



GARWARE
TECHNICAL FIBRES

Date: 14th August, 2018

To,
Listing Department
The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001

BSE Scrip Code: 509557

Dear Sir,

Reference: Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015")

Subject: Proposed Reduction of Capital of the Company

We would like to inform you the Board of Directors of the Company at their meeting held on 21st June, 2018 consented to the proposed reduction of capital subject to requisite statutory and regulatory approvals.

We further wish to inform you that the Company is listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), Mumbai.

The name of the Company was changed from "Garware-Wall Ropes Limited" to "Garware Technical Fibres Limited" and a fresh Certificate of Incorporation consequent upon the change of name was issued on July 20, 2018.

Pursuant to Regulation 37 of the SEBI (LODR) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, we hereby state/submit as under:

Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the company consenting the proposed reduction of capital of the Company	Annexure 1
2.	The draft of the Application to the Mumbai Bench of the National Company Law Tribunal (for confirmation of the proposed reduction of capital of the Company pursuant to the provisions of Sections 66 read with Section 52 of the Companies Act, 2013 and Rules made thereunder ("draft Application"))	Annexure 2
3.	Valuation report from M/s Rashmi Apte & Associates, Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.	Annexure 3
4.	Report from the Audit Committee recommending the reduction of capital of the Company taking into consideration, inter alia, the valuation report at sr. no. 3 above	Annexure 4



5.	Fairness opinion by SPA Capital Advisors P. Ltd. Independent SEBI Registered Merchant Banker	Annexure 5
6.	Shareholding pattern of the Company pre and post capital reduction as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.	Annexure 6
7.	Last Annual Report and the audited / unaudited financials of the latest quarter accompanied mandatorily by the Limited Review Report of the Auditor.	Annexure 7
8.	Corporate Governance Report as per Regulation 27 (2) (a) of the SEBI (LODR) Regulations, 2015	Annexure 7A
9.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.	Annexure 8
10.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for Reduction of Capital and all accounting standards.	Annexure 9
11.	Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (To be submitted within 7 days of expiry of 21 days from the date of uploading of related documents on reduction of share capital on Exchange's website).	Shall be submitted after 21 days
12.	If as per the company, approval from the Public shareholders through e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Sub Para 9(a) b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Annexure 10A and 10B
13.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor of the listed company as per Proviso of Regulation 70(1) (ii) (b) of ICDR.	N.A.
14.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	Annexure 11
15.	Brief details of the Company	Annexure 12
16.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post reduction of share capital for the Company.	Annexure 13
17.	Capital evolution details of the Company	Annexure 14



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18.	Confirmation by the Managing Director/ Company Secretary	Annexure 15
19.	<p>a) Processing fee (non-refundable) payable to BSE will be as below, through RTGS- Details given in Annexure 16 or through Cheque/DD <u>favoring 'BSE Limited'</u> Rs.1,80,000/ plus GST as applicable, where one entities/companies are Merged or one new company formed due to De merger Rs.2,00,000/ plus GST as applicable, where more than one entity/company is Merged or more than one new company formed due to De merger.</p> <p>b) Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS or through DD <u>favoring 'Securities and Exchange Board of India' payable at Mumbai'</u></p> <p>As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000.</p>	<p>Annexure 16</p> <p>Pay Order will be submitted alongwith hard copy of the application</p>
20.	In case of scheme of demerger, additional documents	N.A.
21.	<p>a) In case NCRPS / NCDs are proposed to be issued to the shareholders of the listed entity and are to be listed, the company shall submit an undertaking signed by CS / MD of the company confirming compliance with the requirements of SEBI circular dated May 26, 2017.</p> <p>b) In case a new unlisted company is seeking listing pursuant to scheme of arrangement but at least 25% of the post scheme paid up capital of the unlisted company does not comprise of shares allotted to the public shareholders in the listed transferor / demerged entity, the company shall submit the compliance with the requirements of SEBI circular Ref: CFD/DIL3/CIR/2017/105 dated September 21, 2017 by CS/MD and statutory auditor of the company.</p>	N.A.
22.	<p>Name & Designation of the Contact Person: Mr. Sunil Agarwal, Company Secretary & Compliance Officer Telephone Nos. (landline & mobile): Landline: +91 20 30780177, Mobile: +91 7767802894 Email ID: sagarwal@garwarefibres.com</p>	As mentioned

For GARWARE TECHNICAL FIBRES LIMITED


Sunil Agarwal
Company Secretary
M No. F 6407

Registered Office

Garware Technical Fibres Ltd. (Formerly Garware - Wall Ropes Ltd.): Plot No.11, Block D-1, M.I.D.C., Chinchwad, Pune 411 019, India.
+91 20 3078 0000/0306 E pune_admin@garwarefibres.com www.garwarefibres.com CIN: L25209MH1976PLC018939



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Note:

- 1) In addition to compliance with the requirements of SEBI (LODR) Regulations / SEBI circulars on scheme and other statutory requirements, the listed entity shall also comply with the following requirements:
 - a. In case of merger of an unlisted company or a division of unlisted company with the listed transferee company, the transferee company should have a minimum paid up capital of Rs.3 crores post scheme of arrangement / amalgamation.
 - b. In case a listed company merges with an unlisted company or division of a listed company is hived off into an unlisted company and the unlisted company applies for listing to BSE, the transferee / resulting company should have a minimum paid up capital of Rs.3 crores post scheme of amalgamation / arrangement.
- 2) All pages of the documents/details provided should be serially numbered, stamped and certified by the authorized signatory of the company.
- 3) In case of schemes of arrangement involving merger of wholly owned subsidiary or its division with its holding company, following documents are to be submitted vide email to ["bse.schemes@bseindia.com"](mailto:bse.schemes@bseindia.com) mentioning company name as subject, for dissemination on the Exchange's website:
 - a) Certified true copy of Board of Director's resolution approving the draft scheme of amalgamation of WOS or its division with its holding company
 - b) Certified true copy of Draft scheme.
 - c) Processing fee (non-refundable) of Rs. 25,000/- plus GST, as applicable payable to BSE, through RTGS- Details given in **Annexure IX** or through Cheque/DD **favoring 'BSE Limited'**

Kindly also submit one additional set of the documents at sr. nos. 2 to 11 separately (hard copy as well as soft copy emailed to ["bse.schemes@bseindia.com"](mailto:bse.schemes@bseindia.com) mentioning company name as subject, for uploading on the Exchange website).

The Exchange reserves the right to modify and ask for additional documents / clarifications depending on a case to case basis. Approval for the proposed scheme will be subject to compliance with the Statutory/ Regulatory requirements, norms of the Board of Directors of the Exchange and other Exchange requirements



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY, AT ITS MEETING HELD ON THURSDAY, 21ST JUNE, 2018 AT PLOT NO. 11, BLOCK D-1, MIDC, CHINCHWAD, PUNE 411 019

APPROVAL FOR REDUCTION OF CAPITAL OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 66 read with Section 52 and other applicable provisions, if any, of the Companies Act, 2013 or any amendment thereof, to the extent applicable, read with the Rules made thereunder and pursuant to the provisions of Memorandum of Association and Article 13 of the Articles of Association of the Company, and subject to the confirmation by / sanction of the Mumbai Bench of the National Company Law Tribunal ('Tribunal') or such other competent authority and requisite approvals of BSE Limited and the National Stock Exchange of India Limited and requisite approval of the members of the Company, and consent / approval of the lenders, creditors, Central Government, if required, and any other statutory/regulatory authorities as may be required and based on the recommendation of the Audit Committee of the Company, the consent of the Board of Directors (hereinafter referred to as the 'Board') be and is hereby accorded to the proposed Reduction of Capital of the Company, as under:

- a. Reduction of equity share capital of the Company from Rs. 21,88,20,600/- (Rupees Twenty One Crores Eighty Eight Lakhs Twenty Thousand and Six Hundred only) divided into 2,18,82,060 (Two Crore Eighteen Lakhs Eighty Two Thousand and Sixty) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,93,55,600/- (Rupees Twenty Crores Ninety Three Lakhs Fifty Five Thousand and Six Hundred only) divided into 2,09,35,560 (Two Crore Nine Lakhs Thirty Five Thousand Five Hundred and Sixty) equity shares of Rs. 10/- (Rupee Ten only) each by cancellation of 9,46,500 equity shares of Rs. 10/- each held by "GWRL Managerial Staff Welfare Trust" ("Welfare Trust") without any payout to the Welfare Trust.
- b. Outstanding amount of interest free advance payable by Welfare Trust to the Company as on the Effective Date of the Reduction of Capital being adjusted against the Securities (Share) Premium Account of the Company.

RESOLVED FURTHER THAT the draft of the Application to the Mumbai Bench of the National Company Law Tribunal (for confirmation of the proposed reduction of capital of the Company pursuant to the provisions of Sections 66 read with Section 52 of the Companies Act, 2013 and Rules made thereunder ("draft Application")) and Draft of the Special Resolution together with explanatory statement seeking approval of the Member(s) for Reduction of Capital of the Company ("Special Resolution") to be submitted to the BSE Limited and National Stock Exchange of India Limited for obtaining Observation Letter/ No Objection Letter in accordance with the provisions of Securities Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") read with the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") as placed before the Board and initialed by the Company Secretary for the purpose of identification, *inter alia* providing for the above matters (the same will be updated at the time of seeking approval of Member(s) or filing before the Tribunal), be and is hereby noted and accepted.



RESOLVED FURTHER THAT the Valuation Report dated 20th June, 2018, of M/s. Rashmi Apte & Associates, Independent Chartered Accountants as placed before the Board, be and is hereby noted and accepted;

RESOLVED FURTHER THAT the Fairness Opinion Report dated 20th June, 2018, of M/s. SPA Capital Advisors Limited, an Independent Category-I Merchant Banker, on the valuation done by M/s. Rashmi Apte & Associates, Independent Chartered Accountants, as placed before the Board be and is hereby noted and accepted;

RESOLVED FURTHER THAT the recommendation of the Audit Committee dated 21st June, 2018 on the proposed Reduction of Capital of the Company *inter alia* taking into account the Valuation report prepared by M/s. Rashmi Apte & Associates, Independent Chartered Accountants, and the Fairness Opinion of M/s. SPA Capital Advisors Limited, an Independent Category - I Merchant Banker, as placed before the Board be and is hereby noted and accepted;

RESOLVED FURTHER THAT Mr. Vayu R. Garware - Chairman & Managing Director, Mr. S. P. Kulkarni, Director, Mr. S. H. Bamne AVP-Corporate (CFO), Mr. Sunil Agarwal – Company Secretary and Compliance Officer and Mr. Santosh Purohit, Dy. Manager-Secretarial (hereinafter referred to as "Constituted Attorneys") be and are hereby severally authorized for the following:

- (a) Filing the requisite information / details of the Reduction of Capital of the Company with the concerned stock exchange or any other body or regulatory authority or agency to obtain approval or sanction for giving effect thereto;
- (b) Represent the Company before the Stock Exchanges, SEBI, as required, the Tribunal and such other authorities or bodies for filing and making applications and for that purpose to sign, execute and verify the petitions, applications, undertakings, affidavits, all other documents and deeds as may be required for the purpose and to make such modifications/alterations as may be required by the aforesaid authorities or as may be thought fit and expedient by the said Constituted Attorneys, severally;
- (c) Filing of applications with the Mumbai Bench of the Tribunal or any other appropriate authority;
- (d) Finalize and settle the draft of the notices for convening the meeting of the creditors of the Company, if directed by the Tribunal, and the draft of the explanatory statements under provisions of the Companies Act, 2013, SEBI Circulars, or any such applicable provisions under the Companies Act, 2013, in terms of the directions of the Tribunal, or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Reduction of Capital of the Company;
- (e) Filing of petitions for confirmation of the Reduction of Capital of the Company by the Tribunal or such other competent authority;

- (f) Filing affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary, and sign and issue public advertisements and notices;
- (g) To sign all applications, petitions, affidavits, pleadings, documents, relating to the Reduction of Capital of the Company or delegate such authority to another person by a valid Power of Attorney;
- (h) Obtaining approval from such other authorities and parties including the shareholders, term loan lenders, financial institutions, creditors as may be considered necessary, to the Reduction of Capital of the Company;
- (i) To apply for and obtain requisite approval of the Central Government and any other authority or agency, whose consent is required including those of any Lenders / Creditors;
- (j) To appoint the merchant bankers, Scrutinizers, Registrars and such others professionals / agencies as may be required to give effect to the Reduction of Capital of the Company;
- (k) To settle any question or difficulty that may arise with regard to the implementation of the Reduction of Capital of the Company, and to give effect to the above resolution;
- (l) To convene general meeting of the shareholders with regard to implementation of the Reduction of Capital of the Company;
- (m) To do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Reduction of Capital of the Company and for matters connected therewith or incidental thereto;
- (n) Decide upon, make modifications, changes, variations, amendments, revision in and bring into effect the Reduction of Capital of the Company from time to time or give such directions as they may consider necessary to settle any question or difficulty arising thereunder or in regard to and of the meaning or interpretation thereof or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Reduction of Capital of the Company and if necessary, to waive any of those (to the extent permissible under law) or to suspend, withdraw or revive the Reduction of Capital of the Company from time to time as may be specified by any statutory authority or they may *suo moto* decide in their absolute discretion and to do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulty that may arise with regard to or in relation to the Reduction of Capital of the Company as they may deem fit in their absolute discretion provided prior approval of the Board shall be obtained for making any material changes in the terms of Reduction of Capital as approved in the Board meeting.





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RESOLVED FURTHER THAT BSE Limited ('BSE') be and is hereby chosen as the Designated Stock Exchange ('DSE') in terms Regulation 37 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular;

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors;

RESOLVED FURTHER THAT any of the Director of the Company, Chief Financial Officer, and Company Secretary of the Company be and is hereby authorized severally to sign a copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

For GARWARE TECHNICAL FIBRES LIMITED


Sunil Agarwal
Company Secretary
M. No. F. 6407

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

BENCH AT MUMBAI

In the matter of Companies Act, 2013

And

In the matter of Section 66 read with Section 52 of the Companies Act, 2013

And

In the matter of Reduction of Share Capital

OF

Garware Techincal Fibres Limited ... Applicant Company

(Formerly Garware-Wall Ropes Limited)

Company Application No. of 2018

Garware Techincal Fibres)
Limited, a company incorporated)
under the provisions of the Indian
Companies Act, 1956 and an)
existing company under the)
Companies Act, 2013, having its
registered office situated at Plot)
No. 11, Block D-1, M.I.D.C.,)
Chinchwad, Pune – 411019,)
Maharashtra) **Applicant Company**

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3.	List of Documents	
4.	<u>Exhibit A</u>	

	Copy of Memorandum of Association and Articles of Association of the Applicant Company	
5.	<u>Exhibit B</u> Certified true copy of the last Audited Financial Statements of the Applicant Company as on March 31, 2018	
6.	<u>Exhibit C</u> Certified true copy of the unaudited provisional Financial Statements of the Petitioner Company as on June 30, 2018	
7.	<u>Exhibit D</u> Declaration by a director that there is no default in the repayment of any deposits or interest thereon	
8.	<u>Exhibit E</u> Certified true copy of Board Resolution for reduction of capital dated June 21, 2018	
9.	<u>Exhibit F</u> Postal Ballot Notice seeking approval of the Member(s) for Reduction of Capital of the Applicant Company to be sent to the Members of the Applicant Company	
10.	<u>Exhibit G</u> Draft of the Special Resolution together with explanatory statement seeking approval of the Member(s) for Reduction of Capital of the Applicant Company	
11.	<u>Exhibit H</u> Copy of the Form MGT -14 and challan thereto	

	with respect to submission of special resolution of reduction of share capital filed by the Applicant Company with the Registrar of Companies	
12.	<u>Exhibit I</u> Shareholding Pattern of the Applicant Company as on June 30, 2018.	
13.	<u>Exhibit J</u> List of creditors certified by two creditors and one Director of the Applicant Company as on June 30, 2018	
14.	<u>Exhibit K</u> Certificate issued by the Statutory Auditors of the Applicant Company with regard to the creditors list as on June 30, 2018, accounting treatment and repayment of deposits or interest thereon	
15.	<u>Exhibit L</u> Form of minutes to be registered under section 66(5) of the Companies Act, 2013	
16.	Affidavit Verifying the Petition by the Applicant Company	
17.	Vakalatnama	

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT MUMBAI**

In the matter of Companies Act, 2013

And

In the matter of Section 66 read with Section 52 of the Companies Act, 2013

And

In the matter of Reduction of Share Capital

OF

**Garware Techincal Fibres Limited ... Applicant Company
(Formerly Garware-Wall Ropes Limited)**

Company Application No. of 2018

Garware Techincal Fibres Limited, a)
company incorporated under the)
provisions of the Indian Companies Act,)
1956 and an existing company under the)
Companies Act, 2013, having its)
registered office situated at Plot No. 11,)
Block D-1, M.I.D.C., Chinchwad, Pune –)
411019, Maharashtra)**Applicant Company**

SYNOPSIS

Serial Number	Date of Events	Events
1.		Article 13 of the Articles of Association of the Applicant Company authorizes the Applicant Company to reduce its share capital in any manner as per the relevant provisions of the Companies Act
2.	June 21, 2018	The Board of Directors of the Applicant Company sanctioned the reduction of capital subject to confirmation by the shareholders, National Company Law Tribunal and other statutory authorities.
3.	[●] ¹ , 2018	The Shareholders of the Applicant Company sanctions the Reduction of Capital
4.	[●] ² , 2018	The Applicant Company filed the Application with BSE Limited and National Stock Exchange of India Limited.

¹ The date will be included in the application once the Members of the Company sanctions the Reduction of Capital

² The date will be included in the Application once the Company receives observation letter / no objection letter from BSE Limited and National Stock Exchange of India Limited

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT MUMBAI**

In the matter of Companies Act, 2013

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under the provisions of the Indian
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registered office situated at Plot)
No. 11, Block D-1, M.I.D.C.,)
Chinchwad, Pune – 411019,
Maharashtra) **Applicant Company**

The Applicant Company herein submits:

1. Garware Technical Fibres Limited (Formerly Known as Garware-Wall Ropes Limited)(hereinafter mentioned as ‘Company’ or ‘Applicant Company’) having Corporate Identity Number as L25209MH1976PLC018939 was incorporated as a public limited company under the Companies Act, 1956 on April 1, 1976 in the name of “Garware-Wall Ropes Limited” in the state of Maharashtra. The name of the Applicant Company was changed from “Garware-Wall Ropes Limited” to “Garware Technical Fibres Limited” and a fresh Certificate of Incorporation consequent upon the change of

name was issued on July 20, 2018. The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. A certified true copy of Certificate of Incorporation, Memorandum of Association and Articles of Association of the Applicant Company is annexed hereto as "Exhibit –A".

2. The Registered Office of the Applicant Company is situated at Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune – 411019, Maharashtra.

3. The Main objects of the Applicant Company as set out in the Memorandum of Association are inter-alia as under:

- i. *To manufacture in India, ropes, cordage, strings and twine of every description from natural and/or Synthetic fibres and/or other material and/or by blending or mixing fibres/material of different kinds for industrial, marine, agricultural or domestic use.*
- ii. *To carry on the business of processors, exporters, importers, buyers, sellers and dealers in ropes, cordage, strings and twines.*
- iii. *To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market, install, trade in and provide technical consultancy or solutions in all kinds of geosynthetic products and systems like geogrid, geonet, geotextile whether woven or non-woven, geomembrane, geocomposite and its accessories like splits bolts, anco drain, rock bolts, segmented wall blocks and all the other accessories and to carry out incidental infrastructure related constructions and activities including manufacture and sale of mechanised trolleys for operating on railway tracks.*

4. Rationale and Purpose for capital Reduction

4.1 The Applicant Company has an employee benefit and welfare trust in the name of 'GWRL - Managerial Staff Welfare Trust' (hereinafter known as 'Welfare Trust') which was settled by the Applicant Company by executing a Trust Deed dated 21st November, 2006. By a resolution passed at the meeting of Board of Directors of the Applicant Company held on 16th October, 2006, the Applicant Company had formulated and approved an Employee Welfare Scheme (hereinafter known as 'Welfare Scheme') inter alia for the benefit of eligible employees in the grade of manager and above on the terms and conditions set out therein.

The Welfare Trust was settled by the Applicant Company by settling a sum of Rs. 10,000/- to the Welfare Trust. Thereafter, the Settlor has granted refundable interest free advance, as detailed herein below.

4.2 In December 2006, the members of the Applicant Company approved the issue and allotment of 9,98,000 convertible warrants to the Welfare Trust on preferential basis ("Warrants") in accordance with the erstwhile SEBI (Disclosure and Investor Protection) Guidelines, 2000.

4.3 In order to enable the Welfare Trust to subscribe to the Warrants and thereafter convert the above referred Warrants into equity shares, the Applicant Company had provided an interest free advance on 23rd December, 2006 for a sum of Rs. 66,36,700/- and on 23rd May, 2008, for a further sum of Rs. 5,97,30,300/- aggregating to total of Rs. 6,63,67,000/- to the Welfare Trust.

