advance Tax (including refunds receivable)	**9,560.37**	6,925.10
Deposits	**-**	10.24
Balance with Excise and Customs Authorities	**31.43**	29.08
Total	**20,204.45**	17,642.89
Advances recoverable in cash or in kind or for value to be received includes:		
Advances given to Creditors	**2,132.78**	1,067.31
Advances to Employees	**54.49**	59.48

21. REVENUE FROM OPERATIONS	For the year ended 31st March 2017	For the year ended 31st March 2016
(i) Manufactured Goods	**81,093.73**	76,432.59
(ii) Traded Goods	**3,298.86**	2,288.61
(iii) Contracts for Supply & Installation	**2,479.05**	4,199.15
(Tax deducted at source ₹ 69.41 lakhs; Previous year ₹ 80.82 lakhs)		
Total	**86,871.64**	82,920.35
Less:		
Excise Duty	**(343.64)**	(438.31)
Net Revenue	**86,528.00**	82,482.04

Note :

A. Disclosure pursuant to Accounting Standard "AS 7 - Construction Contracts", the Construction Work-in-Progress (Fibre & Industrial Product & Project Segment) amounts to ₹ 10517.18 lakhs (31st March, 2016 ₹ 9701.40 lakhs).

B. For these Construction Contracts, the progress payments received, advances and retentions on account of Contracts are ₹ 8730.11 lakhs, ₹ 21.64 lakhs and ₹ 474.60 lakhs (31st March, 2016 ₹ 6865.81 lakhs, ₹ 80.50 lacs and ₹ 460.45 lakhs) respectively.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

	For the year ended 31st March 2017	For the year ended 31st March 2016
22. OTHER INCOME		
Sale of Scrap	**188.52**	187.92
Interest- Gross		
From Banks (Tax deducted at source ₹ 30.93 lakhs, Previous year ₹ 32.59 lakhs)	**715.52**	307.03
From Other	**14.19**	16.61
	729.71	323.64
Dividend	**0.85**	0.05
Miscellaneous Receipts	**110.50**	121.98
Total	**1,029.58**	633.59
23. COST OF MATERIAL CONSUMED		
Raw Material Consumed		
Opening Stock	**3,657.01**	4,136.43
Add : Purchases (Net of Credits)	**27,829.46**	28,537.87
Less : Closing Stock	**(4,156.15)**	(3,657.01)
Total	**27,330.32**	29,017.29
24. PURCHASE OF TRADED GOODS		
Purchase of Traded Goods	**2,910.17**	1,709.20
Total	**2,910.17**	1,709.20
25. (INCREASE) / DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS		
(a) Opening Stock		
Work-in-Progress	**2,098.95**	2,725.18
Finished Goods	**5,131.91**	5,101.09
Traded Goods	**363.48**	568.43
	7,594.34	8,394.70
(b) Closing Stock		
Work-in-Progress	**2,988.30**	2,098.95
Finished Goods	**5,139.33**	5,131.91
Traded Goods	**398.99**	363.48
	8,526.62	7,594.34
Net (Increase) / Decrease	**(932.28)**	800.36
26. EMPLOYEE BENEFITS EXPENSES		
Salaries, Wages and Bonus	**8,516.99**	7,723.62
Contribution to Provident and other Funds	**416.36**	380.48
Gratuity	**351.27**	110.29
Superannuation	**43.55**	43.24
Staff Welfare	**1,155.27**	1,021.66
Total	**10,483.44**	9,279.29
Salaries, Wages and Bonus includes :		
Salary Expenses towards R&D	**242.33**	203.97

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

27. OPERATING AND OTHER EXPENSES	For the year ended 31st March 2017	For the year ended 31st March 2016
Stores and Spares consumed	**4,806.06**	4,771.54
Packing Materials consumed	**1,219.02**	1,101.82
Power, Fuel and Water Charges	**3,304.24**	3,123.45
Processing and Testing Charges	**7,684.60**	7,031.10
Installation Contract related expenses	**1,733.23**	2,385.01
Administrative, Selling and General Expenses		
Advertisement & Sales Promotion expenses	**472.73**	435.53
Rent	**477.15**	354.74
Rates, Taxes and Octroi	**190.09**	107.23
Insurance	**217.57**	143.24
Transport and Forwarding Charges	**4,299.17**	4,057.82
	5,656.71	5,098.56
Repairs and Maintenance		
Buildings	**107.55**	60.11
Plant and Machinery	**1,490.65**	1,394.98
Others	**334.08**	311.65
	1,932.28	1,766.74
Travelling Expenses	**1,180.97**	915.86
Discount and Commission on Sales	**2,993.62**	3,047.21
Bad Debts	**17.00**	65.15
Legal and Professional Charges	**720.68**	665.79
Auditors' Remuneration		
Audit Fees	**9.31**	8.61
Fees for other Services	**1.80**	1.75
Out of Pocket Expenses	**0.19**	0.18
	11.30	10.54
Establishment and other miscellaneous expenses*	**2,297.87**	1,874.29
Exchange (Gain) / Loss (net)	**(67.43)**	(504.41)
Directors' Fees	**6.00**	6.00
(Profit) / Loss on Fixed Assets Discarded	**21.70**	53.87
Total	**33,517.85**	31,412.52
* Operating and other expenses includes :		
R&D Revenue Expenses	**336.72**	280.95
Corporate Social Responsibility (CSR) Expenses	**45.70**	25.00

