

**GUJARAT RAFFIA INDUSTRIES LIMITED**  
**(CIN: L17110GJ1984PLC007124)**  
**31<sup>ST</sup> ANNUAL REPORT 2016-17**

<b>BOARD OF DIRECTORS</b>	: -	Shri Pradeep Bhutoria	-	Chairman & Managing Director
		Smt. Sushma P. Bhutoria	-	Whole Time Director
		Shri Abhishek Bhutoria	-	Director
		Shri Alpesh R. Tripathi	-	Independent Director
		Shri Dipen M. Shah	-	Independent Director
<b>COMPANY SECRETARY</b>	: -	Gunjan Kothari		
<b>CHIEF FINANCIAL OFFICER`</b>	:-	Sanjay H. Rana		
<b>AUDITORS</b>	:	M/s. V S Agarwal & Associates, Chartered Accountants, Ahmedabad.		
<b>BANKERS</b>	:	Union Bank of India		
<b>REGISTERED OFFICE &amp; WORKS</b>	:	Plot No.455, Santej Vadsar Road, Village: Santej, Taluka: Kalol-382721. Dist: Gandhinagar. <a href="tel:-02764-286632,286672,286673,286674">Tel:-02764-286632,286672,286673,286674</a> Fax: - 02764-286652,286646, Website:- <a href="http://www.griltarp.com">www.griltarp.com</a> Email: - <a href="mailto:info@griltarp.com">info@griltarp.com</a> ; <a href="mailto:accounts@griltarp.com">accounts@griltarp.com</a>		
<b>REGISTRAR AND SHARE TRANSFER AGENT</b>	:	<b>M/s. Link Intime India Pvt Ltd.</b> , Ahmedabad Branch, 5 <sup>th</sup> Floor, 506 To 508, Amarnath Business Centre – 1, (ABC-1), Besides Gala Business Centre, Nr. St. Xavier’s Collage Corner, Off. C. G. Road, Ahmedabad – 380 006. (o): 079 – 2646 5179 e-mail id: <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a>		
<b>SECRETARIAL AUDITOR</b>	:	<b>Amrish Gandhi &amp; Associates, Company Secretary</b> 504, Shivalik Abaise, Opp. Shell Petrol pump, Anandnagar Road, Satellite, Ahmedabad - 380015		

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**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 31<sup>st</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF GUJARAT RAFFIA INDUSTRIES LIMITED WILL BE HELD AS SCHEDULED BELOW:**

Date: 05<sup>th</sup> September, 2017

Day: Tuesday

Time: 2.00 p.m.

Place: At the Registered Office of the Company at:  
Plot No. - 455, Santej-Vadsar Road, Village: Santej,  
Taluka: Kalol -382 721. Dist: Gandhinagar.

To transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements as at 31<sup>st</sup> March, 2017 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss and cash flow statement for the year ended on that date and reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Pradeep Ratanlal Bhutoria (DIN: 00284808) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To ratify the appointment of the Auditors and fix their remuneration 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 139 , 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s V S Agarwal & Associates., Chartered Accountants, Ahmedabad (Firm Registration No. 141089W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2018 at such remuneration plus taxes if any, other expenses, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**Special Business**

4. **Re-appointment of Mr. Pradeep Bhutoria (DIN: 00284808) as Chairman cum Managing Director**

To consider and if thought fit, to pass the following Resolution with or without modification, as an ORDINARY RESOLUTION

**"RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 read with schedule V and and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory

modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Pradeep Bhutoria (DIN: 00284808), as Chairman Cum Managing Director of the Company for a period of five years with effect from 01.01.2017 on the following terms and conditions:-

<b>A</b>	<b>Period of Appointment</b>	5 (Five) Years from 1 <sup>st</sup> January, 2017 to ending on 31 <sup>st</sup> December, 2021.
<b>B</b>	<b>Remuneration Details</b>	
	<b>Salary</b>	Maximum Rs. 7,20,000/- P.A. (Rupees Seven Lakh Twenty Thousand Rupees Only) including Basic salary, Medical Allowance, Conveyance Allowance and House Rent Allowance with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit.
	<b>Minimum Remuneration</b>	Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Pradeep Ratanlal Bhutoria, the remuneration by way of Salary and Other Allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed from time to time.
<b>C</b>	<b>Duties and Responsibilities</b>	Mr. Pradeep Ratanlal Bhutoria shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.
<b>D</b>	<b>Other terms &amp; Conditions</b>	No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.