4.4 9,98,000 equity shares of the Company were allotted to the Welfare Trust on exercise of Warrants at a price of Rs. 66.50/- per equity share (representing the face value of Rs. 10/- per equity share at a premium of Rs. 56.50/- per equity share) aggregating to a total acquisition price of Rs. 6,63,67,000/-. The

Welfare Trust has not acquired any equity shares through secondary market i.e. not made any “Secondary Acquisition”.

4.5 From the Financial Year 2007-08 until Financial Year 2017-18, the total amount of dividend received by the Welfare Trust from the Company is Rs. 2,57,26,000/-. Out of the total dividends received, Rs. 2,51,21,385 /- was used for repayment of interest free advance to the Company over the years. As on 31st March 2018, the outstanding amount of interest free advance repayable by the Welfare Trust to the Company is Rs. 3,91,88,558.10³/-.

Out of the balance amount of dividends received, the amount aggregating to Rs. 6,04,615/- was used to provide following benefits to the employees during the financial years 2012-13 and 2013-14.

Sr. No.	Particular	2012-13 (Rs.)	2013-2014 (Rs.)
a.	Merit Scholarship Policy	30000	NIL
b.	Long Service Awards Policy	455190	119425
	Total	485190	119425

4.6 The Welfare Scheme has been purely cash based and no equity shares have been transferred to any employees so far. The Company intends to continue extending these two welfare benefits as above, directly to employees, in future also.

The details of some Welfare benefits currently extended directly by the Company are as below:-

Sr. No.	Employee Welfare Benefits extended directly by the Company pertains to
1	Merit Scholarship Policy
2	Educational Loan / Financial Assistance
3	Long Service Awards
4	One Time Medical Expenses
5	Financial Assistance to the Dependents of the Family
6	Housing

³ The outstanding amount of Interest free advance shall be further reduced to Rs. 3,49,29,308.10/- pursuant to repayment of Rs. 42,59,250/- to be received as dividend by the Welfare Trust for the year 2017-2018.

7	One Time Award on Special achievement. Employee of the Month / Team Awards
8	Loan with or without interest for the personal need like Vehicle Loan/ Children Education Fees payment /Medial urgency / Home construction / Renovation of Home / Repaying Home loan etc.
9	Long Term Retention scheme
10	Retirement Gift
11	Golden Ring for long service of 20 years
12	Annual Day Awards

These benefits are discretionary in nature and eligibility criteria for extending such benefits is determined by the Company from time to time.

- 4.7 The Welfare Scheme falls within the legal definition of General Employee Benefits Schemes ('GEBS') set out in the SEBI (Share Based Employee benefits) Regulations, 2014 (hereinafter known as the "**Regulations**").
- 4.8 With the Regulations becoming effective, the Welfare Scheme has been aligned with the requirements of the Regulations. The Company, taking note *inter-alia* of the regulatory requirement under Regulation No 31 (2) (b) (ii), after discussing the matter with the Trustees of the Welfare Trust, arrived at a conclusion that the premises, objects and other considerations, as were considered and prevalent in the year 2006 while setting up of the "Welfare Trust" and framing of Welfare Scheme needed to be revisited in light of changes that have taken place since the year 2006 in the context of the Remuneration Policy as applicable to employees under Welfare Trust. As such, the Company decided not to offer any benefit under the aligned Welfare Scheme, pending decision as to whether to continue the Welfare Scheme.
- 4.9 Regulation 31 (2) (b) (ii) of the Regulations mandates employee welfare schemes of listed companies to reduce their holding in a listed company to 10% or less of its total assets within a period of 5 years from the date of the Regulations. As on date, the Welfare Trust holds 9,46,500 equity shares of the Company and it constitutes approximately 99% of the total assets of the Welfare Trust.
- 4.10 The Compensation Committee of the Board of Directors after taking into account the findings of the internal review made by the management was of the view that it would be prudent to wind up the Welfare Scheme, as the same is rendered redundant, taking into consideration *inter-alia* that the

Company does not intend to offer any equity share based employee benefit schemes out of the equity shares presently held by the Welfare Trust and the Company is providing directly other non-share based benefits to all managerial staff including those under the Welfare Trust.

4.11 Accordingly, the Compensation Committee after considering various relevant factual aspects besides the reasons or grounds stated above including the need to comply with Regulation 31 (2) (b) (ii) of the Regulations, recommended that with the winding of the Welfare Scheme, the equity shares held by the Welfare Trust be cancelled by opting for selective reduction of share capital without any payout to the Welfare Trust and all suitable steps be taken in connection with the same.

4.12 With winding up the Welfare Scheme and the reduction of capital, the outstanding amount of interest free advance payable by the Welfare Trust to the Company is proposed to be adjusted against the "Securities (Share) Premium Account" of the Company.

4.13 The above recommendation of the Compensation Committee of the Company for winding up of the Welfare Scheme was also communicated to the Trustees of Welfare Trust for their consideration. The Trustees of the Welfare Trust after consideration of the various aspects related to subject matter and facts, concurred with the views of the Compensation Committee. The Trustees of the Welfare Trust have come to the conclusion, no useful purpose will be served to continue Welfare Scheme inter-alia considering the following aspects :

- a) The Welfare Trust has, so far, not extended any benefit to employees except small amounts in two years (as referred above);
- b) The Company is directly providing non-share based welfare benefits to managerial staff including those under Welfare Trust and the Company intend to extend these welfare benefits directly to managerial staff in future also.
- c) The Company does not intend to offer any share based employee benefit schemes or any shared based stock option schemes out of the shares held by the Welfare Trust.

- d) The Trustees of the Welfare Trust have taken note that since the Welfare Trust is a discretionary trust and no welfare benefits has been extended after the welfare scheme is re-aligned nor any eligible beneficiaries identified, there are no beneficiaries to the Welfare Trust. There is no right provided to any employee of the Company in relation to the shares held by the Welfare Trust.

Accordingly, the Trustees of the Welfare Trust have concurred with the recommendation of the Compensation Committee to wind up of the Welfare Scheme and offer the equity shares held by the Welfare Trust for cancellation by the Company without any payout to the Welfare Trust. The interest free advance given to the Welfare Trust by the Company was ultimately for the benefit of the Company since the trust was one of the mode or vehicle of administering the human resources policy of the Company. The said advance is therefore proposed to be adjusted against the Securities (Share) Premium Account of the Company.

- 4.14 The above recommendation of the winding –up of the Welfare Scheme of the Compensation Committee, as consented by the Trustees of the Welfare Trust were considered and approved by the Board of Directors of the Company. The Board further consented the selective reduction of share capital and a proposal for adjustment of the outstanding amount of interest free advance payable by the Welfare Trust to the Company against the Securities (Share) Premium Account of the Company as placed before the Board of Directors.

- 4.15 The Board have decided to recommend to the shareholders of the Company for their consideration and approval, the proposal of selective reduction of equity share capital in the Company held by the Welfare Trust keeping in mind various relevant factual aspects and for following reasons in particular:

- a. The Company does not intend to distribute equity shares of the Company held by the Welfare Trust to the employees nor use the aforesaid equity shares for any shared based stock option schemes;
- b. The Company has been extending various welfare benefits directly to all the managerial staff including those under Welfare Trust including some

benefits which otherwise form part of Welfare Scheme. The Company intends to continue extending these welfare benefits in future;

- c. Since the Welfare Trust is discretionary in nature, there are no identifiable employees who are beneficiaries to the Welfare Scheme;
- d. Due to the reasons mentioned in points a, b and c above, the Welfare Scheme has been rendered redundant;
- e. The selective reduction of share capital would also ensure compliance with Regulation 31 (2) (b) (ii) of the Regulations;
- f. The equity shares held by the Welfare Trust rightfully belongs to the shareholders since they have been acquired pursuant to a the interest free advance by the Company and all shareholders would proportionately benefit from cancellation of shares held by the Welfare Trust; and
- g. The selective reduction of share capital would also increase the earnings per share (EPS) for the equity shareholders of the Company thereby enhancing stakeholder's value.
- h. The Board of Directors have noted that the Securities (Share) Premium Account of Rs. 77,00,10,718/- as at 31st March, 2018, includes premium of Rs. 5,63,87,000/- towards the said equity shares issued at a premium to the Welfare Trust referred above. Accordingly, the Board recommended that the outstanding interest free advance as on the Effective Date be adjusted against the Securities (Share) Premium Account of the Company.

5. The Share Capital of the Applicant Company as on March 31, 2018 is as under:

Particulars	Amount in Rs.
Authorized Share Capital	
5,00,00,000 Equity Shares of Rs. 10/- each	50,00,00,000
1,00,00,000 Unclassified Shares of Rs. 10/- each	10,00,00,000
Total	60,00,00,000

Issued, Subscribed and Paid-Up Share Capital	
2,18,82,060 Equity Shares of Rs. 10/- each, fully paid up	21,88,20,600
Total	21,88,20,600

The Securities (Share) Premium Account as on March 31, 2018 is as below:

Particulars	As at 31st March, 2018 (Rs. In Lakhs)
Share Premium	
a. Share Premium Account	7597.37
b. Share Premium related to Forfeited Shares	102.74
Total Share Premium	7700.11

Subsequent to March 31, 2018 and up to the date of approval of the Present Application by the Board, there has been no change in the authorized, issued, subscribed and paid up capital / Securities (Share) premium amount of the Company. Hereto annexed and marked as **“Exhibit B”** is the Audited Financials of the Applicant Company as at March 31, 2018 and a statement of the latest unaudited financial results of Applicant Company as on June 30, 2018 is attached and annexed as **Exhibit “C”** to the Application.

6. Article 13 of the Articles of Association of the Applicant Company authorizes the Applicant Company to reduce its share capital in any manner as per the relevant provisions of the companies Act. The relevant extract of the said article 13 is as follows:

“The Company may, subject to the provisions of the Act, from time to time, reduce its share capital and or any Capital Redemption Reserve Account and or Share/Security Premium Account in any manner for the time being authorized by law, and in particular capital may be paid off on the footing that it may be called up again or otherwise.”

7. The financial summary of the Applicant Company as on March 31, 2018 is as below:

		Particulars	As at 31st March, 2018
A		ASSETS	
	1	Non-current assets	
	a.	Property, plant and equipment	21,392.67
	b.	Investment Properties	-
	c.	Intangible assets	729.98
	d.	Financial assets	-
		(i) Investments in subsidiaries, associates and joint ventures	55.50
		(ii) Other Investments	24,410.67
		(iii) Trade receivable	1,039.47
		(iv) Loans	812.17
		(v) Other Financial Assets	464.06
	e.	Other non-current assets	578.57
		Total Non-Current Assets	49,483.09
	2	Current assets	
	a.	Inventories	16,417.98
	b.	Financial assets	-
		(i) Investments	3.16
		(ii) Trade receivables	21,906.02
		(iii) Cash and cash equivalents	816.60
		(iv) Bank Balances other than (iii) above	1,375.59
		(v) Loans	583.57
		(vi) Other Financial Assets	21.79
	c.	Other Current Assets	7,789.68
		Total Current Assets	48,914.39
		TOTAL – ASSETS	98,397.48
B		EQUITY AND LIABILITIES	
	1	Equity	

	a.	Equity Share capital	2,188.21
	b.	Other equity	51,410.93
		Total Equity	53,599.14
	2	LIABILITIES	
		Non-current liabilities	
	a.	Financial liabilities	
		(i) Trade Payable	-
		(ii) Other Financial Liabilities	6.26
	b.	Provisions	427.25
	c.	Deferred tax liabilities (net)	3,472.16
		Total Non-current liabilities	3,905.67
	3	Current liabilities	
	a.	Financial liabilities	
		(i) Borrowings	13,838.83
		(ii) Trade payables	20,444.04
		(III) Other current financial liabilities	503.26
	b.	Other current liabilities	5,489.10
	c.	Provisions	272.58
	d.	Current tax Liabilities (net)	344.86
		Total Current liabilities	40,892.67
		TOTAL - EQUITY AND LIABILITIES	98,397.48

8. No qualification, reservation or adverse remark or disclaimer has been made by the Statutory Auditors in its report for the Audited Financials of the Applicant Company as at March 31, 2018. Hereto annexed and marked "**Exhibit - D**" is a declaration by a Director of the Applicant Company that there has been no default in repayment of any deposits or interest thereon as on the date of this filing.

9. The Applicant Company proposed to restructure its capital by cancelling its equity share capital by 9,46,500 equity shares of Rs. 10/- each held by the Welfare Trust in the

Company without any payout to the Welfare Trust. Consequently, the subscribed, issued and paid up equity capital of the Company shall stand reduced from Rs. 21,88,20,600/- (Rupees twenty one crores eighty eight lakhs twenty thousand and six Hundred only) divided into 2,18,82,060 (Two Crore Eighteen Lakhs Eighty Two Thousand and Sixty) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,93,55,600 (Rupees Twenty Crores Ninety Three Lakhs Fifty Five Thousand and Six Hundred only) divided into 2,09,35,560 (Two Crore Nine Lakhs Thirty Five Thousand Five Hundred and Sixty) equity shares of Rs. 10/- (Rupee Ten only) each.

10. The outstanding amount of interest free advance repayable by the Welfare Trust to the Company as on the Effective Date shall be adjusted against the Securities (Share) Premium Account of the Company. The exact amount of outstanding amount of interest free advance is specifically not mentioned as the said interest free advance amount on the Effective Date may be reduced due to the Welfare Trust using receipt of dividends by the Welfare Trust to repay part of the advance free interest.
11. The reduction of paid up equity share capital and the Securities (Share) Premium Account as aforesaid, shall not involve any diminution of liability in respect of unpaid share capital.
12. Notwithstanding the reduction as mentioned above, the Company may be exempted to add "and reduced" as a suffix to its name and the Company shall continue in its existing name considering that no payout is made to the shareholder and the Company will be able to discharge its liability in the due course of business.
13. The Board of Directors of the Applicant Company, have at its meeting held on June 21, 2018 passed resolution approving reduction of equity share capital. Hereto annexed and marked as **"Exhibit – E"** is the copy of Board Resolution of the Applicant Company.

14. The Board of Directors of the Applicant Company has sent a Postal Ballot Notice seeking approval of the Member(s) for Reduction of Capital of the Applicant Company dated [●], 2018 to the Member(s) of the Applicant Company on [●] 2018. Hereto annexed and marked as "**Exhibit – F**⁴" is Postal Ballot Notice including Explanatory Statement dated [●] 2018 of the Applicant Company.
15. The Special Resolution was passed by the members by way of Postal Ballot and E-Voting on [●] in accordance with section 66 (1) read with Section 52 of the Companies Act, 2013:
16. The Applicant Company has passed a special resolution as required under Section 66 of the Companies Act, 2013, through Postal Ballot wherein equity shareholders holding [●] Equity Shares of Rs. 10/- each representing [●] of the equity share capital have with requisite majority/ unanimously passed the special resolution. Hereto annexed and marked as "**Exhibit – G**⁵" is the extract of Special Resolution.
17. The Applicant Company has filed form MGT-14 with Registrar of Companies. Hereto annexed and marked as "**Exhibit – H**⁶" is the copy of form and challan MGT-14.
18. The Proposed reduction will not result in any dilution in shareholding of the public shareholders of the Applicant Company and the existence of the Applicant Company will remain as before without any change to its shareholding pattern pursuant to the said

⁴ Postal Ballot Notice seeking approval of the Member(s) for Reduction of Capital of the Applicant Company⁴ shall be attached to the Application to be filed with National Company Law Tribunal, Mumbai

⁵ The extract of special resolution will be enclosed to the Application once the reduction of capital is approved by the Member(s) of the Applicant Company.

⁶ Form MGT -14 and challan thereto with respect to submission of special resolution of reduction of capital shall be filed with the Registrar of Companies, Pune, as and when the Member(s) approve the special resolution and shall be enclosed to the Application with National Company Law Tribunal.

reduction. Hereto annexed and marked as **Exhibit “I”**⁷ is the Shareholding Pattern as on June 30, 2018 of the Applicant Company.

19. It is hereby clarified that the proposed reduction is not prejudicial to the interest of the creditors of the Applicant Company, since no consideration is being paid pursuant to reduction of capital. The proposed reduction will in no manner affect the ability of the Applicant Company to honor its commitments or to pay its debts in the ordinary course of business. There are 6 Secured Creditors of value of Rs. 12488.38 Lakhs and 1259 Unsecured Creditors of value of Rs.5212.78 lakhs of the Applicant Company as on June 30, 2018. Hereto annexed and marked as **Exhibit “J”**⁸ is the List of Secured and Unsecured Creditors of the Applicant Company as on 30th June 2018.
20. The Certificate of the Auditors of the Applicant Company is hereto annexed and marked as **“Exhibit –K”** verifying that:
- a. the list of creditors is true and correct as per the records of the Applicant Company;
 - b. the Applicant Company is not, as on the date of filing of this petition, in arrears in the repayment of the deposits or interests thereon;
 - c. the accounting treatment that the Company is following for reduction of share capital is in conformity with the accounting standards specified in section 133 of the Companies Act, 2013.
21. There is no inspection/inquiry/proceeding/investigation pending against the Applicant Company under Sections 210 to 217, 219, 220, 223, 224, 225, 226 and 227 of the Companies Act, 2013.

⁷ The latest shareholding pattern as on the relevant date shall be enclosed to the Application as and when the Applicant Company files the Application with National Company Law Tribunal

⁸ As per the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 the creditors list should not be earlier than fifteen days prior to the date of filing of application with the Tribunal. Therefore, latest creditors list as on the relevant date shall be enclosed to the application as and when the Company files the application with National Company Law Tribunal.

22. The reduction of equity share capital as envisaged by the Applicant Company is not required to be registered under the Competition Act" 2002.
23. The Reduction of Capital shall be effective from 'Effective Date' which shall mean the date on which the Tribunal confirms the reduction of share capital as per Section 66 (3) of the Companies Act, 2013 read with the National Company Law Tribunal (Procedure for reduction of share capital of company) Rules, 2016
24. There are no winding up proceedings pending against the Applicant Company.
25. The equity shares of the Applicant Company are listed on Bombay Stock Exchange and National Stock Exchange of India Limited
26. The shares of the Applicant Company to be reduced are held in physical form.
27. The Applicant Company shall publish Notice of Registration of Order confirming the reduction of share capital and Minutes thereof in two local newspapers in which notice of hearing of Petition is published, within fourteen days of registration.
28. The form of minutes proposed to be registered under section 66(5) is hereto annexed and marked as **"Exhibit –L"**.
29. The Petition is declared by Mr. Sunil Agarwal, Company Secretary of the Applicant Company herein who is familiar with the facts and is able to depose the same has signed and verified the present Petition. It is respectfully submitted and prayed that with the leave being granted by this Tribunal under Rule 34(4) of the National Company Law Tribunal Rules, 2016, the present petition be admitted.
30. The Fees amounting to Rs. 5,000 is appropriately paid and affixed hereto.

31. The Applicant Company will rely on the documents, a list whereof is annexed to this Company Petition.

32. I therefore pray that the present Petition be made absolute as prayed for.

33. The Applicant Company therefore prays:

- a. that the reduction of capital resolved by the Special Resolution as approved by the equity shareholders of the Applicant Company be confirmed.
- b. that the proposed minutes be approved.

For Garware Technical fibres Limited

Mr. Sunil Agarwal
(Authorised Signatory)

M/s. Crawford Bayley and Company
Advocates for the Applicant Company

Verification

I, Mr. Sunil Agarwal, Company Secretary of the Applicant Company, Indian Inhabitant, and presently residing at D-705, Pebbles 2, Bavdhan, Pune- 411021 do hereby solemnly declare that what is stated in paragraphs 2 and 3 are true to my own knowledge and what is stated in paragraphs 1, 4 to 33 are based on the information and belief and I believe the same as true.

Solemnly declared at Mumbai aforesaid)

Dated this day of August, 2018)

Before me,

Deponent

M/s. Crawford Bayley & Co.

Advocates of the Applicant Company

Rashmi Apte & Associates

Chartered Accountants

'ANNEXURE 3'

Date: 20th June, 2018

To,
The Board of Directors,
Garware-Wall Ropes Limited,
Plot No. 11, Block D-1, MIDC,
Chinchwad, Pune – 411 019

Dear Sir,

Sub: Recommendation on Fair Valuation for the proposed Reduction of Capital of Garware-Wall Ropes Limited

1. Context and Purpose

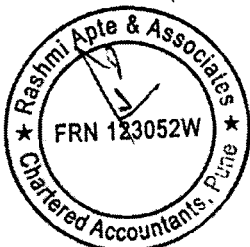
We refer to the Engagement Letter dated 14th June, 2018 and the subsequent discussions we had with you, wherein you requested our report on the fair value of equity shares of Garware-Wall Ropes Limited (hereinafter called as 'GWRL' or 'Company' or 'you') in connection with the proposed Reduction of Capital of the Company.