28. FINANCE COSTS		
Interest expenses:		
- Term Loans	**10.96**	305.82
- Cash Credit / Overdraft	**378.79**	353.76
- Bank Charges	**252.55**	213.11
Total	**642.30**	872.69

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

29. EMPLOYEE BENEFITS :

The Company operates a gratuity defined plan for its employees. Under the gratuity plan, every employee who has completed at least five (05) years of service gets a gratuity on departure @ fifteen (15) days of last drawn salary for each completed year of service. The scheme is funded with insurance companies in the form of qualifying insurance policy.

(₹ in lakhs)

Defined Benefit Plans	Gratuity	
	31st March 2017	31st March 2016
I. Change in Obligation		
1. Liability at the beginning of the year	**1,287.91**	969.62
2. Interest Cost	**103.55**	77.57
3. Current Service Cost	**80.93**	68.11
4. Past Service Cost (Non Vested Benefit)	**-**	-
5. Past Service Cost (Vested Benefit)	**-**	-
6. Benefit Paid	**(73.66)**	(68.89)
7. Actuarial (Gain) / Loss on Obligation	**99.96**	241.50
Liability at the end of the year	**1,498.69**	1,287.91
II. Fair Value of Plan Assets		
1. Fair Value of Plan Assets at the beginning of the year	**1,113.30**	1,074.45
2. Expected Return of Plan Assets	**89.51**	85.95
3. Contributions	**162.25**	50.00
4. Benefit Paid	**(73.66)**	(68.87)
5. Actuarial Gain / (Loss) on Plan Assets	**69.65**	(28.23)
Fair Value of Plan Assets at the end of the year	**1,361.05**	1,113.30
Total Actuarial Gain / (Loss) to be Recognised	**(30.31)**	(269.73)
III. Actual Return of Plan Assets		
1. Expected Return of Plan Assets	**89.51**	85.95
2. Actuarial Gain / (Loss) on Plan Assets	**69.65**	(28.23)
Actual Return on Plan Assets	**159.16**	57.72
IV. Amount Recognised in the Balance Sheet		
1. Liability at the end of the year	**(1,498.69)**	(1,287.91)
2. Fair Value of Plan Assets at the end of the year	**1,361.05**	1,113.30
3. Difference	**(137.64)**	(174.61)
4. Unrecognised Past Service Cost		
Amount Recognised in the Balance Sheet	**(137.64)**	(174.61)
V. Expenses Recognised in the Income Statement		
1. Current Service Cost	**80.93**	68.11
2. Interest Cost	**103.55**	77.57
3. Expected Return on Plan Assets	**(89.51)**	(85.95)
4. Net Actuarial (Gain) / Loss to be Recognised	**30.31**	269.73
5. Past Service Cost (Non Vested Benefit) Recognised	**-**	-
6. Past Service Cost (Vested Benefit) Recognised	**-**	-
7. Effect of Curtailment or Settlements	**-**	-
Expenses Recognised in Statement of Profit and Loss	**125.28**	329.46

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

Defined Benefit Plans	Gratuity	
	31st March 2017	31st March 2016
VI. Balance Sheet Reconciliation		
1. Opening Net Liability	**174.61**	(104.83)
2. Expense as above	**125.28**	329.46
3. Employee Contribution	**(162.25)**	(50.00)
4. Effect of Curtailment or Settlements	**-**	-
Amount Recognised in Balance Sheet	**137.64**	174.63
VII. Actuarial Assumptions		
1. Discount Rate Current	**8.00%**	8.00%
2. Rate of Return on Plan Assets Current	**8.00%**	8.00%
3. Salary Escalation Current	**5.00%**	5.00%

Note : Employer's Contribution includes payments made by the Company directly to its past employees.

Broad Category of Plan Assets relating to Gratuity as a Percentage of total Plan Assets

The Company's Gratuity Fund is managed by Life Insurance Corporation of India and HDFC Standard Life Insurance. The Plan Assets under the Fund are deposited under approved securities.

30. OPENING AND CLOSING STOCKS OF FINISHED GOODS

(₹ in lakhs)

Products	Opening Stock		Closing Stock	
	As at 31st March 2016	As at 31st March 2015	**As at 31st March 2017**	As at 31st March 2016
i) Twines, Ropes & Yarns	**1,120.81**	1,473.02	**1,130.12**	1,120.81
ii) Nettings	**3,711.10**	3,269.56	**3,577.63**	3,711.10
iii) Woven Fabric	**18.54**	34.62	**160.20**	18.54
iv) Metal Gabions	**23.31**	22.46	**19.06**	23.31
v) Coated Fabric	**258.15**	301.43	**252.32**	258.15
Total	**5,131.91**	5,101.09	**5,139.33**	5,131.91