#### 5. Re-appointment of Mrs. Sushma Bhutoria (DIN: 00284819) as Whole Time Director

To consider and if thought fit, to pass the following Resolution with or without modification, as an ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 read with schedule V and and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the re-appointment of Mrs. Sushma Bhutoria (DIN: 00284819), as Whole Time Director of the Company for a period of five years with effect from 01.04.2017 on the following terms and conditions:-

<b>A</b>	<b>Period of Appointment</b>	5 (Five) Years from 1st April, 2017 to ending on 31st March, 2022.
<b>B</b>	<b>Remuneration Details</b>	
	<b>Salary</b>	Maximum Rs. 6,00,000/- P.A. (Rupees Six Lakh Rupees Only) including Basic salary, Medical Allowance, Conveyance Allowance and House Rent Allowance with the authority granted to the Board of Directors to determine the salary and grant such increases from time to time within the aforesaid limit.
	<b>Minimum Remuneration</b>	Notwithstanding anything herein above stated, wherein any financial year, the Company incurs loss or its profits are inadequate, the Company shall pay to Mrs. Sushma Bhutoria, the remuneration by way of Salary and

		Other Allowances not exceeding the limits specified under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed from time to time.
C	Duties and Responsibilities	Mrs. Sushma Bhutoria shall be responsible for entire commercial assignments as applicable under various statutes and shall perform such duties which may be entrusted to him, subject to superintendence, control and guidance of Board of Directors.
D	Other terms & Conditions	No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.

#### 6. Appointment of Mr. Karan Singh Chandalia (DIN: 07816340) as an Independent Director

To consider and if thought fit, to pass the following Resolution with or without modification, as an **ORDINARY RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Karan Singh Chandalia (**DIN 07816340**), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on May 15, 2017 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from the date of appointment as additional director i.e. 15<sup>th</sup> May, 2017.”

#### 7. Payment of Remuneration to Mr. Abhishek Bhutoria (DIN: 07263523) as Executive Director of the company

To consider and if thought fit, to pass the following Resolution with or without modification, as an **ORDINARY RESOLUTION**

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 read with schedule V and and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Abhishek Bhutoria (DIN: 07263523), as Executive Director of the Company:-

1.	<b>Salary</b>	Rs. 4,80,000/- P.A. (Rupees Four Lakh Eighty Thousand Only P.A.)
2.	<b>Other terms &amp; Conditions</b>	No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.

**“RESOLVED FURTHER THAT** the Board of Directors and the Nomination & Remuneration Committee be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or Schedule V.

**RESOLVED FURTHER THAT** in the event in any financial year during the tenure of the Executive Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Executive Director, the above remuneration excluding commission amount payable on the minimum remuneration by way of salary, Perquisites and Other terms & Conditions as specified above and subject to receipt of the requisite approvals.

**By order of the Board of Directors  
For Gujarat Raffia Industries Limited**

**Sd/-  
Gunjan Kothari  
Company Secretary**

**Date : 05<sup>th</sup> August, 2017  
Place : Santej**

**Registered Office:  
Plot No.455,  
Santej Vadsar Road,  
Village: Santej,  
Taluka: Kalol-382721.  
Dist: Gandhinagar  
CIN: L17110GJ1984PLC007124**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
3. A member registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as his / her proxy unless such other person is also a member of the Company.
4. Members are requested to bring their dully filled attendance slip along with their copy of Annual Report at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours (10.00 a.m. to 05.00 p.m.) up to the date of the Meeting.
7. Pursuant to the Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Book of the Company will remain closed from Wednesday, 30<sup>th</sup> August, 2017 to Tuesday, 05<sup>th</sup> September, 2017 (both days inclusive).
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or its Registrars & Transfer Agents (RTA), Link Intime India Private Limited.
9. 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 India Private Limited (RTA).
10. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant
11. 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 India Private Limited,

for consolidation into a single folio. The share certificates will be returned to the members after making requisite changes thereon.