2. Background

- a. GWRL is into the business of manufacturing and providing solutions in high performance polymer ropes, fishing nets, sports nets, aquaculture cages, coated fabrics, agricultural netting and geosynthetics.
- b. This Reduction of Capital of the Company is pursuant to the provisions of Section 66 read with Section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the National Company Law Tribunal (Procedure for reduction of share capital of company) Rules, 2016 and provides for reduction of equity share capital and securities premium account of the Company.
- c. GWRL has an employee welfare trust in the name of 'GWRL - Managerial Staff Welfare Trust' ("Welfare Trust") which was constituted by executing a Trust Deed dated 21st November, 2006. At the same time, Employee Welfare Scheme (hereinafter known as 'Welfare Scheme') was formulated for the benefit of employees in the grade of manager and above on the terms and conditions set out therein.
- d. Regulation 31 (2) (b) (ii) of the SEBI (Share Based Employee benefits) Regulations, 2014. ('Regulations') mandates employee welfare schemes of listed companies to reduce their holding in the listed company to 10% or less of its total assets within a period of 5 years from the date of the Regulations. As on date, the Welfare Trust holds 9,46,500 equity shares of the Company and it constitutes approximately 99% of the total assets of the Welfare Trust.
- e. After considering various relevant factual aspects *inter-alia* that the Company does not intend to offer any share based employee benefit schemes out of the shares presently held by the Welfare Trust and the Company is providing directly other non-share based benefits to all the managerial staff including those under the

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Welfare Trust including the need to comply with Regulation 31 (2) (b) (ii) of the Regulations, the Welfare Scheme is proposed to be wound up and the equity shares held by the Welfare Trust is proposed to be cancelled by opting for selective reduction of capital without any payment to the Welfare Trust.

- f. Even though there is no payout to the shareholder, Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Scheme Circular CFD/DIL3/CIR/2017/21 dated 10th March, 2017 mandates the requirement of a valuation report in case of the following:
- i. change in the proportion of shareholding of any of the existing shareholders of the listed entity;
 - ii. an existing shareholder is exiting pursuant to a Reduction of Capital of the Company.
- g. In connection with the above, and based on the information made available by the management of the Company ('Management'), the Management requested M/s. Rashmi Apte & Associates, Independent Chartered Accountants ("We") to provide a report on the fair value of equity shares of the Company as on 20th June, 2018 ("Valuation Date").

3. Procedures

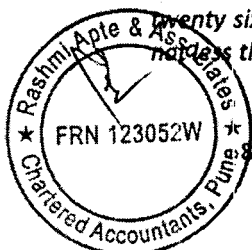
The procedures used in our analysis included such substantive steps, as we considered necessary under the circumstances, including, but not necessarily limited to the following:

- Considered the audited financial statements for the three years ended 31 March 2016, 31 March 2017 and 31 March 2018 of the Company;
- Considered the existing shareholding pattern of the Company;
- Considered draft of the Application to the Mumbai Bench of the National Company Law Tribunal (for confirmation of the proposed reduction of capital of the Company pursuant to the provisions of Sections 66 read with Section 52 of the Companies Act, 2013 and Rules made thereunder);
- Interviews and correspondence with the Management, on which we have relied; and
- Such other analyses, reviews and inquiries, as we consider necessary.

4. Methodology

In the present case, the Company is a listed company and its equity shares are regularly traded on stock exchanges in India. Therefore, we are of the opinion that the valuation of the Company should be conducted by applying the market price method. To arrive at the fair value of equity shares of GWRL as per the market price method, we have taken guidance from the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, in relation to pricing of equity shares for preferential issue, which are as under:

"If the equity shares of the issuer have been listed on a recognised stock exchange for a period of twenty six weeks or more as on the Valuation Date, the equity shares shall be allotted at a price not less than higher of the following:



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(a) The average of the weekly high and low of the volume weighted average price ("VWAP") of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or

(b) The average of the weekly high and low of the volume weighted average price ("VWAP") of the related equity shares quoted on recognized stock exchange during the two weeks preceding the relevant date."

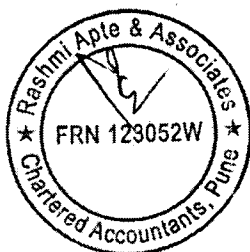
Taking inference from the above guidelines, we have computed the fair value of equity shares of Garware-Wall Ropes Limited by taking the stock price data from National Stock Exchange of India Limited ("NSE") which has the highest traded volumes for the equity shares of Garware-Wall Ropes Limited as compared to BSE Limited ("BSE"). Please refer Annexure IA for detailed working.

5. Fair Valuation

Based on the valuation methodology referred to in paragraph 4 above and Annexure I, our recommended fair value per equity share of the Company as on the Valuation Date is Rs. 998.97 each.

6. Caveats

- a. We have relied upon the information, data and explanations detailed in paragraphs 2 and 3 above, for the purpose of reporting on the fair value of the equity shares of the Company.
- b. For the purpose of opining on the fair value, we have used financial and other information provided by the Management, which we believe to be reliable and our conclusions are dependent on such information being complete and accurate in all material respects. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the financial and other information provided to us by the Management. We have, therefore, not carried out any due diligence review, independent audit or other test or validation of such financial and other information to establish the accuracy or sufficiency of the financial statements referred to above or of the information, explanations and representations provided to us. We have thus relied upon the audits carried out by M/s Patki and Soman, Chartered Accountants for the financial year 2015-2016 and 2016-17 and M/s Mehta Chokshi and Shah, Chartered Accountants for the financial year 2017-18 of the financials of the Company provided to us. Accordingly, we do not express any opinion or any other form of assurance thereon and accept no responsibility for the same.
- c. We have made no investigation of and assume no responsibility for the title to, or liabilities against, the equity of the Company.
- d. The Management has represented that it does not anticipate any changes in the financial position of the Company, other than that in ordinary course of business till the date of effectiveness of the Reduction of Capital of the Company.
- e. Our scope of work is limited to expression of our view on the proposed fair value of equity shares of GWRL. Our report is not, nor should it be construed as, our opining or certifying the compliance of proposed Reduction of Capital of the Company with



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the provisions of any law including companies and taxation related laws or as regards any legal implications or issues arising from such proposed Reduction of Capital of the Company.

- f. Valuation of companies and businesses is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. There is, therefore, no indisputable single fair value. While we have provided our view on the fair value based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion. You acknowledge and agree that you have the final responsibility for determination of the fair value for the proposed Reduction of Capital of the Company and factors other than our report will need to be taken into account in determining such values; these will include your own assessment of the proposed Reduction of Capital of the Company and may include the input of other professional advisors.

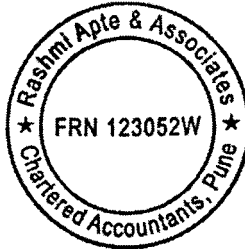
7. Distribution of our Report

- a. This report is prepared for the Board of directors of GWRL to the extent mandatorily required under applicable laws of India may be produced before judicial, regulatory or government authorities, in connection with the proposed Reduction of Capital of the Company.
- b. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or willful default on part of the GWRL, their directors, employees or agents. In no circumstances shall the liability of M/s. Rashmi Apte & Associates, Independent Chartered Accountants, its partners, directors or employees, relating to the service provided in connection with the engagement set out in this report exceed the amount paid to us in respect of the fees charged for these services.
- c. We would like to record our appreciation for the courtesy and co-operation received by us during the course of our work.

For M/s. Rashmi Apte & Associates,
Independent Chartered Accountants
ICAI Firm Registration Number: 123052W



Name of the Partner: CA Satish Soman
Membership Number- 158450
Place: Pune
Date: June 20, 2018



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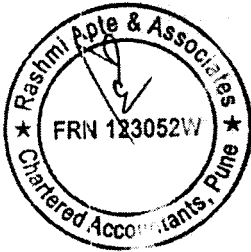
**Recommendation of Fair Value per share for the Proposed Reduction of Capital of Garware-Wall
Ropes Limited**

Annexure I

The Computation of Fair Value per share as derived by us is given below:

Valuation Approach	GWRL	
	Value per Share (INR)	Weight
Asset Approach	NA	NA
Income Approach	NA	NA
Market Approach — Market Price method		100%
Fair Value per Share	998.97	100%

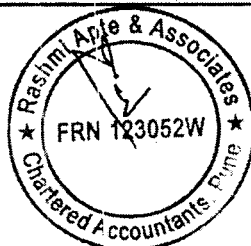
*NA = Not Adopted/ Not Applicable



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Rashmi Apte & Associates**Chartered Accountants****Annexure IA:****Valuation of Garware-Wall Ropes Limited as per SEBI (Issue of Capital and Disclosure requirements) Regulations, 2009**

Sr. No.	Date	VWAP (High)	VWAP (Low)	Average
1	27-December-2017	960.89	934.05	947.47
2	03-January-2018	958.54	920.66	939.60
3	10-January-2018	936.74	917.33	927.04
4	17-January-2018	1020.40	1012.18	1016.29
5	24-January-2018	1021.12	1001.69	1011.41
6	31-January-2018	1048.76	1013.48	1031.12
7	07-February-2018	1006.92	920.87	963.90
8	14-February-2018	1000.56	966.81	983.69
9	21-February-2018	949.69	933.28	941.49
10	28-February-2018	947.87	924.30	936.09
11	07-March-2018	940.56	921.82	931.19
12	14-March-2018	932.53	922.31	927.42
13	21-March-2018	927.65	915.56	921.61
14	28-March-2018	927.22	909.79	918.51
15	04-April-2018	938.18	934.51	936.35
16	11-April-2018	940.34	931.98	936.16
17	18-April-2018	928.93	918.20	923.57
18	25-April-2018	990.28	927.57	958.93
19	02-May-2018	987.56	977.89	982.73
20	09-May-2018	983.10	975.13	979.12
21	16-May-2018	985.28	963.54	974.41
22	23-May-2018	955.18	906.64	930.91
23	30-May-2018	937.76	930.86	934.31
24	06-June-2018	958.85	933.62	946.24
25	13-June-2018	1001.17	978.88	990.03
26	20-June-2018	1027.20	988.63	1007.92
		26 Weeks Average		957.59
		2 Weeks Average		998.97
		Higher		998.97



801, A/2, Tejas Elysian, S. No.284(Part), Pallod Farms, Baner, Pune – 411 045
M: +91 98817 35926

Annexure 1

REPORT OF THE AUDIT COMMITTEE OF GARWARE-WALL ROPES LIMITED¹ ('THE COMPANY') RECOMMENDING THE PROPOSED REDUCTION OF CAPITAL OF THE COMPANY

Members

- a) Mr. S. P. Kulkarni : Chairman of the Audit Committee
- b) Mr. R. M. Telang : Member
- c) Mr. V. R. Garware : Member

In Attendance

- a) Mr. S. H. Bamne : Vice President Corporate (CFO)
- b) Mr. Sunil Agarwal : Company Secretary

1. Background

- 1.1 A meeting of the audit committee of the Company was held on Thursday, 21st June, 2018 *inter alia* to consider and recommend the proposed Reduction of Capital of the Company, to be implemented in terms of Section 66 read with Section 52 of the Companies Act, 2013 or any amendment thereof, to the extent applicable.
- 1.2 The Draft of the Application to the Mumbai Bench of the National Company Law Tribunal (for confirmation of the proposed reduction of capital of the Company pursuant to the provisions of Sections 66 read with Section 52 of the Companies Act, 2013 and Rules made thereunder ("draft Application")) which sets out details of proposed reduction of capital, to be submitted to the BSE Limited and National Stock Exchange of India Limited for obtaining observation letter or no objection letter in accordance with the provisions of Securities Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR)

¹ The Company is in the process of changing it's name to Garware Technical Fibres Limited

Regulations, 2015") read with the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular"), was placed before the Audit Committee of the Company for its consideration and subsequent recommendation to the Board of Directors of the Company taking into account, inter alia, the Valuation Report by M/s. Rashmi Apte & Associates, Independent Chartered Accountants and Fairness Opinion by M/s. SPA Capital Advisors Limited, an Independent Category I Merchant Banker.

1.3 This report is made in order to comply with the requirements of the SEBI Circular after perusing the following documents:

- (a) Draft Application to the Mumbai Bench of the National Company Law Tribunal to confirm the reduction of capital of the Company pursuant to the provisions of Sections 66 read with Section 52 of the Companies Act, 2013 and Rules made thereunder ;
- (b) Valuation Report dated 20th June, 2018 issued by M/s. Rashmi Apte & Associates, Independent Chartered Accountants; and
- (c) Fairness Opinion dated 20th June, 2018 issued by M/s. SPA Capital Advisors Limited, an Independent Category I Merchant Banker on the fairness of the valuation report;

2. Proposed Reduction of Capital of the Company

2.1 The Audit Committee noted the rationale of the proposed Reduction of Capital of the Company, as made out in the draft Application placed before committee, which included following:-

- (a) The Company has an employee benefit and welfare trust in the name of 'GWRL – Managerial Staff Welfare Trust' (hereinafter known as 'Welfare Trust') which was settled by the Company by executing a Trust Deed dated 21st November,



2006. By a resolution passed at the meeting of Board of Directors of the Company held on 16th October, 2006, the Company had formulated and approved Employee Welfare Scheme (hereinafter known as 'Welfare Scheme') was formulated inter alia for the benefit of employees in the grade of manager and above on the terms and conditions set out therein.

The Welfare Trust was settled by the Company by settling a sum of Rs. 10,000/- to the Welfare Trust. Thereafter, the Settlor has granted refundable interest free advance, as detailed herein below.

- (b) In December 2006, the members of the Company approved the issue and allotment of 9,98,000 convertible warrants to the Welfare Trust on preferential basis ("Warrants") in accordance with the erstwhile SEBI (Disclosure and Investor Protection) Guidelines, 2000.
- (c) In order to enable the Welfare Trust to subscribe to the Warrants and thereafter convert the above referred Warrants into equity shares, the Company had provided an interest free advance on 23rd December, 2006 for a sum of Rs. 66,36,700/- and on 23rd May, 2008 for a further sum of Rs. 5,97,30,300/- aggregating to total of Rs. 6,63,67,000/- to the Welfare Trust.
- (d) 9,98,000 equity shares of the Company were allotted to the Welfare Trust on exercise of Warrants at a price of Rs. 66.50/- per equity share (representing the face value of Rs. 10/- per equity share at a premium of Rs. 56.50/- per equity share) aggregating to a total acquisition price of Rs. 6,63,67,000/-. The Welfare Trust has not acquired any equity shares through secondary market i.e. not made any "Secondary Acquisition".
- (e) From the Financial Year 2007-08 until Financial Year 2017-18, the total amount of dividend received by the Welfare Trust from the Company is Rs. 2,57,26,000/-. Out of the total dividends received, Rs. 2,51,21,385 /- was used for repayment of interest free advance to the Company over the years. As on 31st March 2018, the



outstanding amount of interest free advance repayable by the Welfare Trust to the Company is Rs. 3,91,88,558.10/-.

- (f) Out of the balance amount of dividends received, the amount aggregating to Rs. 6,04,615/- was used to provide following benefits to the employees during the financial years 2012-13 and 2013-14.

Sr. No.	Particular	2012-2013 (Rs.)	2013-2014 (Rs.)
a.	Merit Scholarship Policy	30,000	NIL
b.	Long Service Awards Policy	4,55,190	1,19,425
	Total	4,85,190	1,19,425

- (g) The Welfare Scheme has been purely cash based and no equity shares have been transferred to any employees so far. The Company intends to continue extending these two welfare benefits as above, directly to employees, in future also.

The details of some Welfare benefits currently extended directly by the Company are as below:-

Sr. No.	Employee Welfare Benefits extended directly by the Company pertains to
1	Merit Scholarship Policy
2	Educational Loan / Financial Assistance
3	Long Service Awards
4	One Time Medical Expenses
5	Financial Assistance to the Dependents of the Family
6	Housing
7	One Time Award on Special achievement. Employee of the Month / Team Awards
8	Loan with or without interest for the personal need like Vehicle Loan/ Children Education Fees payment /Medial urgency / Home construction / Renovation of Home /Repaying Home loan etc.
9	Long Term Retention scheme
10	Retirement Gift
11	Golden Ring for long service of 20 years
12	Annual Day Awards



These benefits are discretionary in nature and eligibility criteria for extending such benefits is determined by the Company from time to time.

- (h) The Welfare Scheme falls within the legal definition of General Employee Benefits Schemes ('GEBS') as set out in the SEBI (Share Based Employee benefits) Regulations, 2014 (hereinafter known as the "**Regulations**").
- (i) With the Regulations becoming effective, the Welfare Scheme has been aligned with the requirements of the Regulations. The Company, taking note *inter-alia* of the regulatory requirement under Regulation No 31 (2) (b) (ii), after discussing the matter with the Trustees of the Welfare Trust, arrived at a conclusion that the premises, objects and other considerations, as were considered and prevalent in the year 2006 while setting up of the Welfare Trust" and framing of Welfare Scheme need to be revisited in light of changes that have taken place since the year 2006 in the context of the Remuneration Policy as applicable to employees under Welfare Trust. As such, the Company decided not to offer any benefit under the aligned Welfare Scheme, pending decision as to whether to continue the Welfare Scheme.
- (j) Regulation 31 (2) (b) (ii) of the Regulations mandates employee welfare schemes of listed companies to reduce their holding in a listed company to 10% or less of its total assets within a period of 5 years from the date of the Regulations. As on date, the Welfare Trust holds 9,46,500 equity shares of the Company and it constitutes approximately 99% of the total assets of the Welfare Trust.
- (k) At its meeting held on 09th June, 2018, the Compensation Committee of the Board of Directors after taking into account the findings of the internal review made by the management was of the view that it would be prudent to wind up the Welfare Scheme, as the same is rendered redundant, taking into consideration *inter-alia* that the Company does not intend to offer any equity share based employee benefit schemes out of the equity shares presently held by the Welfare



Trust and the Company is providing directly other non-share based benefits to all managerial staff including those under the Welfare Trust.

- (l) Accordingly, the Compensation Committee after considering various relevant factual aspects besides the reasons or grounds stated above including the need to comply with Regulation 31 (2) (b) (ii) of the Regulations, recommended that with the winding of the Welfare Scheme, the equity shares held by the Welfare Trust be cancelled by opting for selective reduction of capital without any payout to the Welfare Trust and all suitable steps be taken in connection with the same.
- (m) With winding up the Welfare Scheme and the reduction of share capital, the outstanding amount of interest free advance payable by the Welfare Trust to the Company is proposed to be adjusted against the "Securities (Share) Premium Account" of the Company.
- (n) The above recommendation of the Compensation Committee of the Company for winding up of the Welfare Scheme was also communicated to the Trustees of Welfare Trust for their consideration. The Trustees of the Welfare Trust after consideration of the various aspects related to subject matter and facts, concurred with the views of the Compensation Committee. The trustees of the Welfare Trust have come to the conclusion, no useful purpose will be served to continue Welfare Scheme inter-alia considering the following:
 - i) The Welfare Trust has, so far, not extended any benefit to employees except small amounts in two years (as referred above);
 - ii) The Company is directly providing non-share based welfare benefits to managerial staff including those under Welfare Trust and the Company intend to extend these welfare benefits directly to managerial staff in future also.



- iii) The Company does not intend to offer any share based employee benefit schemes or any shared based stock option schemes out of the shares held by the Welfare Trust.
- iv) The Trustees of the Welfare Trust have also taken note that since the Welfare Trust is a discretionary trust and no welfare benefit has been extended after the welfare schemes were re-aligned nor any eligible beneficiaries identified, there are no beneficiaries to the Welfare Trust. There is no right provided to any employee of the Company in relation to the shares held by the Welfare Trust.

Accordingly, the Trustees of the Welfare Trust have concurred with the recommendation of the Compensation Committee to wind up of the Welfare Scheme and offer the equity shares held by the Welfare Trust for cancellation by the Company without any payout to the Welfare Trust. The interest free advance given to the Welfare Trust by the Company was ultimately for the benefit of the Company since the trust was one of the mode or vehicle of administering the human resources policy of the Company. The said advance is therefore proposed to be adjusted against the Securities (Share) Premium Account of the Company.

- (o) Proposed Reduction of Capital would ensure compliance with Regulation 31 (2) (b) (ii) of the Regulations and would improve the earnings per share and enhance stakeholder's value.

2.2 The terms of proposed Reduction of Capital inter-alia provide for:

- (a) Reduction of equity share capital of the Company from Rs. 21,88,20,600/- (Rupees Twenty One Crores Eighty Eight Lakhs Twenty Thousand and Six Hundred only) divided into 2,18,82,060 (Two Crore Eighteen Lakhs Eighty Two Thousand and Sixty) Equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,93,55,600 (Rupees Twenty Crores Ninety Three Lakhs Fifty Five Thousand and Six Hundred only) divided into 2,09,35,560 (Two Crore Nine Lakhs Thirty



Five Thousand Five Hundred and Sixty) Equity shares of Rs. 10/- (Rupee Ten only) each by cancelling 9,46,500 equity shares of Rs. 10/- each held by the Welfare Trust without any payout to the Welfare Trust.