31. SALES

Product & Services	**For the year ended 31st March 2017**	For the year ended 31st March 2016
i) Twines, Ropes & Yarns	**29,602.02**	29,002.26
ii) Nettings	**47,256.53**	43,166.43
iii) Woven Fabric	**987.05**	813.16
iv) Metal Gabions	**575.82**	445.28
v) Coated Fabric	**2,672.31**	3,005.46
Sub Total	**81,093.73**	76,432.59
vi) Traded Goods (including Supplied under Contract)	**5,777.91**	6,487.76
Total	**86,871.64**	82,920.35



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(₹ in lakhs)

32. VALUE OF IMPORTS ON C.I.F. BASIS	For the year ended 31st March 2017	For the year ended 31st March 2016
Raw Materials	**5,075.91**	5,447.76
Traded Goods, Stores, Spares, etc.	**1,041.16**	1,274.17
Capital Goods	**249.90**	1,291.59
Total	**6,366.97**	8,013.52

33. RAW MATERIALS CONSUMED		
High Density Polyethylene	**13,930.13**	13,414.76
Polypropylene	**10,371.94**	11,766.95
Nylon	**1,730.99**	2,301.59
Polyester Yarn	**1,265.93**	1,472.21
G.I. Wire	**31.33**	61.78
Total	**27,330.32**	29,017.29

34. VALUE OF IMPORTED AND INDIGENOUS RAW MATERIALS, STORES AND SPARES CONSUMED

	(₹ in lakhs)		Percentage	
	For the year ended 31st March 2017	For the year ended 31st March 2016	**For the year ended 31st March 2017**	For the year ended 31st March 2016
(i) Raw materials				
Imported	**7,571.80**	7,653.94	**27.70**	26.38
Indigenous	**19,758.52**	21,363.35	**72.30**	73.62
Total	**27,330.32**	29,017.29	**100.00**	100.00
(ii) Stores, Spares, etc.				
Imported	**832.36**	959.46	**17.32**	20.11
Indigenous	**3,973.71**	3,812.08	**82.68**	79.89
Total	**4,806.07**	4,771.54	**100.00**	100.00

35. EXPENDITURE IN FOREIGN CURRENCY (ON ACCRUAL BASIS)

	For the year ended 31st March 2017	For the year ended 31st March 2016
a. Marketing & Travelling Expenses	**547.25**	479.53
b. Commission on Exports	**68.89**	51.35
c. Subscriptions	**20.14**	6.76
d. Advertisement & Sales Promotion	**14.32**	15.62
e. Professional Charges	**96.52**	6.11
f. Interest & Finance Charges	**112.19**	161.56
g. Overseas Branch Office Expenses	**1,117.33**	968.20
Total	**1,976.64**	1,689.13

36. EARNINGS IN FOREIGN CURRENCY (ON ACCRUAL BASIS)		
FOB Value of Exports	**37,021.66**	32,966.53

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

37. SEGMENT REPORTING

(a) The Company's operating businesses are organised and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves in different markets. These business segments are : 1. Synthetic Cordage 2. Fibre and Industrial Products & Projects. Segments based on the location of the customers are identified as Secondary Segments.

(b) Segment Accounting Policies are the same as those used in the preparation of the Financial Statements. The Company generally accounts for inter-segment sales and transfers at cost plus appropriate margins.

(c) The segment revenues and segment expenses are directly attributable to the segments, except certain expenses which are not allocated to any segments by using appropriate basis. All other expenses which are not attributable or allocable to the segments have been disclosed as unallocable expenses.

(d) The segment assets and liabilities are directly attributable to the segments, except certain assets and liabilities which are allocated to the segments using appropriate basis. All other Assets and Liabilities are disclosed as unallocable.

(₹ in lakhs)

i) Primary Segment Report

Particulars	Year 2016-2017				Year 2015-2016			
	Synthetic Cordage	Fibre and Industrial Products and Projects	Eliminations	Total	Synthetic Cordage	Fibre and Industrial Products and Projects	Eliminations	Total
REVENUE								
Gross External Sales	**72,333.02**	**14,538.62**	**-**	**86,871.64**	67,806.80	15,113.54		82,920.35
Inter-segment Sales	**485.66**	**1,272.74**	**(1,758.40)**	**-**	553.47	1,499.98	(2,053.45)	-
Less : Excise Duty	**(61.83)**	**(281.81)**	**-**	**(343.64)**	(53.07)	(385.25)	-	(438.31)
Total Revenue	**72,756.85**	**15,529.55**	**(1,758.40)**	**86,528.00**	68,307.20	16,228.28	(2,053.45)	82,482.03
RESULT								
Segment Result	**12,742.85**	**1,887.07**		**14,629.92**	9,592.76	1,773.10		11,365.86
Unallocated Corporate expenses (net of income)				**2,525.25**				2,102.36
Operating Profit				**12,104.67**				9,263.50
Finance Costs				**642.30**				872.69
Interest & Dividend Income				**730.56**				323.69
Profit from Ordinary Activities				**12,192.93**				8,713.65
Income Tax				**3,859.69**				2,523.34
Extraordinary Items				**-**				-
Net Profit				**8,333.24**				6,190.31
OTHER INFORMATION								
Segment Assets	**66,463.17**	**10,230.79**		**76,693.96**	62,034.31	9,786.38		71,820.69
Unallocated Corporate Assets				**23,520.21**				10,380.39
Total Assets				**1,00,214.17**				82,201.08
Segment Liabilities	**28,944.03**	**2,501.62**		**31,445.65**	26,989.11	1,710.34		28,699.45
Unallocated Corporate Liabilities				**68,768.52**				53,501.63
Total Liabilities				**1,00,214.17**				82,201.08
Capital Expenditure	**1,682.35**	**66.63**		**1,748.98**	4,340.73	152.08		4,492.81
Unallocated Capital Expenditure				**153.14**				239.15
Total Capital Expenditure				**1,902.12**				4,731.96
Depreciation	**1,129.44**	**183.34**		**1,312.78**	1,026.71	183.34		1,210.05
Unallocated Depreciation on Corporate Assets				**101.53**				101.47
Total Depreciation				**1,414.31**				1,311.52
Other non-cash expenses				**17.00**				65.15