12. Non-Resident Indian Members are requested to inform Link Intime India Private Limited immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. To support the 'Green Initiative' members who have not registered their e-mail addresses so far are requested to register their e-mail address with RTA /Depository Participants for receiving all communication including annual report, notices, circulars, etc. from the company electronically.
14. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Annual General Meeting so that the information required may be made available at the Annual General Meeting.
15. The Company has connectivity from the CDSL & NSDL and Equity Shares of the Company may also be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their depository account. The ISIN No. for the Equity Shares of the Company is INE610B01024. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrars & Transfer Agents (RTA).
16. Trading in the shares of the Company is compulsorily in dematerialized form for all investors. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
17. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
18. Information relating to the Directors proposed to be appointed and those retiring by rotation and seeking re-appointment at this Meeting, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.

**Brief profile of the Directors being Appointed and re-appointed**

Name of the Director	Mr. Pradeep Bhutoria	Mrs. Sushma Bhutoria	Mr. Karan Singh Chandalia
Date of Birth and Age	18-10-1959 & 57 Years	25-08-1962 & 54 Years	03-03-1952 & 65 Years
Date of Appointment	01-01-2007	21-02-2008	15-05-2017
Qualification	B.Com	B.Com	M.Com
Expertise in specific functional areas	28 years in Line of activity of Marketing, Production, Finance	13 years in Business Administration	Administration, Export and Import
Directorship held in other companies (Excluding Foreign Companies)	NIL	NIL	Nil
Membership/Chairmanship of committee of other Companies (includes only Audit Committee and Share holders/Investor Grievance Committee )	Audit Committee Member, Stakeholder Relation sheep Committee Member	Nil	Audit Committee Member, Nomination and Remuneration Committee Member, Stake Relationship Committee Member
Number of Share Holder	6,69,029	1,38,310	Nil

19. In compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

### PROCEDURE FOR E-VOTING

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Saturday, 02<sup>nd</sup> September, 2017 at 10.00 a.m. and ends on Monday, 04<sup>th</sup> September, 2017 at 05.00 p.m.. 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 29<sup>th</sup> August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (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 / Address 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 the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

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

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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 'Gujarat Raffia Industries Limited' 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Mr. Amrish N Gandhi, Practicing Company Secretary [FCS No. 8193] and failing him Mr. Samsad A Khan, Practicing Company Secretary [ACS No. 28719] has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The scrutinizer shall within a period of not exceeding Two (2) working days from the conclusion of the e-voting period unblock the votes in presence of atleast two 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.

The result shall be declared at or after the Annual General Meeting of the company. The result declared along with the scrutinizer's report shall be placed on company's website [www.griltarp.com](http://www.griltarp.com) and on the website of CDSL within two days of passing of resolutions at the Annual General Meeting of the company and communicated to BSE Limited and National Stock Exchange.

- (xx) All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the company during normal business hours (10.00 am to 5.00 pm) on all working days.