- (b) Outstanding amount of interest free advance payable by GWRL - Managerial Staff Welfare Trust to the Company as on the Effective Date of the Reduction of share capital of the Company, to be adjusted against the Securities (Share) Premium Account.
- (c) The Reduction of Capital shall be effective from the date on which the Tribunal confirms the reduction of capital as per Section 66 (3) of the Companies Act, 2013 read with the National Company Law Tribunal (Procedure for reduction of share capital of company) Rules, 2016; or such other date as may be approved by NCLT or such other appropriate authority;
- (d) The Reduction of Capital of the Company is conditional and subject to:
 - i. The reduction of capital being agreed to by the respective requisite majorities of members of the Company as required under the Act and the requisite sanction and orders of the NCLT or of such other authority having jurisdiction under the Applicable Law, being obtained
 - ii. The requisite sanctions and approvals under the Applicable Law including but not limited to approvals, sanctions required under the SEBI Circular CFD / DIL3/CIR/2017/21 dated March 10, 2017 issued by SEBI read with the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, and as may be required by law in respect of the reduction of capital being obtained
 - iii. The reduction of capital being approved and confirmed by the NCLT under Section 66 read with Section 52 of the Companies Act, 2013, and all other applicable provisions if any, of the Act.



3. Recommendation of the Audit Committee

The Audit Committee has considered and noted the aforementioned documents along with the draft Application and recommends the proposed Reduction of Equity Capital of the Company and adjustment of the outstanding amount of interest free advance payable by the Welfare Trust to the Company against the Securities (Share) Premium Account of the Company, for favorable consideration by the Board of Directors of the Company.

Date : 21st June, 2018

Place : Pune



Mr. S. P. Kulkarni

Chairman – Audit Committee

'ANNEXURE 5'

FAIRNESS OPINION ON VALUATION REPORT

ISSUED FOR

REDUCTION OF CAPITAL

OF

GARWARE-WALL ROPES LIMITED

Prepared By

SPA CAPITAL ADVISORS LIMITED

Address: 101-A, 10th floor, Mittal Court, Nariman Point, Mumbai – 400021, Maharashtra, India

SEBI Registration Number: INM000010825



Ref. No.: SPA/18-19/2748

Dated: 20/06/2018

SEBI Reg. No: INM000010825

To,

The Board of Directors,
Garware-Wall Ropes Limited,
Plot No. 11, Block D-1, MIDC,
Chinchwad, Pune – 411 019.

Sub: Fairness Opinion on the Fair Valuation for the proposed Reduction of Capital of Garware-Wall Ropes Limited

Dear Sir,

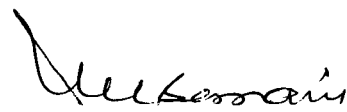
We refer to our discussion held with management of Garware-Wall Ropes Limited, (hereinafter referred as "Company" or "GWRL") for the purpose of arriving at an opinion on valuation in reference to the Reduction of Capital of the Company to be filed under Section 66 read with Section 52 of Companies Act, 2013.

In terms of our discussion, we are enclosing our opinion along with this letter. Please note that this is just an opinion on the captioned subject on the basis of the Valuation report dated June 20, 2018 issued by M/s Rashmi Apte & Associates, Chartered Accountants. (Here-in-after referred to as "Valuer"). All comments as contained herein must be read in conjunction with the Caveats to this opinion.

The opinion is confidential and has been made in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "listing regulations") read with SEBI Circular no CFD/DIL3/CIR/2017/21, dated 10 March, 2017. It should not be used, reproduced or circulated to any other person, in whole or in part, without the prior consent of SPA Capital Advisors Limited, such consent will only be given after full consideration of the circumstance at the time. We are however aware that the conclusion in this report may be used for the purpose of disclosure to be made to the stock exchanges and we provide consent for the same. Please feel free to contact us in case you require any additional information or clarifications.

Yours faithfully,

For SPA Capital Advisors Limited


Kamal Kishore Somani
Director



REPORT ON FAIRNESS OPINION

BACKGROUND

1. We understand that Garware-Wall Ropes Limited is a public company having its equity shares listed at BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). Pursuant to a Reduction of Capital under Section 66 read with Section 52 of the Companies Act, 2013, the Company intends to carry out reduction of equity share capital and securities premium account of the Company.
2. In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular no. CFD/DIL3/CIR/2017/21, dated 10th March, 2017, the Company has to submit a "Fairness Opinion" obtained by a Merchant Banker on the Valuation of shares done by the Valuer for the Company.
3. With reference to the above, we, SPA CAPITAL ADVISORS LIMITED, a SEBI Registered Merchant Banker, have been appointed by the Company to provide the "Fairness Opinion" for the proposed reduction of capital in accordance with the SEBI Circular, stated above.

PURPOSE OF CAPITAL REDUCTION AND KEY EXTRACTS

1. GWRL is into the business of manufacturing and providing solutions in high performance polymer ropes, fishing nets, sports nets, aquaculture cages, coated fabrics, agricultural netting and geosynthetics.
The Reduction of Capital of the Company is pursuant to the provisions of Section 66 read with Section 52 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the National Company Law Tribunal (Procedure for reduction of share capital of company) Rules, 2016 and provides for reduction of equity share capital and securities premium account of the Company.
2. GWRL has an employee welfare trust in the name of 'GWRL - Managerial Staff Welfare Trust' ("Welfare Trust") which was constituted by executing a Trust Deed dated 21st November, 2006. At the same time, Employee Welfare Scheme (hereinafter known as 'Welfare Scheme') was formulated for the benefit of employees in the grade of manager and above on the terms and conditions set out therein.
3. Regulation 31 (2) (b) (ii) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 mandates employee welfare schemes of listed



companies to reduce their holding in the listed company to 10% or less of its total assets within a period of 5 years from the date of the Regulations. As on date, the Welfare Trust holds 9,46,500 equity shares of the Company and it constitutes approximately 99% of the total assets of the Welfare Trust.

4. After considering various relevant factual aspects *inter-alia* that the Company does not intend to offer any share based employee benefit schemes and the Company is providing directly other non-share based benefits to employees who are beneficiaries of the Welfare Trust including the need to comply with Regulation 31 (2) (b) (ii) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Welfare Scheme is proposed to be wound up and the equity shares held by the Welfare Trust is proposed to be cancelled by opting for selective reduction of capital without any payment to the Welfare Trust.
5. Even though there is no payout to the shareholder, Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Scheme Circular CFD/DIL3/CIR/2017/21 dated 10th March, 2017 mandates the requirement of a valuation report in case of the following:
 - a. change in the proportion of shareholding of any of the existing shareholders of the listed entity;
 - b. an existing shareholder is exiting pursuant to a Reduction of Capital of the Company.
6. In connection with the above, the Company has requested for a Fairness Opinion on the fair value of equity shares of the Company recommended by M/s. Rashmi Apte & Associates, Chartered Accountants.

ANALYSIS OF THE VALUER

The Company is a listed company and its equity shares are regularly traded on stock exchanges in India. Therefore, in the opinion of the Valuer, the valuation of GWRL should be conducted by applying the market price method. To arrive at the fair value of equity shares of GWRL as per the market price method, the Valuer has taken guidance from the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, in relation to pricing of equity shares for preferential issue, which are as under:



"If the equity shares of the issuer have been listed on a recognized stock exchange for a period of twenty six weeks or more as on the Valuation Date, the equity shares shall be allotted at a price not less than higher of the following:

- a) The average of the weekly high and low of the volume weighted average price ("VWAPI) of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or*
- b) The average of the weekly high and low of the volume weighted average price ("VWAP") of the related equity shares quoted on recognized stock exchange during the two weeks preceding the relevant date."*

Taking inference from the above guidelines, the Valuer has computed the fair value of equity shares of GWRL by taking the stock price data from National Stock Exchange ("NSE") which has the highest traded volumes for the equity shares of GWRL. Considering the above, fair value per equity share is arrived at INR 998.97/- each (face value INR 10 each).

CONCLUSION AND OPINION

The proposed Reduction of Capital of the Company would improve the earnings per share and also enhance the shareholders' value.

"Subject to above read with the caveats as detailed later, we as a Merchant Banker hereby certify that pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. CFD/DIL3/CIR/2017/21, dated 10th March, 2017, we have reviewed the valuation report in reference to the Reduction of Capital of the Company to be filed and are of the opinion that the proposed Reduction of Capital of the Company may be taken as fair and reasonable from the perspective of Equity Shareholders of the Company."

CAVEATS

- We wish to emphasize that, we have relied on explanations and information both verbal and written provided by the management, and other public available information while making a limited review of the draft of the Application to the Mumbai Bench of the National Company Law Tribunal (for confirmation of the proposed reduction of capital of the Company pursuant to the provisions of Sections 66 read with Section 52 of the Companies Act, 2013 and Rules made thereunder or any corresponding provisions of the Companies



Act, 2013. Although, we have reviewed such data for consistency and reasonableness, we have not independently investigated or otherwise verified the data provided.

- The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this Report, which might be relevant in the context of the transaction and which a wider scope might uncover.
- We have no present or planned future interest in Garware-Wall Ropes Limited and the fee payable forth is opinion is not contingent upon the opinion reported herein.
- Our Fairness Opinion should not be construed as investment advice; specifically, we do not express any opinion on the suitability or otherwise of entering into any transaction.
- The Opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this Report. This opinion is issued on the understanding that the Management / Valuer of "GWRL" has drawn our attention to all matters of which they are aware, which may have an impact on our opinion up to the date of valuation as on June 21, 2018. We have no responsibility to update this report for events and circumstances occurring after this Valuation Date.
- The Fairness Opinion provided by us should not be construed as a legal opinion on the proposed Reduction of Capital of the Company under Section 66 read with Section 52 of the Companies Act, 2013 or any corresponding provisions of the Companies Act, 2013.
- Our report is not, nor should it be construed as our opining or certifying the compliance of the proposed Reduction of Capital of the Company with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed Reduction of Capital.
- We and our affiliates in the past might have provided or in the future may provide Investment Banking or consulting services on a professional basis and do not hold any interest in the company mentioned in the Petition.
- We believe the management of the Company have read the opinion and given their consent that the facts mentioned in the opinion are true and correct.



Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1	Name of Listed Entity: Garware-Wall Ropes Limited
2	Scrip Code/Name of Scrip/Class of Security: 509557 (GARWALLROP) / Garware-Wall Ropes Limited / Equity
3	Share Holding Pattern Filed under: Reg. 31(1)(b)
4	Quarter Ended: 30-06-2018
5	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether the Listed Entity has issued any differential Voting Rights?		No

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.



Garware-Wall Ropes Limited

Table I - Summary Statement holding of specified securities

Category	Category of shareholder	Number of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg: X	Class eg: y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI) = (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	14	11091791	0	0	11091791	50.69	11091791	0	11091791	50.69	0	50.69	0	0.00	0	0.00	11091791
(B)	Public	16281	9843769	0	0	9843769	44.99	9843769	0	9843769	44.99	0	44.99	0	0.00	NA	NA	9338168
(C)	Non Promoter - Non Public	1	946500	0	0	946500	4.33	946500	0	946500	4.33	0	4.33	0	0.00	0	0.00	0
(C1)	Shares Underlying DRs	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(C2)	Shares Held By Employee Trust	1	946500	0	0	946500	4.33	946500	0	946500	4.33	0	4.33	0	0.00	0	0.00	0
	Total	16296	21882060	0	0	21882060	100.00	21882060	0	21882060	100.00	0	100.00	0	0.00	0	0.00	20429959

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Garware-Wall Ropes Limited

Table II (I)(a)- Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of shareholders	PAN*	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered#		Number of equity shares held in dematerialised form
									No of Voting Rights			Total as a % of (A+B+C)			No	As a % of total Shares held(b)	No	As a % of total Shares held(b)	
									Class eg: X	Class eg: Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	Indian																		
(a)	Individuals / Hindu Undivided Family		3	35,66,162	0	0	35,66,162	16.30	3566162	0	3566162	16.30	0	16.30	0	0.00	0	0.00	35,66,162
	Vayu Ramesh Garware	ABEPG3016D	1	14,47,269	0	0	1447269	6.61	1447269	0	1447269	6.61	0	6.61	0	0.00	0	0.00	14,47,269
	S Vayu Ramesh Garware	AADFR4416L	1	11,77,975	0	0	1177975	5.38	1177975	0	1177975	5.38	0	5.38	0	0.00	0	0.00	11,77,975
	SS Vayu Ramesh Garware	AAHFS1132Q	1	940918	0	0	940918	4.30	940918	0	940918	4.30	0	4.30	0	0.00	0	0.00	9,40,918
(b)	Central Government / State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions / Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other (Specify)		11	7525629	0	0	7525629	34.39	7525629	0	7525629	34.39	0	34.39	0	0.00	0	0.00	7525629
	Bodies Corporate		11	7525629	0	0	7525629	34.39	7525629	0	7525629	34.39	0	34.39	0	0.00	0	0.00	7525629
	Garware Capital Markets Ltd.	AAACG4828P	1	3561567	0	0	3561567	16.28	3561567	0	3561567	16.28	0	16.28	0	0.00	0	0.00	3561567
	VMIR Investment Limited	AABCG8136F	1	922211	0	0	922211	4.21	922211	0	922211	4.21	0	4.21	0	0.00	0	0.00	922211
	VRG Investments Limited	AABCG1057H	1	881400	0	0	881400	4.03	881400	0	881400	4.03	0	4.03	0	0.00	0	0.00	881400
	Vimlabai Garware Research Institute	AABCV5749B	1	590070	0	0	590070	2.70	590070	0	590070	2.70	0	2.70	0	0.00	0	0.00	590070
	Moonshir e Investments & Trading Co.Pvt.Ltd.	AABCM2667F	1	459695	0	0	459695	2.10	459695	0	459695	2.10	0	2.10	0	0.00	0	0.00	459695
	Manmit Investments & Trading Company Private Ltd.	AABCM2669M	1	284185	0	0	284185	1.30	284185	0	284185	1.30	0	1.30	0	0.00	0	0.00	284185
	Sanand Investments And Trading Company Private Limited	AACCS5895C	1	275032	0	0	275032	1.26	275032	0	275032	1.26	0	1.26	0	0.00	0	0.00	275032

	Sukumar Holdings & Trading Company Private Limited	AACCS5849Q	1	256600	0	0	256600	1.17	256600	0	256600	1.17	0	1.17	0	0.00	0	0.00	256600
	Starshine Investments & Trading Company Private Ltd.	AACCS5924N	1	201720	0	0	201720	0.92	201720	0	201720	0.92	0	0.92	0	0.00	0	0.00	201720
	Gurukrupa Investments & Trading Co. Pvt. Ltd.	AABCG8747J	1	90849	0	0	90849	0.42	90849	0	90849	0.42	0	0.42	0	0.00	0	0.00	90849
	Garware Research Institute	AABCG8749G	1	2300	0	0	2300	0.01	2300	0	2300	0.01	0	0.01	0	0.00	0	0.00	2300
	Sub Total (A)(1)		14	11091791	0	0	11091791	50.69	11091791	0	11091791	50.69	0	50.69	0	0.00	0	0.00	11091791
2	Foreign																		
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)																		
			0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other (Specify)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)		14	11091791	0	0	11091791	50.69	11091791	0	11091791	50.69	0	50.69	0	0.00	0	0.00	11091791

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - Nil

Note:

(1)* PAN would not be displayed on website of Stock Exchange(s)

(2) #The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(3)\$11,77,975 Equity Shares are registered in the name of Mr. Vayu Ramesh Garware as Partner, beneficial Interest in which is held by Partnership firm- M/s Ramesh Trading Company. (PAN. AADFR4416L)

(4)\$5940918 Equity Shares are registered in the name of Mr. Vayu Ramesh Garware as Partner, beneficial Interest in which is held by Partnership firm- M/s Sunita Trading Company. (PAN. AAHFS1132Q)

Garware-Wall Ropes Limited
Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of shareholders	PAN*	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered#		Number of equity shares held in dematerialised form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
									Class eg: X	Class eg: Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	Institutions																		
(a)	Mutual Fund		4	534247	0	0	534247	2.44	534247	0	534247	2.44	0	2.44	0	0.00	NA	NA	534247
	SBI Small and Midcap Fund	AABTS6407Q	1	295043	0	0	295043	1.35	295043	0	295043	1.35	0	1.35	0	0.00	NA	NA	295043
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Alternate Investment Funds		1	194881	0	0	194881	0.89	194881	0	194881	0.89	0	0.89	0	0.00	NA	NA	194881
	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Foreign Portfolio Investor		38	841932	0	0	841932	3.85	841932	0	841932	3.85	0	3.85	0	0.00	NA	NA	841932
(f)	Financial Institutions / Banks		6	7783	0	0	7783	0.04	7783	0	7783	0.04	0	0.04	0	0.00	NA	NA	6633
(g)	Insurance Companies		2	200402	0	0	200402	0.92	200402	0	200402	0.92	0	0.92	0	0.00	NA	NA	200252
(h)	Provident Funds/ Pension Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(i)	Any Other (Specify)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Sub Total (B)(1)		51	1779245	0	0	1779245	8.13	1779245	0	1779245	8.13	0	8.13	0	0.00	NA	NA	1777945
2	Central Government/ State Government(s)/ President of India																		
	Central Government/ State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Sub Total (B)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0

3	Non-Institutions																		
(a)	Individuals																		
	I. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		14964	4906996	0	0	4906996	22.42	4906996	0	4906996	22.42	0	22.42	0	0.00	NA	NA	4409269
	II. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		20	1154747	0	0	1154747	5.28	1154747	0	1154747	5.28	0	5.28	0	0.00	NA	NA	1154747
	Vinodchandra Mansukhlal Parekh	AACPP8603Q	1	256568	0	0	256568	1.17	256568	0	256568	1.17	0	1.17	0	0.00	NA	NA	256568
(b)	NBFCs registered with RBI		4	16505	0	0	16505	0.08	16505	0	16505	0.09	0	0.08	0	0.00	NA	NA	16505
(c)	Employee Trusts		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Overseas Depositories(holding DRs) (balancing figure)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Any Other (Specify)		1242	1986276	0	0	1986276	9.08	1986276	0	1986276	9.08	0	9.08	0	0.00	NA	NA	1979702
	Investor Education and Protection Fund Authority		1	54281	0	0	54281	0.25	54281	0	54281	0.25	0	0.25	0	0.00	NA	NA	54281
	Trusts		2	6866	0	0	6866	0.03	6866	0	6866	0.03	0	0.03	0	0.00	NA	NA	6866
	Foreign National		3	3220	0	0	3220	0.01	3220	0	3220	0.01	0	0.01	0	0.00	NA	NA	3220
	Hindu Undivided Family		291	316495	0	0	316495	1.45	316495	0	316495	1.45	0	1.45	0	0.00	NA	NA	316495
	Non Resident Indians (Non Repat)		202	94171	0	0	94171	0.43	94171	0	94171	0.43	0	0.43	0	0.00	NA	NA	91893
	Non Resident Indians (Repat)		331	165953	0	0	165953	0.76	165953	0	165953	0.76	0	0.76	0	0.00	NA	NA	165953
	Clearing Member		75	18258	0	0	18258	0.08	18258	0	18258	0.08	0	0.08	0	0.00	NA	NA	18258
	Bodies Corporate		337	1327032	0	0	1327032	6.06	1327032	0	1327032	6.06	0	6.06	0	0.00	NA	NA	1322736
	Catamaran Advisors LLP	AABTH0787Q	1	471128	0	0	471128	2.15	471128	0	471128	2.15	0	2.15	0	0.00	NA	NA	471128
	Garware Polyester Limited	AAACG0571D	1	262543	0	0	262543	1.20	262543	0	262543	1.20	0	1.20	0	0.00	NA	NA	262543
	Sub Total (B)(3)		16230	8064524	0	0	8064524	36.85	8064524	0	8064524	36.85	0	36.85	0	0.00	NA	NA	7560223
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)		16281	9843769	0	0	9843769	44.99	9843769	0	9843769	44.99	0	44.99	0	0.00	NA	NA	9338168

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %): Nil

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - Nil

Note:

(1)* PAN would not be displayed on website of Stock Exchange(s)

(2) #The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Garware-Wall Ropes Limited
Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category	Category & Name of shareholders	PAN*	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered#		Number of equity shares held in dematerialised form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
									Class eg: X	Class eg: Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	Custodian/DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		1	946500	0	0	946500	4.33	946500	0	946500	4.33	0	4.33	0	0.00	0	0.00	
	GWRL Managerial Staff Welfare Trust	AAATG9965A	1	946500	0	0	946500	4.33	946500	0	946500	4.33	0	4.33	0	0.00	0	0.00	
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)		1	946500	0	0	946500	4.33	946500	0	946500	4.33	0	4.33	0	0.00	0	0.00	

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - Nil

Note:

(1)* PAN would not be displayed on website of Stock Exchange(s)

(2) #The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1	Name of Listed Entity: Garware Technical Fibres Limited (formerly Garware-Wall Ropes Limited)
2	Scrip Code/Name of Scrip/Class of Security: 509557 (GARWALLROP) / Garware-Wall Ropes Limited / Equity
3	Share Holding Pattern Filed under: Reg. 31(1)(b)
4	Post Reduction of capital
5	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No
6	Whether the Listed Entity has issued any differential Voting Rights?		No
<p>* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.</p>			

Garware Technical Fibres Limited (formerly Garware-Wall Ropes Limited)