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

ii) Secondary Segment Report

(₹ in lakhs)

Particulars	Year 2016-2017 India	Outside India	Eliminations	Total	Year 2015-2016 India	Outside India	Eliminations	Total
Gross Sales	**45,733.56**	**41,138.08**		**86,871.64**	44,904.26	38,016.09		82,920.35
Less : Excise Duty	**(343.64)**	**-**		**(343.64)**	(438.31)	-		(438.31)
Net Sales	**46,077.20**	**41,138.08**		**87,215.27**	44,465.95	38,016.09		82,482.04

iii) Notes :

The business segments viz. 'Synthetic Cordage' and 'Fibre and Industrial Products' and Projects' are considered as Primary Segments. Synthetic Cordage comprises of Ropes, Twines and Nettings made of Twine. Fibre and Industrial Products & Projects segment comprises of Fibre, Synthetic Fabric, Yarn, Woven and Non-Woven Textiles, Secugrids, Coated Steel Gabions, Machinery and Projects. Inter-segment sales are accounted for at market value.

The Geographical Segments on the basis of location of customers are considered as Secondary Segments. Sales are recognised as sales to customers in India and sales to customers outside India. As the Company has integrated manufacturing facilities, it is not possible to directly attribute or allocate on a reasonable basis, the expenses, assets and liabilities to the Geographical Segment.

38. TRANSACTIONS WITH RELATED PARTIES

(I) List of Related Parties and Relationship:

A. Associates Companies

1. Garware Meditech Pvt. Limited

B. Subsidiary / Joint Venture Companies

1. Garware Environmental Services Pvt. Ltd.

C. Enterprises Owned or Significantly Influenced by Key Management Personnel or Their Relatives

1. Manmit Investments & Trading Company Pvt. Ltd.
2. Garware Capital Markets Ltd.
3. Gurukrupa Investments & Trading Company Pvt. Ltd.
4. Sanand Investments & Trading Company Pvt. Ltd.
5. Moonshine Investments & Trading Company Pvt. Ltd.
6. Starshine Investments & Trading Company Pvt. Ltd.
7. Sukukar Holdings & Trading Company Pvt. Ltd.
8. VMIR Investment Ltd.
9. VRG Investments Ltd.
10. Garware Infrastructure Pvt. Ltd
11. Ramesh Trading Company
12. Sunita Trading Company
13. Garware Research Institute
14. Vimlabai Garware Research Institute
15. Consolidated Agricultural & Dairy Farming Co. Pvt. Ltd
16. Late Shri R. B. Garware Estate

D. Directors - Key Management Personnel

Mr. V. R. Garware

E. Relatives of Key Management Personnel

Ms. M. V. Garware

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(II) Following are the transactions with the related parties mentioned in A, B, C, D & E above:

(₹ in lakhs)

Sr. No.	Nature of Transaction	Associate Companies		Companies/ other organisations under the control of Directors		Directors - Key Management Personnel		Relatives of Key Management Personnel having significant influence over the Company by reason of voting power		Total	
		2016-17	2015-16	**2016-17**	2015-16	**2016-17**	2015-16	**2016-17**	2015-16	**2016-17**	2015-16
1	Licence Fee for Flat	**-**	-	**-**	-	**79.80**	78.30	**-**	-	**79.80**	78.30
2	Deposits received	**-**	-	**1,678.78**	1,698.87	**254.00**	189.75	**-**	-	**1,932.78**	1,888.62
3	Deposits refunded	**-**	-	**1,537.45**	1,568.87	**254.00**	189.75	**-**	-	**1,791.45**	1,758.62
4	Interest paid on deposits	**-**	-	**300.04**	295.60	**15.90**	10.27	**-**	-	**315.94**	305.87
5	Directors' Remuneration			**-**	-	**-**	-			**-**	-
	Mr. V. R. Garware	**-**	-	**-**	-	**640.63**	477.95	**-**	-	**640.63**	477.95
6	Directors' Sitting Fees	**-**	-	**-**	-	**-**	-	**0.80**	0.80	**0.80**	0.80
7	Balance payable (Principal)	**-**	0.41	**-**	-	**-**	-	**-**	-	**-**	0.41
8	Sale of Goods / Services	**0.09**	0.07	**-**	-	**-**	-	**-**	-	**0.09**	0.07
9	Security Deposit Placed	**-**	-	**-**	200.00	**-**	-	**-**	-	**-**	200.00

(III) Disclosure in Respect of Material Related Party Transactions during the year :

1 Licence fee paid to Mr. V. R. Garware of ₹ 79.80 lakhs (Previous year ₹ 78.30 lakhs) for the flat taken on Leave & Licence.

