

**24<sup>th</sup>**  
**ANNUAL**  
**REPORT**  
**2015-16**





## Important Communication to Members

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses to the Company or its Registrar and Share Transfer Agents (RTA).

You are requested to send an e-mail to [secretarial@topworthgroup.com](mailto:secretarial@topworthgroup.com) for register your e-mail ID with Name of first registered shareholder, Folio/DP ID & Client ID.

On registration, all the communication will be sent to the e-mail ID registered in the Folio/DP ID & Client ID.

## Corporate Information

### BOARD OF DIRECTORS

Mr. Abhay Narendra Lodha  
Chairman, Non-Executive Director

Mr. Prasenjit Promode Datta  
Executive, Whole Time Director

Mr. Satish Chandra Gupta  
Non-Executive, Independent Director  
(Re-appointed w.e.f. 28<sup>th</sup> April, 2016)

Mr. Viresh Shankar Mathur  
Non-Executive, Independent Director

Ms. Ankita Singh  
Non-Executive, Independent Director

Mr. Jagannath Pandharinath Dange  
Non-Executive, Independent Director

### CHIEF FINANCIAL OFFICER

Mr. Jagjit Padgaonkar (upto 28<sup>th</sup> April, 2016)

Mr. Jitendra Jain (w.e.f. 28<sup>th</sup> April, 2016)

### COMPANY SECRETARY

Mr. Dipesh Uttamchand Gosar (upto 14<sup>th</sup> July, 2016)

Mr. Rahul Singh (w.e.f. 14<sup>th</sup> July, 2016)

### AUDITORS

M/s. H.R. AGARWAL & ASSOCIATES  
Chartered Accountants

### SECRETARIAL AUDITORS

M/s. UMESH VED & ASSOCIATES  
Company Secretaries

### COST AUDITORS

M/s. S. K. AGARWAL & ASSOCIATES  
Cost Accountants

### BANKERS

Allahabad Bank  
Oriental Bank of Commerce  
State Bank of India  
Dena Bank  
IDBI Bank  
Union Bank of India  
Bank of India

### REGISTERED OFFICE

Plot no 3436-3439, Chhatral, G.I.D.C.,  
Phase IV, Taluka-Kalol,  
Dist - Gandhinagar, Gujarat-382729  
Tel: +91-2764-233656  
Fax: +91-2764-233657  
CIN: L28999GJ1992PLC018570

### CORPORATE OFFICE

Indiabulls Finance Centre, Tower 3  
16<sup>th</sup> Floor, 1601, Senapati Bapat Marg,  
Elphinstone Road (West),  
Mumbai- 400013  
Tel:+91-22-71500500  
Fax: +91-22-71500520  
Email: [secretarial@topworthgroup.com](mailto:secretarial@topworthgroup.com)  
Website: [www.gujaratfoils.com](http://www.gujaratfoils.com)

### REGISTRAR AND SHARE TRANSFER AGENTS

Link Intime India Private Limited  
303, 3<sup>rd</sup> Floor, Shoppers Plaza-V,  
Opp. Municipal Market,  
Off. C. G. Road, Navrangpura  
Ahmedabad- 380009  
Tel:+91-079-26465179  
Fax: +91-079-26465179  
Email: [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)

### Contents

Chairman's Statement	2
Directors' Report	3
Management Discussion and Analysis	22
Report on Corporate Governance	27
Independent Auditor's Report	40
Balance Sheet	44
Statement of Profit and Loss Account	45
Cash Flow Statement	46
Notes to Accounts	47
Notice of AGM	59
Proxy/Attendance Slip	



## Chairman's Letter to Shareholders



Dear Shareholders,

It gives me great pleasure to share with you the Company's financial performance for the financial year ended 31<sup>st</sup> March, 2016. The Board of Directors of your Company has approved the results for this period and I wish to share some of its key highlights with you.

### Financial Highlights

- ❖ Revenue was ₹ 453.34 Crores
- ❖ EBITDA was ₹ 44.31 Crores
- ❖ Profit after tax was ₹ (1.56) Crores

### Operational Highlights

- ❖ Highest and best ever productivity achieved from Coater Machine in Conversion Department
- ❖ Maximized the productivity & other operational indicators of printing section
- ❖ Successfully developed universal lacquer for Blister Foil Coating
- ❖ Down gauging of blister & strip foil for pharma customers

### Business Highlights

FY 2015 – 2016 was an year of consolidation for Gujarat Foils Limited (GFL). We introspected our capabilities, consolidated and positioned ourselves to take a bigger leap in future. We at GFL placed a lot of focus on converting customer's dream into reality. To name a few such prestigious assignments, we had successfully developed universal lacquer suitable for sealing on PVC as well as PVDC side for very first time at GFL. We had jointly made down gauging assignment for blister & strip foil packaging very successful for one of the biggest brands in pharma. With this innovation by the GFL team, resulted in a major cost reduction for pharma companies. We had been able to achieve such milestones only because of State of Art, integrated rolling & converting facility under one roof coupled with self-motivated, highly experienced technical team.

In a very short span of time your Company has been accredited to the status of "most preferred vendor" status by some pharma majors and now broken through in to the top five aluminum based packaging companies in the country. This is no mean task given the exceptional tailor made requirements of customers in the foil packaging business.

We have achieved the operational highlights with a strategic focus to shift the business from bare foil to converted foil for better value addition with focus on maximum loading of printed products. Volume and demand is picking up from pharma customers in value added products, i.e., printed foils. Further, we have streamlined and consolidated our customer base.

Though the financial results were not as expected but I feel proud to see the efforts made by the team, especially in the midst of acute global economic uncertainty, which has equally affected the Indian economy and some of the sectors including the metal industries have been faced with demand slowdown that is unlikely to turnaround quickly.

Your Company is delighted to inform you that at our Chhatral plant, accreditation of Integrated Management System which covers ISO 9001, ISO 14001, OHSAS 18001 from BSCIC, prestigious Good Manufacturing Practice Certification (GMP) with reference to ISO 15378: 2011 by BSCIC and certification from prestigious U.S.F.D.A has been maintained successfully. This enables your Company to provide packaging materials to Indian as well as Multi National pharmaceutical companies for their final products to be used in regulated markets.

I feel proud to inform you that GFL is now affiliated to **GLAFRI - Global Aluminium Foil Roller Initiative**, which is world renowned organization for its initiatives in foil promotion based out of Düsseldorf - Germany. This association will give GFL further impetus to be a premium foil based packaging organisation both in domestic as well as international markets.

Today your Company is enjoying the status of being one among the preferred suppliers to pharma companies because of our orientation towards customer service and product quality. I am confident that we are on the right path and with the impending economic reform your Company will sustain this growth even further.

Regarding the future, your Company is looking actively at forward integration by putting up State of Art Printing Facility expansion very soon. We are looking to establish ourselves as a prime manufacturer, providing end to end packaging solutions. We also understand the need for backward integration of our facilities and our present activities include preparation feasibility studies for large scale expansion in these areas.

We are strong believers of value proposition and the requirements of Human Resource, which add comprehensively to the total reserve of the Company. We, in this short period of time, have been able to put together a dedicated team of professionals and been able to retain them at Gujarat Foils Limited.

I would like to take this opportunity to express my gratitude to the Board of Directors, Bankers, Employee's, Vendors and Shareholders for their continued support and the confidence reposed on us.

Warm Regards,

**Abhay Narendra Lodha**  
Chairman  
DIN: 00052194

## Directors' Report

To,  
The Shareholders,

Your Directors have pleasure in presenting to you this 24<sup>th</sup> Annual Report of your Company together with the Audited Accounts for the Financial Year ended on 31<sup>st</sup> March, 2016.

### FINANCIAL RESULTS

Your Company's financial performance during the year has been summarized below:

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
Gross Income from Operations	47,030.74	50,735.07
Less: Excise Duty	1,805.42	2,078.48
Net Income from Operations	45,225.32	48,656.59
Profit before Depreciation, Finance cost and Taxation	4,430.44	5,740.51
Less: Depreciation and Amortization	969.61	894.43
Profit before Finance cost and Taxation	3,460.83	4,846.08
Less: Finance Cost	3,358.03	3,423.77
Profit before Taxation	102.80	1,422.31
Tax Expense		
- Current Tax	21.50	304.80
- Deferred Tax	237.06	445.62
- Earlier Years		
Profit after Taxation	(155.76)	671.89

### REVIEW OF OPERATIONS/STATE OF COMPANY'S AFFAIRS

During the year under review, the Company's Net Income from operations stood at ₹ 45,225.32 Lakhs as compared to ₹ 48,656.59 Lakhs in the previous year, thereby registering a downfall of about 7.05%. Earnings before interest, depreciation, tax & amortization for the year under review stood at ₹ 4,430.44 Lakhs against ₹ 5,740.51 Lakhs in the previous year, thereby registering a drop of about 22.82%. Profit before Tax registered a drop of about 92.77% and the Company has incurred net loss of ₹ 155.76 Lakhs as compared to net Profit of ₹ 671.89 Lakhs in the previous year. The Company has incurred loss due to fall in material prices and lower margins in a challenging market affected the profits.

### DIVIDEND

As no surplus is available and to conserve resources for operations of the Company, your Directors have not recommended any dividend for the Financial Year ended 31<sup>st</sup> March, 2016.

### TRANSFER TO RESERVES

The Board has adjusted loss of ₹ 155.76 Lakhs against previous years reserves in Profit and loss accounts and further, your Company has proposed not to transfer any amount to General Reserves.

**NO MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT.**

### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186

No Loan, Guarantees and Investments covered under section 186 of the Companies are outstanding as at 31<sup>st</sup> March 2016.



### PUBLIC DEPOSITS

During the year under review, the Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance sheet.

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

In line with the requirements of the Companies Act, 2013 and Equity Listing Agreement, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website at <http://www.gujaratfoils.com/investors>. The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties.

No Related Party Transactions were entered during the year under review by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC 2 is not applicable.

### SUBSIDIARY COMPANY

The Company does not have any subsidiary company.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (a) In the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2016, the applicable accounting standards have been followed and there are no material departures;
- (b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year as on 31<sup>st</sup> March, 2016 and of the profit of the Company for that period;
- (c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) They have prepared the annual accounts on a going concern basis;
- (e) They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### INTERNAL FINANCIAL CONTROLS

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory, Cost and Secretarial Auditors and the reviews performed by management and the relevant Board committees, including the Audit Committee, the Board is of the opinion that the Company's Internal Financial controls were adequate and effective during the financial year 2015-16.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, the tenure of Mr. Satish Chandra Gupta (DIN: 00025780) was completed on 31<sup>st</sup> March 2016 and the Board of Directors of the Company at its meeting held on 28<sup>th</sup> April, 2016, re-appointed him as an Additional Director to hold office upto the date of ensuing Annual General Meeting. In terms of provisions of Section 149 of the Companies Act, 2013, it is proposed to re-appoint Mr. Satish Chandra Gupta as an Independent Director, for a period of 3 (Three) years. The Company has received notice in writing from a member proposing the candidature of Mr. Satish Chandra Gupta as Non-Executive Independent Director of the Company at the ensuing Annual General Meeting.

Mr. Abhay Narendra Lodha (DIN: 00052194), Chairman of the Company, liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company.

Brief resume of the Directors proposed to be appointed / re-appointed are given in the notice convening this Annual General Meeting.

The above appointments/re-appointments form part of the notice convening the Annual General Meeting and the resolutions are recommended for your approval.

Mr. Jitendra Jain was appointed as Chief Financial Officer with effect from 28<sup>th</sup> April 2016 vice Mr. Jagjit Padgaonkar.

Mr. Rahul Singh was appointed as Company Secretary with effect from 14<sup>th</sup> July 2016 vice Mr. Dipesh U. Gosar.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company are Mr. Prasenjit Promode Datta, Whole Time Director, Mr. Jitendra Jain, Chief Financial Officer and Mr. Rahul Singh, Company Secretary.

#### NUMBER OF MEETINGS OF THE BOARD

Four meetings of the Board were held during the year. For details of the meetings of the Board, please refer to the Corporate Governance Report, which forms part of this report.

#### BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors.

#### POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on Directors' appointment including criteria for determining qualifications, positive attributes and independence of a director as well as policy relating to remuneration of Key Managerial Personnel and other employees and other matters provided in Section 178(3) of the Act, is available on Company's website at <http://www.gujaratfoils.com/investors>.

#### AUDIT COMMITTEE AND VIGILANCE MECHANISM

The Audit Committee comprises of Mr. Satish Chandra Gupta, Mr. Viresh Shankar Mathur and Mr. Jagannath Pandharinath Dange. The other details pertaining to Audit Committee are included in the Corporate Governance Report, which forms part of this report. There has been no instance of non-acceptance of recommendation of Audit Committee by the Board.

The Board of Directors has established vigil mechanism in the form of Whistle Blower Policy to enable directors and employees to make written Protected Disclosures (as defined in the policy) to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases for investigation. The policy provides for adequate protection for whistle blowers and victimization of complainants and also provides for initiation of disciplinary or corrective action. This functioning of vigil mechanism is periodically reviewed by the audit committee. Your Company has posted the Vigil Mechanism/ Whistle Blower Policy on its website <http://www.gujaratfoils.com/investors.html>

#### AUDITORS

##### STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder M/s H.R. Agarwal & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company (having Firm Registration no. 323029E) from the conclusion of the 22<sup>nd</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2014 till the conclusion of the 27<sup>th</sup> Annual General Meeting to be held in the year 2019, subject to ratification of their appointment at ensuing Annual General Meeting.

##### COST AUDITORS

Pursuant to Section 148(3) of the Companies Act, 2013, the Board of Directors on the recommendation of the Audit Committee had appointed M/s S. K. Agarwal & Associates, Cost Accountants, as the Cost Auditors of the Company for the Financial Year 2015-2016 for conducting the audit of cost records.

The Board of Directors has re-appointed M/s. S. K. Agarwal & Associates as Cost Auditors for the Financial Year 2016-17 to conduct the audit of cost record and they have confirmed that their appointment, is within the limits of section 141(3) (g) of the Companies Act, 2013 and have also certified that they are free from any disqualifications specified under Section 148(5) read with Section 139 and Section 141(3) of the Companies Act, 2013. Their remuneration approved by the Board, is recommended for ratification by the member at the ensuing Annual General Meeting.



### SECRETARIAL AUDITORS

During the year, Secretarial Audit was carried out by M/s. Umesh Ved & Associates, Company Secretaries and Secretarial Auditor of the Company for the financial year 2015-16. Secretarial Audit Report as required under the provisions of Section 204 under the Companies Act, 2013 is annexed herewith as an **Annexure A** and the report of the Auditor is self-explanatory.

### AUDITORS' OBSERVATIONS

The Statutory Auditors' Report does not contain any qualifications, reservations or adverse remarks.

As regards to the observations of Secretarial Auditor with regard to the late filing of couple of forms the directors hereby confirm that the default made was only of a technical nature and the default has been made good by filing the respective forms with additional filing fees.

### RISK MANAGEMENT

The Company has the risk assessment and mitigation procedures in place and the same have been laid before the Board members from time to time.

### CORPORATE SOCIAL RESPONSIBILITY

The Company has framed a Corporate Social Responsibility (CSR) Policy in compliance with section 135 of the Companies Act, 2013 and the said policy may be accessed on the website of the Company <http://www.gujaratfoils.com/investors.html>. The annual report on the Corporate Social Responsibility (CSR) Policy of the Company as per format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014, is appended as an **Annexure B** to this Report.

### EXTRACT OF ANNUAL RETURN

As provided under Section 92(3) of the Act, the extract of annual return is given in **Annexure C** in the prescribed Form MGT-9, which forms part of this report.

### PARTICULARS OF EMPLOYEES

The employer employee relations remained cordial throughout the year. The Board places on record its sincere appreciation for the valuable contribution made by employees across all levels of the organization.

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as **Annexure D** to this Report.

During the year under consideration, there were no employees, whose particulars are required under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been constituted to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. There was no complaint received from any employee during the financial year 2015 -16 and hence no complaint is outstanding as on 31<sup>st</sup> March, 2016 for redressal.

### MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report for the year under review, as stipulated under SEBI Listing Regulation, is presented in a separate section forming part of the Annual Report.

### CORPORATE GOVERNANCE

Pursuant to SEBI Listing Regulation, a detailed report on Corporate Governance duly certified regarding compliances of its conditions by the Statutory Auditors M/s H.R. Agarwal & Associates, Chartered Accountants, is presented in a separate section forming part of the Annual Report.



**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars required to be disclosed under section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is appended as **Annexure E** to this Report.

**ACKNOWLEDGEMENTS**

Your Directors wish to place on record their deep sense of appreciation for Investors, Shareholders and Employees of the Company for their continued support towards conduct and operations of the Company.

Your Directors also wish to express their sincere gratitude to the Union Government and the Government of various States, as also to all the Government agencies, Banks, Financial Institutions, Customers, Vendors and other related organizations, who, through their continued support and cooperation, have contributed towards the Company's growth and progress during the year under review.