Table I - Summary Statement holding of specified securities

Category	Category of shareholder	Number of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg: X	Class eg: y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII)As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	14	11091791	0	0	11091791	52.98	11091791	0	11091791	52.98	0	52.98	0	0.00	0	0.00	11091791
(B)	Public	16281	9843769	0	0	9843769	47.02	9843769	0	9843769	47.02	0	47.02	0	0.00	NA	NA	9338168
(C)	Non Promoter - Non Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(C1)	Shares Underlying DRs	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(C2)	Shares Held By Employee Trust	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total	16295	20935560	0	0	20935560	100.00	20935560	0	20935560	100.00	0	100.00	0	0.00	0	0.00	20429959

Garware Technical Fibres Limited (formerly Garware-Wall Ropes Limited)
Table II (I)(a)- Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of shareholders	PAN*	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered#		Number of equity shares held in dematerialised form
									No of Voting Rights			Total as a % of (A+B+C)			No. As a % of total (a) Shares held(b)	No. As a % of total (a) Shares held(b)			
									Class eg: X	Class eg: Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	Indian																		
(a)	Individuals / Hindu Undivided Family		3	35,66,162	0	0	35,66,162	17.03	3566162	0	3566162	17.03	0	16.30	0	0.00	0	0.00	35,66,162
	Vayu Ramesh Garware		1	14,47,269	0	0	1447269	6.91	1447269	0	1447269	6.91	0	6.91	0	0.00	0	0.00	14,47,269
	\$ Vayu Ramesh Garware		1	11,77,975	0	0	1177975	5.63	1177975	0	1177975	5.63	0	5.63	0	0.00	0	0.00	11,77,975
	\$ \$ Vayu Ramesh Garware		1	940918	0	0	940918	4.49	940918	0	940918	4.49	0	4.49	0	0.00	0	0.00	9,40,918
(b)	Central Government / State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions / Banks		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other (Specify)		11	7525629	0	0	7525629	35.95	7525629	0	7525629	35.95	0	34.39	0	0.00	0	0.00	7525629
	Bodies Corporate		11	7525629	0	0	7525629	35.95	7525629	0	7525629	35.95	0	34.39	0	0.00	0	0.00	7525629
	Garware Capital Markets Ltd.		1	3561567	0	0	3561567	17.01	3561567	0	3561567	17.01	0	17.01	0	0.00	0	0.00	3561567
	VMIR Investment Limited		1	922211	0	0	922211	4.40	922211	0	922211	4.40	0	4.40	0	0.00	0	0.00	922211
	VRG Investments Limited		1	881400	0	0	881400	4.21	881400	0	881400	4.21	0	4.21	0	0.00	0	0.00	881400
	Vimlabai Garware Research Institute		1	590070	0	0	590070	2.82	590070	0	590070	2.82	0	2.82	0	0.00	0	0.00	590070
	Moonshine Investments & Trading Co.Pvt.Ltd.		1	459695	0	0	459695	2.20	459695	0	459695	2.20	0	2.20	0	0.00	0	0.00	459695
	Manmit Investments & Trading Company Private Ltd.		1	284185	0	0	284185	1.36	284185	0	284185	1.36	0	1.36	0	0.00	0	0.00	284185
	Sanand Investments And Trading Company Private Limited		1	275032	0	0	275032	1.31	275032	0	275032	1.31	0	1.31	0	0.00	0	0.00	275032

	Sukumar Holdings & Trading Company Private Limited		1	256600	0	0	256600	1.23	256600	0	256600	1.23	0	1.23	0	0.00	0	0.00	256600
	Starshine Investments & Trading Company Private Ltd.		1	201720	0	0	201720	0.96	201720	0	201720	0.96	0	0.96	0	0.00	0	0.00	201720
	Gurukrupa Investments & Trading Co. Pvt. Ltd.		1	90849	0	0	90849	0.43	90849	0	90849	0.43	0	0.43	0	0.00	0	0.00	90849
	Garware Research Institute		1	2300	0	0	2300	0.01	2300	0	2300	0.01	0	0.01	0	0.00	0	0.00	2300
	Sub Total (A)(1)		14	11091791	0	0	11091791	52.98	11091791	0	11091791	52.98	0	50.69	0	0.00	0	0.00	11091791
2	Foreign																		
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other (Specify)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)		14	11091791	0	0	11091791	52.98	11091791	0	11091791	52.98	0	50.69	0	0.00	0	0.00	11091791

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - Nil

Note:

(1)* PAN would not be displayed on website of Stock Exchange(s)

(2) #The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(3)\$11,77,975 Equity Shares are registered in the name of Mr. Vayu Ramesh Garware as Partner, beneficial interest in which is held by Partnership firm- M/s Ramesh Trading Company. (PAN. AADFR4416L)

(4)\$940918 Equity Shares are registered in the name of Mr. Vayu Ramesh Garware as Partner, beneficial interest in which is held by Partnership firm- M/s Sunita Trading Company. PAN. AAHFS1132Q)

Garware Technical Fibres Limited (formerly Garware-Wall Ropes Limited)
Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of shareholders	PAN*	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked In shares		Number of Shares pledged or otherwise encumbered#		Number of equity shares held in dematerialised form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
									Class eg: X	Class eg: y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	Institutions																		
(a)	Mutual Fund		4	534247	0	0	534247	2.55	534247	0	534247	2.55	0	2.55	0	0.00	NA	NA	534247
	SBI Small and Midcap Fund		1	295043	0	0	295043	1.41	295043	0	295043	1.41	0	1.41	0	0.00	NA	NA	295043
(b)	Venture Capital Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Alternate Investment Funds		1	194881	0	0	194881	0.93	194881	0	194881	0.93	0	0.93	0	0.00	NA	NA	194881
(d)	Foreign Venture Capital Investors		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Foreign Portfolio Investor		38	841932	0	0	841932	4.02	841932	0	841932	4.02	0	4.02	0	0.00	NA	NA	841932
(f)	Financial Institutions / Banks		6	7783	0	0	7783	0.04	7783	0	7783	0.04	0	0.04	0	0.00	NA	NA	6633
(g)	Insurance Companies		2	200402	0	0	200402	0.96	200402	0	200402	0.96	0	0.96	0	0.00	NA	NA	200252
(h)	Provident Funds/ Pension Funds		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(i)	Any Other (Specify)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Sub Total (B)(1)		51	1779245	0	0	1779245	8.50	1779245	0	1779245	8.50	0	8.50	0	0.00	NA	NA	1777945
2	Central Government/ State Government(s)/ President of India																		
	Central Government/ State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Sub Total (B)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0

3	Non-Institutions																	
(a)	Individuals																	
	I. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	14964	4906996	0	0	4906996	23.44	4906996	0	4906996	23.44	0	23.44	0	0.00	NA	NA	4409269
	II. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	20	1154747	0	0	1154747	5.52	1154747	0	1154747	5.52	0	5.52	0	0.00	NA	NA	1154747
	Vinodchandra Mansukhlal Parekh	1	256568	0	0	256568	1.23	256568	0	256568	1.23	0	1.23	0	0.00	NA	NA	256568
(b)	NBFCs registered with RBI	4	16505	0	0	16505	0.08	16505	0	16505	0.08	0	0.08	0	0.00	NA	NA	16505
(c)	Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Any Other (Specify)	1242	1986276	0	0	1986276	9.49	1986276	0	1986276	9.49	0	9.49	0	0.00	NA	NA	1979702
	Investor Education and Protection Fund Authority	1	54281	0	0	54281	0.26	54281	0	54281	0.26	0	0.26	0	0.00	NA	NA	54281
	Trusts	2	6866	0	0	6866	0.03	6866	0	6866	0.03	0	0.03	0	0.00	NA	NA	6866
	Foreign National	3	3220	0	0	3220	0.02	3220	0	3220	0.02	0	0.02	0	0.00	NA	NA	3220
	Hindu Undivided Family	291	316495	0	0	316495	1.51	316495	0	316495	1.51	0	1.51	0	0.00	NA	NA	316495
	Non Resident Indians (Non Repat)	202	94171	0	0	94171	0.45	94171	0	94171	0.45	0	0.45	0	0.00	NA	NA	91893
	Non Resident Indians (Repat)	331	165953	0	0	165953	0.79	165953	0	165953	0.79	0	0.79	0	0.00	NA	NA	165953
	Clearing Member	75	18258	0	0	18258	0.09	18258	0	18258	0.09	0	0.09	0	0.00	NA	NA	18258
	Bodies Corporate	337	1327032	0	0	1327032	6.34	1327032	0	1327032	6.34	0	6.34	0	0.00	NA	NA	1322736
	Catamaran Advisors LLP	1	471128	0	0	471128	2.25	471128	0	471128	2.25	0	2.25	0	0.00	NA	NA	471128
	Garware Polyester Limited	1	262543	0	0	262543	1.25	262543	0	262543	1.25	0	1.25	0	0.00	NA	NA	262543
	Sub Total (B)(3)	16230	8064524	0	0	8064524	38.52	8064524	0	8064524	38.52	0	38.52	0	0.00	NA	NA	7560223
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	16281	9843769	0	0	9843769	47.02	9843769	0	9843769	47.02	0	47.02	0	0.00	NA	NA	9338168

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %): Nil

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - Nil

Note:

(1)* PAN would not be displayed on website of Stock Exchange(s)

(2) #The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Garware Technical Fibres Limited (formerly Garware-Wall Ropes Limited)
Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category	Category & Name of shareholders	PAN*	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered#		Number of equity shares held in dematerialised form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
									Class eg: X	Class eg: Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	Custodian/DR Holder		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	GWRL Managerial Staff Welfare Trust	AAATG9965A	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. - Nil

Note:

(1)* PAN would not be displayed on website of Stock Exchange(s)

(2) #The term 'Encumbrance' has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



GARWARE-WALL ROPES LIMITED

Registered Office: Plot No. 11, Block D-1, MIDC, Chinchwad, Pune 411 019
Tel.: (020) 30780000, Fax No.: (020) 30780341, Email: pune_admin@garwareropes.com
Website: www.garwareropes.com, CIN No. L25209MH1976PLC018939

STATEMENT OF AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED ON 31st MARCH, 2018

(Rs. in Lakhs)

Sr. No.	Particulars	Standalone Quarter ended			Standalone Year Ended	
		31/03/2018 (Audited)	31/12/2017 (Unaudited)	31/03/2017 (Audited)	31/03/2018 (Audited)	31/03/2017 (Audited)
PART I						
I.	Revenue from Operations	23,479.69	20,146.60	21,206.07	88,549.56	84,930.70
II.	Other Income	171.48	452.14	(109.39)	1,785.03	841.43
III.	Total Income (I + II)	23,651.17	20,598.74	21,096.68	90,334.59	85,772.13
IV.	Expenses					
a.	Cost of materials consumed	5,343.73	7,796.26	6,290.45	27,086.85	27,330.32
b.	Purchase of stock-in-trade	1,364.62	115.70	980.52	3,141.15	2,910.17
c.	Changes in inventories of finished goods, work in progress and stock-in-trade	651.70	(679.35)	(514.89)	(1,166.05)	(932.28)
d.	Excise duty on sale of goods	0.36	0.67	212.71	88.56	343.64
e.	Employee benefits expense	2,659.32	2,733.12	2,811.60	11,198.74	10,603.61
f.	Finance Costs	225.92	306.16	189.08	997.69	653.55
g.	Depreciation and amortisation expense	400.57	388.78	359.85	1,534.76	1,416.36
h.	Other expenses	8,909.50	6,721.66	7,833.94	32,151.74	31,131.54
	Total Expenses	19,555.72	17,383.00	18,163.26	75,033.44	73,456.91
V.	Profit before exceptional Items and tax (III-IV)	4,095.45	3,215.74	2,933.42	15,301.15	12,315.22
VI.	Exceptional Items	-	-	-	-	-
VII.	Profit before tax (V-VI)	4,095.45	3,215.74	2,933.42	15,301.15	12,315.22
VIII.	Tax Expenses					
(1)	Current Tax	838.55	1,015.45	779.36	4,338.00	3,603.70
(2)	Deferred Tax	322.42	37.19	219.61	451.39	281.68
IX.	Profit for the period from Continuing Operation (VII-VIII)	2,934.48	2,163.10	1,934.45	10,511.76	8,429.84
X.	Profit/(loss) from discontinued operations	-	-	-	-	-
XI.	Tax expense of discontinued operations	-	-	-	-	-
XII.	Profit/(loss) from Discontinued operations (after tax) (X-XI)	-	-	-	-	-
XIII.	Profit for the period (IX+XII)	2,934.48	2,163.10	1,934.45	10,511.76	8,429.84
XIV.	Other Comprehensive Income					
a.	Items that will be reclassified to profit / (loss)	(179.34)	21.00	(9.29)	(147.45)	115.59
b.	Items that will not be reclassified to profit / (loss)	(1.66)	(1.66)	(5.47)	(6.64)	(21.88)
	Other Comprehensive Income (Net of Taxes)	(181.00)	19.34	(14.76)	(154.09)	93.71
XV.	Total Comprehensive Income	2,753.48	2,182.44	1,919.69	10,357.67	8,523.55
XVI.	Paid-up Equity Share Capital (Face value Rs. 10/- each)	2,188.21	2,188.21	2,188.21	2,188.21	2,188.21
XVII.	Other Equity				51,408.16	42,367.29
XVII.	Earnings Per Share of Rs. 10/- each (EPS) (for continuing and discontinuing operations) (Rs.)					
a)	Basic EPS	13.41	9.89	8.84	48.04	38.52
b)	Diluted EPS	13.41	9.89	8.84	48.04	38.52
1.	Segment Revenue					
a)	Synthetic cordage	20,163.93	17,044.64	19,395.04	75,399.07	72,646.85
b)	Fibre and Industrial Products & Projects	3,700.58	3,503.93	2,274.51	14,737.70	14,042.25
	Total	23,864.51	20,548.57	21,669.55	90,136.77	86,689.10
	Less: Inter-Segment Revenue	(384.82)	(401.97)	(463.48)	(1,587.21)	(1,758.40)
	Net Sales/Income from Operations	23,479.69	20,146.60	21,206.07	88,549.56	84,930.70
2.	Segment Results (Profit +/Loss(-) before tax and interest from each segment)					
a)	Synthetic cordage	4,053.87	3,312.59	3,443.88	15,237.40	12,885.83
b)	Fibre and Industrial Products & Projects	506.51	497.15	436.64	1,970.29	1,887.08
	Total	4,560.38	3,809.74	3,880.52	17,207.69	14,772.91
	Less:					
i)	Interest	(225.92)	(306.16)	(189.08)	(997.69)	(653.55)
ii)	Other unallocable expenditure net off Unallocable Income	(239.01)	(287.84)	(758.02)	(908.85)	(1,804.14)
	Total Profit Before Tax	4,095.45	3,215.74	2,933.42	15,301.15	12,315.22
3.	Segment Assets					
a)	Synthetic cordage	55,102.37	59,061.52	45,743.92	55,102.37	45,743.92
b)	Fibre and Industrial Products & Projects	10,186.50	10,436.95	10,011.70	10,186.50	10,011.70
c)	Unallocable	33,108.61	28,930.32	28,331.52	33,108.61	28,331.52
	Total	98,397.48	98,428.79	84,087.14	98,397.48	84,087.14
4.	Segment Liabilities					
a)	Synthetic cordage	26,226.49	26,148.21	26,048.88	26,226.49	26,048.88
b)	Fibre and Industrial Products & Projects	3,941.22	3,978.09	2,501.62	3,941.22	2,501.62
c)	Unallocable	14,630.63	17,070.53	10,977.33	14,630.63	10,977.33
	Total	44,798.34	47,196.83	39,527.83	44,798.34	39,527.83
5.	Capital Employed (Segment Assets - Segment Liabilities)					
a)	Synthetic cordage	28,875.88	32,913.32	19,695.04	28,875.88	19,695.04
b)	Fibre and Industrial Products & Projects	6,245.28	6,458.85	7,510.08	6,245.28	7,510.08
c)	Unallocable	18,477.98	11,859.79	17,354.19	18,477.98	17,354.19
	Total	53,599.14	51,231.96	44,559.31	53,599.14	44,559.31



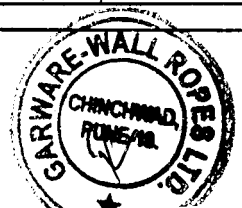
**GARWARE-WALL ROPES LIMITED**

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Website: www.garwareropes.com, CIN No. L25209MH1976PLC018939

STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED ON 31st MARCH, 2018

(Rs. in Lakhs)

Sr. No.	Particulars	Consolidated Quarter ended			Consolidated Year Ended	
		31/03/2018 (Audited)	31/12/2017 (Unaudited)	31/03/2017 (Audited)	31/03/2018 (Audited)	31/03/2017 (Audited)
PART I						
I.	Revenue from Operations	23,479.69	20,146.60	21,206.07	88,549.56	84,930.70
II.	Other Income	173.47	454.13	(107.03)	1,792.98	850.88
III.	Total income (I + II)	23,653.16	20,600.73	21,099.04	90,342.54	85,781.58
IV.	Expenses					
a.	Cost of materials consumed	5,343.73	7,796.26	6,290.45	27,086.85	27,330.32
b.	Purchase of stock-in-trade	1,364.62	115.70	980.52	3,141.15	2,910.17
c.	Changes in inventories of finished goods, work in progress and stock-in-trade	651.70	(679.35)	(514.89)	(1,166.05)	(932.28)
d.	Excise duty on sale of goods	0.36	0.67	212.71	88.56	343.64
e.	Employee benefits expense	2,659.32	2,733.12	2,811.60	11,198.74	10,603.61
f.	Finance Costs	225.92	306.16	189.08	997.69	653.55
g.	Depreciation and amortisation expense	400.57	388.78	359.85	1,534.76	1,416.36
h.	Other expenses	8,909.62	6,721.78	7,834.04	32,152.24	31,131.93
	Total Expenses	19,555.84	17,383.12	18,163.36	75,033.94	73,457.30
V.	Profit before exceptional items and tax (III-IV)	4,097.32	3,217.61	2,935.68	15,308.60	12,324.28
VI.	Exceptional Items					
VII.	Profit before tax (V-VI)	4,097.32	3,217.61	2,935.68	15,308.60	12,324.28
VIII.	Tax Expenses					
(1)	Current Tax	839.03	1,015.93	780.10	4,339.92	3,606.65
(2)	Deferred Tax	322.42	37.19	219.61	451.39	281.68
IX.	Profit for the period from Continuing Operation (VII-VIII)	2,935.87	2,164.49	1,935.97	10,517.29	8,435.95
X.	Profit/(loss) from discontinued operations	-	-	-	-	-
XI.	Tax expense of discontinued operations	-	-	-	-	-
XII.	Profit/(loss) from Discontinued operations (after tax) (X-XI)	-	-	-	-	-
XIII.	Profit for the period (IX+XII)	2,935.87	2,164.49	1,935.97	10,517.29	8,435.95
XIV.	Share of Profit / (loss) of Associates	(0.03)	(0.03)	(0.01)	(0.10)	(0.03)
XV.	Profit for the period after tax and Share of profit / (loss) of Associates	2,935.84	2,164.46	1,935.96	10,517.19	8,435.92
XVI.	Other Comprehensive Income					
a.	Items that will be reclassified to profit / (loss)	(179.34)	21.00	(9.29)	(147.45)	115.59
b.	Items that will not be reclassified to profit / (loss)	(1.66)	(1.66)	(5.47)	(6.64)	(21.88)
	Other Comprehensive Income (Net of Taxes)	(181.00)	19.34	(14.76)	(154.09)	93.71
XVII.	Total Comprehensive Income	2,754.85	2,183.80	1,921.20	10,363.10	8,529.63
XVIII.	Total Comprehensive Income above attributable to:					
a.	Owners of the Parent	2,935.87	2,164.49	1,935.97	10,517.29	8,435.95
b.	Non-controlling interest	(0.03)	(0.03)	(0.01)	(0.10)	(0.03)
XIX.	Of the total comprehensive income above, Profit / (loss) for the year attributable to:					
a.	Owners of the Parent	(179.34)	21.00	(9.29)	(147.45)	115.59
b.	Non-controlling interest					
XX.	Of the total comprehensive income above, other comprehensive income for the year attributable to:	2,754.87	2,183.83	1,921.21	10,363.20	8,529.66
a.	Owners of the Parent	(0.03)	(0.03)	(0.01)	(0.10)	(0.03)
b.	Non-controlling interest					
XXI.	Paid-up Equity Share Capital (Face value Rs. 10/- each)	2,188.21	2,188.21	2,188.21	2,188.21	2,188.21
XXII.	Other Equity				51,487.76	42,441.42
XXIII.	Earnings Per Share of Rs. 10/- each (EPS) (for continuing and discontinuing operations) (Rs.)					
a)	Basic EPS	13.42	9.89	8.85	48.06	38.55
b)	Diluted EPS	13.42	9.89	8.85	48.06	38.55
1.	Segment Revenue					
a)	Synthetic cordage	20,163.93	17,044.64	19,395.04	75,399.07	72,646.85
b)	Fibre and Industrial Products & Projects	3,700.58	3,503.93	2,274.51	14,737.70	14,042.25
	Total	23,864.51	20,548.57	21,669.55	90,136.77	86,689.10
	Less: Inter-Segment Revenue	(384.82)	(401.97)	(463.48)	(1,587.21)	(1,758.40)
	Net Sales/Income from Operations	23,479.69	20,146.60	21,206.07	88,549.56	84,930.70
2.	Segment Results (Profit +)/Loss(-) before tax and interest from each segment)					
a)	Synthetic cordage	4,053.87	3,312.59	3,443.88	15,237.40	12,885.83
b)	Fibre and Industrial Products & Projects	506.51	497.15	436.64	1,970.29	1,887.08
	Total	4,560.38	3,809.74	3,880.52	17,207.69	14,772.91
	Less:					
i)	Interest	(225.92)	(306.16)	(189.08)	(997.69)	(653.55)
ii)	Other unallocable expenditure net off Unallocable Income	(237.14)	(285.97)	(755.76)	(901.40)	(1,795.08)
	Total Profit Before Tax	4,097.32	3,217.61	2,935.68	15,308.60	12,324.28
3.	Segment Assets					
a)	Synthetic cordage	55,102.37	59,061.52	45,743.92	55,102.37	45,743.92
b)	Fibre and Industrial Products & Projects	10,186.50	10,436.95	10,011.70	10,186.50	10,011.70
c)	Unallocable	33,188.21	28,930.32	28,405.65	33,188.21	28,405.65
	Total	98,477.08	98,428.79	84,161.27	98,477.08	84,161.27
4.	Segment Liabilities					
a)	Synthetic cordage	26,226.49	26,148.21	26,048.88	26,226.49	26,048.88
b)	Fibre and Industrial Products & Projects	3,941.22	3,978.09	2,501.62	3,941.22	2,501.62
c)	Unallocable	14,630.63	17,070.53	10,977.33	14,630.63	10,977.33
	Total	44,798.34	47,196.83	39,527.83	44,798.34	39,527.83
5.	Capital Employed (Segment Assets - Segment Liabilities)					
a)	Synthetic cordage	28,875.88	32,913.32	19,695.04	28,875.88	19,695.04
b)	Fibre and Industrial Products & Projects	6,245.28	6,458.85	7,510.08	6,245.28	7,510.08
c)	Unallocable	18,557.58	11,859.79	17,428.32	18,557.58	17,428.32
	Total	53,678.74	51,231.96	44,633.44	53,678.74	44,633.44