**By order of the Board of Directors  
For Gujarat Raffia Industries Limited**

**Sd/-**

**Gunjan Kothari  
Company Secretary**

**Date : 05<sup>th</sup> August, 2017**

**Place : Santej**

**Registered Office:**

**Plot No.455,**

**Santej Vadsar Road,**

**Village: Santej,**

**Taluka: Kalol-382721.**

**Dist: Gandhinagar**

**CIN: L17110GJ1984PLC007124**

**Explanatory Statement**

(Pursuant to section 102 (1) of the Companies Act, 2013)

**Item No. 4:**

Mr. Pradeep Bhutoria, Managing Director is responsible for the overall affairs of the Company. The business operations of the Company are growing substantially and there has been increase in the Managing Director's responsibilities. He has been part of sustained growth of the Company. He has commerce degree from Calcutta University. He joined the management team in 1992 and was in charge of Production, finance and Marketing. He stated export business of the company. He spearheads the overall performance of the Company. In view of the same, the Board of Director's of the Company felt it appropriate to re-appoint Mr. Pradeep Bhutoria as Managing Director of the Company, commensurate with his role and responsibilities. Accordingly, the Board of Director of the company at its meeting held on 11<sup>th</sup> November, 2016 has decided to re-appoint Mr. Pradeep Bhutoria as Managing Director for a period of 5 (five) years with effect from 1<sup>st</sup> January, 2017 with a remuneration Rs. 7.20/- Lacs P.A. (Including Basic Salary, Medical Allowance, Conveyance Allowance and House Rent Allowance with the authority to the Board of Director's to determine the salary and grant such increases from time to time within the aforesaid limit) based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company.

The aforesaid remuneration shall be within the ceiling limits as mentioned in schedule V of the Companies Act, 2013

Mr. Pradeep Ratanlal Bhutoria himself and Mr. Abhishek Pradeepkumar Bhutoria and Mrs. Sushma Pradeep Bhutoria are interested in the resolution being his relatives.

No other Director, Key Managerial Personnel or their relatives, except Mr. Pradeep Ratanlal Bhutoria, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommended the Ordinary Resolution set out in Item No. 4 for approval of the Members.

**Item No. 5:**

Mrs. Sushma P. Bhutoria has been Whole Time Director of the Company since 2012. She presently serves as a Whole Time Director of the Company. She became the first woman director on the board of the company and thereby helps Company to meet the new law requiring listed entity to have at least one woman in the boardroom to boost gender diversity. She has a commerce degree from Rajasthan University. She joined management team in the year 2008 and was looking after finance and marketing division of the company. She along with her husband started export business of the company and build company a leading manufacturer of Plastic Tarpaulin and sacks. With her continues support and dedication towards the work Company smoothly manages to start manufacturing of other technical textile products like pond lining, canal lining, Vermibed/Agro sheet etc. She is looking after a overall performance of the organization. She is a strong advocate of the business fundamentals, technology focus and innovative business models of the company. Mrs. Sushma Bhutoria as Whole Time Director of the company, commensurate with her role and responsibilities. Accordingly, the Board of Director of the company at its meeting held on 09<sup>th</sup> February, 2017 has decided to re-appoint Mrs. Sushma P. Bhutoria as Whole Time Director for a period of 5 (five) years with effect from 1<sup>st</sup> April, 2017 with a remuneration Rs. 6.00/- Lacs P.A. (Including Basic Salary, Medical Allowance, Conveyance Allowance and House Rent Allowance with the authority to the Board of Director's to determine the salary and grant such increases from time to time within the aforesaid limit) based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company.

The aforesaid remuneration shall be within the ceiling limits as mentioned in schedule V of the Companies Act, 2013

Mrs. Sushma Pradeep Bhutoria herself and Mr. Abhishek Pradeepkumar Bhutoria and Mr. Pradeep Ratanlal Bhutoria are interested in the resolution being her relatives.

No other Director, Key Managerial Personnel or their relatives, except Mrs. Sushma Pradeep Bhutoria, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommended the Ordinary Resolution set out in Item No. 5 for approval of the Members.

**Item No. 6:**

The Board at its meeting held on 15<sup>th</sup> May, 2017 appointed Mr. Karan Singh Chandalia as an additional Director pursuant to section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of ensuing Annual General Meeting. In this regards Company has received a request form a member of the Company proposing Mr. Karan Singh Chandalia candidature for appointment as Director of the Company in accordance with the provision of 160 and all other applicable provision of the Companies Act, 2013 The Board feels that presence of Mr. Karan Singh Chandalia, not liable to retire by rotation on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 6 for adoption.