2 Deposit received of ₹ 1932.78 lakhs and refunded of ₹ 1791.45 lakhs (Previous year Deposit Received of ₹ 1888.62 lakhs and refunded of ₹ 1758.62 lakhs) include deposits from
V. R. Garware of ₹ 254 lakhs (Previous year ₹ 189.75 lakhs)
Late Shri Ramesh B. Garware Estate of ₹ 141.33 lakhs (Previous year ₹ 130.00 lakhs)
Garware Capital Markets Ltd. of ₹ 718.50 lakhs (Previous year ₹ 903.15 lakhs)
Manmit Investments & Trading Co. Pvt. Ltd. of ₹ 140.90 lakhs (Previous year ₹ 98.02 lakhs)
Moonshine Investments and Trading Co. Pvt. Ltd. of ₹ 76.50 lakhs (Previous year ₹ 55.47 lakhs)
Sanand Investment & Trading Co. Pvt. Ltd. of ₹ 51.60 lakhs (Previous year ₹ 41.64 lakhs)
Starshine Investments and Trading Co. Pvt. Ltd. of ₹ 37.30 lakhs (Previous year ₹ 30.35 lakhs)
Gurukrupa Investments and Trading Co. Pvt. Ltd. of ₹ 15.45 lakhs (Previous year ₹ 10.32 lakhs)
VMIR Investments Ltd. earlier known as Garware Utzon (Cordage) Ltd. of ₹ 235.90 lakhs (Previous year ₹ 199.04 lakhs)
Sukukar Holdings & Trading Co. Pvt. Ltd. of ₹ 47.60 lakhs (Previous year ₹ 38.45 lakhs)
VRG Investments Ltd. earlier known as Garware Indus Consulting Ltd. of ₹ 213.70 lakhs (Previous year ₹ 192.43 lakhs)

3 Interest paid on Deposit of ₹ 315.94 lakhs (Previous year ₹ 305.86 lakhs) includes
V. R. Garware of ₹ 15.90 lakhs (Previous year ₹ 10.27 lakhs)
Late Shri Ramesh B. Garware Estate of ₹ 176.66 lakhs (Previous year ₹ 162.50 lakhs)
Garware Capital Markets Ltd. of ₹ 45.47 lakhs (Previous year ₹ 71.26 lakhs)
Manmit Investments & Trading Co. Pvt. Ltd. of ₹ 11.20 lakhs (Previous year ₹ 9.41 lakhs)
Moonshine Investments and Trading Co. Pvt. Ltd. of ₹ 7.32 lakhs (Previous year ₹ 4.93 lakhs)
Sanand Investment & Trading Co. Pvt. Ltd. of ₹ 5.09 lakhs (Previous year ₹ 3.76 lakhs)
Starshine Investments and Trading Co. Pvt. Ltd. of ₹ 3.68 lakhs (Previous year ₹ 2.71 lakhs)
Gurukrupa Investments and Trading Co. Pvt. Ltd. of ₹ 0.69 lakhs (Previous year ₹ 0.89 lakhs)
VMIR Investments Ltd. earlier known as Garware Utzon (Cordage) Ltd. of ₹ 23.71 lakhs (Previous year ₹ 18.66 lakhs)
Sukukar Holdings & Trading Co. Pvt. Ltd. of ₹ 4.68 lakhs (Previous year ₹ 3.46 lakhs)
VRG Investments Ltd. earlier known as Garware Indus Consulting Ltd. of ₹ 21.54 lakhs (previous year ₹ 18.01 lakhs)

4 Payment to Key Management Personnel includes
V. R. Garware ₹ 640.63 lakhs (Previous year ₹ 477.95 lakhs)



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

39. EARNING PER SHARE (EPS)

a. EPS computed in accordance with Accounting Standard 20 "Earning Per Share"

Basic Earning 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 the purpose of calculating diluted Earning 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.

(₹ in lakhs)

BASIC AND DILUTED EPS	31st March 2017	31st March 2016
Net Profit attributable to Equity Shareholders	**8333.24**	6190.31
Basic EPS (in ₹)	**38.08**	28.29
Diluted EPS (in ₹)	**38.08**	28.29

b. Proposed Dividend

To commemorate completion of 40 years of the Company, the Board of Directors of the Company have recommended a special one-time dividend of ₹ 1.50/- (15%) per share of ₹ 10/- each in addition to normal dividend of ₹ 3.50/- (35%) per share of ₹ 10/- each for the consideration of the Members at 40th Annual General Meeting of the Company. The total proposed dividend for the year including normal dividend and special one-time dividend aggregating to a total dividend of ₹ 5.00/- (50%) per share of ₹ 10/- each would absorb an amount of ₹ 1316.84/- lakhs (including dividend tax of ₹ 222.74/- lakhs) in Financial Year 2017-18.