**GARWARE WALL ROPES LIMITED**

Registered Office: Plot No. 11, Block D-1, MIDC, Chinchwad, Pune 411 019
 Tel.: (020) 30780000, Fax No.: (020) 30780341, Email: pune_admin@garwareropes.com
 Website: www.garwareropes.com, CIN No. L25209MH1976PLC018939

STATEMENT OF ASSETS AND LIABILITIES

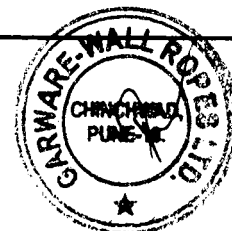
(Rs. in Lakhs)

Sr. No.	Particulars	Standalone As at		As at 1st April 2016	Consolidated As at	
		31/03/2018 (Audited)	31/03/2017 (Audited)		31/03/2018 (Audited)	31/03/2017 (Audited)
I	ASSETS					
	NON CURRENT ASSETS					
	(a) Property, Plant and Equipment	21,392.67	19,540.91	19,006.50	21,392.72	19,540.96
	(b) Capital Work-in-Progress	-	30.59	20.16	-	30.59
	(c) Other Intangible Assets	729.98	762.15	890.02	729.98	762.15
	(d) Financial Assets					
	(i) Investments in subsidiaries, associates and joint ventures	55.50	55.50	55.50	-	-
	(ii) Other Investments	24,410.67	11,063.55	339.14	24,410.67	11,063.55
	iii) Trade receivables	1,039.47	921.69	690.83	1,039.47	921.70
	iv) Loans	812.17	955.77	895.80	812.17	955.78
	v) Other non-current financial assets	464.06	263.37	209.87	464.06	263.38
	(e) Other Non-Current Assets	578.57	479.83	439.03	578.57	479.83
	Total - Non-Current Assets	49,483.09	34,073.36	22,546.85	49,427.64	34,017.94
	CURRENT ASSETS					
	(a) Inventories	16,417.98	14,095.93	12,546.27	16,417.98	14,095.93
	(b) Financial Assets					
	i) Investments	3.16	3.16	3.16	3.16	3.16
	ii) Trade receivables	21,906.02	19,776.91	20,143.21	21,906.02	19,776.91
	iii) Cash and cash equivalents	816.60	409.80	292.70	817.99	411.19
	iv) Other bank balances	1,375.59	10,968.62	8,030.34	1,507.98	11,096.13
	v) Loans	583.57	195.14	179.09	583.57	195.14
	vi) Other financial assets	21.79	633.61	445.26	21.79	633.61
	(c) Other Current Assets	7,789.68	3,930.61	2,886.40	7,789.68	3,930.61
	Total - Current Assets	48,914.39	50,013.78	44,526.43	49,048.17	50,142.68
	TOTAL - ASSETS	98,397.48	84,087.14	67,073.28	98,475.81	84,160.62
II	EQUITY AND LIABILITIES					
	EQUITY					
	(a) Equity Share Capital	2,188.21	2,188.21	2,188.21	2,188.21	2,188.21
	(b) Other Equity	51,410.93	42,371.10	34,596.43	51,490.53	42,445.23
	Total Equity	53,599.14	44,559.31	36,784.64	53,678.74	44,633.44
	LIABILITIES					
	NON CURRENT LIABILITIES					
	(a) Financial Liabilities					
	i) Trade Payable	-	345.36	288.47	-	345.36
	ii) Other Financial Liabilities	6.26	-	-	6.26	-
	(b) Provisions	427.25	355.04	272.46	427.25	355.04
	(c) Deferred tax liabilities (Net)	3,472.16	3,014.14	2,710.58	3,472.17	3,014.14
	(d) Other Non-Current Liabilities	-	-	-	-	-
	Total Non Current Liabilities	3,905.67	3,714.54	3,271.51	3,905.68	3,714.54
	CURRENT LIABILITIES					
	(a) Financial Liabilities					
	i) Borrowings	13,838.83	8,608.70	4,340.96	13,838.83	8,608.70
	ii) Trade payables	20,444.04	19,827.08	16,111.56	20,444.05	19,827.08
	iii) Other financial liabilities	503.26	821.15	1,370.93	503.92	821.55
	(b) Other Current Liabilities	5,489.10	5,857.46	4,680.32	5,489.11	5,857.46
	(c) Provisions	272.58	527.50	293.98	272.58	527.50
	(d) Current tax liabilities (Net)	344.86	171.40	219.38	342.90	170.35
	Total Current Liabilities	40,892.67	35,813.29	27,017.13	40,891.39	35,812.64
	TOTAL EQUITY AND LIABILITIES	98,397.48	84,087.14	67,073.28	98,475.81	84,160.62

(The figures of previous periods have been regrouped / rearranged wherever necessary to confirm current period's presentation.)

Notes:

- Garware Environmental Services Pvt. Ltd., ("Subsidiary Company") is yet to commence its commercial operation.
- The Board of Directors has recommended a Dividend of Rs. 4.50/- per share (4.5 %) of Rs. 10/- each for approval by the Members of the Company at ensuing Annual General Meeting. In terms of the Ind AS - 10 'Events after reporting 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 liability as at 31st March, 2018 and 31st March, 2017.
- Post applicability of Goods and Service Tax (GST) w.e.f. July 1, 2017, the "Revenue from Operations" is disclosed net of GST. Accordingly, the "Revenue from operations" for the quarter and year ended 31st March, 2017, are inclusive of excise duty, and is not comparable with "Revenue from operations" for the quarter and year ended 31st March, 2018 to that extent.



4. The reconciliation of net profit reported under Indian GAAP for the quarter and year ended 31st March, 2017 and the restated figures as per Ind AS is as under:

Particulars	Standalone			(Rs. In Lakhs)
	Quarter Ended 31st March, 2017	Year Ended 31st March, 2017	Year Ended 31st March, 2017	
Net profit after tax as per Indian GAAP	1,963.55	8,327.17	8,333.24	
Restatement of Fair Value of Financial Assets / Liabilities	(6.28)	104.59	104.59	
Actuarial loss/(Gain) on Employee Defined Benefit Plans recognised in Other	7.58	30.31	30.31	
Amortisation of Leasehold Land	(1.38)	(3.14)	(3.14)	
Deferred Tax Adjustment on account of above	(29.01)	(29.08)	(29.08)	
Profit after Tax as per Ind AS	1,934.46	8,429.85	8,435.92	
Other comprehensive income, net of Deferred Tax:				
Actuarial loss/(Gain) on Employee Defined Benefit Plans	(7.58)	(30.31)	(30.31)	
Restatement in Fair Value of Investments (net of deferred tax)	(7.94)	124.02	124.02	
Total other comprehensive income, net of income tax	(15.52)	93.71	93.71	
Total comprehensive income for the period	1918.94	8523.56	8,529.63	

5. The reconciliation of Equity reported under Indian GAAP for the year ended 31st March, 2017 and the restated figures as per Ind AS is as under:

Particulars	Standalone		Consolidated		(Rs. In Lakhs)
	March 31, 2017	April, 1, 2016	March 31, 2017	April, 1, 2016	
Total Equity (Shareholders' Fund) under previous GAAP	44,924.87	36,477.48	44,999.00	36,545.49	
Restatement of fair value of financial assets / liability measured at amortise cost	(113.77)	(133.93)	(113.77)	(133.93)	
Amortisation of leasehold land	(30.95)	(27.81)	(30.95)	(27.81)	
Restatement of equity instruments measured at FVTOCI	(349.36)	(495.26)	(349.36)	(495.26)	
ECL on Trade Receivables	(18.45)	(24.38)	(18.45)	(24.38)	
Restatement of Investment measured at FVTPL	78.51	-	78.51	-	
Proposed dividend including Tax there on	-	869.11	-	869.11	
Deferred Tax Adjustment	68.47	119.43	68.47	119.43	
Others					
Total adjustments to equity	(365.55)	307.16	(365.55)	307.16	
Total equity under Ind AS	44,559.32	36,784.64	44,633.45	36,852.65	

6. The figures for the quarter ended 31st March, 2018, are the balancing figures between audited figures of the year ended 31st March, 2018 and the published figures of the nine months ended 31st December, 2017.

7. The Audited Financial Results were reviewed by the Audit Committee and have been taken on record and approved by the Board of Directors at its meeting held on Wednesday, 30th May, 2018. The Statutory Auditor has expressed an unmodified opinion.

For Garware Wall Ropes Limited

V.K. Garware

Chairman & Managing Director
DIN. No. 00092201

Place: Pune

Date : 30th May, 2018





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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.



Extensive
Global
Presence

Deep
Customer
Relationships

**Powered for
Sustainable
Growth**

Diversified
Portfolio

Enriching
Human
Capital

Strong
Financials



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.

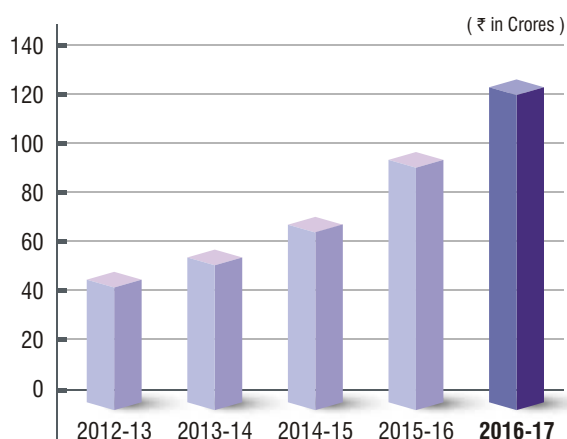


Strong Financials

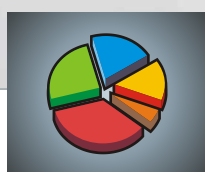
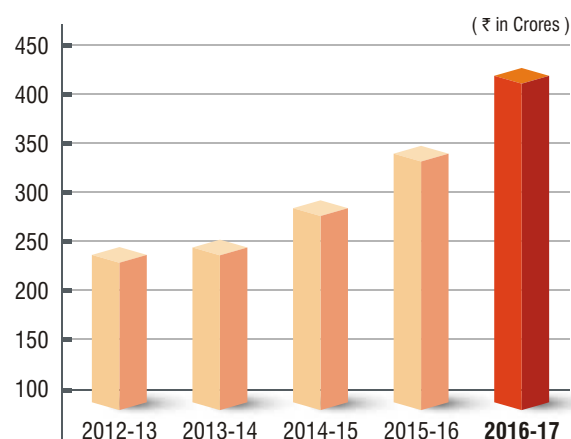
GWRL's growth is fuelled by a healthy financial position, reflected in key financial indicators. Over the years, the Company has significantly improved its return on capital (net worth), increased profit and earning per share (EPS), reduced debt and maintained strong cash flows. Hence, a strong base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



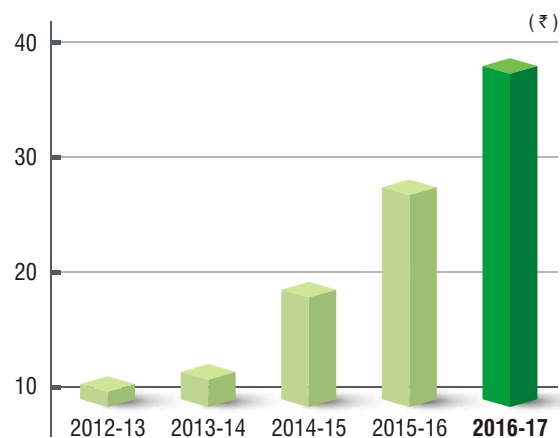
Profit Before Tax



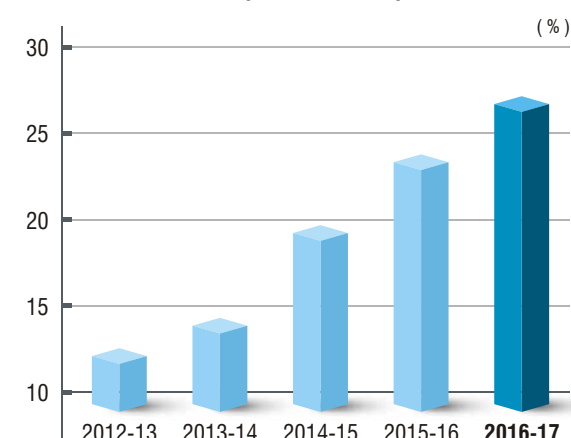
Reserves and Surplus



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	--	(87.40)
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-I 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(I) 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-I, 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-I, 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 / Aquaculture / 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.



Powered for Sustainable Growth

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 Section 134(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 conservation equipments:

The Company has spent ₹ 12.08 lakhs as Capital Investment on energy conservation 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)	<u>992.62</u>
Total of Research & Development as a percentage of Revenue from Operations	1.14%

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

I. Total Foreign Exchange earned and used:	(₹ in lakhs)
A. Total Foreign Exchange earned:	41,138.08
Total value of exports	<u>41,138.08</u>
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
	<u>10,674.50</u>

On behalf of the Board of Directors

Pune,
24th May, 2017

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

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-I, 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-I, MIDC, Chinchwad, Pune - 411 019.	U74900PN2007PTC13 0686	Subsidiary	100.00%	2(87) of the Companies Act, 2013
2	Garware Meditech Private Limited Plot No. 11, Block D-I, MIDC, Chinchwad, Pune - 411 019.	U18109PN2011PTC14 1536	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	3488617	15.94
		(on 01-02-2017)	(+)1700	3490317	15.95
		(on 15-03-2017)	(+)4700	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	87449	0.40
		(on 29-07-2016)	(+)3400	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		
<p>* 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.</p>					

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:

Sr. No.	Requirement	Disclosure		
1.	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2016-17.	Name of the Director / KMP	Ratio per Median Remuneration of the Employees	% Increase in Remuneration
		Mr. V. R. Garware, Chairman & Managing Director	171.24	35.39%
2.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year 2016-17; (as compared to last year).	Mr. S. H. Bamne, Chief Financial Officer	13.16	21.38%
		Mr. Sunil Agarwal, Company Secretary	7.56	*
		*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.		
3.	The percentage increase in the median remuneration of employees in the Financial Year 2016-17.	10.78%		
4.	The number of permanent employees on the roll of the Company as on 31st March, 2017.	1,374		
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	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.		
6.	Affirmation that the remuneration is as per the Remuneration Policy of the Company.	The Company affirms that remuneration is as per the Remuneration Policy of the Company.		

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	---	---	I	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.

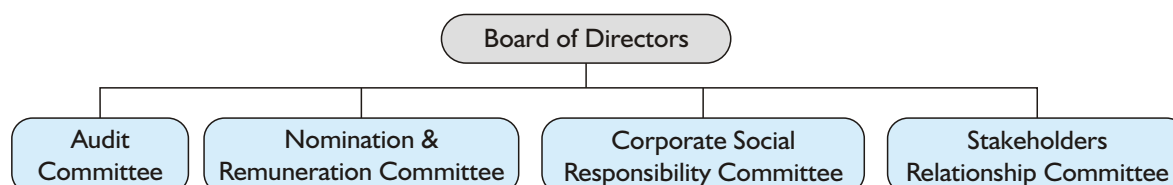
3) INDEPENDENT DIRECTORS

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 Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Tel No.: (022) 2272 1233 / 4 Fax No.: (022) 2272 1919	National Stock Exchange of India Limited 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
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The Listing Fee has been paid up to date, to BSE Limited and National Stock Exchange of India Ltd.

vi. Stock Code / Symbol

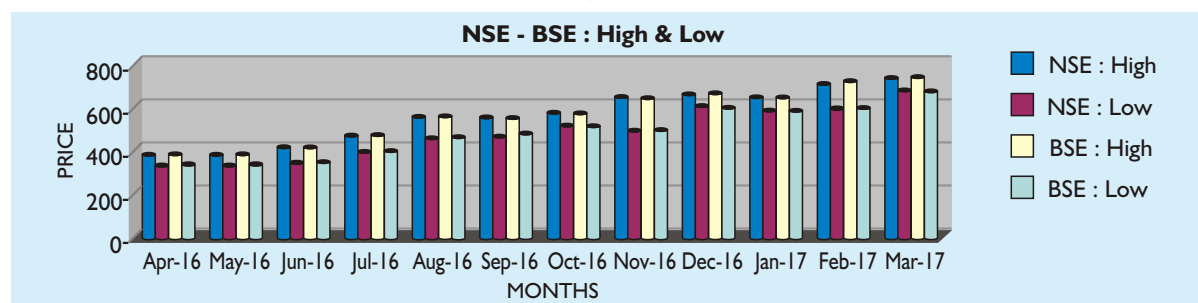
- BSE Limited Code No.: 509557
- National Stock Exchange of India Limited Symbol: GARWALLROP

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

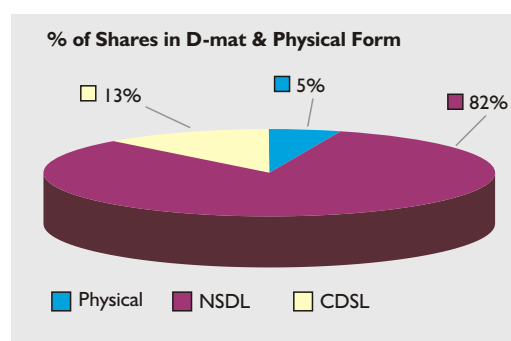
Note: No Shares Pledged or otherwise encumbered by Promoter and Promoter Group.