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 14<sup>th</sup> July, 2016

**Jagannath Pandharinath Dange**  
Director  
DIN 01569430

**Prasenjit Promode Datta**  
Whole Time Director  
DIN 00013414



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2016**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,  
The Members,  
**GUJARAT FOILS LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gujarat Foils 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 31<sup>st</sup> March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 31<sup>st</sup> March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Company during the Audit Period)**
- (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, 1992/ The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15<sup>th</sup> May, 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;
  - (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) The Export and Import Policy of India;
- (vii) Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974;
- (viii) Petroleum Act, 1934;

- (ix) Food Safety and Standards Act, 2006;
- (x) Legal Metrology Act, 2009;
- (xi) Air (Prevention and Control of Pollution) Act, 1981;
- (xii) Water (Prevention and Control of Pollution) Act, 1974.
- (xiii) We have relied on the representation made by the Company, its Officers and on the reports given by designated professionals for systems and processes formed by the Company to monitor and ensure compliances under other applicable Acts, Laws and Regulations to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges read with Securities and Exchange Board of India (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 subject to the following observations:

The Company is yet to file Form SH – 7 for the purpose of increase in authorised capital with the Registrar of Company as required under the provisions of Section 64 of Companies Act, 2013 and rule 15 of Companies (Share Capital and Debentures) Rules, 2014 in respect of the increase in authorised capital of the Company after the end before the date of our Secretarial Audit Report.

**We further report that**

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

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

**We further report that** during the year under report, the Company has not undertaken event/ action having a major bearing in the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

**We further report that** the couple of forms required to be filed under the provisions of the Companies Act, 2013 were filed after the statutory period along with the additional filing fees.

Place: Ahmedabad  
Date: 14<sup>th</sup> July, 2016

Umesh Ved  
Umesh Ved & Associates  
Company Secretaries  
FCS No.: 4411  
C.P. No.: 2924



## Directors' Report

To,  
The Members,  
Gujarat Foils Limited.

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

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

**Place:** Ahmedabad  
**Date:** 14<sup>th</sup> July, 2016

**Umesh Ved**  
**Umesh Ved & Associates**  
**Company Secretaries**  
**FCS No.: 4411**  
**C.P. No.: 2924**

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1.	Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	<p>Corporate Social Responsibility is a management concept, whereby Company strive to integrate social and environmental concerns in our business operations</p> <p>The policy provides for undertaking any activity prescribed under Schedule VII to the Companies Act, 2013 to attain the goal of sustainable and overall development of the society wherein the Company is carrying out its business operations.</p> <p>Such projects/activities will be undertaken either by direct involvement of Abhay Narendra Lodha Foundation or through external agencies.</p>
2.	The Composition of the CSR Committee	<p>Mr. Viresh Shankar Mathur - Chairman Mr. Prasenjit Promode Datta - Member Ms. Ankita Singh - Member</p>
3.	Average net profit of the Company for last three financial years i.e 2012-13, 2013-14 & 2014-15	₹ 11,75,27,522/-
4.	Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)	₹ 23,50,550/-
5.	Details of CSR spent during the financial year (a) Total amount to be spent including last year's balance: (b) Retained Amount spent during the financial year (c) Amount unspent, if any; (d) Manner in which the amount spent during the financial year.	<p>₹ 41,22,082/- ₹ 18,00,000/- ₹ 23,22,082/- As Attached</p>
6.	Reasons for not spending the amount.	Abhay Narendra Lodha Foundation is under process of implementation of appropriate and effective CSR plan. Thus, we are well poised to spend the balance amount during the current financial year.
7.	A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.	<p>The Company believes that no business can be done in isolation from society. Society permits business to exist and grow and it is on the basis of these social standards that business functioning is to be ultimately judged.</p> <p>We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.</p>

5(d) Manner in which amount spent during the financial year 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 programmes were undertaken	Amount Outlay (budget) project or programmes wise (₹)	Amount spent on the projects or programmes (₹)	Cumulative Expenditure upto the reporting period ₹	Amount Spent : Direct or through implementing agency
1	A Mega Dental & Medical Camp	Promoting Healthcare & Medical Facilities	Village Lahan (Small) Pandherkawada. Tahasil – Zari -Jamani, Dist. Yavatmal, State: Maharashtra	6 Lakhs	6,00,000	6,00,000	Implementing
2	Donations of Books	Promoting Education	Pan India	12 Lakhs	12,88,995	12,88,995	Agency through Abhay Lodha Foundation

**Mr. Viresh Shankar Mathur**  
Chairman, Corporate Social Responsibility Committee  
DIN 01382982

**Ms. Ankita Singh**  
Director  
DIN 07038161



**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
as on financial year ended on March 31, 2016  
Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the  
Company (Management & Administration) Rules, 2014.

**I REGISTRATION & OTHER DETAILS:**

i	CIN	L28999GJ1992PLC018570
ii	Registration Date	16 <sup>th</sup> November, 1992
iii	Name of the Company	Gujarat Foils Limited
iv	Category/Sub-category of the Company	Public Company Limited by shares / Indian Non-Government Company
v	Address of the Registered office & contact details	3436-3449, Chhatral G.I.D.C. Phase-IV, Taluka Kalol, Dist. Gandhinagar Gujarat -382729 Tel: 91-2764 233656 / 2764 233657 Fax: 91-2764 233657 <a href="http://www.gujaratfoils.com">www.gujaratfoils.com</a> <a href="mailto:secretarial@topworthgroup.com">secretarial@topworthgroup.com</a>
vi	Whether listed company	Yes on Bombay Stock Exchange Limited
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	LINK INTIME INDIA PRIVATE LIMITED 303, 3 <sup>rd</sup> Floor, Shoppers Plaza-V, Opp. Municipal Market, Off. C. G. Road, Navrangpura, Ahmedabad – 380 009 Tel: 91-79-26465179 Fax: 91-79-26465179 <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a>

**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 & description of main products/services	NIC Code of the product /service	% to total turnover of the Company
1	Aluminum Foil/Sheet/Strip	76071991	22.94%
2	Aluminum Coil/Sheet/Strip	76061200	11.15%

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

The Company does not have any subsidiary company.

## IV. (i) SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

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	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	4,041,201	0	4,041,201	49.27	4,041,201	0	4,041,201	49.27	0.00
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	792,876	0	792,876	9.67	792,876	0	792,876	9.67	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL: (A)(1)</b>	<b>4,834,077</b>	<b>0</b>	<b>4,834,077</b>	<b>58.94</b>	<b>4,834,077</b>	<b>0</b>	<b>4,834,077</b>	<b>58.94</b>	<b>0.00</b>
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other...	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>4,834,077</b>	<b>0</b>	<b>4,834,077</b>	<b>58.94</b>	<b>4,834,077</b>	<b>0</b>	<b>4,834,077</b>	<b>58.94</b>	<b>0.00</b>
<b>B. PUBLIC SHAREHOLDING</b>									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIS	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
(2) Non Institutions									
a) Bodies corporates									
i) Indian	271,286	0	271,286	3.31	333,902	0	333,902	4.07	0.76
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	1,197,866	146,775	1,344,641	16.39	1,212,679	147,375	1,360,054	16.58	0.19
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1,567,486	64,000	1,631,486	19.89	1,209,611	63,900	1,273,511	15.53	-4.36
c) Others (specify)									
Clearing Member	52,367	0	52,367	0.64	49,829	0	49,829	0.61	-0.03
Non Resident Indians ( Repat)	49,145	0	49,145	0.60	49,525	0	49,525	0.60	0.00
Non Resident Indians (Non Repat)	16,808	0	16,808	0.20	17,077	0	17,077	0.21	0.00
Hindu Undivided Family Trusts	0	2,000	2,000	0.02	281,835	2,000	283,835	3.46	3.44
<b>SUB TOTAL (B)(2):</b>	<b>3,154,458</b>	<b>213,275</b>	<b>3,367,733</b>	<b>41.06</b>	<b>3,154,458</b>	<b>213,275</b>	<b>3,367,733</b>	<b>41.06</b>	<b>0.00</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>3,154,458</b>	<b>213,275</b>	<b>3,367,733</b>	<b>41.06</b>	<b>3,154,458</b>	<b>213,275</b>	<b>3,367,733</b>	<b>41.06</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>7,988,535</b>	<b>213,275</b>	<b>8,201,810</b>	<b>100.00</b>	<b>7,988,535</b>	<b>213,275</b>	<b>8,201,810</b>	<b>100.00</b>	<b>0.00</b>



(ii) SHAREHOLDING OF PROMOTERS

Sr. No.	Shareholders Name	Shareholding at the beginning of the year i.e 1 <sup>st</sup> April, 2015			Shareholding at the end of the year i.e 31 <sup>st</sup> March, 2016			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged to total shares	No. of shares	% of total shares of the Company	% of shares pledged to total shares	
1	Akshata Realtors Pvt Ltd	792,876	9.67	0	792,876	9.67	0	0.00
2	Abhay Narendra Lodha	3,047,104	37.15	12.61	3,047,104	37.15	12.61	0.00
3	Ashwin Narendra Lodha	703,959	8.58	2.19	703,959	8.58	2.19	0.00
4	Sheela Abhay Lodha	94,388	1.15	0	94,388	1.15	0	0.00
5	Prasanna Champalal Lodha	65,224	0.80	0	65,224	0.80	0	0.00
6	Surendra Champalal Lodha	65,263	0.80	0	65,263	0.80	0	0.00
7	Rajesh Kumar Jain	65,263	0.80	0	65,263	0.80	0	0.00
<b>Total</b>		<b>4,834,077</b>	<b>58.94</b>	<b>14.80</b>	<b>4,834,077</b>	<b>58.94</b>	<b>14.80</b>	

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

Sr. No.	Particulars	Shareholding at the beginning of the Year as on 1 <sup>st</sup> April, 2015		Cumulative Shareholding during the year 1 <sup>st</sup> April, 2015 to 31 <sup>st</sup> March, 2016	
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	At the beginning of the year	48,34,077	58.94	-	-
2.	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	During the period under review there is no change in the total shareholding of the Promoters.			
3.	At the end of the year i.e as on 31 <sup>st</sup> March, 2016	-	-	<b>48,34,077</b>	<b>58.94</b>



## (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters &amp; Holders of GDRs &amp; ADRs)

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the end of the beginning of the year 1 <sup>st</sup> April, 2015		Cumulative Shareholding at the end of the year 31 <sup>st</sup> March, 2016	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Pramod Jain	8,27,813	10.09	4,24,563	5.18
2	Asuti Trading Private Limited	99,500	1.21	99,500	1.21
3	Atul Dinkerray Raval	93,300	1.14	95,300	1.16
4	Nilesh Shantilal Parekh	80,000	0.98	80,000	0.98
5	AVS Equinvest LLP	0	0.00	75,293	0.92
6	Ritika Chhawchharia	0	0.00	66,325	0.80
7	Jayeshbhai Panchabhai Satani	56,766	0.69	56,766	0.69
8	Arvindkumar J Sancheti	0	0.00	53,103	0.65
9	Ranga Rao M	46,436	0.57	49,016	0.60
10	Ashok Appasaheb Sadalkar	0	0.00	48,656	0.59
11	*Kedar Dattatraya Borgaonkar	64,470	0.79	0	0.00
12	*Superways Investment and Finance Private Limited	38,600	0.47	38,600	0.47
13	*Dhaval Sudhirbhai Shah	38,250	0.47	40,250	0.49
14	*Devika Anand	37,836	0.46	37,836	0.46

**Notes:**

The shares of the Company are traded on a daily basis and hence the date wise increase/decrease in shareholding is not indicated.

\* Top ten Shareholders as on 1<sup>st</sup> April, 2015, who cease to be among top ten shareholders as on 31<sup>st</sup> March, 2016.

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year i.e. 1 <sup>st</sup> April, 2015		Date and Reason for change in shareholding	Cumulative Shareholding during the year	
		No. of Shares	% of Total shares of the Company		No. of Shares	% of Total shares of the Company
1	Abhay Narendra Lodha	30,47,104	37.15	No Movement during the year	30,47,104	37.15
2	Prasenjit Promode Datta	200	0.00	No Movement during the year	200	0.00
3	Dipesh U. Gosar	0	0.00	Purchase during the year	3	0.00



**V. INDEBTEDNESS**

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

(₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	4,007.73	3,102.02	-	7,109.75
ii) Interest due but not paid	64.18	-	-	64.18
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>4,071.92</b>	<b>3,102.02</b>	<b>-</b>	<b>7,173.94</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	2,500.00	-	-	2,500.00
Reduction	(803.63)	(60.00)	-	(863.63)
<b>Net Change</b>	<b>1,696.37</b>	<b>(60.00)</b>	<b>-</b>	<b>1,636.37</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	5,643.97	3,042.02	-	8,685.99
ii) Interest due but not paid	124.32	-	-	124.32
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>5,768.29</b>	<b>3,042.02</b>	<b>-</b>	<b>8,810.31</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole Time director and/or Manager:**

(In ₹)

Sr. No.	Particulars of Remuneration	Name of the Whole Time Director	Total Amount
		Mr. Prasenjit Promode Datta	
1	<b>Gross salary</b>		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	60,00,000	60,00,000
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	as % of profit	-	-
	others (specify)	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	<b>60,00,000</b>	<b>60,00,000</b>
	<b>Ceiling as per the Act</b>	<b>5% of the Net Profit</b>	

**B. Remuneration to other directors:**

(In ₹)

Sr. No.	Particulars of Remuneration	(a) Fee for attending board/ committee meetings	(b) Commission	(c) Others, please specify	Total Amount
<b>1</b>	<b>Independent Directors</b>				
	Mr. Satish Chandra Gupta	4,20,000	-	-	4,20,000
	Mr. Viresh Shankar Mathur	2,10,000	-	-	2,10,000
	Ms. Ankita Singh	1,50,000	-	-	1,50,000
	Mr. Jagannath Pandharinath Dange	1,80,000	-	-	1,80,000
	Mr. Rahul Babulal Chhajer*	2,10,000	-	-	2,10,000
	<b>Total (1)</b>	<b>11,70,000</b>	<b>-</b>	<b>-</b>	<b>11,70,000</b>
<b>2</b>	<b>Other Non-Executive Directors</b>				
	Abhay Narendra Lodha	1,20,000			1,20,000
	<b>Total (2)</b>	<b>1,20,000</b>	<b>-</b>	<b>-</b>	<b>1,20,000</b>
	<b>Total (B)=(1+2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Managerial Remuneration</b>	<b>12,90,000</b>	<b>-</b>	<b>-</b>	<b>12,90,000</b>
	<b>Overall Ceiling as per the Act.</b>	<b>11% of Net Profit</b>			

\* Ceased to be Director w.e.f. 11<sup>th</sup> August, 2015**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

(In ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
1	<b>Gross Salary</b>	<b>Company Secretary (Mr. Dipesh U. Gosar)</b>	<b>CFO (Mr. Jagjit Padgaonkar)</b>	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	9,50,000	36,85,500	46,35,500
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit	-	-	-
	others, specify	-	-	-
5	Others, please specify			
	<b>Total</b>	<b>9,50,000</b>	<b>36,85,500</b>	<b>46,35,500</b>

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**There were no penalties, punishment or compounding of offence during the year ended 31<sup>st</sup> March, 2016.



#### STATEMENT OF DISCLOSURE OF REMUNERATION UNDER SECTION 197 OF THE ACT READ WITH RULE5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 ARE GIVEN BELOW:

- a. The ratio of the remuneration of each director to the median remuneration of the employees, percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year ended 31<sup>st</sup> March, 2016:

Sr. No.	Name of Directors and KMP	Remuneration of Director & KMP for the Financial Year ended 31 <sup>st</sup> March, 2016 (in Rs.)	Ratio of remuneration of each director to median remuneration of employees	% increase in remuneration for the Financial Year ended 31 <sup>st</sup> March, 2016 provided for the purpose of section 197 (12) of the Act
1	Abhay Narendra Lodha <sup>1</sup> , Chairman, Non-Independent, Non-Executive	1,20,000 <sup>a</sup>	0.29	50.00%
2	Prasenjit Promode Datta Whole Time Director – Executive	60,00,000	14.81	4.18%
3	Satish Chandra Gupta Independent Director	4,20,000 <sup>a</sup>	1.04	55.55%
4	Rahul Babulal Chhajed Independent Director	2,10,000 <sup>b</sup>	0.52	-38.00%
5	Viresh Shankar Mathur Independent Director	2,10,000 <sup>a</sup>	0.52	133.33%
6	Ankita Singh <sup>2</sup> Independent Director	1,50,000 <sup>a</sup>	0.37	-
7	Jagannath Pandharinath Dange <sup>3</sup> Independent Director	1,80,000 <sup>a</sup>	0.44	-
8	Jagjit Padgaonkar Chief Financial Officer	36,85,500	9.10	-
9	Dipesh U. Gosar <sup>5</sup> Company Secretary	9,50,000	2.34	-
	<b>TOTAL</b>	<b>1,17,15,500</b>		

**Note:**

1. w.e.f. 1<sup>st</sup> August, 2014, resigned from the post of Managing Director
2. w.e.f. 4<sup>th</sup> February, 2015, appointed as director
3. w.e.f. 5<sup>th</sup> March, 2015, appointed as director
- a. Sitting fees
- b. w.e.f. 11<sup>th</sup> August, 2015, resigned from the post of director

- b. There is 36.5% increase in the median remuneration of employees in the financial year under review.
- c. The number of permanent employees on the rolls of Company as on 31<sup>st</sup> March, 2016 is 84.