40. DISCLOSURE IN RELATION TO DERIVATIVE INSTRUMENTS

(a)	No. of Contracts	**19**	27
(b)	Purpose	**Hedging**	Hedging
(c)	Net un-hedged exposure	**₹ 2804.17 lakhs**	₹ 1510.27 lakhs

41. OPERATING LEASE

Operating lease payments are recognised as Expenses in the Statement of Profit and Loss on a straight-line basis over the lease term.

(a)	Future Lease Rental Payment		
	i) Not later than one year.	**Nil**	0.05
	ii) Later than one year not later than five years.	**Nil**	Nil
	iii) Later than five years.	**Nil**	Nil
(b)	Lease Payment recognised in the Statement of Profit and Loss	**Nil**	0.05

(c) General Description of the Leasing Arrangement :

i) Leased Assets : Twisting Machine with Spindles and related equipments.

ii) Future lease rental payment are determined on the basis of lease rent and use of leased Machine for processing operation of third party.

iii) At the expiry of the lease term, the Company will negotiate for extension of lease / formation of Joint Venture to carry out the activities.

42. EXPENDITURE INCURRED ON R&D ACTIVITIES ARE AS FOLLOWS

(₹ in lakhs)

	31st March 2017	31st March 2016	31st March 2015
Research and Development Equipments	**413.57**	421.89	443.12
Research and Development Revenue Expenditure	**579.05**	484.92	381.23

43. CONTINGENT LIABILITIES

(i) Disputed Excise duty ₹ 27.57 lakhs (Previous year ₹ 27.57 lakhs)

(ii) Bank Guarantees for ₹ 1565.57 lakhs (Previous year ₹ 1483.56 lakhs), in the ordinary course of business, against which the Company has issued counter guarantees for the non funded Bank limits of ₹ 13,500 lakhs (Previous year ₹ 13,500 lakhs).

(iii) Disputed amount of Sales Tax liability ₹ 41.68 lakhs (Previous year ₹ 196.68 lakhs).

(iv) The interest portion on delayed payment of Octroi Liability amounting to ₹ 21.64 lakhs (Previous year ₹ 21.64 lakhs) is under dispute.

(vi) The Income Tax Liability due to the department's appeals at higher levels (Supreme Court) amounting to ₹ 208 lakhs (Previous year ₹ 208 lakhs).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

44. DISCLOSURES UNDER THE MICRO, SMALL & MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

(a) An amount of ₹ 2.37 lakhs (31st March, 2016, ₹ 23.44 lakhs) and ₹ 12.95 (31st March, 2016 ₹ 22.76 lakhs) was due and outstanding to Suppliers as at the end of the year on account of Principal and Interest respectively.

(b) No interest was paid during the year.

(c) No interest outstanding at the end of the year where principal amount has been paid off to the supplier but interest amount is outstanding on 31st March, 2017.

(d) No amount of interest was accrued and unpaid at the end of the year.

The above information and that given in Note 10 - 'Trade Payable' regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified, on the basis of the information available with the Company. This has been relied upon by the Auditors.

45. ESTIMATED AMOUNT OF CONTRACTS REMAINING TO BE EXECUTED ON CAPITAL ACCOUNT AND NOT PROVIDED FOR NET OF ADVANCES ₹ 981.38 LAKHS (PREVIOUS YEAR ₹ 135.39 LAKHS)

46. INTEREST IN FIRM / JOINT VENTURES

A. The Company has entered into a partnership agreement (Sopan D. Patil & GWRL JV) in which the Company holds 40% share in profit / loss to execute Geo Synthetics Work - Contract value worth ₹ 577.31 lakhs. During the year ended 31st March, 2017, the said partnership has incurred a loss of ₹ Nil (Previous year ₹ Nil).

(₹ in lakhs)

	31st March 2017	31st March 2016
Current Assets	**15.87**	15.30
Non-current Assets	**19.81**	19.81
Current Liabilities	**(26.83)**	(24.53)
Non-current Liabilities	**(13.21)**	(13.21)
Reserve & Surplus	**4.36**	2.63
Revenue	**(0.00)**	(0.00)
Cost of Materials consumed	**-**	-
Employee benefit expenses	**-**	-
Other expenses	**-**	-
Profit / (loss) before Tax	**-**	-
Income-tax expenses	**-**	-
Profit / (loss) after Tax	**-**	-

B. The Company's Joint Venture with Waste Management Pacific Pty Ltd. (WMPL), (a company incorporated under the law of Australia) to carry out the business of Environmental Engineering through 'Garware Environmental Services Pvt. Ltd.' Joint Venture has became Wholly Owned Subsidiary of the Company w.e.f 28.11.2012, on acquisition of Shares held by WMPL.