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-I,
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-I, 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.**

Pune,
30th April, 2017

V. R. Garware
Chairman & Managing Director
DIN 00092201

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

Pune,
24th May, 2017

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

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

- I. 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 discrepancies 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(I) 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			
(I) Shareholder's Funds			
(a) Share Capital	3	2,188.21	2,188.21
(b) Reserves and Surplus	4	42,736.68	34,289.27
		<u>44,924.89</u>	<u>36,477.48</u>
(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
		<u>4,075.37</u>	<u>3,725.79</u>
(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
		<u>51,126.31</u>	<u>41,919.21</u>
TOTAL		<u><u>100,126.57</u></u>	<u><u>82,122.48</u></u>
II. ASSETS			
(I) 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
		<u>20,364.57</u>	<u>19,944.49</u>
(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
		<u>33,626.00</u>	<u>22,653.86</u>
(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
		<u>66,500.57</u>	<u>59,468.62</u>
TOTAL		<u><u>100,126.57</u></u>	<u><u>82,122.48</u></u>

III. NOTES FORMING PART OF THE FINANCIAL STATEMENTS I-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		<u>(343.64)</u>	<u>(438.31)</u>
		86,528.00	82,482.04
(b) Other Income (Net)	22	<u>1,020.13</u>	<u>623.32</u>
Total Revenue		<u>87,548.13</u>	<u>83,105.36</u>
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	<u>(932.28)</u>	800.36
(d) Employee Benefit Expense	26	10,483.44	9,279.29
(e) Operating and Other Expenses	27	<u>33,517.47</u>	<u>31,411.81</u>
Total Expenses		<u>73,309.12</u>	<u>72,217.95</u>
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		<u>12,183.48</u>	<u>8,704.23</u>
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		<u>8,327.18</u>	<u>6,187.63</u>
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 I-48

As per our Report of even date

For **PATKI & SOMAN**
Chartered Accountants,

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

M. V. GARWARE
Director
DIN. 06948274

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

SUNIL AGARWAL
Company Secretary
M. No. FCS 6407

R. M. TELANG
Director
DIN. 00092103

S. P. KULKARNI
Director
DIN. 00006914

Pune,
24th May, 2017

S. H. BAMNE
VP Corporate (CFO)

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 I-48

As per our Report of even date

For **PATKI & SOMAN**
Chartered Accountants,

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

M. V. GARWARE
Director
DIN. 06948274

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

SUNIL AGARWAL
Company Secretary
M. No. FCS 6407

R. M. TELANG
Director
DIN. 00092103

S. P. KULKARNI
Director
DIN. 00006914

Pune,
24th May, 2017

S. H. BAMNE
VP Corporate (CFO)

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

I. 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

	As at 31st March 2017	(₹ in lakhs) As at 31st March 2016
3. SHARE CAPITAL		
(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	
	Number of Shares	Amount Rupees	Number of Shares	Amount Rupees
Equity Shares				
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

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

	As at 31st March 2017	As at 31st March 2016
4. RESERVES AND SURPLUS		
(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		
I. 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 :

- I) 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

	As at 31st March 2017	(₹ in lakhs) As at 31st March 2016
6. DEFERRED TAX LIABILITIES (NET)		
(a) Deferred Tax Liability		
(i) Depreciation and Amortisation	3,308.12	3,011.93
	<u>3,308.12</u>	<u>3,011.93</u>
(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)
	<u>(225.52)</u>	<u>(181.92)</u>
Deferred Tax liabilities (Net)	<u>3,082.60</u>	<u>2,830.01</u>
7. OTHER LONG-TERM LIABILITIES		
Deposits from Customers and Contractors	637.73	623.32
Total	<u>637.73</u>	<u>623.32</u>
8. LONG-TERM PROVISIONS		
Provision for Employee Benefits	355.04	272.46
Total	<u>355.04</u>	<u>272.46</u>
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	<u>8,571.05</u>	<u>4,068.81</u>

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

	As at 31st March 2017	(₹ in lakhs) As at 31st March 2016
10. TRADE PAYABLES		
Trade Payables	19,190.32	16,090.79
Total	<u>19,190.32</u>	<u>16,090.79</u>
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	<u>8,047.51</u>	<u>9,705.18</u>
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	<u>15,317.43</u>	<u>12,054.43</u>

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:

- 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.
- Cost of Buildings includes ₹ 500/- being the cost of shares held in Co-operative Housing Society.
- No amount is written off on Leasehold land.
- Depreciation has been provided on SLM single shift method in case of Site equipments.
- 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.
- 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

	As at 31st March 2017	As at 31st March 2016
14. NON-CURRENT INVESTMENTS		
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.	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 Prudential 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 Prudential 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 I 127 Days	500.00	-
DSP Black Rock Mutual Fund	500.00	-

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

	As at 31st March 2017	(₹ in lakhs) 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, Rajasthan 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

	As at 31st March 2017	(₹ in lakhs) As at 31st March 2016
19. CASH AND CASH EQUIVALENTS		
(a) Cash and Cash Equivalents		
(i) Balances with Banks	311.18	7.73
- In Current Accounts	8.62	12.83
(ii) Cash on hand	<u>319.80</u>	<u>20.56</u>
(b) Other Bank balances		
(i) Earmarked balances with Banks	368.66	245.56
(ii) Bank Deposits above 3 months	<u>10,602.16</u>	<u>7,786.98</u>
	<u>10,970.82</u>	<u>8,032.54</u>
Total	<u><u>11,290.62</u></u>	<u><u>8,053.10</u></u>
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	<u><u>20,190.29</u></u>	<u><u>17,629.68</u></u>
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	<u><u>86,871.64</u></u>	<u><u>82,920.35</u></u>
Less:		
Excise Duty	(343.64)	(438.31)
Net Revenue	<u><u>86,528.00</u></u>	<u><u>82,482.04</u></u>

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
	<u>720.26</u>	<u>313.37</u>
Dividend	0.85	0.05
Miscellaneous Receipts	110.50	121.98
Total	<u><u>1,020.13</u></u>	<u><u>623.32</u></u>
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	<u><u>27,330.32</u></u>	<u><u>29,017.29</u></u>
24. PURCHASE OF TRADED GOODS		
Purchase of Traded Goods	2,910.17	1,709.20
Total	<u><u>2,910.17</u></u>	<u><u>1,709.20</u></u>
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
	<u>7,594.34</u>	<u>8,394.70</u>
(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
	<u>8,526.62</u>	<u>7,594.34</u>
Net (Increase) / Decrease	<u><u>(932.28)</u></u>	<u><u>800.36</u></u>
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	<u><u>10,483.44</u></u>	<u><u>9,279.29</u></u>
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)	
	For the year ended 31st March 2017	For the year ended 31st March 2016
27. OPERATING AND OTHER EXPENSES		
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
	<u>5,656.71</u>	<u>5,098.56</u>
Repairs and Maintenance		
Buildings	107.55	60.11
Plant and Machinery	1,490.65	1,394.98
Others	334.08	311.65
	<u>1,932.28</u>	<u>1,766.74</u>
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
	<u>11.20</u>	<u>10.43</u>
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	<u><u>33,517.47</u></u>	<u><u>31,411.81</u></u>
* 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	<u><u>642.30</u></u>	<u><u>872.69</u></u>

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)
	For the year ended 31st March 2017	For the year ended 31st March 2016
32. VALUE OF IMPORTS ON C.I.F. BASIS		
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
(i) Raw materials		
Imported	7,571.80	7,653.94
Indigenous	19,758.52	21,363.35
Total	27,330.32	29,017.29
(ii) Stores, Spares, etc.		
Imported	832.36	959.46
Indigenous	3,973.71	3,812.08
Total	4,806.07	4,771.54

35. EXPENDITURE IN FOREIGN CURRENCY (ON ACCRUAL BASIS)

	(₹ in lakhs)
	For the year ended 31st March 2017
a. Marketing & Travelling Expenses	547.25
b. Commission on Exports	68.89
c. Subscriptions	20.14
d. Advertisement & Sales Promotion	14.32
e. Professional Charges	96.52
f. Interest & Finance Charges.	112.19
g. Overseas Branch Office Expenses	1,117.33
Total	1,976.64

36. EARNINGS IN FOREIGN CURRENCY (ON ACCRUAL BASIS)

FOB Value of Exports	37,021.66	32,966.53
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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)

Year 2016-2017

Year 2015-2016

Particulars	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.

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

	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

- Disputed Excise duty ₹ 27.57 lakhs (Previous year ₹ 27.57 lakhs)
- 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).
- Disputed amount of Sales Tax liability ₹ 41.68 lakhs (Previous year ₹ 196.68 lakhs).
- The interest portion on delayed payment of Octroi Liability amounting to ₹ 21.64 lakhs (Previous year ₹ 21.64 lakhs) is under dispute.
- 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 become 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 below:

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 Government 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.



Extensive
Global
Presence

Deep
Customer
Relationships

**Powered for
Sustainable
Growth**

Diversified
Portfolio

Enriching
Human
Capital

Strong
Financials



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

I. As required by Section 143 (3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- (b) In our opinion, proper books of 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

Pune,
24th May, 2017

M. No. 037315
F. R. No. 107830W

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			
(I) Shareholder's Funds			
(a) Share Capital	3	2,188.21	2,188.21
(b) Reserves and Surplus	4	42,810.75	34,357.29
		<u>44,998.96</u>	<u>36,545.50</u>
(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
		<u>4,075.38</u>	<u>3,725.79</u>
(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
		<u>51,139.83</u>	<u>41,929.79</u>
TOTAL		<u><u>100,214.17</u></u>	<u><u>82,201.08</u></u>
II. ASSETS			
(I) 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
		<u>20,364.61</u>	<u>19,944.55</u>
(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
		<u>33,656.14</u>	<u>22,678.33</u>
(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
		<u>66,558.03</u>	<u>59,522.75</u>
TOTAL		<u><u>100,214.17</u></u>	<u><u>82,201.08</u></u>

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

As per our Report of even date

For **PATKI & SOMAN**
Chartered Accountants,

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

M. V. GARWARE
Director
DIN. 06948274

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

SUNIL AGARWAL
Company Secretary
M. No. FCS 6407

R. M. TELANG
Director
DIN. 00092103

S. P. KULKARNI
Director
DIN. 00006914

Pune,
24th May, 2017

S. H. BAMNE
VP Corporate (CFO)

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 I-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
Cash & Cash Equivalents (Closing Balance):	11,333.92
Net Increase/ (Decrease) in Cash & Cash Equivalents	3,239.92

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

As per our Report of even date

For **PATKI & SOMAN**
Chartered Accountants,

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

M. V. GARWARE
Director
DIN. 06948274

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

SUNIL AGARWAL
Company Secretary
M. No. FCS 6407

R. M. TELANG
Director
DIN. 00092103

S. P. KULKARNI
Director
DIN. 00006914

Pune,
24th May, 2017

S. H. BAMNE
VP Corporate (CFO)

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

I 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.

NOTES TO CONSOLIDATED 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 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)
	As at 31st March 2017
	As at 31st March 2016
3. SHARE CAPITAL	
(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
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
	<u>6,000.00</u>
(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
	<u>2,188.21</u>

a) Reconciliation of Number of Shares

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

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

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

- I) 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
	<u>3,308.12</u>	<u>3,011.93</u>
(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)
	<u>(225.51)</u>	<u>(181.92)</u>
Deferred Tax liabilities (Net)	<u>3,082.61</u>	<u>2,830.01</u>
7. OTHER LONG-TERM LIABILITIES		
Deposits from Customers and Contractors	637.73	623.32
Total	<u>637.73</u>	<u>623.32</u>
8. LONG-TERM PROVISIONS		
Provision for Employee Benefits	355.04	272.46
Total	<u>355.04</u>	<u>272.46</u>
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	<u>8,571.05</u>	<u>4,068.81</u>

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

	As at 31st March 2017	(₹ in lakhs) As at 31st March 2016
10. TRADE PAYABLES		
Trade Payables	19,190.32	16,090.79
Total	<u>19,190.32</u>	<u>16,090.79</u>
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	<u>8,047.92</u>	<u>9,705.59</u>
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	<u>15,330.54</u>	<u>12,064.60</u>

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											
31st March, 2016	676.83	20.16	676.83	20.16	-	-	-	-	-	30.59	20.16
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:

- 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.
- Cost of Buildings includes ₹ 500/- being the cost of shares held in Co-operative Housing Society.
- No amount is written off on Leasehold land.
- Depreciation has been provided on SLM single shift method in case of Site equipments.
- 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.
- 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

	As at 31st March 2017	As at 31st March 2016
(₹ in lakhs)		
14. NON-CURRENT INVESTMENTS		
I. 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 Prudential 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 Prudential 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 I 127 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, Rajasthan 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

	As at 31st March 2017	As at 31st March 2016
(₹ in lakhs)		
19. CASH AND CASH EQUIVALENTS		
(a) Cash and Cash Equivalents		
(i) Balances with Banks		
- In Current Accounts	312.55	8.12
(ii) Cash on hand	8.64	12.85
	<u>321.19</u>	<u>20.97</u>
(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
	<u>11,012.73</u>	<u>8,073.03</u>
Total	<u><u>11,333.92</u></u>	<u><u>8,094.00</u></u>
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	<u><u>20,204.45</u></u>	<u><u>17,642.89</u></u>
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 (Tax deducted at source ₹ 69.41 lakhs; Previous year ₹ 80.82 lakhs)	2,479.05	4,199.15
Total	<u><u>86,871.64</u></u>	<u><u>82,920.35</u></u>
Less:		
Excise Duty	(343.64)	(438.31)
Net Revenue	<u><u>86,528.00</u></u>	<u><u>82,482.04</u></u>

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
	<u>729.71</u>	<u>323.64</u>
Dividend	0.85	0.05
Miscellaneous Receipts	110.50	121.98
Total	<u><u>1,029.58</u></u>	<u><u>633.59</u></u>
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	<u><u>27,330.32</u></u>	<u><u>29,017.29</u></u>
24. PURCHASE OF TRADED GOODS		
Purchase of Traded Goods	2,910.17	1,709.20
Total	<u><u>2,910.17</u></u>	<u><u>1,709.20</u></u>
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
	<u>7,594.34</u>	<u>8,394.70</u>
(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
	<u>8,526.62</u>	<u>7,594.34</u>
Net (Increase) / Decrease	<u><u>(932.28)</u></u>	<u><u>800.36</u></u>
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	<u><u>10,483.44</u></u>	<u><u>9,279.29</u></u>
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

	For the year ended 31st March 2017	For the year ended 31st March 2016
(₹ in lakhs)		
27. OPERATING AND OTHER EXPENSES		
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
	<u>5,656.71</u>	<u>5,098.56</u>
Repairs and Maintenance		
Buildings	107.55	60.11
Plant and Machinery	1,490.65	1,394.98
Others	334.08	311.65
	<u>1,932.28</u>	<u>1,766.74</u>
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
	<u>11.30</u>	<u>10.54</u>
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	<u><u>33,517.85</u></u>	<u><u>31,412.52</u></u>
 * 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	<u><u>642.30</u></u>	<u><u>872.69</u></u>

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)
	For the year ended 31st March 2017	For the year ended 31st March 2016
32. VALUE OF IMPORTS ON C.I.F. BASIS		
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
(i) Raw materials		
Imported	7,571.80	7,653.94
Indigenous	19,758.52	21,363.35
Total	27,330.32	29,017.29
(ii) Stores, Spares, etc.		
Imported	832.36	959.46
Indigenous	3,973.71	3,812.08
Total	4,806.07	4,771.54

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
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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

Year 2016-2017

Year 2015-2016

Particulars	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				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	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)
Sukumar 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)
Sukumar 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.

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

	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

- Disputed Excise duty ₹ 27.57 lakhs (Previous year ₹ 27.57 lakhs)
- 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).
- Disputed amount of Sales Tax liability ₹ 41.68 lakhs (Previous year ₹ 196.68 lakhs).
- The interest portion on delayed payment of Octroi Liability amounting to ₹ 21.64 lakhs (Previous year ₹ 21.64 lakhs) is under dispute.
- 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 become 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 below:

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 Government 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.

Powered for Sustainable Growth

Form AOC-I:

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 [△]	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 (₹)	83.87	86.32	91.57	98.97	105.59	112.45	125.08	141.65	166.68	205.29
(Without Revaluation)										
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.

△ The figures of reserves and surplus has been calculated after deduction of miscellaneous expenditure to the extent 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.





GARWARE-WALL ROPES LIMITED

A Pioneering Solution to Protect India's Coastline

Garware-Wall Ropes Ltd. has implemented a pioneering solution to protect vulnerable stretches of India's coastline. Deployed in Kendrapara district of Odisha, the solution comprises three tiers of geo-textile tubes covered by polymer rope gabions, used as an armour layer to protect the shoreline from the effect of sea waves. Protecting over 20 villages from the ingress of the sea, the solution was selected for the Government of India's presentation at the United Nations Climate Change conference held at Paris, France.



GLOBAL REACH

Garware-Wall Ropes delivers innovative, application-focused solutions
in more than 75 countries across the globe.



GARWARE-WALL ROPES LIMITED

Plot No. 11, Block D-1, MIDC, Chinchwad, Pune - 411 019, India.

Tel : +91-20-3078 0000 CIN : L25209MH1976PLC018939

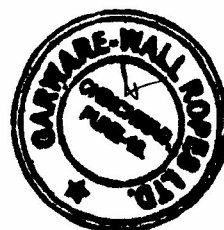
www.garwareropes.com

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Garware-Wall Ropes Limited
2. Quarter ending: 30th June, 2018

I. Composition of Board of Directors									
Title	Name of the Director	PAN ^S	DIN	Category	Date of Appointment in the current term / cessation	Tenure*	No of Directorship in listed entities including this listed entity	Number of memberships in Audit / Stakeholder Committee (s) including this listed entity	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
(Mr. / Ms)				(Chairperson / Executive / Non-Executive / Independent / Nominee) &			(Refer Regulation 25(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations s)	(Refer Regulation 26(1) of Listing Regulations s)
Mr.	Vayu Ramesh Garware	ABEPG3016D	00092201	Chairman & Managing Director Executive Director	01-12-1995	N.A.	1	2	0
Ms.	Mayuri Vayu Garware	AHMPG3448D	06948274	Non-Executive-Non-Independent Director	16-08-2014	N.A.	1	0	0
Mr.	Ramesh Manjnath Telang	AAIPT8789K	00092103	Non-Executive-Independent Director	25-09-2014	5 years (served period – 45 months approx.)	1	2	1
Mr.	Shrikant Pandharinath Kulkarni	ACJPK3319F	00006914	Non-Executive-Independent Director	25-09-2014	5 years (served period – 45 months approx.)	1	2	1
Mr.	Ashish Dhurvendra Goel	ADDPG7651H	00147449	Non-Executive-Independent Director	02-09-2015	5 years (served period – 33 months approx.)	1	1	0



Mr.	Shridhar Shrikrishna Rajpathak	AAYPR2161F	00040387	Non-Executive-Non-Independent Director	24-05-2017	N.A.	1	0	0
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\$PAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non- Executive / independent / Nominee)\$
1. Audit Committee	Mr. Shrikant Pandharinath Kulkarni	Chairperson – Non-Executive - Independent Director
	Mr. Ramesh Manjnath Telang	Non-Executive - Independent Director
	Mr. Vayu Ramesh Garware	Executive Director - Member
2. Nomination & Remuneration Committee	Mr. Shrikant Pandharinath Kulkarni	Chairperson – Non-Executive - Independent Director
	Mr. Ramesh Manjnath Telang	Non-Executive - Independent Director
	Mr. Vayu Ramesh Garware	Executive Director
	Ms. Mayuri Vayu Garware	Non-Executive – Non-Independent Director
3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee'	Mr. Ramesh Manjnath Telang	Chairperson – Non-Executive - Independent Director
	Mr. Shrikant Pandharinath Kulkarni	Non-Executive – Independent Director - Member
	Mr. Vayu Ramesh Garware	Executive Director

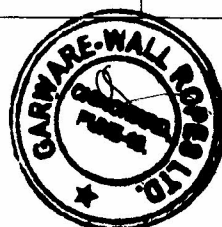
& Category of directors means executive / non-executive / independent / Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
13-02-2018	30-05-2018	105 days
	21-06-2018	21 days

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met(details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
---	--	---	---



Audit Committee Meeting			
30-05-2018	Yes (All three members were present)	12-02-2018	106 days
21-06-2018	Yes (All three members were present)		21 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

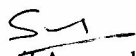
Note

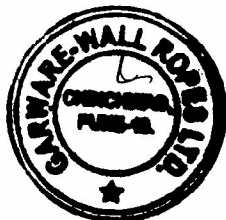
- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities) – **Not Applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here: - **The report submitted in the previous quarter was placed before the Board of Directors at its meeting held on 30th May, 2018. The Board reviewed the same.**

For Garware-Wall Ropes Ltd.


Sunil Agarwal
Company Secretary
FCS No.: 6407



Mehta Chokshi & Shah
CHARTERED ACCOUNTANTS

ANNEXURE 8

To,

The Board of Directors

Garware-Wall Ropes Limited

Plot No. 11, Block No. D-1, MIDC,

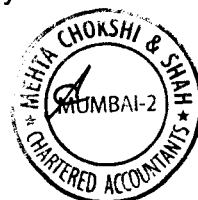
Chinchwad, Pune – 411019,

Maharashtra, India.

We, the statutory auditors of **Garware-Wall Ropes Limited**, (hereinafter referred to as "the Company" or "GWRL"), have examined the proposed accounting treatment for the Reduction of Capital of Garware-Wall Ropes Limited in terms of the provisions of sections 66 read with Section 52 of the Companies Act, 2013 with reference to its compliance with the applicable Indian Accounting Standards notified under the Companies Act, 2013 read with General Circular No. GSR 111(E) dated 16th February, 2015 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 (the 'applicable Indian Accounting Standards') and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Reduction of Capital of the Company and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards as aforesaid, is that of the Board of Directors of the Company involved. Our responsibility is only to examine and report whether the Reduction of Capital of the Company complies with the applicable Indian Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment for the Reduction of Capital of the Company is in



MAKER BHAVAN 3, 214, 2ND FLOOR, NEW MARINE LINES, MUMBAI - 400 020.
TEL : 2205 7309 • 2208 8743 • 6633 4067 • Fax : 2205 5432 • Email : chetanshah@camcs.in


A-101, 'AADESHWAR' S.V.P. ROAD, (MANDPESHWAR ROAD), BORIVALI (W), MUMBAI - 400 092.
Tel. 2893 0502 • Telefax : 2893 05 03 • Email : abhaymehta@camcs.in

compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued there under and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

This Certificate is issued at the request of Garware-Wall Ropes Limited pursuant to the requirements as per Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circulars issued for onward submission to BSE Limited. This Certificate should not be used for any other purpose without our prior written consent.