**d. The explanation on the relationship between average increase in remuneration and Company performance:**

On an average, employees received an annual increase of 9%. The individual increments varied from 8% to 10% based on individual performance.

The increase in remuneration is in the line with the market trend. In order to ensure that remuneration reflects Company's performance, the performance pay is also linked with organization performance, apart from individual's performance.

**e. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:**

Aggregate remuneration of Key Managerial Personnel (KMP) in FY 2015-16 (₹)	1,07,55,500
Revenue (₹)	4,53,34,74,491
Remuneration of KMPs (as % of revenue)	0.24%
Profit before Tax (PBT) (₹)	1,02,80,151
Remuneration of KMP (as % of PBT)	104.62%

**f. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:**

Particulars	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2015	% Change
Market Capitalization (₹)	30,10,06,427	47,69,35,251	(36.89%)
Price Earnings Ratio	-19.30	7.1	(371.83%)

**g. 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 annual increase was around 9%. However, during the course of the year, total increase is approximately 10%, after accounting for promotion and other event based compensation revisions.

Increase in managerial Remuneration for the year was 10%.

**h. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:**

Particulars	WTD	CFO	CS
Remuneration in FY 2015-16 (₹)	60,00,000	36,85,500	9,50,000
Revenue (₹)	4,53,34,74,491		
Remuneration (as % of revenue)	0.13%	0.08%	0.02%
Profit before Tax (PBT) (₹)	1,02,80,151		
Remuneration of KMP (as % of PBT)	58.36%	35.85%	9.24%

**i. The key parameters for any variable component of remuneration availed by the directors:**

During the year, no variable component of remuneration was availed by the directors.

**j. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:**

None

**k. Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirms remuneration is as per the remuneration policy of the Company.



**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The particulars as per section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 for the year ended 31<sup>st</sup> March 2016.

**A. Conservation of Energy**

The Company has a strong commitment towards energy conservation for the benefit of the nation and itself. Efforts to optimize process parameters, modernize & upgrade technology as well as equipments, with the objective of increasing energy productivity are continuous and ongoing. Company ensures optimization of resources and is committed to control wastages and avoid air and water pollution.

It is a fact that conventional source of energy is limited in this universe. In the context it is prime responsibility of all of us to ensure optimum utilisation of energy. There are two fold benefits by ensuring the same:

- Every unit of power saved is equivalent to same quantity of power generated without any additional cost & without generating Green House Gases.
- Such savings helps us in reducing our cost of production.

Power and Fuel Consumption	UOM	2015-2016	2014-2015
<b>1) Electricity</b>			
<b>a) Purchased</b>			
Unit	(KWh)	49,22,642	52,54,909
Total Cost	(₹ in Lakhs)	332.98	409.85
Cost / Unit	(₹)	6.76	7.80
<b>b) Own Generation</b>			
<b>i) Through Diesel Generator Unit</b>			
Unit	(Ltr.)	472	1,356
Total Cost	(₹ in Lakhs)	0.25	0.28
Cost/Unit	(₹)	53.96	20.67
<b>ii) Through Steam Turbine Generation Units</b>		NIL	NIL
<b>iii) Through Wind Mill</b>			
Unit	(KWh)	11,12,118	8,63,451
Total Cost	(₹ in Lakhs)	79.27	58.08
Cost / Unit	(₹)	7.13	6.72
<b>2) Coal</b>			
Quantity	Tonnes	NIL	NIL
Total Cost	(₹ in Lakhs)	NIL	NIL
Average Rate	(₹)	NIL	NIL
<b>3) Furnace Oil</b>			
Quantity	K. Ltrs	NIL	NIL
Total Cost	(₹ in Lakhs)	NIL	NIL
Average Rate	(₹)	NIL	NIL
<b>4) Others/Internal Generation</b>			
Quantity	K. Ltrs	NIL	NIL
Total Cost	(₹ in Lakhs)	NIL	NIL
Rate/ Unit	(₹)	NIL	NIL

**B. Technology Absorption, Research & Development and resultant benefits**

It is a fact that high speed foil rolling operations are very prone to fire hazards. However, the Company could stabilize the process parameters in such a way, that we did not encounter even a single instance of fire at our rolling operations. To achieve this milestone your Company had taken following corrective actions:

- Implementation of additional Heat Exchanger in rolling oil circulation system.
- Fundamental redesigning in the Achenbach Mill.
- Introduction of Low Voltage, High resolution Audio / Video Camera surveillance system.

As a result of various technological up-gradations, various direct Pharma customers have been added by the Company during the Financial Year 2015-16.

**C. Foreign Exchange Earnings & Outgo**

(₹ in Lakhs)

Particulars	2015-2016	2014-2015
Foreign exchange earned	249.84	156.02
CIF value of imports	442.52	180.48
Expenditure in foreign currency	-	-

For and on behalf of the Board of Directors

Place: Mumbai  
Date: 14<sup>th</sup> July, 2016

**Jagannath Pandharinath Dange**  
Director  
DIN 01569430

**Prasenjit Promode Datta**  
Whole Time Director  
DIN 00013414



## Management Discussion and Analysis

### INDUSTRY STRUCTURE & DEVELOPMENTS

Globally, aluminium is one of the fastest growing metal. Usage of aluminium has grown 12.7 times while steel 4 times in last 50 years. Aluminium market in India is still growing at a rate of 9 to 10% over the last five years and it is expected to remain so in the near future. This continued demand growth is generated from various sectors like Power, Transport, Construction, Consumer durable & Packaging. Almost 41% of aluminium demand in India generated from power sector which primarily goes to electrification in rural areas and India still has loads of infrastructural opportunities with the rural sector being still un-electrified. Transportation & Construction Sectors together constitutes for 31% of total aluminium demand in our country. The consumption of aluminium in these sectors will have a steady growth & growth rate in these sectors are expected to be aligned with GDP growth rate. Packaging Industry contributes for only 5% of total demand in INDIA. However globally Packaging Industry consumes almost 18% of total aluminium consumption results in creating a great potential for growth of aluminium demand from this sector in near & distinct future. Over all these sectors jointly should help the aluminium sector growth in double digits from 9 to 10%.

NITI Aayog Report dated 30<sup>th</sup> March, 2016 reveals that India has a very low per capita consumption of aluminium with just 1.4 kg against the global average of 8.0 Kgs. Even if India reaches **half** the world average by 2020, it would imply aluminum consumption of 5.5 Million Ton /Annum.

Two things will definitely boost the aluminium industry in India: firstly, the electrification and infrastructural sector and secondly, investment on the downstream sector. When we invest on the downstream capacity it will definitely help to raise the per capita consumption to a considerable range.

India is richly endowed with bauxite resources, which is the basic raw material for aluminium production. As per recent NITI Aayog Report dated 30<sup>th</sup> March, 2016, estimated bauxite reserves of the country (proven and probable) stand at 593 million tonnes. The country occupies 7<sup>th</sup> place in the world in terms of bauxite reserve base.

Aluminium Rolled Products i.e. "SHEET & FOIL" are primarily used for Packaging. Focus on quality packaging is a pre-requisite in industries like Pharma Industry, Food & Beverage Industry, Chocolate, Confectionary & Liquor industry. In a view of stringent packaging requirements, aluminium sheet & foils are used by these industries as packaging material.

Indian Brand Equity Foundation in their research work on Pharmaceutical Industry, (January 2016) had stated that revenue generation by Indian Pharma Industry during year 2015 was USD 30 Billion & it is expected that this revenue will touch USD 55 Billion by year 2020.

McKinsey & Company in their report "Indian Pharma 2020" quotes that Indian pharma market is growing at 14.5% on CAGR basis & expected to touch US\$ 55 billion market by year 2020.

From the above reports it is evident that Indian pharma market will continue to register a strong double digit growth rate till 2020 & onwards. Based on above report, we assume that current foil requirement by Indian pharma industry is approximately around 60,000 MT /Annum & the same is expected to be 1,12,000 MT /Annum by 2020.

According to the Indian Institute of Packaging (IIP), the packaging industry is expected to grow at a CAGR of 12.3% during the forecast period, to become the fourth largest global market, with sales of USD 43.7 billion in 2016. It is evident from the report that Indian pharma & packaging market will continue to register a strong double digit growth rate till 2020 & onwards.

Consumer Products Business Division (CPB) caters to household and HORECA food packaging opportunity. With growing user base for household use and HORECA use this branded category is growing at about 15% per annum.

### OPPORTUNITIES & THREATS

#### Opportunity

With increase in per capita income there is improving lifestyles and better standard of living in our country. People are becoming more health conscious which is resulting in a growing trend towards well-packed, branded products rather than the loose and unpackaged formats. Further due to rapid urbanisation, nuclear family concept & increase in population of higher income groups leads to increase in demand of FMCG products like ready to eat food products, frozen yogurt, packed juices, milk, liquid products, premium chocolates etc.

Aluminium Foil is most preferred packaging material for these Pharma & FMCG products due to its excellent barrier properties. Since Pharma & FMCG industry is growing at very fast pace, this is resulting in continuous increase in demand for aluminium foil industry. GFL strongly believes that availability of good quality foil in Indian market would also result in increase of demand further.



GFL having State of Art Foil Rolling & Converting facility under one roof with strong technical team to provide after sales service gives GFL edge over their competitors in the market. With the quality of product, timely delivery & customer orientation backed up by after sales service, today GFL is perceived as one of the leading supplier of aluminium packaging material to the pharma industry in our country.

In order to widen our footprint globally, GFL had started exploring the possibilities for export of our product to developed countries like Europe & developing countries like ASEAN. GFL is witnessing very encouraging response & strongly looking forward for leaving permanent footprint on global market in near future.

### Threats

With the growth of Indian Healthcare industry, Pharma industry, Packaging Industry demand in Foil Industry started showing great signs of growth. This sign of growth had lured new entrants to enter in the market. Cheap import from China is again major area of concern. Availability of good quality foil stock & its pricing in local market is also a major area of concern. The Company has to cope-up with these threats through a combination of cost reduction, adopting technological innovations to improve productivity & continuous innovation from the technical team.

### Product wise performance

GFL is presently dealing in Manufacturing and supply of Aluminium Sheet, Aluminum Foil – Bare, Aluminum Foil – Coated (Plain & Printed), Aluminum Foil – Laminated (Plain & Printed), House Foil, Containers for Food, Pharmaceuticals & Packaging Applications.

Today, GFL sheet products are positioned as quality products in Indian Market & are comparable with international quality standards. Your Company had taken some measures in order to ensure better services to its customers & improving the realisation from this product portfolio. The details of corrective measure are as under:

- Industry had witnessed unprecedented metal price fluctuation during F.Y. 2015 – 2016. In order to safeguard the interest of our customers & the Company, GFL had entered in annual MOU's for both foil stock & hot rolled coils. This policy will ensure the mitigation of risks associated with metal price fluctuation & also have a transparent pricing mechanism.
- Your Company is continuously evaluating the product wise sales price realization under this product portfolio. Products with lower sales price realization had been phased out in a systematic manner & they have been substituted with value added options.
- Your Company had already started exports from this product portfolio in order to have global presence.

In our Aluminium Foil Business, during the F.Y. 2015 – 2016, the focus was to maximize the sales of value added products resulted in increase in printed production by 52% with respect to production in FY 2014 – 2015.

GFL are among very few companies in the country who have integrated state of art foil rolling & foil converting facility under one roof. Our technical team & after sales service makes GFL an established leader in the market. GFL had set a very stringent quality benchmarks which is complemented with continual improvement. Today GFL is considered as a preferred supplier of Light Gauge Foil, Coated & Laminated Foil. Our battery of Gravure Printing Machines are capable of printing up to 5 colors & are truly state of the art. These Printing Machines are equipped with advance turner bar for reverse printing & also equipped with auto registration system. These battery of printing machines are operated under positive pressure at work place to avoid injection of external contaminant at work place. Such an ideal manufacturing work environment had been provided with state of art Ventilation System installed at our Printing Section as well as Converting Section.

Today most of major Pharmaceutical companies are in our fold & our products are been used for supplies to regulatory markets. During the F.Y. 2015 – 2016 by retaining the existing customers on one hand your Company had been able to successfully add few more prestigious pharma companies in our clientele. Further in order to improve the profitability from foil business, your Company is continuously monitoring every element of operational cost at micro level. Suitable measures to control the overall operating cost had been taken in various processes which has added to the bottom line of your Company.

Your Company is now affiliated to **GLAFRI - Global Aluminum Foil Roller Initiative**, which is world renowned organization for its initiatives in Foil promotion based out of Düsseldorf - Germany. This association will give GFL further impetus to be a premium foil based packaging organization both in domestic as well as international markets.

As regards CPB business, Nutriwrap as a brand has strengthened itself among the top brands with national footprint. Sales and distribution, sales team quality, product portfolio enhancement have been strengthened, leading to good growth in both the general trade segment and the modern trade segment.



### RISK AND CONCERNS

Your Company faces risk with similar to those faced by companies operating in the non-ferrous metal sector. The volatility of the primary metal LME linked price on account of fluctuation in \$ and LME continues to be a key issue and the success or failure is linked on how effectively companies are able to manage their purchase to tide over these critical periods. Profitability may also be affected on account of competition from existing and prospective manufactures of the same products and cheaper import from China.

### QUALITY MANAGEMENT

GFL had been accredited Certificates of Registration for following from renowned agencies:

Certification	System	Certifying Agency
INTEGRATED MANAGEMENT SYSTEM	Management System (ISO 9001)	BSCIC
	Environmental Management System (ISO 14001)	BSCIC
	Occupational Health & Safety Management System (OHSAS 18001)	BSCIC
D.M.F. Type – III	D.M.F. No. Assigned : 25725 for Strip Foil	U.S.F.D.A.
D.M.F. Type – III	D.M.F. No. Assigned : 25585 for blister Foil	U.S.F.D.A.
Good Manufacturing Practice (GMP)	GMP with reference to ISO 15378 : 2011	BSCIC

### SAFETY, HEALTH & WORK ENVIRONMENT

- First of all your Company feels proud to announce once again that there was not a single major accident reported in your Company during the F.Y. 2015 – 2016. This became possible only because of our continuous focus on safety. Your Company conducts training & counselling sessions for its employees under the umbrella of Good Manufacturing practices & OHSAS 18001 on regular basis. GFL has also taken steps to arrange regular health check ups for employees as a measure to have a healthy environment at factory premises.
- With introduction of Modern Manufacturing Techniques, motivation to small group activities, housekeeping competition etc. helps us to keep track of performances of individual departments. GFL has & will continue to invest in their employees for better environment in the plant.
- Your Company conduct regular monitoring of work environment within the facility & i.e. noise level checks, illumination level checks, work environment air quality monitoring, air emission levels, etc to ensure that best possible work environment is offered to all of employees & to ensure that we do not deviate from our responsibilities towards the society.

### ENERGY

The Company has a strong commitment towards energy conservation for the benefit of the nation and itself. Efforts to optimize process parameters modernize & upgrade technology as well as equipment's, with the objective of increasing energy productivity are continuous and ongoing. Due to these efforts, we feel proud to announce that power consumption for Sheet products were reduced by 8.8% during FY 2015 – 2016 with respect to FY 2014 – 2015. Similarly power consumption for Foil products were reduced by 3.8% during FY 2015 – 2016 with respect to FY 2014 – 2015. Your Company ensures optimization of resources and is committed to control wastages and avoid air and water pollution. Working towards this commitment, GFL had decided to invest for installation of **Regenerative Thermal Oxidation System** at our conversion plant. This investment is primarily alongside our commitment for energy conservation & reduction in air emission levels from the conversion plant. In addition to above, approx. 18% of our power consumption is generated using non-conventional source of energy i.e. our Wind Mill located at Shikarpur, Gujarat.

It is a fact that conventional source of energy is limited in this universe. In the context it is prime responsibility of all of us to ensure optimum utilisation of energy. There are two fold benefits by ensuring the same:

- Every unit of power saved is equivalent to same quantity of power generated without any additional cost & without generating Green House Gases.
- Such savings helps us in reducing our cost of production.

Following actions had been initiated to have continuous mapping on consumptions during the F.Y. 2015 – 2016:

- Your Company is continuously monitoring machine wise power consumptions in all the processes. This type of monitoring is helping us to identify machine wise power consumption in form of KWH / MT or NM3 / MT processed from individual machine centers further enabling us to find out product wise energy consumption. Increased energy consumption / MT of processed material will clearly indicate us about the health of equipment at very beginning stage.

- Your Company feels proud to announce that we at GFL continued to take Credits from UGVCL for consistently maintaining our power factor up to 0.97. We also feel proud to announce that your Company had taken the credit from UGVCL amounting Rs.4,48,300/- in F.Y. 2015 – 2016 on account of maintaining power factor consistently as per the set out regulation.

#### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company views Internal Control as a tool for improving operational performance and ensuring reliability of reporting mechanism. The Company is equipped with adequate internal control systems for its business operations which determine the efficiency of its operational strengths in financial reporting and ensure compliance with applicable laws and regulations. The Company continuously monitors the effectiveness of the internal controls with an objective to provide to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organization's risk management, control and governance processes. The Company also assesses opportunities for improvement in business processes, systems and controls; provides recommendations designed to add value to the organization and follows up on the implementation of corrective actions and improvements in business processes after review by the Audit Committee and the Senior Management. The internal control systems are supplemented by extensive audits conducted by internal auditors. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions with proper authorization, and ensuring compliance of corporate policies.

#### HUMAN RESOURCES AND INDUSTRIAL RELATIONS

- Employees are vital and valuable assets for any organization. They always been part of success stories experienced by organizations. Your Company recognizes people as the primary source of its competitiveness and continues to focus on people development by leveraging technology and developing a continuously learning human resource base to unleash their potential and fulfill their aspirations. It believes in creating a favorable work environment which can lead to innovative ideas. The Company has an optimum process of recruitment and awarding its human resource which leads to attraction and retention of highly qualified and productive individuals in the organization. The Company believes in promoting and nurturing work environment which is conducive to the development and growth of an individual employee, by employing the best HR practices such as performance management, reward and recognition policy, open work culture and effective employee communication. Our all the workmen are covered under ESIC scheme & all the management staff are covered under Group Medical Insurance Policy. This Group Medical Insurance Policy covers them with their family.
- The total number of employees in the Company stands at 292 (including employees employed on contract basis).

#### CSR Initiatives

**Abhay Narendra Lodha Foundation** was established by our Hon. Chairman. The foundation is exempted from Income Tax under section 35 AC of Income Tax Act, 1961 and is registered under Foreign Contribution (Regulation) Act, 1976. Key objectives of this foundation had been outlined as under:

- Awareness generation and implementation of health care facilities with a special focus on women and child.
- Promote education amongst educationally backward sections of the Society
- Empower men and women by continuous self-improvement through skill development that create opportunities for income generation
- Optimal utilization of resources and technologies for energy efficiency and cleaner environment

Key projects undertaken by this foundation are in the areas like Healthcare, Education, Skill Development, Community Welfare & Environment Management.

#### Financials in brief for F.Y. 2015-16

##### (A) Results of Operations:

##### Revenue from operations

The total revenue from operations of the Company stood at ₹ 45,334.74 Lakhs as compared to ₹ 48,775.72 Lakhs in the previous year thereby registering a downfall of approx 7.05%.

##### Employee Benefit Expenses

Employee benefits expenses decreased by about 7.13 % to ₹ 1,121.23 Lakhs as compared to ₹ 1,207.38 Lakhs in the previous year. This was mainly because of reduction in the number of employees during the year under review.



## Management Discussion and Analysis

### Finance Cost

Finance Cost of the Company stood at ₹ 3358.03 Lakhs as compared to ₹ 3423.77 Lakhs in the previous year.

### Depreciation and Amortization Expenses

The depreciation for the year under review was ₹ 969.61 Lakhs as compared to ₹ 894.43 Lakhs in the previous year.

### Profit before Tax

Profit before tax of the Company stood at ₹ 102.80 Lakhs as compared to ₹ 1,422.31 Lakhs in the previous year, thereby registering a downfall of 92.77%.

### Profit after Tax

Profit after tax of the Company stood at ₹ (155.76 Lakhs) as compared to ₹ 671.89 Lakhs in the previous year, thereby registering a loss of 123.18%.

## (B) Financial Position:

### Share Capital

During the Financial Year under review, the Authorized Share Capital of the Company was ₹ 1,000,000,000/- (Rupees Hundred Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 7,50,00,000 (Seven Crores Fifty Lakh) Preference Shares of ₹ 10/- (Rupees Ten Only) each.

### Reserves and Surplus

The Company's reserves and surplus decreased to ₹ 6,650.76 Lakhs as on 31<sup>st</sup> March, 2016 as compared to ₹ 6,806.52 Lakhs as at 31<sup>st</sup> March, 2015. This is mainly due to loss incurred in the financial year ended 31<sup>st</sup> March, 2016.

### Long Term Borrowings

During the year under review, the Company's Long Term Borrowings stood at ₹ 7,870.07 Lakhs compared to ₹ 6,366.77 Lakhs in the previous year.

### Short Term Borrowings

During the year under review, the Company's Short Term Borrowings stood at ₹ 16,667.52 Lakhs compared to ₹ 11,539.26 Lakhs in the previous year. The increase was mainly due to increase in borrowing for working capital requirement of the Company.

### Trade Payables

The Trade payable of the Company decreased to ₹ 13,521.95 Lakhs from ₹ 14,814.02 Lakhs in the previous year

### Fixed Tangible Assets

The net block of Fixed Tangible Assets increased to ₹ 13,730.57 Lakhs as compared to ₹ 13,675.73 Lakhs in the previous year as Capital work in progress is being capitalized.

### Inventories

The Company's inventory stood at ₹ 22,169.18 Lakhs as on 31<sup>st</sup> March, 2016 as compared to ₹ 19,574.37 Lakhs in the previous year. The increase was mainly to meet the requirements of additional demand of the Company's Product.

### Trade Receivables

The trade receivables of the Company are ₹ 16,801.01 Lakhs from ₹ 17,595.46 Lakhs in the previous year in line with growth in the business along with tight liquidity position in the overall receivable cycle of the industry.

## CAUTIONARY STATEMENT

*Statements in the Management Discussion and Analysis describing the Company's objectives, projections, expectations and estimates regarding future performance may be "forward looking statements" within the meaning of applicable securities laws and regulations and are based on currently available information. The management believes these to be true to the best of its knowledge at the time of preparation of this report. However, these statements are subject to future events and uncertainties, which could cause actual results to differ materially from those that, may be indicated by such statement.*

## Corporate Governance Report for the Financial Year 2015-16

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Gujarat Foils Limited's (GFL) Corporate Governance objective is to create and adhere to a corporate culture of conscience and consciousness, integrity, transparency and accountability and ethical conduct of business for meeting obligation towards shareholders and other stakeholders such as Customers, Vendors, Employees and Financers and to the society at large. The Company believes in achieving its goals, which result in enhancement of Shareholders' value through transparency, professionalism and nurture these core values in all aspects of its operations.

The entire governance structure is actively supervised by a Board of Directors, who oversee management activities and ensures their effectiveness in delivering member value. To implement this, GFL has always strived to promote an informed Board that functions independently.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed new Listing Agreements with the Stock Exchanges and the Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), as applicable, with regard to corporate governance.

### 2. BOARD OF DIRECTORS

#### Composition

The composition of the Board is in conformity with Regulation 17(1) of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013 (The Act), which stipulates that at least half of the Board should consist of Independent Directors, if the Chairman of the Board is a Promoter of the Company and shall have at least one woman director.

As on March 31, 2016, the Board comprised of Six Directors. Out of these, 1 (One) is Executive Director and remaining 5 (Five) Directors are Non-Executive Directors with 4 (Four) Directors being Independent Directors. The composition of the Board is in conformity with Regulation 17(1) of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013. All the Directors possess experience in various fields that encompasses manufacturing, accounts, finance and law.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of Independent Directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. Necessary disclosures as on 31<sup>st</sup> March, 2016 have been made by all the Directors. None of the Directors are related to each other.

#### Board Procedure

In advance of each meeting, the Board is provided with relevant information on various matters related to working of the Company. The agenda is prepared in consultation with the Chairman of the Board. The agenda for the meetings of the board together with the appropriate supporting documents are circulated well in advance of the meeting. Among other matters Board discussions generally relate to Company's business, financial results, review of the reports of the Audit Committee and compliance with their recommendation(s), suggestion(s), compliance reports of all laws applicable to the Company, non-compliance of any regulation, statutory or Listing requirements etc.

During the year 2015-16, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

#### Board Meetings

The Board of Directors met 4 (Four) times during the financial year 2015-2016 i.e., on 29<sup>th</sup> May, 2015; 11<sup>th</sup> August, 2015; 27<sup>th</sup> October, 2015 and 29<sup>th</sup> January, 2016. As stipulated, the gap between two board meetings did not exceed one hundred twenty days. The necessary quorum was present for all the meetings.

The Board's composition, attendance and their directorship / committee membership, chairmanship in other Companies as on 31<sup>st</sup> March, 2016 is given below:



Name of Director	Category	Attendance at Board Meetings during the year 2015-16	Attendance at Last AGM held on 23 <sup>rd</sup> September, 2015	Nos. of Directorships in other public companies <sup>(a)</sup>		Nos. of committee positions held in other public companies <sup>(b)</sup>	
				Member	Chairman	Member	Chairman
Mr. Abhay Narendra Lodha	Promoter, Chairman Non-Executive Director	4	No	-	-	-	-
Mr. Prasenjit Promode Datta	Executive, Whole Time Director	4	Yes	-	-	-	-
Mr. Satish Chandra Gupta	Non-Executive, Independent Director	4	No	4	2	5	4
Mr. Viresh Shankar Mathur	Non-Executive, Independent Director	3	Yes	2	-	2	-
Ms. Ankita Singh	Non-Executive, Independent Director	3	No	-	-	-	-
Mr. Jagannath Pandharinath Dange	Non-Executive, Independent Director	3	Yes	4	-	2	1
Mr. Rahul Babulal Chhajed <sup>1</sup>	Non-Executive, Independent Director	2	N.A	N.A		N.A	

**Notes:**

1. Resigned as Director w.e.f. 11<sup>th</sup> August, 2015

(a.) The Directorships, held by Directors as mentioned above, do not include Alternate Directorships and Directorships in Foreign companies, Companies registered under Section 8 of Companies Act, 2013 and Private Companies.

(b.) Positions in Audit Committee and Stakeholders' Relationship Committee in other public limited companies are considered for the purpose.

The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company. (<http://www.gujaratfoils.com/investors.html>). During the year a separate meeting of Independent Directors was held on 29<sup>th</sup> January, 2016. The Independent Directors, inter-alia, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.

**3. AUDIT COMMITTEE**

**Composition and attendance**

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Act. The Company Secretary acted as Secretary of the Audit Committee. The necessary quorum was present at all the meetings. During the financial year 2015-2016, four (4) Audit Committee meetings were held on 29<sup>th</sup> May, 2015; 11<sup>th</sup> August, 2015; 27<sup>th</sup> October, 2015 and 29<sup>th</sup> January, 2016. As stipulated, the gap between two committee meetings did not exceed four months.

The composition of the Audit Committee and the Attendance of Directors at its meeting is given hereunder:

Name of the Committee member	Designation	No. of Meetings	
		Held during their tenure	Attended
Mr. Satish Chandra Gupta	Chairman, Independent Director	4	4
Mr. Viresh Shankar Mathur	Member, Independent Director	4	3
Mr. Jagannath Pandharinath Dange <sup>1</sup>	Member, Independent Director	1	1
Mr. Rahul Babulal Chhajed <sup>2</sup>	Member, Independent Director	2	2

1. Appointed as member of Audit Committee w.e.f. 27<sup>th</sup> October, 2015

2. Ceased to be Director and member of Audit Committee w.e.f. 11<sup>th</sup> August, 2015

Mr. Satish Chandra Gupta, Chairman of Audit Committee, was not able to attend the last Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2015 due to his health reason.

#### Brief description of Terms of reference

The terms of reference of Audit Committee includes the matters specified under section 177 of the Companies Act, 2013 and Part C of Schedule II of SEBI Listing Regulations are broadly comprise as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors;
4. Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of subsection 3 of section 134 of the Companies Act, 2013;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions;
  - Opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Establish a Vigil Mechanism and reviewing the functioning of the Whistle Blower Mechanism, in case the same is existing;



19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

### Powers of Audit Committee

The Audit Committee has the following powers:

- i. To investigate any activity within its terms of reference;
- ii. To seek any information from any employee;
- iii. To obtain outside legal or other professional advice;
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary

## 4. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee is primarily responsible to review all matters connected with the Company's transfer of securities, issue of duplicate share certificates and redressal of shareholders'/investors'/security holders' complaints. The Committee also monitors the implementation and compliance with the Company's Code of Conduct for prohibition of Insider Trading.

The Stakeholders Relationship Committee's composition and the terms of reference meet with the requirements of Regulation 20 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

Terms of Reference of the Committee, inter alia, includes the following:

- Oversee and review all matters connected with the transfer of the Company's securities;
- Approve issue of the Company's duplicate share /debenture certificates;
- Monitor redressal of investors' / shareholders' / security holder's grievances;
- Oversee the performance of the Company's Registrars and Transfer Agents;
- Recommend methods to upgrade the standard of services to investors;
- Monitor implementation of the Company's Code of Conduct for Prohibition of Insider Trading;
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

During the financial year 2015-2016, four (4) meetings of the Stakeholders' Relationship Committee were held on 29th May, 2015, 11th August, 2015, 27th October, 2015 and 29th January, 2016. The Company Secretary acted as the Secretary of the Stakeholders Relationship Committee.

The composition of the Stakeholders' Relationship Committee is given hereunder:-

Name of the Committee member	Designation	No. of Meetings	
		Held during their tenure	Attended
Mr. Satish Chandra Gupta	Chairman, Independent Director	4	4
Mr. Jagannath Pandharinath Dange <sup>1</sup>	Member, Independent Director	1	1
Mr. Prasenjit Promode Datta	Member, Whole Time Director	4	4
Mr. Rahul Babulal Chhajed <sup>2</sup>	Member, Independent Director	2	2

1. Appointed as member of Stakeholders' Relationship Committee w.e.f. 27<sup>th</sup> October, 2015.
2. Ceased to be Director and member of Stakeholders' Relationship Committee w.e.f. 11<sup>th</sup> August, 2015



Status of Investors' Complaints for the financial year 2015-16 is as follows:

At the beginning of the year	Received during the year	Resolved during the year	Pending at the end of the year
Nil	Nil	Nil	Nil

Name, designation and address of Compliance Officer:

Mr. Dipesh U. Gosar (upto 14<sup>th</sup> July, 2016)  
 Mr. Rahul Singh (w.e.f. 14<sup>th</sup> July, 2016)  
 Company Secretary and Compliance Officer  
 Gujarat Foils Limited  
 Indiabulls Finance Centre, 1601, 16<sup>th</sup> Floor,  
 Tower-3, Senapati Bapat Marg, Elphinstone (West),  
 Mumbai-400 013  
 Tel:+91-22-71500 500  
 Fax: +91-22-71500 520

## 5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR)

### Composition

The Corporate Social Responsibility (CSR) Committee was constituted by the Board on 19<sup>th</sup> May, 2014 considering requirements under Section 135 of the Companies Act, 2013. The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of Corporate Social Responsibility Policy and to suggest remedial measures wherever necessary. The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013.

The composition of the Corporate Social Responsibility Committee is given hereunder:-

Name of the Committee member	Designation
Mr. Viresh Shankar Mathur	Chairman, Independent Director
Mr. Prasenjit Promode Datta	Member, Whole Time Director
Ms. Ankita Singh	Member, Independent Director
Mr. Rahul Babulal Chhajed <sup>1</sup>	Member, Independent Director

1. Ceased to be Director and member of Corporate Social Responsibility Committee w.e.f. 11<sup>th</sup> August, 2015.

During the financial year 2015-2016, no Corporate Social Responsibility Committee meeting was held.

### Terms of Reference of the Committee, inter alia, includes the following

- Formulate and recommend to the Board a Corporate Social Responsibility Policy as required under the Companies Act, 2013 and rules made there under;
- Recommend the amount of expenditure to be incurred on the activities;
- Institute a transparent monitoring mechanism for implementation of the CSR projects or programs or activities undertaken by the Company.

## 6. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee has been constituted by the Board in accordance with the provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee met once during the financial year 2015-2016 i.e., on 11<sup>th</sup> August, 2015.