47. DISCLOSURE OF SPECIFIED BANK NOTES (SBN'S)

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R.308 (E) dated 31st March, 2017 on the detail of specified bank notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination wise SBN and other notes as per notification as given bellow:

Particular	SBNs*	Other Denomination Notes	Total
Closing cash in hand as on 8th November, 2016	6.86	9.30	16.15
(+) Permitted receipts	Nil	45.22	45.22
(-) Permitted payment	(1.97)	(41.36)	(43.33)
(-) Amount Deposited in banks	(4.89)	Nil	(4.89)
Closing cash in hand as on 30th December, 2016	Nil	13.15	13.15

*For the purposes of this clause, the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Goverment of India, in the Ministry of Finance, Department of Economic Affairs, number S.O.3407(E), dated the 8th November, 2016.

48. These Financial Statements have been prepared in the format prescribed under Section 133 of Companies Act 2013 ('Act') read along with Rule 7 of the Company (Accounts) Rules, 2014, and Companies (Accounting Standards) Amendment Rules 2016, the provisions of the Act (to the extent notified) and guidelines issued by the Security and Exchange Board of India (SEBI). Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.



Form AOC-1:

Statement containing the salient features of the Financial Statement of Subsidiary / Associate Company / Joint Venture pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014.

Part - A : Subsidiary

(₹ in lakhs)

Sr. No.	Particulars	
1.	Name of the Subsidiary	Garware Environmental Services Pvt. Ltd.
2.	Reporting period for the Subsidiary	1st April, 2016 to 31st March, 2017
3.	Reporting currency as on the last date of the relevant Financial Year in the case of Foreign Subsidiaries	₹ in lakhs
4.	Exchange rate as on the last date of the relevant Financial Year in case of Foreign Subsidiaries	N.A.
5.	Share Capital	100.00
6.	Reserves and Surplus	29.59
7.	Total Assets	143.11
8.	Total Liabilities	143.11
9.	Investments	85.60
10.	Turnover	9.45
11.	Profit Before Tax	9.05
12.	Provision for Tax	2.95
13.	Profit After Tax	6.10
14.	Proposed Dividend	-
15.	% of Shareholding	100%
Notes:		
1.	Names of Subsidiary which are yet to commence operations	Garware Environmental Services Pvt. Ltd.
2.	Names of Subsidiaries which have been liquidated or sold during the year	-

Part - B : Associate Company

Sr. No.	Particulars	
1.	Name of Associate Company	Garware Meditech Pvt. Ltd.
2.	Latest Audited Balance Sheet Date	31st March, 2017
3.	Shares of Associate held by the Company on the year end	
	No.	5,000 Shares
	Amount of Investment in Associates	₹ 0.50 lakhs
	Extend of Holding %	50%
4.	Description of how there is significant influence	Chairman same in both company
5.	Reason why the Associate is not Consolidated	Consolidated
6.	Net worth attributable to Shareholding as per latest Balance Sheet	Nil
7.	Loss for the year	
	i) Considered in Consolidation	₹ (0.03) lakhs
	ii) Not considered in Consolidation	-

V. R. GARWARE
Chairman & Managing Director
DIN. 00092201

M. V. GARWARE
Director
DIN. 06948274

SUNIL AGARWAL
Company Secretary
M. No. FCS 6407

R. M. TELANG
Director
DIN. 00092103

S. P. KULKARNI
Director
DIN. 00006914

S. H. BAMNE
VP Corporate (CFO)

Pune,
24th May, 2017

Progress through the Years

(Standalone)

(₹. in Lakhs)