Mr. Karan Singh Chadalia is a Master of commerce. He got his master of commerce degree from Rajasthan University. He is having a vast experience in the field of import and export of Marbles and allied products. Mr. Karan Singh Chandalia is an acumen businessman and having wide experience of business development. A vision to lead the business in an ethical way helps the company to lead in the better corporate governance.

No Director, Key Managerial Personnel or their relatives, except Mr. Karan Singh Chandalia, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommended the Ordinary Resolution set out in Item No. 6 for approval of the Members.

**Item No. 7:**

Mr. Abhishek P. Bhutoria (DIN: 07263523) is a Director of the Company and joined the Board of Directors of the Company in Septmber, 2015. He did his Master Degree in the Field of Business Administration from California State University, USA. Considering his full time involvement into the affairs of the business of the Company the Board of Director of the company at its meeting held on 27<sup>th</sup> May, 2017 has decided to pay remuneration to Mr. Abhishek P. Bhutoria as with effect from 1<sup>st</sup> April, 2017 with a remuneration Rs. 4.80/- Lacs P.A. based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company.

Mr. Abhishek P. Bhutoria himself and Mrs. Sushma Pradeepkumar Bhutoria and Mr. Pradeep Ratanlal Bhutoria are interested in the resolution being his relatives.

No other Director, Key Managerial Personnel or their relatives, except Mr. Abhishek P. Bhutoria, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommended the Ordinary Resolution set out in Item No. 7 for approval of the Members.

**Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting**

Name of the Director	Mr. Pradeep Bhutoria	Mrs. Sushma Bhutoria	Mr. Karan Singh Chandalia
Date of Birth and Age	18-10-1959 & 57 Years	25-08-1962 & 54 Years	03-03-1952 & 65 Years
Date of Appointment	01-01-2007	21-02-2008	15-05-2017
Qualification	B.Com	B.Com	M.Com
Expertise in specific functional areas	28 years in Line of activity of Marketing, Production, Finance	13 years in Business Administration	Administration, Export and Import
Directorship held in other companies (Excluding Foreign Companies)	NIL	NIL	Nil

Membership/Chairmanship of committee of other Companies (includes only Audit Committee and Share holders/Investor Grievance Committee )	Audit Committee Member, Stakeholder Relation sheep Committee Member	Nil	Audit Committee Member, Nomination and Remuneration Committee Member, Stake Relationship Committee Member
Number of Share Holder	6,69,029	1,38,310	Nil

**By order of the Board of Directors  
For Gujarat Raffia Industries Limited**

**Sd/-  
Gunjan Kothari  
Company Secretary**

**Date : 05<sup>th</sup> August, 2017  
Place : Santej**

**Registered Office:  
Plot No.455,  
Santej Vadsar Road,  
Village: Santej,  
Taluka: Kalol-382721.  
Dist: Gandhinagar  
CIN: L17110GJ1984PLC007124**

**DIRECTOR'S REPORT**

Dear Shareholders,

Your Directors present the 31<sup>st</sup> Annual Report together with the Audited Statement of Accounts for the year ended on 31<sup>st</sup> March, 2017.

**1. FINANCIAL RESULTS:**

The summary of Financial Results of the Company for the year under review along with the figures for previous year are as follows:

Particulars	(Rs. In Lacs)	
	Standalone	
	2016-17	2015-16
Total Revenue	3654.97	3775.96
Less: Operating and Admi. Exps.	3245.50	3363.95
<b>Profit Before Depreciation, Interest and Tax</b>	<b>409.47</b>	<b>412.01</b>
Depreciation	171.04	200.89
Finance Costs	136.03	111.14
<b>Profit Before Tax and Exceptional Items</b>	<b>102.39</b>	<b>99.97</b>
Exceptional Items	-	-
<b>Profit Before Tax</b>	<b>102.39</b>	<b>99.97</b>
Current Tax	21.80	20.00
Earlier Year Tax	2.34	1.16
Deferred Tax	-	-
(Excess) / Shortfall in provision for current tax for earlier years	-	-
Minority Interest	0.00	0.00
<b>Profit After Tax &amp; Minority Interest</b>	<b>78.25</b>	<b>78.80</b>
Earnings Per Equity Share		
Basic	<b>1.57</b>	<b>1.58</b>
Diluted	<b>1.57</b>	<b>1.58</b>

**2. DIVIDEND:**

With a view to conserve the resources for expansion of the business activities and working capital requirements of the Company, the board of directors of the company have not recommended any dividend for the year under review.