The composition of the Nomination and Remuneration Committee is given hereunder:-



## Corporate Governance Report

Name of the Committee member	Designation	No. of Meetings	
		Held during their tenure	Attended
Mr. Satish Chandra Gupta	Chairman, Independent Director	1	1
Mr. Jagannath Pandharinath Dange <sup>1</sup>	Member, Independent Director	-	-
Ms. Ankita Singh	Member, Independent Director	1	1
Mr. Rahul Babulal Chhajed <sup>2</sup>	Member, Independent Director	1	1

1. Appointed as member of Nomination and Remuneration Committee w.e.f. 27<sup>th</sup> October, 2015.

2. Ceased to be Director and member of Nomination and Remuneration Committee w.e.f. 11<sup>th</sup> August, 2015.

### Terms of Reference of the Committee, inter alia, includes the following

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To devise a policy on Board diversity.
- To recommend/review remuneration of the Managing Director(s) and Whole time Director(s) based on their performance and defined assessment criteria.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

### Remuneration Policy

The Remuneration Policy of the Company is to remain competitive in the industry to attract and retain talent and appropriately reward them. The Company, while deciding the remuneration package takes into consideration of Financial Position of the Company; Trend in the Industry; Appointee's qualification, experience, past performance, past remuneration etc.; The Company's Remuneration policy on Directors' and Key Managerial personnel' has been disclosed in Directors' Report.

a. Details of remuneration paid to Executive Directors are as follows:

(₹ in Lakhs)

Name	Salary & Perquisites	Commission	Sitting Fees	Total
Mr. Prasenjit Promode Datta	59.01	Nil	N.A	59.01*

\*Total Remuneration includes payable amount of ₹ 12 lakhs as performance linked incentive.

b. Details of Sitting Fees paid to Non-Executive Directors:

Sr. No.	Name of Director	Sitting Fees*
1.	Mr. Abhay Narendra Lodha	1,20,000
2.	Mr. Satish Chandra Gupta	4,20,000
3.	Mr. Viresh Shankar Mathur	2,10,000
4.	Ms. Ankita Singh	1,50,000
5.	Mr. Jagannath Pandharinath Dange	1,80,000
6.	Mr. Rahul Babulal Chhajed	2,10,000

\*Sitting fees includes fees for attending Board Meeting, Audit Committee Meeting, Stakeholders Relationship Committee Meeting, Nomination and Remuneration Committee Meeting and Independent Directors Meeting.

- c. Details of Equity Shares of the Company held by the Directors as on 31<sup>st</sup> March, 2016:

Name	Designation	No. of shares held
Mr. Abhay Narendra Lodha	Chairman	30,47,104
Mr. Prasenjit Promode Datta	Whole Time Director	200

## 7. GENERAL BODY MEETINGS

- a) The details of last three Annual General Meetings of the Company are as follows:

Year	Date	Time	Venue
2012-13	27 <sup>th</sup> September, 2013	11.30 A.M	Plot no 3436-3439, Chhatral, G.I.D.C., Phase IV, Kalol, Dist. Gandhinagar, Gujarat 382729
2013-14	29 <sup>th</sup> September, 2014		
2014-15	23 <sup>rd</sup> September, 2015		

- b) Details of Special Resolutions passed at the previous Annual General Meetings (AGM) / Extra- ordinary General Meetings (EGM) are as under:

Date	Purpose of Special Resolution
23 <sup>rd</sup> September, 2015	<ol style="list-style-type: none"> <li>1. Re-appointment Mr. Prasenjit Promode Datta (DIN:00013414) as WholeTime Director of the Company for the period of 5 years with effect 1<sup>st</sup> March, 2016 to 28<sup>th</sup> February, 2021.</li> <li>2. Keeping of Registers, returns etc., at a place other than the Registered Office.</li> <li>3. Increase in the Authorised Share Capital and amendment to the Memorandum of Association of the Company.</li> <li>4. Issue and Offer of Convertible/Non-Convertible Non-Cumulative Redeemable Preference Shares on a Private Placement basis</li> </ol>
29 <sup>th</sup> September, 2014 (AGM)	<ol style="list-style-type: none"> <li>1. Revision in the terms of remuneration of Mr. Prasenjit Promode Datta (DIN: 00013414), Whole Time Director.</li> <li>2. Adoption of new Articles of Association of the Company</li> <li>3. Borrowing of monies exceeding aggregate of paid up capital and free reserves under section 180 of Companies Act, 2013.</li> <li>4. Creation of mortgage/charge on the properties of the company to secure term loans/working capital facilities, inter corporate deposits etc. availed from banks/ financial institutions under section 180 of Companies Act, 2013.</li> </ol>
27 <sup>th</sup> September, 2013 (AGM)	<ol style="list-style-type: none"> <li>1. Increase in the amount of remuneration paid to Mr. Prasenjit Promode Datta, Whole Time Director.</li> </ol>

All the Special Resolutions placed before the shareholders at the above meetings were approved with requisite majority.

During the year under review, No Extra Ordinary General meeting was held.

- c) Postal Ballot conducted during the year:

During the period under review, no special resolution has been passed through the exercise of postal ballot.

None of the items to be transacted at the ensuing meeting is required to be passed by postal ballot.

## 8. DISCLOSURES

### • Related Party Transaction

During the year under review, besides the transactions reported in Notes to Accounts to the Balance Sheet as at 31<sup>st</sup> March, 2016, there were no other related party transactions with promoters, directors and management that had a potential



## Corporate Governance Report

conflict of interest of the Company at large. The Company has formulated a Policy on Related Party Transactions as defined under the Act and Regulation 23 of SEBI Listing Regulations, which is also available on Company's website at <http://www.gujaratfoils.com/investors>.

- **Disclosure of Accounting Treatment**

The Company has followed all relevant Accounting Standards while preparing the financial statements.

- **Familiarization Programme for Independent Director**

To provide insights into the Company to enable the Independent Director to understand the Company's business in depth Company through its Managing Director/Executive Director/Key Managerial Personnel conducts programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company. The programmes/presentations also familiarizes the Independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various programs. Familiarization programme of the independent Directors was conducted "as needed" basis during the year.

- **Code of Conduct**

The Board of Directors has adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. The said code of conduct is available on the Company's website <http://www.gujaratfoils.com/investors.html>. All Board members and senior management personnel have affirmed compliance with the Code of Conduct. A declaration by the Chairman of the Company affirming the compliance of the same in respect of the financial year ended on 31st March, 2016, by the members of the Board and senior management personnel, as applicable to them, is also annexed separately in this Annual Report.

- **Whistle Blower Policy/Vigil mechanism**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has vigil mechanism and Whistle Blower Policy as per the Act and Regulation 22 of SEBI Listing Regulations, under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to Audit Committee. Employees may also report to the Chairman of Audit Committee. During the year under review, no employee was denied access to Audit Committee. The Company has posted the Vigil Mechanism/ Whistle Blower Policy on its website

<http://www.gujaratfoils.com/investors.html>

- **Reconciliation of Share Capital Audit**

Umesh Ved & Associates, a Qualified Practicing Company Secretaries, carried out Reconciliation of Capital Audit during the financial year 2015-16 on quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and Listed capital. The Reconciliation of Share Capital Audit Report confirms that the total paid up Share Capital is in agreement with the total number of shares in physical form and the total number of Dematerialized shares held with NSDL and CDSL.

- **Proceeds from Public Issues, Right Issues and Preferential Issues etc.**

During the financial year 2015-2016, the Company did not issue or allot any securities to its shareholders.

- **Disclosure of Risk Management**

The Company has the risk assessment and mitigation procedures in place and the same have been laid before the Board members from time to time.

- **Policy on Determination of Materiality of Events and Policy for Preservation of Documents**

The Company has adopted "Policy for Determination of Materiality of Events or Information" in accordance with the requirements of the Regulation 30 of SEBI Listing Regulations and policy on Preservation of Documents / records is also framed as per Regulation 9 of SEBI Listing Regulations. The Company has posted the same on its website <http://www.gujaratfoils.com/investors.html>

- **Details of Non-Compliance**

No penalties and strictures have been imposed by SEBI or the Stock Exchange or any Statutory Authorities on matters relating to capital markets during the last three years.





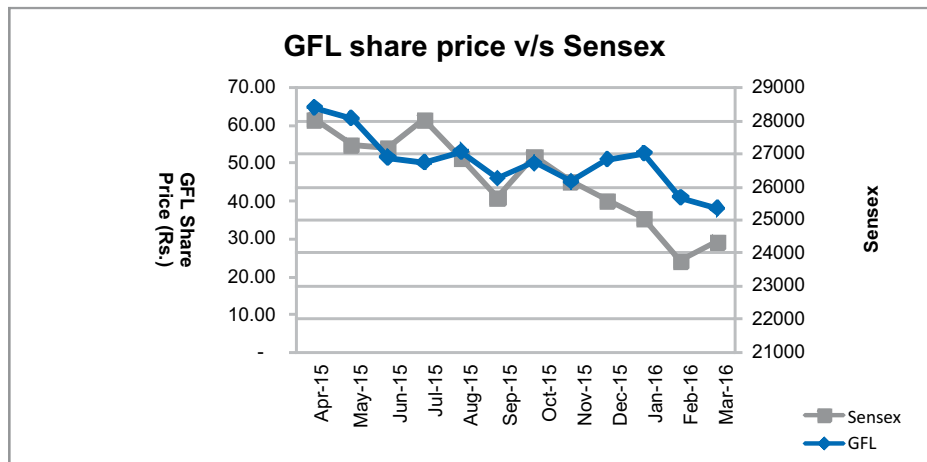
**J. Market Price data**

The table below gives the monthly high and low prices and volumes of the Company's shares traded at BSE Limited during the period from April 2015 to March 2016:

Month	GFL		SENSEX	
	High Price	Low Price	High	Low
April, 2015	71.50	57.80	29,094.61	26,897.54
May, 2015	66.50	57.00	28,071.16	26,423.99
June, 2015	58.00	45.00	27,968.75	26,307.07
July, 2015	54.10	46.10	28,578.33	27,416.39
August, 2015	65.95	40.15	28,417.59	25,298.42
September, 2015	52.30	39.60	26,471.82	24,833.54
October, 2015	60.00	39.95	27,618.14	26,168.71
November, 2015	49.95	40.00	26,824.30	25,451.42
December, 2015	56.85	45.15	26,256.42	24,867.73
January, 2016	60.00	45.25	26,197.27	23,839.76
February, 2016	46.80	35.05	25,002.32	22,494.61
March, 2016	41.00	35.00	25,479.62	23,133.18

\*Source: www.bseindia.com

**K. The chart herein depicts the comparison of the Company's share price movement viv-a-vis the movement of the BSE Sensex**



\*Source: www.bseindia.com

**L. Shareholding Pattern as on 31<sup>st</sup> March, 2016**

**a) Category of Equity Shareholders as on 31<sup>st</sup> March, 2016**

S. No.	Category	No. of Shareholders	No. of Shares	% of Total Holding
1.	Indian Promoter & Promoter Group	7	48,34,077	58.94
2.	Bodies Corporate	68	3,33,902	4.07
3.	Individuals	2,502	26,33,565	32.10
4.	Non Resident Indians	45	66,602	0.82
5.	Others	133	3,33,664	4.07
	<b>Total</b>	<b>2,755</b>	<b>82,01,810</b>	<b>100.00</b>

b) Distribution of Equity Shareholding as on 31<sup>st</sup> March, 2016

No of Equity shares Held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shares
01-500	2038	73.95	388782	4.7402
501-1000	351	12.74	289991	3.5357
1001-2000	149	5.41	229445	2.7975
2001-3000	63	2.29	160582	1.9579
3001-4000	35	1.27	122524	1.4939
4001-5000	32	1.16	150703	1.8374
5001-10000	34	1.23	245855	2.9976
10001 and above	53	1.96	6613928	80.6399
<b>Total</b>	<b>2,755</b>	<b>100.00</b>	<b>82,01,810</b>	<b>100.00</b>

c) Details of 10% Non-Convertible Non- Cumulative Redeemable Preference Shareholders as on 31<sup>st</sup> March, 2016

Sr. No.	Name of Preference Shareholders	No. of Shares	% of Total Holding
1.	Abhay Narendra Lodha	2,00,00,000	80.00
2.	Ashwin Narendra Lodha	50,00,000	20.00
	<b>Total</b>	<b>2,50,00,000</b>	<b>100.00</b>

## M. Share Transfer System

All matters pertaining to transfer of shares are being handled by Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company. The share transfer requests received are processed by them and a Memorandum of Transfer is sent to the Company for approval by the Committee. The average time taken for processing share transfer requests including dispatch of share certificates is seven days, subject to documents being valid and complete in all respect. The Company regularly monitors and supervises the functioning of the systems so as to ensure that there are no delays or lapses in the systems. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with share transfer formalities as required under Clause 47(c)/Regulation 49(9) of the SEBI Listing Agreement/Regulations and files a copy of the said certificate with Stock Exchanges.

## N. Dematerialization of shares and liquidity

The Company's shares are compulsorily traded in dematerialized form and 97.40% shares are in dematerialized form as on 31<sup>st</sup> March, 2016.

## O. Investor Correspondence

Share Transfer Agents	For General Queries
Link Intime India Private Limited 303 , 3rd floor, Shoppers Plaza-V, Opp. Municipal Market, Off. C. G. Road, Navrangpura Ahmedabad- 380009 Tel: +91-79-26465179 Fax: +91-79-26465179 Email: ahmedabad@linkintime.co.in	Company Secretary and Compliance Officer Gujarat Foils Limited Indiabulls Finance Centre, 1601, 16th Floor, Tower-3, Senapati Bapat Marg, Elphinstone Road (West), Mumbai-400 013 Tel:+91-22-71500 500 Fax: +91-22-71500 520 Email: secretarial@topworthgroup.com



## Compliance Certificate

To  
**The Members**  
**Gujarat Foils Limited**

We have examined the Compliance of the conditions of Corporate Governance by Gujarat Foils Limited for the year ended on 31<sup>st</sup> March, 2016 as stipulated in in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), of the said Company entered into with the BSE Limited.

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

In our opinion and based on the information and explanations given to us and the representations made by management and to the best of our knowledge and belief, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Regulations.

We state that in respect of Investors' Grievances received, generally no Investors' Grievances are pending for a period exceeding one month against the Company as per records maintained by the Investors' Grievance Committee.

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

**FOR H.R. AGARWAL & ASSOCIATES**  
Chartered Accountants  
Firm Reg. No.:- 323029E

Place: Mumbai  
Date: 14<sup>th</sup> July, 2016

**Shyam Sundar Agarwal, FCA**  
**Partner**  
**Membership number: 060033**

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## DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT:

This is to confirm that the Company has adopted a Code of Conduct for Directors and Senior Management Personnel. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended 31<sup>st</sup> March, 2016, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Chief Financial Officer, employees in the Executive Vice President Cadre and the Company Secretary as on 31<sup>st</sup> March, 2016.

**For GUJARAT FOILS LIMITED**

Date: 14<sup>th</sup> July, 2016  
Place: Mumbai

**Jagannath Pandharinath Dange**  
Director  
DIN: 01569430

**Prasenjit Promode Datta**  
Whole Time Director  
DIN: 00013414



## Whole Time Director/ Chief Financial Officer (CFO) Certification

The Board of Directors  
Gujarat Foils Limited

Dear Sir(s),

**We, the undersigned, to the best of our knowledge and belief certify that:**

1. We have reviewed the financial statements and cash flow statement of Gujarat Foils Limited for the year ended 31<sup>st</sup> March, 2016 and based on our knowledge and belief, we state that:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain any statement that may be misleading.
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We also state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
3. We are responsible for establishing and maintaining internal controls over financial reporting for the Company and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
  - a) Significant changes, if any, in the internal control over financial reporting during the year.
  - b) Significant changes, if any, in the accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

**For GUJARAT FOILS LIMITED**

Date: 28<sup>th</sup> April, 2016  
Place: Mumbai

**Jagjit Shrikanth Padgaonkar**  
Chief Financial Officer

**Prasenjit Promode Datta**  
Whole Time Director  
DIN: 00013414



# Independent Auditor's Report to the Members of GUJARAT FOILS LIMITED

## Report on the Financial Statements

We have audited the accompanying financial statements of **GUJARAT FOILS LIMITED** ("the Company") which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, 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 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of the financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and 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 accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- i. in the case of the balance sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2016;
- ii. in the case of the statement of profit and loss, of the profit (before tax) of the Company for the year ended on that date; and
- iii. in the case of the cash flow statement, of the cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A statement on the matters specified in paragraphs 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 & obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014, as amended;

- e. . On the basis of written representations received from the directors as on 31 March 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016, from being appointed as a director in terms of Section 164 (2) of the Act;
- f. With respect to the adequacy of internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure-B and
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statement as stated in Note – 25 to the Financial Statements.
  - ii. The company did not have material foreseeable losses on long term contracts including derivative contracts that require provision under any law or Accounting Standards for which there were any material foreseeable losses.
  - iii. No amount is required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under.

**For H R Agarwal & Associates**  
Chartered Accountants  
Firm's Registration Number: 323029E

**(Shyam Sundar Agarwal, FCA)**  
*Partner*  
Membership number: 060033

Place: Mumbai

Date: 28<sup>th</sup> April, 2016

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**The Annexure A referred to in our Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31<sup>st</sup> March 2016. We report that:**

- i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- (b) Fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the company and the nature of assets. No material discrepancies were noticed on such physical verification.
- (c) The title deeds of immovable property are held in the name of the company.
- ii) The inventory has been physically verified during the year by the management. In our opinion the frequency of verification is reasonable and no material discrepancies were noticed on such verification.
- iii) The company has not granted any loans, secured or unsecured to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv) In respect of loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013, have been complied with to the extent applicable.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit from the public in pursuance to sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- vi) Maintenance of Cost Records has been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013. These accounts and records have been so made and maintained. However, we have not made a detailed examination of the Cost Records with a view to determine whether they are accurate or complete.
- vii) (a) According to the records of the company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, sales tax, service tax, custom duty, excise duty, Value Added Tax, cess and other material statutory dues applicable to it, except income tax during the year  
According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, service tax, sales tax, custom duty, excise duty or value added tax and cess were in arrears, as at 31st March, 2016 for a period of more than six months from the date they became payable, except
  - 1) Income tax which are due for more than six months amounting ₹ 2,90,00,000/- for the financial year 2013-2014 and ₹ 3,04,80,090/- for the financial year 2014-2015.