For Mehta Chokshi & Shah
Chartered Accountants
Firm Registration No: 106201W




Abhay R Mehta
Partner
M.No: 46088

Place : Mumbai
Date : 19th June, 2018



GARWARE
TECHNICAL FIBRES

Annexure 9

BSE Limited

Corporate Relationship Department,
New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai 400001.

August 9, 2018

(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 Sir/Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Scheme Circular CFD/DIL3/CIR/2017/21 for the proposed Reduction of Capital of Garware Technical Fibres Limited ("the Company")

We hereby certified that the proposed reduction of capital involving Garware Technical Fibres Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular no. CFD/DIL3/CIR/2017/21 dated 10th March 2017, including the following:

Sr. No.	Reference	Particulars	Compliance
1.	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, Complied
2.	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, Complied
Requirements of circular no. CFD/DIL3/CIR/2017/21 dated 10 th March, 2017			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, Complied
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	N.A.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, Complied

Page | 1

Registered Office

Garware Technical Fibres Ltd. (Formerly Garware-Wall Ropes Ltd.): Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune 411 019, India.
T: +91 20 3078 0000/0306 E: pune_admin@garwarefibres.com www.garwarefibres.com CIN: L25209MH1976PLC018939



GARWARE
TECHNICAL FIBRES

(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, Complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	N.A.

For Garware Technical Fibres Limited


Sunil Agarwal
Company Secretary
M. No. F 6407

For Garware Technical Fibres Limited



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

Further, the transactions / accounting treatment for the reduction of capital involving Garware-Wall Ropes Limited is in compliance with all the Accounting Standards applicable to a listed entity.

For Garware Technical Fibres Limited


S. H. Bamne
VP-Corporate (CFO)

For Garware Technical Fibres Limited


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

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




UNDERTAKING IN RELATION TO NON-APPLICABILITY OF PARA (I)(A)(9)(a) OF ANNEXURE 1 OF SEBI CIRCULAR CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 TO THE REDUCTION OF CAPITAL OF THE COMPANY

We, Garware-Wall Ropes Limited¹ ("the Company") hereby undertake that the conditions as prescribed in para (1)(A)(9)(a) of Annexure 1 of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 in connection with the proposed Reduction of Capital of the Company are not applicable for the reasons stated below:

- a) The reduction of capital of the Company does not provide for allotment of additional shares to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary of Promoter / Promoter Group of the Company, or
- b) The reduction of capital of the Company does not involve the Company and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary(S) of Promoter / Promoter Group of the Company, or
- c) The Company has not acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary(s) of Promoter / Promoter Group of the Company, and if that subsidiary is being merged with the Company under the proposed reduction of capital.
- d) The reduction of capital of the Company does not involve merger of an unlisted entity which results in reduction in the voting share of pre-reduction of share capital public shareholders of the Company in the transferee / resulting company by more than 5% of the total capital of the merged entity.
- e) The reduction of capital of the Company does not involve transfer of whole or substantially the whole of the undertaking of the Company and where the consideration for such transfer is not in the form of listed equity shares.

We thereby undertake that Para (I)(A)(9)(a) of Annexure 1 of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 for e-voting of Public Shareholders is not applicable to Company in connection with the reduction of capital of the Company.

For GARWARE-WALL ROPES LIMITED


Sunil Agarwal
Company Secretary
M. No. F 6407

Place: Pune
Date: 21st June, 2018

¹ The Company is in the process of changing its name to Garware Technical Fibres Limited.





CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY, AT ITS MEETING HELD ON THURSDAY, 21ST JUNE, 2018 AT PLOT NO. 11, BLOCK D-1, MIDC, CHINCHWAD, PUNE 411 019.

"RESOLVED THAT the draft of the Undertaking as placed before the Board initiated by the Chairman for the purpose of identification, relating to non-applicability of para (I)(A)(9)(a) of Annexure 1 of the SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 in connection with reduction of capital of the Company be and is hereby approved which undertake that:

- a) The reduction of capital of the Company does not provide for allotment of additional shares to Promoter/ Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary of Promoter/ Promoter Group of the Company, or
- b) The reduction of capital of the Company does not involve the Company and any other entity involving Promoter/ Promoter Group, Related Parties of Promoter/Promoter Group, Associates of Promoter/ Promoter Group, Subsidiary(S) of Promoter/ Promoter Group of the Company,
- c) The Company has not acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company, and if that subsidiary is being merged with the Company under the proposed reduction of capital.
- d) The reduction of capital of the Company does not involve merger of an unlisted entity which results in reduction in the voting share of pre-reduction of share capital, public shareholders of the Company in the transferee / resulting company by more than 5% of the total capital of the merged entity.
- e) The reduction of capital of the Company does not involve transfer of whole or substantially the whole of the undertaking of the Company and where the consideration for such transfer is not in the form of listed equity shares.

RESOLVED FURTHER THAT any of the Directors of the Company, Chief Financial Officer, and Company Secretary of the Company be and are hereby authorized severally / individually, to sign the aforesaid undertaking."

RESOLVED FURTHER THAT the Board be and hereby take on record the certificate issued by the Statutory Auditor dated 19th June, 2018 in connection with non-applicability of Para (I)(A)(9)(a) of Annexure 1 of SEBI circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 as above in connection with the reduction of capital of the Company."

For GARWARE TECHNICAL FIBRES LIMITED


 Sunil Agarwal
 Company Secretary
 M. No. F. 6407



Annexure - 11

GARWARE
TECHNICAL FIBRES

GTFL:SEC:2018

August 14, 2018

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 Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular CFD/DIL3/CIR/2017/21 for the proposed Reduction of Capital of Garware Technical Fibres Limited¹ ("the Company")

With reference to the requirements of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular"); the Board has resolved that **BSE Limited ('BSE')** be and is hereby chosen as the Designated Stock Exchange ('DSE') in terms Regulation 37 of the SEBI (LODR) Regulations, 2015 read with SEBI Scheme Circular.

For Garware Technical Fibres Limited


Sunil Agarwal
Company Secretary
M. No. F 6407

¹ the name of the Company changed to **Garware Technical Fibres Limited ("GTFL")** with effect from 20th July, 2018



Brief particulars of Garware Technical Fibres Limited¹ (formerly Garware-Wall Ropes Limited) ('Company')

Particulars	Company
Name of the company	Garware Technical Fibres Limited (formerly Garware-Wall Ropes Limited)
Date of Incorporation & details of name changes, if any	1 st April, 1976
Registered Office	Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune - 411019, Maharashtra, India.
Brief particulars of the proposed reduction of capital	<p>The brief particulars of the proposed reduction of capital is as under:</p> <p>(a) Winding of the Welfare Scheme, and cancellation of the equity shares held by the Welfare Trust by opting for selective reduction of share capital.</p> <p>(b) Reduction of equity share capital of the Company from Rs. 21,88,20,600/- (Rupees Twenty One Crores Eighty Eight Lakhs Twenty Thousand and Six Hundred only) divided into 2,18,82,060 (Two Crore Eighteen Lakhs Eighty Two Thousand and Sixty) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,93,55,600/- (Rupees Twenty Crores Ninety Three Lakhs Fifty Five Thousand and Six Hundred only) divided into 2,09,35,560 (Two Crore Nine Lakhs Thirty Five Thousand Five Hundred and Sixty) equity shares of Rs. 10/- (Rupee Ten only) each without any payout to the Welfare Trust.</p> <p>(c) Outstanding loan payable by GWRL – Managerial Staff Welfare Trust to the Company as on the Effective Date of the Reduction of share capital of the Company to be adjusted against the Securities (Share) Premium Account.</p>
Rationale for the terms of reduction of share capital	Refer the draft of the Application to the Mumbai Bench of the National Company Law Tribunal (for confirmation of the proposed reduction of capital of the Company pursuant to the provisions of Sections 66 read with Section 52 of the Companies Act, 2013 and Rules made thereunder ("draft Application")), attached separately as Annexure 2 to the covering letter dated 14 th August, 2018 to BSE Limited
Date of resolution passed by the Board of Director of the company approving the reduction of capital	21 st June, 2018

¹ The name of the Company changed to **Garware Technical Fibres Limited ("GTFL")** with effect from 20th July, 2018



GARWARE
TECHNICAL FIBRES

Date of meeting of the Audit Committee in which the reduction of capital has been recommended	21 st June, 2018
Appointed Date of the Reduction of capital	Effective date or such other date as may be approved by NCLT or such other appropriate authority
Name of Exchanges where securities of the company are listed	BSE Limited and The National Stock Exchange of India Limited
Nature of Business	The Company is into the business of manufacturing and providing solutions in high performance polymer ropes, fishing nets, sports nets, aquaculture cages, coated fabrics, agricultural netting and geosynthetics.
Capital before the reduction of share capital (as on the date of filing)	Paid up Share Capital as on 31 st March, 2018: Rs. 21,88,20,600 comprising of 2,18,82,060 Equity Shares of Rs. 10/- each
No. of shares to be issued	Not applicable
Cancellation of shares on account of Reduction of Capital	9,46,500 shares to be cancelled pursuant to the Reduction of share capital of the Company
Capital after the reduction of capital	Rs. 20,93,55,600/- divided into 2,09,35,560 Equity shares of Rs. 10/- each
Net Worth Pre & Post	Please refer pre & post net worth certificate attached as Annexure 13 to the covering letter dated 14 th August, 2018 to BSE Limited
Valuation by independent Chartered Accountant – Name of the valuer / valuer firm and Regn. no.	M/s. Rashmi Apte & Associates , Chartered Accountants having Firm Registration no. 123052W . Please refer Valuation Report attached as Annexure 3 to the covering letter dated 14 th August, 2018 to BSE Limited



Methods of valuation and value per share arrived under each method with weight given to each method, if any.	<p>There are three generally accepted approaches to valuation –</p> <p>a. "Asset" approach b. "Income" approach c. "Market" approach</p> <p>Please refer Valuation Report attached as Annexure 3 to the covering letter dated 14th August, 2018 to BSE Limited</p>			
Fair value per shares	Rs. 998.97/- per equity shares			
Exchange ratio	Not applicable			
Name of Merchant Banker giving fairness opinion	<p>M/s. SPA Capital Advisors Limited</p> <p>Please refer Fairness Opinion attached as Annexure 5 to the covering letter dated 14th August, 2018 to BSE Limited</p>			
Shareholding pattern (as on 31 st March, 2018)	Pre Reduction		Post Reduction	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	1,10,91,791	50.69	1,10,91,791	52.98
Public	98,43,769	44.99	98,43,769	47.02
Non Promoter Non Public	9,46,500	4.33	-	-
TOTAL	2,18,82,060	100.00	2,09,35,560	100.00
No of shareholders (approx.)	16,641		16,640	
Names of the Promoters	<ol style="list-style-type: none"> 1. Mr. Vayu Ramesh Garware 2. Garware Capital Markets Ltd 3. VMIR Investment Ltd 4. VRG Investments Ltd 5. Vimlabai Garware Research Institute 6. Moonshine Investments & Trading Co. Pvt. Ltd. 7. Manmit Investments & Trading Co. Pvt. Ltd. 8. Sanand Investments & Trading Co. Pvt. Ltd. 9. Sukukar Holdings & Trading Co. Pvt. Ltd. 10. Starshine Investments & Trading Co. Pvt. Ltd. 11. Gurukrupa Investments & Trading Co. Pvt. Ltd. 12. Garware Research Institute <p>(As disclosed in the Shareholding Pattern under Regulation 31 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>		-	

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GARWARE
TECHNICAL FIBRES

Names of the Board of Directors	1. Mr. Vayu Ramesh Garware 2. Ms. Mayuri Vayu Garware 3. Mr. Ramesh Manjnath Telang 4. Mr. Shrikant Pandharinath Kulkarni 5. Mr. Ashish Dhurvendra Goel 6. Dr. Shridhar Shrikrishna Rajpathak	-
Details regarding change in management control if any	Not applicable	

For GARWARE TECHNICAL FIBRES LIMITED


SUMIL AGARWAL
COMPANY SECRETARY & COMPLIANCE OFFICER
M. No. F6407

Registered Office

Garware Technical Fibres Ltd. (Formerly Garware-Wall Ropes Ltd.): Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune 411 019, India.
T +91 20 3078 0000/0306 E pune_admin@garwarefibres.com www.garwarefibres.com CIN: L25209MH1976PLC018939

Mehta Chokshi & Shah
CHARTERED ACCOUNTANTS

ANNEXURE 13

Independent Auditor's Report on the 'Statement of Pre and Post Net Worth pursuant to the Reduction of Capital'

To,

**The Board of Directors,
Garware-Wall Ropes Limited,
Plot No. 11, Block D-1, MIDC,
Chinchwad, Pune – 411 019**

1. We have been requested by the Company to certify the pre and post Net Worth of the Company pursuant to the proposed Reduction of Capital of the Company given in the attached statement for BSE Limited and the National Stock Exchange of India Limited respectively, as per their prescribed requirements, (hereinafter known as "the Statement"), provided to us by the management. This certificate is required by the Company for submission to the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and the National Company Law Tribunal.

Management's Responsibility

2. The preparation of this Statement is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditor's Responsibility

3. Pursuant to the requirements of this document, it is our responsibility to provide a limited assurance as to whether the amounts in the Statement that forms part of the pre-capital reduction computation of net worth as at 31st March, 2018 has been accurately extracted from the audited financial statements for the year ended 31st March, 2018 and the computation of net worth is arithmetically correct and whether the computation of provisional post capital reduction net worth is in accordance with the Reduction of Capital of the Company as stated above.



MAKER BHAVAN 3, 214, 2ND FLOOR, NEW MARINE LINES, MUMBAI - 400 020.
TEL. : 2205 7309 • 2208 8743 • 6633 4067 • Fax : 2205 5432 • Email : chetanshah@camcs.in

A-101, 'AADESHWAR' S.V.P. ROAD, (MANDPESHWAR ROAD), BORIVALI (W), MUMBAI - 400 092.
Tel. 2893 0502 • Telefax : 2893 05 03 • Email : abhaymehta@camcs.in

4. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance and consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.
5. With regard to the amounts mentioned in the Statement, we have performed the following procedures:
 - a. In respect of the pre-capital reduction net worth, we have traced the amounts mentioned in the Column I of the Statement to the audited statutory financial statements for the year ended 31st March 2018 obtained from the management. Verified the computation of net worth as defined in the notes to the Statement.
 - b. Verified the computation of the provisional post capital reduction net worth in Column (I+II) of the Statement based on the proposed Reduction of Capital read with notes mentioned in the Statement.
 - c. Verified the arithmetical accuracy of the Statement.
6. We performed the above-mentioned procedures in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on the procedures performed by us as referred in paragraph 5 above and according to the information and explanations given to us and based on the management representations, nothing has come to our attention that causes us to believe that the amounts in the Statement that form part of the pre-capital reduction net worth computation as at 31st March, 2018 has not been accurately extracted from the audited financial statements for the year ended 31st March, 2018 and the computation of net worth is not arithmetically correct and the provisional post-capital reduction net worth have not been computed by the management in accordance to the Reduction of Capital, read with the Notes as mentioned in the Statement.




Restrictions on Use

9. The certificate has been issued on the request of the Company, solely for the purpose set forth in paragraph 1 of this Certificate. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this certificate.

**For Mehta Chokshi & Shah
Chartered Accountants
Firm Registration No: 106201W**




**Abhay R Mehta
Partner
M.No: 46088**

**Place : Mumbai
Date : 19th June, 2018**

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



As per the requirements of National Stock Exchange of India Limited


Statement of Pre and Post Net Worth of Garware-Wall Ropes Limited pursuant to the Reduction of Capital as at 31st March, 2018

Sr. No.	Particulars (Rs in lakhs)	Pre-Reduction net worth	Adjustments	Provisional Post – Reduction net worth
1	Paid – up Capital (A)	2,188.21	(94.65)	2,093.56
2	Other Equity			
a	Capital Reserve	24.75	94.65	119.40
b	Capital Redemption Reserve	182.63	-	182.63
c	Securities Premium Account	7,700.11	(391.89)*	7,308.22
d	General Reserve	3,869.83	-	3,869.83
e	Profit & Loss Account	39,630.84	-	39,630.84
	Total Other Equity (B)	51,408.16	(297.24)	51,110.92
	Total (A+B)	53,596.37	(391.89)	53,204.48

Notes:

1. While calculating net worth of the Company, any Revaluation Reserve is to be excluded
2. * The adjustment amount may be lower on the Effective Date due to the reduction in the outstanding amount of Interest Free Advance due to receipt of dividend by the Welfare Trust.

For Garware-Wall Ropes Limited


S.H. Bamne
VP- Corporate (CFO)





Annexure 1g

GARWARE
TECHNICAL FIBRES

August 14, 2018

To,
BSE Limited
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
BSE Scrip Code: 509557

Sub: Details of Capital evolution of the Company:

Date of Issue	No. of shares issued	Issue Price (Rs.)			Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
		Face Value	Premium	Total			
1976-78	240000	10	0	10	Placement to Promoters	240000	Listed
1978	360000	10	0	10	Public Issue	600000	Listed
1982	360000	10	0	10	Bonus 3 : 5	960000	Listed
1988	960000	10	0	10	Bonus 1 : 1	1920000	Listed
1989	921800	10	20	30	Rights 1 : 2	2841800	Listed
1993	2841800	10	50	60	Rights 1 : 1	5683600	Listed
1994	20500	10	100	110	Preferential allotment to Promoters/FCD	5704100	Listed
1994	5704100	10	0	10	Bonus 1 : 1	11408200	Listed
1995	8556150	10	55	65	Rights 3 : 4	19964350	Listed
23/03/2007	750000	10	56.50	66.50	Conversion of convertible Warrants allotted to the Promoters and Trust, on preferential basis	20714350	Listed
28/03/2008	998000	10	56.50	66.50		21712350	Listed
24/05/2008	1996000	10	56.50	66.50		23708350	Listed
Less:							
2013-2014	1826290				Buyback	21882060	

For Garware Technical Fibres Limited
(formerly Garware-Wall Ropes Limited)


Sunit Agarwal
Company Secretary
M. No. F 6407

Registered Office

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T +91 20 3078 0000/0306 E pune_admin@garwarefibres.com www.garwarefibres.com CIN: L25209MH1976PLC018939



Annexure - 15
GARWARE
TECHNICAL FIBRES

GTFL:SEC:2018

August 14, 2018

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 Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 for the proposed reduction of capital of the Company

In connection with the above application, we hereby confirm that:

- a) The proposed reduction of capital of the Company does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 37 of the SEBI (LODR) Regulations 2015.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 66 of the Companies Act, 2013 it shall disclose:
 - i) the pre and post-reduction capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) Information about unlisted companies involved in the scheme as per the format provided in Part D of Schedule VIII of the ICDR Regulations, if applicable. – **Not Applicable**
 - iv) The Complaint report as per Annexure III.
 - v) The observation letter issued by the stock exchange.

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Registered Office

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GARWARE
TECHNICAL FIBRES

-2-

- c) The draft of the Application to the Mumbai Bench of the National Company Law Tribunal (for confirmation of the proposed reduction of capital of the Company pursuant to the provisions of Sections 66 read with Section 52 of the Companies Act, 2013 and Rules made thereunder ("draft Application") together with all documents mentioned in Para I (A)(7)(a) of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 will be disseminated on company's website as per Website link given hereunder:

www.garwarefibres.com/

- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/ SEBI/ Reserve Bank of India, wherever applicable.

For Garware Technical Fibres Limited
(formerly Garware-Wall Ropes Limited)


Sunil Agarwal
Company Secretary
M. No. F 6407

Registered Office

Garware Technical Fibres Ltd. (Formerly Garware-Wall Ropes Ltd.): Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune 411 019, India.
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GARWARE
TECHNICAL FIBRES

GTFL:SEC:2018

August 14, 2018

BSE Limited

Corporate Relationship Department,
New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort,
Mumbai 400001.

(Company code: 509557)

Subject: Payment of processing fees for reduction of capital of the Company.

Dear Sir / madam,

Please find below details of payment made through NEFT/RTGS

Company Code	1003
Company Name	Garware Technical Fibres Limited (formerly Garware-Wall Ropes Limited)
Total non-refundable fees Remitted	Rs. 2,12,400.00 (Rs. 2,00,000 towards processing fees plus Rs. 12,400 towards GST @ 18%)
RTGS/NEFT UTR Ref No.	808135394365
Date of Payment	13/08/2018

Contact Details:

Name of Authorized Person	Mr. Sunil Agarwal, Company Secretary
Telephone No.:	020-30780177
Email ID :	sagarwal@garwarefibres.com

Thanking you,

Yours faithfully,

For **GARWARE TECHNICAL FIBRES LIMITED**


Sunil Agarwal
Company Secretary
FCS No.: 6407

Registered Office

Garware Technical Fibres Ltd. (Formerly Garware-Wall Ropes Ltd.): Plot No. 11, Block D-1, M.I.D.C., Chinchwad, Pune 411 019, India.
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