**3. REVIEW OF OPERATIONS, SALES AND WORKING RESULTS:**

Your director report that during the year under review, in spite of economic slowdown the Company has recorded a total sales of Rs. 36,50,51,821 /- as compared to Rs. 37,02,60,974/- and earned other income of Rs. 4,45,115/- as compared to Rs. 73,35,011/- for the financial year ended on 31<sup>st</sup> March, 2017 . The Profit before tax for the period under review is Rs. 10,239,219/- as compared to Rs. 99,97,183/- in the previous year. The Profit after tax during the year under review is Rs.78,25,677/- as against Rs. 78,80,270/- in the previous year 2015-16.

**4. MATERIAL CHANGES, TRANSACTION AND COMMITMENT/CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

There is no change in the nature of the business of the Company for the year under review.

During the year under review, no significant or material order was passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

**5. MANAGEMENT DISCUSSION AND ANALYSIS (MDA):**

MDA, for the year under review, is presented in a separate section, which forms part of the Annual Report.

**6. SHARE CAPITAL:**

During the year under review, the Company has not increased its paid up capital. The paid up equity share capital of the Company as on 31<sup>st</sup> March, 2017 is Rs. 4,99,47,750/-.

During the year under review, the Company has neither issued shares with differential voting rights nor granted stock options or sweat equity.

**7. TRANSFER TO RESERVES:**

The Company has not transferred any amount to the General Reserves for the current reporting period. An amount of ₹ 78.26 Lacs is proposed to be retained in the Statement of Profit and Loss of the Company.

**8. EXTRACT OF THE ANNUAL RETURN:**

The extract of the Annual Return in form MGT-9 is annexed herewith as **Annexure - A**.

**9. BOARD MEETINGS HELD DURING THE YEAR:**

During the year, Seven Board meetings were held, with gap between Meetings not exceeding the period prescribed under the Companies Act, 2013.

Board meeting dates are finalized in consultation with all directors and agenda papers backed up by comprehensive notes and detailed background information are circulated in advance before the date of the meeting thereby enabling the Board to take informed decisions.

Sr. No.	Date on which board Meetings were held	Total Strength of the Board	No of Directors Present
1.	30/05/2016	5	5
2.	01/07/2016	5	5
3.	11/08/2016	5	5
4.	03/09/2016	5	5
5.	11/11/2016	5	5
6.	09/02/2017	5	5
7.	30/03/2017	5	5

**ATTENDANCE OF DIRECTORS AT BOARD MEETINGS:**

Sr. No.	Name of Directors	No. of Meeting Held	No. of Meeting Attended
1.	Mr. Pradeep Bhutoria	7	7
2.	Mrs. Sushma Bhutoria	7	7
3.	Mr. Alpesh R Tripathi	7	7
4.	Mr. Dipen M Shah	7	7
5.	Mr. Abhishek P Bhutoria	7	7

**10. SUBSIDIARY COMPANIES:**

The Company does not have subsidiary company, joint venture or associate companies during the year.

There is no company which has ceased to be Company's subsidiary, joint venture or associate company during the year.

**11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

The Board consists of Executive and Non-executive Directors including Independent Directors who have wide and varied experience in different disciplines of corporate functioning.

During the year under review, Mr. Pradeep R. Bhutoria re-appointed as Managing Director w.e.f 01.01.2017 for a further period of five (5) years till 31.12.2021. Mrs. Sushma P. Bhutoria re-appointed as Whole Time Director w.e.f 01.04.2017 for a further period of five (5) years till 31.03.2022.