- 2) Sales Tax which are due for more than six months amounting ₹ 59,78,276/- for the financial year 2013-2014.
- (b) There is a demand of ₹ 8, 48, 91,363/- on account of VAT & CST assessment for the financial Years 2007-2008 to 2010-2011, which are pending with Appellate Authority. However, ₹ 73,75,000/- has already been paid against same.
- viii) According to records of the company, the company has not defaulted in repayment of loans or borrowings to financial institutions, government or debenture holders till 31<sup>st</sup> March, 2016, but has defaulted in repayment of loans or borrowings to some bank as below :

Particulars Name of the lenders	Amount of default as at 31.03.2016 (₹ in crores)	Period of default (Fin. Yr.)	Remarks
Bank of India	0.88	2015-16	Term Loan
Bank of India	0.52	2015-16	Cash Credit
Union Bank of India	32.25	2015-16	Letter of Credit
IDBI	27.83	2015-16	Cash Credit
IDBI	0.36	2015-16	Term Loan

- ix) The company has not raised money by way of initial public offer or further public offer (including debt instruments) and the money raised by way of term loans were applied for the purposes for which those were raised.
- x) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi) The Managerial Remuneration has been paid / provided in accordance with the provisions of the Section 197 read with Schedule V of the Companies Act, 2013.
- xii) The company is not a Nidhi Company. Accordingly, clause (xii) of paragraph 3 of the Order is not applicable to the Company.
- xiii) The Company has entered into transactions with the related parties in compliance with section 177 and 188 of the companies Act, 2013 and the details of such transaction have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv) According to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with them.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934

**For H R Agarwal & Associates**  
Chartered Accountants  
Firm's Registration Number: 323029E

**(Shyam Sundar Agarwal, FCA)**  
Partner  
Membership number: 060033

Place: Mumbai  
Date: 28<sup>th</sup> April, 2016

**Annexure B referred to in paragraph 2(f) under "Report on other legal and regulatory requirements" of our report of even date)**

**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 Control over financial reporting of **Gujarat Foils Limited** ("the Company") as of 31st March, 2016 in conjunction with our audit of the financial statements of the Company for the year then ended.

**Management Responsibility for the 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 the 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 Act.

#### **Auditor's Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

#### **Opinion**

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

**For H R Agarwal & Associates**  
Chartered Accountants  
Firm's Registration Number: 323029E

**(Shyam Sundar Agarwal, FCA)**  
*Partner*  
Membership number: 060033

Place: Mumbai  
Date: 28<sup>th</sup> April, 2016



## Balance Sheet as on 31<sup>st</sup> March 2016

(in ₹)

Particulars	Note	As on 31 <sup>st</sup> March, 2016	As on 31 <sup>st</sup> March, 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	332,018,100	332,018,100
(b) Reserves and surplus	3	665,075,772	680,651,709
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	4	787,007,243	636,677,536
(b) Deferred tax liabilities (Net)	5	143,599,059	119,892,971
(c) Other Long term liabilities	6	259,824,958	760,013,558
<b>3 Current liabilities</b>			
(a) Short-term borrowings	7	1,666,752,485	1,153,925,527
(b) Trade payables	8	1,352,195,175	1,481,402,115
(c) Other current liabilities	9	557,040,982	141,596,228
(d) Short-term provisions	10	2,242,139	32,983,550
<b>TOTAL</b>		<b><u>5,765,755,913</u></b>	<b><u>5,339,161,294</u></b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	11		
- Tangible assets		1,373,057,134	1,207,336,681
- Capital work-in-progress		-	160,236,725
<b>2 Current assets</b>			
(a) Current investments	12	1,200,000	1,700,000
(b) Inventories	13	2,216,918,107	1,957,437,070
(c) Trade receivables	14	1,680,101,697	1,759,546,303
(d) Cash and cash equivalents	15	218,595,186	194,736,859
(e) Other current assets	16	275,883,789	58,167,656
<b>TOTAL</b>		<b><u>5,765,755,913</u></b>	<b><u>5,339,161,294</u></b>
Summary of significant accounting policies	1		

The accompanying notes are integral part of financial statements.

As per our report of even date annexed.

**For H.R. Agarwal & Associates**

Chartered Accountants  
Firm Regn.No. 323029E

**CA. Shyam Sundar Agarwal**

Partner  
M. No. FCA 060033

Place : Mumbai  
Date : 28<sup>th</sup> April 2016

**For and on behalf of the Board**

**Abhay Narendra Lodha**  
Chairman  
DIN: 00052194

**Prasenjit Promode Datta**  
Whole Time Director  
DIN:00013414

**Jagjit Padgaonkar**  
Chief Financial Officer

**Dipesh U. Gosar**  
Company Secretary

Statement of Profit and Loss Account for the year ended 31<sup>st</sup> March 2016

(in ₹)

	Particulars	Note	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
I.	Revenue from operations	17	4,703,073,774	5,073,507,385
	Less : Excise Duty		(180,541,878)	(207,848,545)
	Revenue from Operations (Net)		4,522,531,896	4,865,658,840
II.	Other income	18	10,942,595	11,913,706
III.	<b>Total Revenue (I+II)</b>		<b>4,533,474,491</b>	<b>4,877,572,546</b>
IV.	<b>Expenses:</b>			
	Cost of materials consumed	19	3,913,553,696	3,994,606,171
	Changes in Inventories of finished goods, Work-in-progress and Stock-in-Trade	20	(124,481,037)	(33,967,024)
	Employee benefits expenses	21	112,122,691	120,736,876
	Finance costs	22	335,803,270	342,376,862
	Depreciation and amortization expenses		96,961,371	89,443,404
	Other expenses	23	189,234,350	222,145,412
	Total expenses		<b>4,523,194,340</b>	<b>4,735,341,701</b>
V.	<b>Profit before exceptional &amp; extraordinary items &amp; Tax (III-IV)</b>		<b>10,280,151</b>	<b>142,230,845</b>
VI.	Exceptional items		-	-
VII.	<b>Profit before extraordinary items and tax (V - VI)</b>		<b>10,280,151</b>	<b>142,230,845</b>
VIII.	Extraordinary Items		-	-
IX.	<b>Profit before tax (VII- VIII)</b>		<b>10,280,151</b>	<b>142,230,845</b>
X.	Tax expense:			
	(1) Current tax		2,150,000	30,480,090
	(2) Deferred tax		23,706,088	44,561,870
			<b>25,856,088</b>	<b>75,041,960</b>
XI.	<b>Profit/(Loss) for the year (IX-X)</b>		<b>(15,575,938)</b>	<b>67,188,885</b>
XII.	Earnings per equity share - Basic & Diluted	24	(1.90)	8.19
	<b>Summary of significant accounting policies</b>	1		

The accompanying notes are integral part of financial statements.

As per our report of even date annexed.

**For H.R. Agarwal & Associates**

Chartered Accountants  
Firm Regn.No. 323029E

**CA. Shyam Sundar Agarwal**

Partner  
M. No. FCA 060033

Place : Mumbai  
Date : 28<sup>th</sup> April 2016

**For and on behalf of the Board**

**Abhay Narendra Lodha**  
Chairman  
DIN: 00052194

**Prasenjit Promode Datta**  
Whole Time Director  
DIN:00013414

**Jagjit Padgaonkar**  
Chief Financial Officer

**Dipesh U. Gosar**  
Company Secretary



## Cash Flow Statement for the year ended on 31<sup>st</sup> March 2016

(in ₹)

Particulars	2015-16	2014-15
<b>(A) Cash Flow From Operating Activities</b>		
<b>Net Profit Before Tax</b>	<b>10,280,151</b>	<b>142,230,845</b>
Adjustment for		
(a) Depreciation / Amortisation	96,961,371	89,443,404
(b) Interest Paid	335,803,270	342,376,862
(c) Loss on sale of fixed assets	-	2,484,992
(d) Interest Received	(10,942,595)	(11,913,706)
<b>Operating Profit Before Working Capital Changes</b>	<b>432,102,197</b>	<b>564,622,397</b>
<b>Adjustment For:</b>		
(a) Trade & Other Receivables	79,444,606	(707,518,359)
(b) Inventories	(259,481,037)	(424,718,783)
(c) Trade Payable / Provisions	253,346,404	627,964,222
(d) Other Current Assets	(215,106,053)	(21,723,690)
<b>Cash Generated from Operation</b>	<b>(141,796,079)</b>	<b>(525,996,610)</b>
Direct Tax Paid	(2,610,081)	(1,976,921)
<b>Cash Flow before Extraordinary Items</b>	<b>287,696,036</b>	<b>36,648,867</b>
Extraordinary Items	-	-
<b>Net Cash From Operating Activities (A)</b>	<b>287,696,036</b>	<b>36,648,867</b>
<b>B. Cash Flow From Investing Activities</b>		
(a) Purchase of Fixed Assets (including capital work-in-progress)	(102,450,467)	(15,651,984)
(b) Sale of Fixed Assets	5,368	4,176,000
(c) Sale of Investment	500,000	-
(d) Interest Received	10,942,595	11,913,706
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(91,002,504)</b>	<b>437,722</b>
<b>C. Cash Flow From Financing Activities</b>		
(a) Interest Paid	(335,803,270)	(342,376,862)
(b) Increase / (Decrease) in Long Term Borrowing	(349,858,894)	288,755,770
(c) Increase / (Decrease) in Bank Borrowing	512,826,958	100,532,664
<b>Net Cash Flow from Financing Activities (C)</b>	<b>(172,835,205)</b>	<b>46,911,573</b>
<b>D. Net Increase /Decrease in Cash and Cash Equivalents (A+B+C)</b>	<b>23,858,327</b>	<b>83,998,161</b>
<b>E. Cash and Cash Equivalents at the beginning of the year</b>	<b>194,736,859</b>	<b>110,738,698</b>
<b>F. Cash and Cash Equivalents at the end of the year</b>	<b>218,595,186</b>	<b>194,736,859</b>

See notes attached

As per our report of even date annexed.

**For H.R. Agarwal & Associates**

Chartered Accountants

Firm Regn.No. 323029E

**CA. Shyam Sundar Agarwal**

Partner

M. No. FCA 060033

Place : Mumbai

Date : 28<sup>th</sup> April 2016

**For and on behalf of the Board**

**Abhay Narendra Lodha**

Chairman

DIN: 00052194

**Prasenjit Promode Datta**

Whole Time Director

DIN:00013414

**Jagjit Padgaonkar**

Chief Financial Officer

**Dipesh U. Gosar**

Company Secretary



## Notes forming part of the Financial Statements

### Note 1

#### SIGNIFICANT ACCOUNTING POLICIES

##### **I. Accounting Convention**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis under the historical cost convention using prudence.

##### **II. Use of Estimates**

The preparation of financial statements in conformity with generally Accepted Accounting principles requires judgments, estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates and differences between actual results and estimates are recognized in the periods in which the results are known/ materialize.

##### **III. Inventories :**

- Raw Materials are valued at cost on FIFO basis
- Stores and Spares are valued at cost on FIFO basis.
- Finished Goods and Work-in-Process are valued at cost which includes material cost; cost of conversion and other related costs or realizable value whichever is lower.
- Scrap is valued at estimated realisable value.

##### **IV. Fixed Assets**

Tangible Assets are stated at cost, net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

##### **V. Depreciation**

Depreciation on Fixed Assets is provided on Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation is provided on pro-rata basis from the date the asset is put to use.

##### **VI. Revenue Recognition**

###### **(i) Sales**

- a) Sales are recognized when the products leave the premises of the company.
- b) Sales are net of Excise Duty, VAT and CST.

###### **(ii) Other operations**

Time is essence when Interest Income is accounted for.

##### **VII. Retirement benefits**

Retirement benefits have been recognized as per actuarial valuation.



## Notes forming part of the Financial Statements

### VIII. Impairment of Assets

At each balance sheet date, the Company reviews the carrying amounts of its fixed assets to determine whether there is any indication that those assets suffered impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. The impairment loss as determined above is expensed off. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### IX. Income Tax

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

### X. Foreign Currency Transaction

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

Monetary assets and liabilities are restated at the year end rates.

Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss Statement.

### XI. Provisions, Contingent Liabilities and Contingent Assets

Provision is recognized in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed by way of notes to accounts.

Contingent assets are neither recognised nor disclosed in the financial statements.

### XII. Segment Reporting

The Board of Directors of the company is of the opinion that there are no separate reportable segments as per AS-17 as the entire operations of the Company is related to one reportable segment comprising of Aluminum Rolled Products and Foils.

### XIII. Investments

Current investments are carried at lower of cost and quoted/fair value, computed category-wise. Non Current investments are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary.

## Notes forming part of the Financial Statements

## Note 2

## Share Capital

(in ₹)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>Authorised</b>		
2,50,00,000 Equity Shares of ₹10 each	250,000,000	250,000,000
7,50,00,000 (P.Y. 2,50,00,000) 10% Non-Convertible Non-Cummulative Redeemable Preference Shares of ₹10 each	750,000,000	250,000,000
<b>Total</b>	<b>1,000,000,000</b>	<b>500,000,000</b>
<b>Issued, Subscribed &amp; Paid up</b>		
82,01,810 Equity Shares of ₹10 each fully paid	82,018,100	82,018,100
2,50,00,000 10% Non-Convertible Non-Cummulative Redeemable Preference Shares of ₹10 each	250,000,000	250,000,000
<b>Total</b>	<b>332,018,100</b>	<b>332,018,100</b>

## Notes

## (A) Reconciliation of the number of Equity shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31 <sup>st</sup> March, 2016 In Numbers	As at 31 <sup>st</sup> March, 2015 In Numbers
Shares outstanding at the beginning of the year	8,201,810	8,201,810
Shares outstanding at the end of the year	8,201,810	8,201,810

## (B) Reconciliation of the number of Preference shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31 <sup>st</sup> March, 2016 In Numbers	As at 31 <sup>st</sup> March, 2015 In Numbers
Shares outstanding at the beginning of the year	25,000,000	25,000,000
Shares outstanding at the end of the year	25,000,000	25,000,000

## (C) Equity Shares in the Company held by each shareholder holding more than 5 percent shares

Name of Shareholder	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Abhay Narendra Lodha	3,047,104	37.15	3,047,104	37.15
Parmod Jain	424,563	5.18	827,813	10.09
Akshata Realtors Pvt Ltd	792,876	9.67	792,876	9.67
Ashwin Narendra Lodha	703,959	8.58	703,959	8.58

## (D) Preference Shares in the Company held by each shareholder holding more than 5 percent shares

Name of Shareholder	As at 31 <sup>st</sup> March, 2016		As at 31 <sup>st</sup> March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Abhay Narendra Lodha	20,000,000	80%	20,000,000	80%
Ashwin Narendra Lodha	5,000,000	20%	5,000,000	20%



## Notes forming part of the Financial Statements

### Note 3

#### Reserves and Surplus

(in ₹)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>A. Capital Reserves</b>		
Opening Balance	300	300
Closing Balance	<u>300</u>	<u>300</u>
<b>B. Securities Premium Account</b>		
Equity Share Premium Account	97,894,200	97,894,200
	<u>97,894,200</u>	<u>97,894,200</u>
<b>C. Preference Share Premium Account</b>		
Opening Balance	250,000,000	250,000,000
Closing Balance	<u>250,000,000</u>	<u>250,000,000</u>
<b>D. Surplus</b>		
Opening balance	332,757,209	261,608,682
Add Profit for the year	(15,575,938)	67,188,885
Add Retained Earning (Change in Method Of Depreciation )	-	<u>3,959,642</u>
Closing Balance	<u>317,181,272</u>	<u>332,757,209</u>
<b>Total</b>	<u><b>665,075,772</b></u>	<u><b>680,651,709</b></u>

### Note 4

#### Long Term Borrowings

(in ₹)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>Secured</b>		
<b>(a) Term loans</b>		
From Banks	482,805,384	326,303,594
<b>(b) Other loans and advances</b>		
(Secured By Hypothecation of Motor Vehicle)	-	172,083
	<u>482,805,384</u>	<u>326,475,677</u>
<b>Unsecured</b>		
<b>(a) Other loans and advances</b>		
Other than Bank	304,201,859	310,201,859
	<u>304,201,859</u>	<u>310,201,859</u>
<b>Total</b>	<u><b>787,007,243</b></u>	<u><b>636,677,536</b></u>

- a) Term Loans & Corporate Loan\* from State Bank of India, Dena Bank, IDBI Bank and Bank of India are secured by the following securities.