	31.3.08	31.03.09	31.03.10	31.03.11	31.03.12	31.03.13	31.03.14	31.03.15	31.03.16	31.03.17
COMPANY OWNED										
1. FIXED ASSETS (NET)	12,824.56	13,272.38	14,411.74	15,574.99	16,985.21	15,449.16	16,012.58	17,260.92	19,994.49	20,364.57
2. INVESTMENTS	1,771.30	1,762.98	1,697.60	892.18	911.96	916.95	933.46	904.00	893.06	11,393.06
3. NET CURRENT ASSETS[$$]	16,584.53	17,601.04	15,987.40	20,405.98	22,977.38	23,160.21	19,694.59	19,049.52	22,917.67	24,817.10
TOTAL ASSETS (NET)	**31,180.39**	**32,636.40**	**32,096.74**	**36,873.15**	**40,874.55**	**39,526.32**	**36,640.63**	**37,214.44**	**43,805.22**	**56,574.73**
COMPANY OWED										
1. LOAN FUNDS	*11,382.00	10,574.11	8,652.16	11,621.06	14,033.21	11,043.33	7,133.07	3,972.47	4,502.58	8,571.05
2. COMPANY'S NET WORTH -										
- EQUITY SHARE CAPITAL	[@]2,171.24	**2,370.84	2,370.84	2,370.84	2,370.84	2,370.84	[$$$]2,197.23	[##]2,188.21	2,188.21	2,188.21
- RESERVES AND SURPLUS[Δ]	16,051.69	18,107.40	19,350.96	21,104.29	22,671.54	24,297.79	25,285.32	28,806.75	34,284.42	42,732.87
3. DEFERRED TAX LIABILITY	1,575.46	1,584.05	1,722.78	1,776.96	1,798.96	1,814.36	2,025.01	2,247.01	2,830.01	3,082.60
TOTAL CAPITAL EMPLOYED	**31,180.39**	**32,636.40**	**32,096.74**	**36,873.15**	**40,874.55**	**39,526.32**	**36,640.63**	**37,214.44**	**43,805.22**	**56,574.73**
INCOME	**40,869.15**	**44,694.83**	**45,444.97**	**50,366.94**	**58,416.39**	**60,880.36**	**69,275.60**	**79,051.88**	**83,543.67**	**87,891.77**
RAW MATERIAL AND STOCK CONSUMED	17,302.31	20,010.60	20,481.25	21,927.07	25,181.95	26,468.38	31,633.68	36,345.89	31,526.85	29,308.21
SALARIES AND WAGES	4,658.14	5,188.45	5,523.82	6,536.65	7,936.04	7,915.59	6,379.98	8,424.09	9,279.29	10,483.44
OPERATING AND OTHER EXPENSES	12,665.79	14,413.50	14,171.95	16,171.09	18,575.28	19,707.50	24,209.35	25,530.59	28,641.41	33,517.50
INTEREST	1,431.95	1,292.82	1,074.45	891.58	1,660.62	1,448.01	1,282.96	1,024.83	872.69	642.30
EXCISE DUTY	851.56	673.55	296.98	235.35	255.23	368.44	422.62	436.77	438.31	343.64
PROFIT BEFORE DEPRECIATION AND TAX	3,959.40	3,115.91	3,896.52	4,605.20	4,807.27	4,972.44	5,347.01	7,289.71	10,014.72	13,596.68
DEPRECIATION	1,101.92	1,230.16	1,292.42	1,483.98	1,601.92	1,632.44	1,439.33	1,238.55	1,310.49	1,413.20
PROFIT BEFORE TAX	2,857.48	1,885.75	2,604.10	3,121.22	3,205.35	3,340.00	3,907.68	6,051.16	8,704.23	12,183.48
TAX	437.79	265.84	666.06	677.95	804.78	872.62	1,241.49	1,745.67	2,516.60	3,856.30
PROFIT AFTER TAX	2,419.69	1,619.91	1,938.04	2,443.27	2,400.57	2,467.38	2,666.19	4,305.49	6,187.63	8,327.18
DIVIDEND OUTGO[Ω]	635.06	693.44	693.44	688.88	688.86	693.44	694.07	787.74	869.10	-
EARNING RETAINED IN BUSINESS	1,784.63	926.47	1,244.60	1,754.39	1,711.71	1,773.94	1,972.12	3,517.75	5,318.53	8,327.18
EARNING PER SHARE	11.68	6.92	8.17	10.31	10.13	10.41	12.13	19.68	28.28	38.05
DIVIDEND PAID PER EQUITY SHARE (₹)	2.50	2.50	2.50	2.50	2.50	2.50	2.70	3.00	3.30	***5.00
BOOK VALUE OF EQUITY SHARE (₹) (Without Revaluation)	83.87	86.32	91.57	98.97	105.59	112.45	125.08	141.65	166.68	205.29
FOB VALUE OF EXPORTS	12,615.70	14,415.98	14,522.30	17,784.50	24,584.47	25,414.56	32,715.82	33,946.01	32,966.53	37,021.66

* Includes Application moneys of Convertible Warrants.

$ 7,50,000 Equity Shares against Convertible Warrants.

@ 9,98,000 Equity Shares against Convertible Warrants.

** 19,96,000 Equity Shares against Convertible Warrants.

Δ The figures of reserves and surplus has been calculated after dedction of miscellanious expenditure to the extend not written off or adjusted and Includes revaluation reserve ₹ 13.19 lakhs for 31.03.08, ₹ 12.15 lakhs for 31.03.09, ₹ 11.11 lakhs for 31.03.10, ₹ 10.07 lakhs for 31.03.11, ₹ 9.02 lakhs for 31.03.12, ₹ 7.98 lakhs for 31.03.13, ₹ 6.93 lakhs for 31.03.14, ₹ 5.98 lakhs for 31.03.15, ₹ 4.85 lakhs for 31.03.16, ₹ 3.81 lakhs for 31.03.17 respectively.

Ω Dividend Outgo includes Tax on Dividend, where applicable.

$$ Includes both current and non-current assets and liabilities.

$$$ 17,36,097 Equity Shares bought back by the Company during the period from 10th October, 2013 to 31st March 2014 under the Buyback Scheme.

90,193 Equity Shares bought back by the Company during the period from 1st April, 2014 to 9th April 2014 under the Buyback Scheme.

*** To commemorate completion of 40 years of the Company, the Board of Directors of the Company have recommended a special one-time dividend of ₹ 1.50/- (15%) per share of ₹ 10/- each in addition to normal dividend of ₹ 3.50/- (35%) per share of ₹ 10/- each for the consideration of the Members at 40th Annual General Meeting of the Company. The total proposed dividend for the year including normal dividend and special one-time dividend aggregating to a total dividend of ₹ 5.00/- (50%) per share of ₹ 10/- each would absorb an amount of ₹ 1316.84/- lakhs (including dividend tax of ₹ 222.74/- lakhs) in Financial Year 2017-18.

NOTES

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RBG Group

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