During the year under review Mr. Gunjan Kothari appointed as company secretary cum compliance officer of the company and Mr. Sanjay H. Rana appointed as Chief Financial Officer of the company w.e.f 11.08.2017.

One Director Mr. Karan Singh Chandalia has been appointed as additional director on the Board of Director of the company w.e.f 15.05.2017.

Mr. Pradeep Ratanlal Bhutoria, Director, retires by rotation at the forthcoming Annual General Meeting, and being eligible offers himself for re-appointment.

Apart from this, there were no changes in the Directors or Key Managerial Personnel during the year under review.

A brief resume of directors being appointed / re-appointed with the nature of their expertise, their shareholding in the Company as stipulated under as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice of the ensuing Annual General Meeting.

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

**12. INDEPENDENT DIRECTOR'S FAMILIARIZATION PROGRAMME:**

Independent Directors at the time of their appointment are given the formal appointment letter mentioning various terms and conditions of their engagement. Independent Directors of the company are made aware of their role, duties, rights and responsibilities at the time of their appointment.

Independent Directors have visited the plants of the company for understanding of manufacturing operations and different processes of their plants.

The Board of Directors has complete access to the information within the company and to interact with senior management personnel. Independent Directors have freedom to interact with the management of the company.

The Familiarization programme has been conducted during the year under review and different aspects such as legal compliance management, corporate governance and role of independent directors have been covered in the same.

**13. EVALUATION OF BOARD, COMMITTEES AND DIRECTORS:**

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by separate meeting held by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

**14. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:**

The Board, on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining Qualifications, Positive Attributes and Independence of a Director as also a Policy for remuneration of Directors, Key managerial Personnel and senior management.

**15. SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:**

The Independent Directors of your Company, in a separate meeting held on 27<sup>th</sup> March, 2017 to carry out the evaluation for the financial year 2016-17 and inter alia, discussed the following:

- Reviewed the performance of Non-Independent Directors of the Company and the Board as a whole.
- Reviewed the performance of the Chairman of the Company taking into account the views of Executive Directors and Non-executive Directors.
- Assessed the quality, quantity and timelines of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonable perform their duties.

All Independent Directors of the Company were present at the Meeting.

**16. AUDITORS:****a) STATUTORY AUDITORS:**

Pursuant to provision of Section 139 of the Act and the rules framed thereunder, M/s V S Agarwal & Associates, Chartered Accountant, were appointed as statutory auditors of the Company from the conclusion of the 30<sup>th</sup> Annual General Meeting (AGM) of the Company held on 27<sup>th</sup> September, 2016 till the conclusion of 35<sup>th</sup> AGM to be held in the year 2021, subject to ratification of their appointment at every Annual General Meeting.

The observations of the auditors in their report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments.

The notes of the auditors are self explanatory in the nature.

**b) SECRETARIAL AUDITORS:**

Mr. Amrish N Gandhi, Practicing Company Secretaries is appointed to conduct the secretarial audit of the Company for the financial year 2016-17, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. Your Company has received consent

from Mr. Amrish G Gandhi to act as the auditor for conducting audit of the Secretarial records for the financial year ending 31st March, 2017. The secretarial audit report for FY 2016-17 forms part of the Annual Report as '**Annexure B**' to the *Board's report*.

**Directors Response to Secretarial Audit Report:**

Your Board of Directors would like to clarify the qualification remarks made in Secretarial Audit Report as under:-

Qualification/ Adverse Remark	Explanation :
<i>Company has already made the efforts for revocation of Suspension with National Stock Exchange of India Limited (NSE).</i>	<i>The Company has already submitted necessary documents and is taking sincere efforts for revocation of suspension of equity shares with NSE.</i>

**17. INTERNAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK:**

The Company has an Internal Control System, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations.