**Primary Security:** Pari-Passu 1<sup>st</sup> Charge on the Immovable fixed assets of the Company situated at Plot No. 3436 to 3446, GIDC, Chhatral, Phase IV, Taluka-Kalol, Dist Gandhinagar, Gujarat & other places as per Sanction Letter

**Collateral Security:** a) Pari-Passu 2<sup>nd</sup> Charge on Current Assets of the Company  
b) Pari-Passu 2<sup>nd</sup> Charge on Fixed Assets of Wind Mill of the Company

**Personal Guarantee:** Shri Abhay Narendra Lodha, Promoter

\*Charge is yet to be created on Corporate Loan

## Notes forming part of the Financial Statements

### Note 5

#### Deferred Tax Liabilities (Net)

The components of Deffered Tax Liabilities are as under.

(in ₹)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Opening Balance	119,892,971	75,331,100
Depreciation as per Income Tax	166,705,674	220,546,288
Less : Depreciation as per books	96,961,371	89,443,404
Difference	69,744,303	131,102,884
Income Tax on Difference	23,706,088	44,561,870
Net Deferred Tax Liability for the year	23,706,088	44,561,870
<b>Total</b>	<b>143,599,059</b>	<b>119,892,971</b>

### Note 6

#### Other Long Term Liabilities

(in ₹)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Trade Deposit	259,824,958	760,013,558
<b>Total</b>	<b>259,824,958</b>	<b>760,013,558</b>

### Note 7

#### Short Term Borrowings

(in ₹)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>Secured</b>		
Loans repayable on demand from banks	1,666,752,485	1,153,925,527
<b>Total</b>	<b>1,666,752,485</b>	<b>1,153,925,527</b>

- a) Working Capital Facilities from Allahabad Bank, IDBI Bank, Union Bank of India, State Bank of India, Bank of India, Dena Bank and Oriental Bank of Commerce is secured by the following securities:

**Primary Security:** - a) Pari-Passu 1<sup>st</sup> Charge on Current Assets of the Company  
b) Pari-Passu 1<sup>st</sup> Charge on Fixed Assets of Wind Mill of the Company

**Collateral Security:** Pari-Passu 2<sup>nd</sup> Charge on the Immovable Fixed Assets of the Company situated at Plot No. 3436 to 3446, G I D C, Chhatral, Phase IV, Taluka Kalol Dist Gandhinagar, Gujarat & other places as per Sanction Letter

**Personal Guarantee:** Shri Abhay Narendra Lodha, Promoter

### Note 8

#### Trade Payables

(in ₹)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Trade Payable others For Goods & Services	1,349,193,001	1,467,961,134
For Others	3,002,175	13,440,980
<b>Total</b>	<b>1,352,195,175</b>	<b>1,481,402,115</b>

Balances are subject to confirmations.



## Notes forming part of the Financial Statements

### Note 9

#### Other Current Liabilities

(in ₹)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Salary & Reimbursements	7,327,367	6,070,184
Provision for Audit Fees	1,170,000	1,080,000
Other Creditors	454,519,669	132,123,245
Current Maturities of long term debts	94,023,946	2,322,799
<b>Total</b>	<b>557,040,982</b>	<b>141,596,228</b>

### Note 10

#### Short Term Provisions

(in ₹)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Provision for employee benefits (Gratuity)*	92,139	2,503,460
Provisions for Income Tax	-	30,480,090
<b>Total</b>	<b>2,242,139</b>	<b>32,983,550</b>

\*The liability of gratuity is funded through a scheme administered through policy taken from Life Insurance Corporation of India and provision is made based on actuarial valuation carried out as at Balance sheet date.

(in ₹)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
<b>Reconciliation of opening and closing balance of Defined Benefit Obligation</b>		
Present Value of obligations as at 01.04.2015	7,276,389	5,823,742
Current Service Cost	1,305,569	1,452,647
Others	(1,354,646)	-
Present Value of obligations as at 31.03.2016	7,227,312	7,276,389
<b>Reconciliation of opening and closing balance of Fair value of Plan Assets</b>		
Fair Value of Plan Assets as at 01.04.2015	5,956,149	4,909,207
Fair Value of Plan Assets as at 31.03.2016	8,819,987	5,956,149
<b>Reconciliation of Fair Value of Assets and Obligations</b>		
Present value of obligations as at 31.03.2016	7,227,312	7,276,389
Fair Value of Plan Assets as at 31.03.2016	8,819,987	5,956,149
<b>Expense recognised during the year</b>		
Current Service Cost	1,305,569	1,452,647
<b>Actuarial Assumptions</b>		
Discount Rate	8%	8%
Salary Escalation	7%	7%

## Notes forming part of the Financial Statements

		(in ₹)									
		Fixed Assets			Gross Block			Accumulated Depreciation			Net Block
		Balance as at 1st April 2015	Additions during the Year	Disposals during the Year	Balance as at 31st March 2016	Balance as at 1st April 2015	Depreciation charge for the year	On disposals	Balance as at 31st March 2016	Balance as at 31st March 2016	Balance as at 1st April 2015
i	<b>Tangible Assets</b>										
	Land	9,777,511	-	-	9,777,511	-	-	-	-	9,777,511	9,777,511
	Buildings	136,486,373	-	-	136,486,373	19,191,705	4,423,286	-	23,614,991	112,871,382	117,294,668
	Non Factory Building	17,176,066	-	-	17,176,066	784,741	-	-	784,741	16,391,325	16,391,325
	Plant and Equipment	1,540,215,971	261,330,817	-	1,801,546,788	484,910,501	90,876,058	-	575,786,559	1,225,760,229	1,055,305,470
	Furniture & Fixtures	4,463,464	68,175	-	4,531,639	1,940,905	337,935	-	2,278,840	2,252,799	2,522,559
	Vehicles	6,792,212	-	-	6,792,212	2,836,832	1,039,050	-	3,875,882	2,916,331	3,955,381
	Office Equipment	7,072,548	357,823	5,450	7,424,921	6,566,103	72,385	82	6,638,407	786,514	506,445
	Computers	25,480,003	930,377	-	26,410,380	23,896,681	212,657	-	24,109,338	2,301,043	1,583,322
	<b>Total ( i )</b>	<b>1,747,464,148</b>	<b>262,687,192</b>	<b>5,450</b>	<b>2,010,145,890</b>	<b>540,127,467</b>	<b>96,961,371</b>	<b>82</b>	<b>637,088,756</b>	<b>1,373,057,134</b>	<b>1,207,336,681</b>
ii	<b>Capital Work In Progress</b>	160,236,725	-	160,236,725	-	-	-	-	-	-	160,236,725
	<b>Total (ii)</b>	160,236,725	-	160,236,725	-	-	-	-	-	-	160,236,725
	<b>Total ( i + ii )</b>	<b>1,907,700,874</b>	<b>262,687,192</b>	<b>160,242,175</b>	<b>2,010,145,890</b>	<b>540,127,467</b>	<b>96,961,371</b>	<b>82</b>	<b>637,088,756</b>	<b>1,373,057,134</b>	<b>1,367,573,407</b>



## Notes forming part of the Financial Statements

### Note 12

#### Current Investments

(in ₹)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Union KBC Capital Protection Oriented Fund Series 2 - Regular Growth	-	500,000
Union KBC Trigger Fund Series 2 - Regular Plan (NAV as on 31st March 2016 - 9.20)	1,200,000	1,200,000
<b>Total</b>	<b>1,200,000</b>	<b>1,700,000</b>

### Note 13

#### Inventories

(in ₹)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
- Raw Materials (including In-Transit)	1,147,774,079	1,012,774,079
- Work in Progress	250,353,622	249,338,043
- Finished Goods	818,790,406	695,324,949
<b>Total</b>	<b>2,216,918,107</b>	<b>1,957,437,070</b>

### Note 14

#### Trade Receivables - Unsecured and considered good

(in ₹)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Outstanding for a period less than six months from the date they are due for payment	1,308,101,528	1,534,546,303
Outstanding for a period exceeding six months from the date they are due for payment	372,000,169	225,000,000
<b>Total</b>	<b>1,680,101,697</b>	<b>1,759,546,303</b>

Balances are subject to confirmations.

### Note 15

#### Cash and Cash Equivalents

(in ₹)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
a. Balances with Schedule Banks	4,839,666	16,821,214
b. Fixed Deposit With Banks*	213,367,460	177,625,946
c. Cash on hand	388,060	289,699
<b>Total</b>	<b>218,595,186</b>	<b>194,736,859</b>

\*Included Deposits pledged with bank of Rs.213,367,460 (Previous year Rs.177,625,946)

### Note 16

#### Other Current Assets

(in ₹)

Particulars	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
Advance Income Tax and TDS Receivable	14,792,143	11,957,541
Deposits	2,516,264	2,751,608
Balance with Sales Tax ,Excise ,Customs & Service Tax	40,759,960	9,724,647
Other advances - Including Advance to Vendors	217,815,422	33,733,860
<b>Total</b>	<b>275,883,789</b>	<b>58,167,656</b>



## Notes forming part of the Financial Statements

## Note 17

## Revenue from operations

(in ₹)

Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
Sale of products	4,691,161,924	5,066,128,175
Other operating revenues	11,911,850	7,379,210
	<b>4,703,073,774</b>	<b>5,073,507,385</b>
Less: Excise duty	180,541,878	207,848,545
<b>Total</b>	<b>4,522,531,896</b>	<b>4,865,658,840</b>

## Earning in Foreign Currency

(in ₹)

Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
Export of Goods on FOB basis	24,983,660	156,015,464

## Note 18

## Other Income

(in ₹)

Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
Income from Fixed Deposit Interest	10,942,595	11,913,706
<b>Total</b>	<b>10,942,595</b>	<b>11,913,706</b>

## Note 19

## Cost of Materials Consumed

(in ₹)

Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
<b>Raw Material</b>		
Opening Stock	1,012,774,079	622,022,320
Purchase	4,048,553,696	4,385,357,930
Less : Closing Stock	1,147,774,079	1,012,774,079
<b>Total</b>	<b>3,913,553,696</b>	<b>3,994,606,171</b>

## Value of Imports on CIF basis

(in ₹)

Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
Raw Material	44,940,443	180,476,267
<b>Total</b>	<b>44,940,443</b>	<b>180,476,267</b>



## Notes forming part of the Financial Statements

### Note 20

#### Changes in inventories of finished goods work-in-progress and Stock-in-Trade

(in ₹)

Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
<b>Opening Stock :</b>		
Work-in-Process	249,338,043	285,987,191
Finished Goods	695,324,949	624,708,776
<b>Closing Stock :</b>		
Work-in-Process	250,353,622	249,338,043
Finished Goods	818,790,406	695,324,949
<b>Total</b>	<b><u>(124,481,037)</u></b>	<b><u>(33,967,024)</u></b>

### Note 21

#### Employee Benefits Expense

(in ₹)

Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
- Salaries and incentives	106,596,942	116,030,174
- Contributions to Provident Fund	4,949,342	4,109,267
Gratuity fund contributions	92,139	-
- Staff welfare expenses	484,268	597,435
<b>Total</b>	<b><u>112,122,691</u></b>	<b><u>120,736,876</u></b>

### Note 22

#### Finance Costs

(in ₹)

Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
Interest Expense	253,483,792	267,478,916
LC Charges	82,319,478	74,897,946
<b>Total</b>	<b><u>335,803,270</u></b>	<b><u>342,376,862</u></b>

## Notes forming part of the Financial Statements

## Note 23

## Other Expenses

(in ₹)

Particulars	For the year ended 31 <sup>st</sup> March, 2016	For the year ended 31 <sup>st</sup> March, 2015
Consumption of stores and spare parts.	23,212,531	38,459,131
Power and fuel	56,283,309	48,933,534
Excise Duty on Finished Goods	475,928	424,855
Repairs to machinery.	-	620,304
Selling & Marketing Expenses	43,525,174	61,479,583
Insurance	2,183,800	1,824,491
Job Work Charges	306,250	2,483,469
Packing Expenses	19,119,648	34,378,148
Rent, Rates and taxes, excluding, taxes on income	5,007,463	9,876,190
VAT & CST Demand	8,273,513	3,003,304
Administrative Expenses	20,258,918	18,492,404
Foreign Exchange Loss	7,997,816	-
Director Sitting Fees	1,290,000	870,000
Internal Audit Expenses	400,000	400,000
Cost Audit Fees	100,000	100,000
Payment to Auditors		
a. As a auditor	550,000	550,000
b. for taxation matters	150,000	150,000
c. for reimbursement of expenses	100,000	100,000
<b>Total</b>	<b>189,234,350</b>	<b>222,145,412</b>

## 24. Earnings Per Share

Particulars	Year ended 31 <sup>st</sup> March, 2016	Year ended 31 <sup>st</sup> March, 2015
1. Net Profit attributable to shareholders	(15,575,938)	67,188,885
2. Weighted average no. of Equity Shares	82,01,810	82,01,810
3. Basic earnings per share of Rs. 10/- each.	(1.90)	8.19

The Company does not have any outstanding dilutive potential equity shares.

Consequently, the basic and diluted earnings per share of the company remain the same.

## 25. Contingent Liability

a) Sales Tax Department has raised demand against the company. The details are as follows:

Financial Year	VAT	CST
2007-08	76,26,658	-
2008-09	59,13,351	12,37,950
2009-10	1,33,14,150	2,00,49,677
2010-11	2,06,02,159	1,61,47,418
<b>TOTAL</b>	<b>4,74,56,318</b>	<b>3,74,35,045</b>
<b>GRAND TOTAL</b>	<b>8,48,91,363</b>	

The Company has preferred appeal before higher authorities of Sales Tax department & hopeful of getting entire relief. However, a sum of Rs. 73,75,000/- has been paid.

## b) Guarantees

Guarantees issued by Banks and Counter Guarantee given by the Company

Rs. 99,17,643/-



## Notes forming part of the Financial Statements

### 26. Related Parties Disclosures

Related parties disclosures, as stipulated by Accounting Standards – 18, are given below:

#### a) List of Related Parties:

##### i) Key Management Personnel:

Mr. Abhay Narendra Lodha - Chairman  
Mr. Prasenjit Promode Dutta - Whole Time Director  
Mr. Dipesh U. Gosar - Company Secretary  
Mr. Jagjit Padgaonkar - Chief Financial Officer

##### ii) Relatives of Key Management Personnel

Mr. Ashwin Narendra Lodha  
Ms. Mona Ashwin Lodha  
Ms. Sheela Abhay Lodha

#### b) Transactions with Related Parties:

Aggregate Related Party Transactions as at and for the year ended on 31<sup>st</sup> March, 2016

Name	Nature of Transaction	2015-16		2014-15	
		Transaction Value (In ₹)	Outstanding amount carried in the Balance sheet (In ₹)	Transaction Value (In ₹)	Outstanding amount carried in the Balance sheet (In ₹)
Mr. Abhay Narendra Lodha	Salary (Including Perquisites)	1,20,000	-	80,000	751,563
Mr. Abhay Narendra Lodha	Unsecured Loan		3,300,000	100,000	3,300,000
Mr. Ashwin Narendra Lodha	Unsecured Loan		22,900,000	11,200,000	22,900,000
Mr. Prasenjit Promode Datta	Salary (Including Perquisites)	5,901,360	-	5,759,424	-
Mrs. Mona Ashwin Lodha	Unsecured Loan	-	250,000	-	250,000
Mrs. Sheela Abhay Lodha	Unsecured Loan	-	53,800,000	-	53,800,000
Mr. Satish Chandra Gupta	Sitting Fees	420,000	-	270,000	-
Mr. S. K. Tuteja	Sitting Fees	180,000	-	120,000	-
Mr. Viresh Shankar Mathur	Sitting Fees	210,000	-	90,000	-
Ms. Ankita Singh	Sitting Fees	150,000	-	30,000	-
Mr. Rahul Babulal Chhajed	Sitting Fees	210,000	-	340,000	-

27. These financial statements have been prepared in the format prescribed by the Revised Schedule III to the Companies Act 2013. Previous year's figures have been regrouped/ rearranged accordingly.

28. There are no Micro and Small Enterprises, to whom the company owes dues, which are outstanding for more than 45 days as at 31<sup>st</sup> March, 2016. This information as required to be disclosed under the Micro, small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been indentified on the basis of information available with the Company.

29. Amount is rounded off to the nearest rupee.

As per our report of even date annexed.

**For H.R. Agarwal & Associates**

Chartered Accountants  
Firm Regn.No. 323029E

**CA. Shyam Sundar Agarwal**

Partner  
M. No. FCA 060033  
Place : Mumbai  
Date : 28<sup>th</sup> April 2016

**For and on behalf of the Board**

**Abhay Narendra Lodha**  
Chairman  
DIN: 00052194

**Prasenjit Promode Datta**  
Whole Time Director  
DIN:00013414

**Jagjit Padgaonkar**  
Chief Financial Officer

**Dipesh U. Gosar**  
Company Secretary

## Notice

**NOTICE** is hereby given that the 24<sup>th</sup> Annual General Meeting of the members of **GUJARAT FOILS LIMITED** will be held at 3436-3439, Chhatral G.I.D.C Phase- IV, Taluka Kalol, Dist. Gandhinagar, Gujarat- 382729 **on Friday, the 16<sup>th</sup> September, 2016 at 11.30 A.M.** to transact the following businesses:

### ORDINARY BUSINESSES

1. To receive, consider and adopt the Audited Financial Statement for the financial year ended 31<sup>st</sup> March, 2016 and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Abhay Narendra Lodha, who retires by rotation and, being, eligible offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditor and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**

**RESOLVED THAT** pursuant to sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, the appointment of M/s. H.R. Agarwal & Associates, Chartered Accountants, (having Firm Registration No. 323029E), as Auditors of the Company approved by the ordinary resolution passed at 22<sup>nd</sup> Annual General Meeting of the Company, to hold office from the conclusion of the 22<sup>nd</sup> Annual General Meeting until the conclusion of 27<sup>th</sup> Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 24<sup>th</sup> Annual general Meeting until the conclusion of the 27<sup>th</sup> Annual General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.

### SPECIAL BUSINESSES

4. To approve the remuneration of the Cost Auditor for the Financial year ending 31<sup>st</sup> March, 2017 and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to recommendations of Audit Committee (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors, M/s. S. K. Agarwal & Associates, appointed by the Board of Directors of the Company, to conduct audit of cost records of the Company for the financial year ending 31<sup>st</sup> March, 2017, be paid the remuneration of ₹ 50,000/- (Rupees Fifty Thousand only) plus service tax, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and further to take all steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To appoint Mr. Satish Chandra Gupta (DIN: 00025780) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Satish Chandra Gupta (DIN: 00025780), who was appointed as an Additional Director of the Company pursuant to Companies Act, 2013 with effect from 28<sup>th</sup> April, 2016, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director not liable to retire by rotation who shall hold office for a term of 3 (Three) consecutive years upto 15<sup>th</sup> September, 2019.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and further to take all steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To approve the revised remuneration of Mr. Prasenjit Promode Datta (DIN: 00013414) as Whole Time Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, and subject to approval of the Central Government, if any, consent of the Company be and is



hereby accorded for the revision in the remuneration of Mr. Prasenjit Promode Datta, (DIN: 00013414), Whole Time Director of the Company, w.e.f. 1<sup>st</sup> April, 2016 on terms and conditions as recommended by the Nomination and Remuneration Committee and Audit Committee as set out in the explanatory statement annexed to the notice.

**RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Whole Time Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2015 shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Prasenjit Promode Datta, Whole Time Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee and Audit Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

**By Order of the Board of Directors**

**Rahul Singh  
Company Secretary**

Place: Mumbai  
Date: 14<sup>th</sup> July, 2016

**Registered Office:**

Plot no 3436-3439, Chhatral, G.I.D.C.,  
Phase IV, Taluka-Kalol, Dist-Gandhinagar,  
Gujarat-382729  
CIN- L28999GJ1992PLC018570  
Tel- +91-2764-233657  
Fax- +91-2794-233657  
Email- [secretarial@topworthgroup.com](mailto:secretarial@topworthgroup.com)  
Website- <http://www.gujaratfoils.com/>

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THEN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / AUTHORITY, AS APPLICABLE. **A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.**

2. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
3. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated, are provided in the Corporate Governance Report forming part of the Annual Report.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 10<sup>th</sup> September, 2016 to 16<sup>th</sup> September, 2016 (both days inclusive) in the terms of the provisions of the Companies Act, 2013 and the Listing Agreement for the purpose of the Annual General Meeting.

8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
9. The Annual Reports will also be available on the website of the Company [www.gujaratfoils.com](http://www.gujaratfoils.com) in the investor section.
10. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary of the Company at least seven days in advance of the meeting so that the information required may be made readily available at the meeting.
11. Shareholders who are holding shares in physical form are requested to address all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other share related matters and/or change in address or updation thereof to the Company's Registrar and Share Transfer Agent. Shareholders whose shareholding is in electronic format are requested to direct change of address notifications, registration of e-mail address and updation of bank account details to their respective depository participant.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime, for consolidation into a single folio.
13. Statutory registers and documents referred to in the notice and explanatory statement are open for inspection at the Registered office of the Company on all working days (except Sunday and Public Holiday) between 11.00 a.m. and 1.00 p.m. upto the date of Annual General Meeting and will also be available for inspection at the meeting.
14. Physical copies of the Notice of 24<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members in the permitted mode.
15. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:
16. The change in the residential status on return to India for permanent settlement.
17. The particulars of the NRE Account with a Bank in India, if not furnished earlier.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the Regulation 31(1)(b) of the SEBI (LODR) Regulation, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, Resolution(s) passed by Members through e-voting is deemed to have been passed as if they have been passed at the AGM.
20. **Voting through electronic means**

The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. If a member has opted for e-voting, then he/she should not vote physically and vice-a-versa.

**Instructions for members for e-voting are as under:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



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

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li></ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li></ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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

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

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

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

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

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.



- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
1. The e-voting period commences on 13<sup>th</sup> September, 2016 (9:00 am) and ends on 15<sup>th</sup> September, 2016 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 9<sup>th</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  2. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  3. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 9<sup>th</sup> September, 2016.
  4. Mr. Umesh Ved, Company Secretary (Membership No.4411) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  5. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  6. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.gujaratfoils.com](http://www.gujaratfoils.com) within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.
  7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m (except Sunday and Public Holiday) up to the date of the Annual General Meeting of the Company.

**By Order of the Board of Directors**

Place: Mumbai  
Date: 14<sup>th</sup> July, 2016

**Rahul Singh**  
**Company Secretary**

**Registered Office:**

Plot no 3436-3439, Chhatral, G.I.D.C.,  
Phase IV, Taluka-Kalol, Dist-Gandhinagar,  
Gujarat-382729  
CIN- L28999GJ1992PLC018570  
Tel- +91-2764-233657  
Fax- +91-2794-233657  
Email- [secretarial@topworthgroup.com](mailto:secretarial@topworthgroup.com)  
Website- <http://www.gujaratfoils.com/>



**PARTICULARS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT 24<sup>th</sup> ANNUAL GENERAL MEETING PURSUANT TO PROVISIONS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (LODR):**

Name of Director	Mr. Abhay Narendra Lodha	Mr. Satish Chandra Gupta
Date of Birth	01-06-1971	05-05-1947
Date of initial Appointment	14-07-2008	31-01-2009
Expertise in specific functional areas	Entrepreneur, wide 17 years of experience in technical, operational & manufacturing on any Industry	A renowned banker and former CMD of Punjab National bank and Indian Overseas Bank.
Qualifications	B.Com, LL.B	M.Com, CAIIB
Directorships held in other Public Companies (excluding Foreign Companies, Private Companies and Section 25 Companies).	NIL	<ol style="list-style-type: none"> <li>1. Emmsons International Limited</li> <li>2. ISMT Limited</li> <li>3. SMC Investments And Advisors Limited</li> <li>4. SMC Global Securities Limited</li> <li>5. Kohinoor foods Limited</li> <li>6. Kamanwala Housing Construction Limited</li> </ol>
Memberships/ Chairmanships of committees (Audit Committee and Shareholders Grievance Committee) across other Public Companies.	NIL	<p><i>Audit Committee</i></p> <ol style="list-style-type: none"> <li>i. ISMT Limited</li> <li>ii. Emmsons International Limited</li> <li>iii. Kohinoor foods Limited</li> <li>iv. SMC Global Securities Limited*</li> <li>v. Kamanwala Housing Construction Limited*</li> </ol> <p><i>Stakeholders' Relationship Committee</i></p> <ol style="list-style-type: none"> <li>i. ISMT Limited</li> <li>ii. Kohinoor foods Limited</li> <li>iii. SMC Global Securities Limited</li> </ol>
Shareholdings in the Company	30,47,104	NIL

\*Chairman of the Committee

**Note:**

For other details in respect of Mr. Abhay Narendra Lodha and Mr. Satish Chandra Gupta please refer to Corporate Governance Report.

## Annexure to Notice

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

#### ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment of the Cost Auditor at a remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) plus service tax to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2017.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2017.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

#### ITEM NO. 5

Pursuant to Section 149(10), 152 of the Companies Act, 2013 (the 'Act') read with Companies (Appointment and Qualification of Directors), Rules 2014, an Independent Director shall be appointed pursuant to the provisions of new Companies Act.

Mr. Satish Chandra Gupta, Director has given his consent to act as Independent Director and also not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. Further, the Company has received a notice from a member proposing the candidature of Mr. Satish Chandra Gupta for the Office of the Director of the Company.

The Company has received the declaration from the aforesaid Director that he meets the criteria of Independence as prescribed in Section 149 (6) of the Companies Act, 2013 and the Board is of the opinion that the aforesaid Director fulfills the conditions for his appointment as Independent Directors.

In view of same, Mr. Satish Chandra Gupta, Independent Director of the Company is proposed to be re-appointed as Independent Director not liable to retire by rotation for a term of consecutive 3(Three) years upto September 15, 2019.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 except Mr. Satish Chandra Gupta, The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

#### ITEM NO. 6

Mr. Prasenjit Promode Datta has been appointed as the Whole Time Director of the Company with effect from 1<sup>st</sup> March, 2015 for a period of 5 years at the meeting of the shareholders held on 23<sup>rd</sup> September, 2015.

The Company is aggressively focused on its expansion plans besides exploring opportunities both in India and abroad.

Since there has been a considerable increase in the duties and responsibilities performed by the Whole Time Director and after considering the prevailing managerial remuneration in industry, the Board of Directors at their meeting held on 14<sup>th</sup> July, 2016, on the recommendations made by the Nomination and Remuneration Committee and Audit Committee, has approved the proposal to increase the salary of Mr. Prasenjit Promode Datta, Whole Time Director from Rs. 48,00,000 to Rs.52,80,000/- Per annum and Performance Linked Incentive from Rs. 12,00,000 to 13,20,000/- Per annum with effect From 1<sup>st</sup> April, 2016. Except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Whole Time Director of the Company as approved earlier, shall remain unchanged.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 except Mr. Prasenjit Promode Datta. The Board commends the resolution as set out at Item No. 6 of the Notice for approval by the shareholders.

**By Order of the Board of Directors**

Place: Mumbai  
Date: 14<sup>th</sup> July, 2016

**Rahul Singh**  
**Company Secretary**

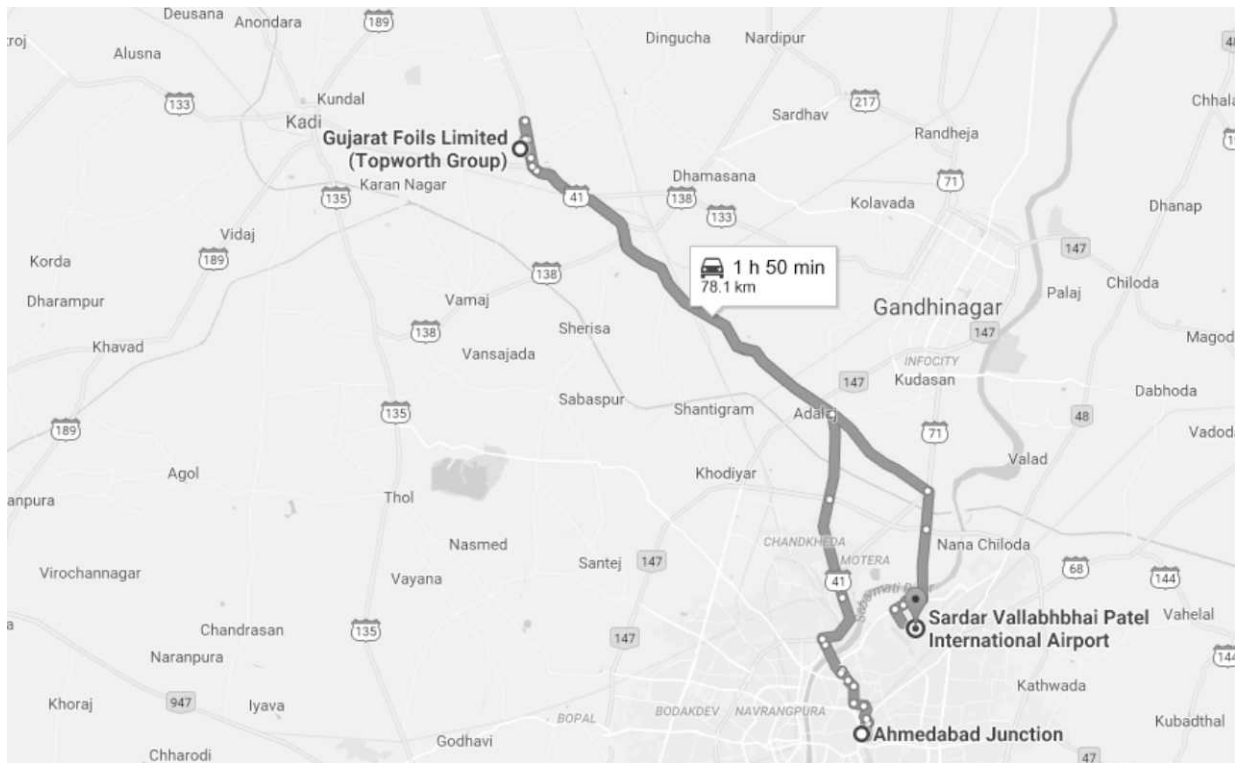
#### Registered Office:

Plot no. 3436-3439, Chhatral, G.I.D.C.,  
Phase IV, Taluka-Kalol, Dist-Gandhinagar,  
Gujarat-382729  
CIN- L28999GJ1992PLC018570  
Tel- +91-2764-233657  
Fax- +91-2794-233657  
Email- [secretarial@topworthgroup.com](mailto:secretarial@topworthgroup.com)  
Website- <http://www.gujaratfoils.com/>



## Route Map to the AGM Venue

Venue: 3436-3439, Chhatral G.I.D.C Phase- IV, Taluka Kalol, Dist. Gandhinagar, Gujarat- 382729



**Landmark: Chhatral GIDC**

**Distance from Ahmedabad Railway Station: 46 kms**

**Distance from SardarVallabhbhai Patel International Airport, Ahmedabad: 44 kms**



# GUJARAT FOILS LIMITED

**Regd. Office:** 3436-3439, Chhatral, G.I.D.C., Phase-IV, Taluka: Kalol, District: Gandhinagar, Gujarat-382729.  
CIN:L28999GJ1992PLC018570

## ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL  
Joint shareholders may obtain additional Slip at the venue of the meeting.

DP ID*	
--------	--

Folio No.	
-----------	--

Client ID*	
------------	--

No. of shares	
---------------	--

### NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **24<sup>TH</sup> ANNUAL GENERAL MEETING** of the Company held on Friday, 16<sup>th</sup> September, 2016 at 11:30 a.m. at **3436-3439, Chhatral G.I.D.C. Phase – IV, Taluka-Kalol, Dist. Gandhinagar, Gujarat – 382729.**

\_\_\_\_\_  
Signature of Shareholder / proxy

\* Applicable for investors holding shares in electronic form.



# GUJARAT FOILS LIMITED

**Regd. Office:** 3436-3439, Chhatral, G.I.D.C., Phase-IV, Taluka: Kalol, District: Gandhinagar, Gujarat-382729.  
CIN:L28999GJ1992PLC018570

## PROXY FORM

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

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

I/We, being the member(s) of shares of Gujarat Foils Limited, hereby appoint:

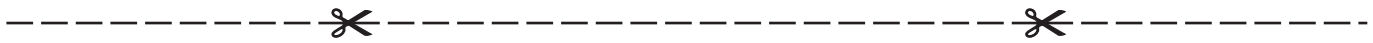
- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **24<sup>th</sup> Annual General Meeting** of the Company, to be held on **Friday, 16<sup>th</sup> September, 2016 at 11:30 a.m.** at **3436-3439, Chhatral G.I.D.C. Phase – IV, Taluka-Kalol, Dist. Gandhinagar, Gujarat – 382729** and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Item No.	Resolutions	For	Against
1	Adoption of Audited financial for the year ended 31 <sup>st</sup> March, 2016 and the Reports of the Board of Directors and the Auditors thereon.		
2	To appoint a Director in place of Mr. Abhay Lodha, who retires by rotation and, being, eligible offers himself for re-appointment.		
3	To ratify the appointment of M/s H.R. Agarwal & Associates as Statutory Auditor.		
4	To approve the remuneration of Cost Auditor for the financial year ending 31 <sup>st</sup> March, 2017		
5	To appoint Mr. Satish Chandra Gupta (DIN: 00025780) as an Independent Director		
6	To approve the remuneration of Mr. Prasenjit P. Datta (DIN: 00013414), Whole Time Director of the Company with effect from 1 <sup>st</sup> April, 2016		

\* Applicable for investors holding shares in electronic form.



Affix a  
1 rupee  
Revenue  
Stamp

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

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

**Notes:**

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* (4) This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.





*If undelivered please return to:*

**Gujarat Foils Ltd.**

(Secretarial Department)

Corporate Off.: Indiabulls Finance Centre, Tower 3, 16th Floor, 1601, Senapati Bapat Marg,  
Elphinstone Road (West), Mumbai- 400013 • Website: [www.gujaratfoils.com](http://www.gujaratfoils.com)

CIN No.: L28999GJ1992PLC018570