The Company has appointed Mr. Sanwarmal Agarwalla, as Internal Auditors of the Company. The Audit Committee in consultation with the internal auditors formulates the scope, functioning, periodicity and methodology for conducting the internal audit. The internal auditors carry out audit, covering inter alia, monitoring and evaluating the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations and submit their periodical internal audit reports to the Audit Committee. Based on the internal audit report and review by the Audit committee, process owners undertake necessary actions in their respective areas. The internal auditors have expressed that the internal control system in the Company is robust and effective.

The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such system are adequate and operating effectively.

**18. AUDIT COMMITTEE:**

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

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

There has been no complaint related to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, during the year.

**20. RISK MANAGEMENT AND POLICY ON RISK MANAGEMENT:**

At present the company has not identified any element of risk which may threaten the existence of the company.

The Board has formulated Policy on Risk Management and the same is uploaded on the Company's website at [www.griltarp.com](http://www.griltarp.com).

**21. VIGIL MECHANISM:**

The Company has set up vigil mechanism viz. Whistle Blower Policy to enable the employees and Directors to report genuine concerns and irregularities, if any in the Company, noticed by them. The same is reviewed by the Audit Committee from time to time.

**22. RELATED PARTY TRANSACTIONS AND POLICY ON RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were at arm's length basis and were in the ordinary course of business. Details on Related Party Transactions in Form AOC - 2 have been enclosed as **Annexure - C**.

The Board has formulated Policy on Related Party Transactions and the same is uploaded on the Company's website at [www.griltarp.com](http://www.griltarp.com).

**23. MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES:**

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report and statement of particulars of employees is annexed as **Annexure - D & E**.

**24. LOANS, GUARANTEES OR INVESTMENTS:**

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

**25. DEPOSITS:**

Your Company has not accepted any deposits from the public falling within the purview of Section 73 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014.

**26. DIRECTORS' RESPONSIBILITY STATEMENT:**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors confirm:

- a. that in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2017, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- b. that the directors had selected 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 ended 31<sup>st</sup> March 2017 and of the profit of the Company for that period;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual accounts/financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

A statement containing the necessary information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act,

2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed to this report as **Annexure - F**.

**28. CORPORATE GOVERNANCE:**

As per regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, report on "Corporate Governance" is attached and forms a part of Directors Report. A Certificate from the Chartered Accountant regarding compliance of the conditions of Corporate Governance as stipulated under the Listing Regulation is annexed to this Report.

**29. DISCLOSURES UNDER SECTION 134(3)(L) OF THE COMPANIES ACT, 2013:**

Except as disclosed elsewhere in this report, there have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

**31. LISTING OF SHARES OF THE COMPANY**

The shares of the Company are actively traded on BSE Ltd. However equity shares of the Company are presently suspended on the platform of NSE and Company has take adequate steps for the revocation of suspension of equity shares form NSE.

**30. ACKNOWLEDGEMENT:**

Your Directors express their sincere gratitude for the assistance and cooperation extended by Financial Institutions, Banks, Government Authority, Shareholders, Suppliers, Customers and Stakeholders.

Your Directors also wish to place on record their appreciation of the contribution made by the employees at their level towards achievements of the Companies goals.

**By order of the Board of Directors  
For Gujarat Raffia Industries Limited**

**Date: 27<sup>th</sup> May, 2017  
Place: Santej**

**Sd/-  
Pradeep Bhutoria  
Chairman & Managing Director  
DIN:-00284808**

**Annexure – A**  
**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31<sup>st</sup> March, 2017**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i.	CIN	:	L17110GJ1984PLC007124
ii.	Registration Date	:	30 <sup>th</sup> July, 1984
iii.	Name of the Company	:	GUJARAT RAFFIA INDUSTRIES LIMITED
iv.	Category / Sub-Category of the Company	:	Company limited by shares
v.	Address of the Registered office and contact details	:	Plot No 455, Santej-Vadsar Road, Gandhinagar-382721 Gujarat, India
vi.	Whether listed company Yes / No	:	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	<b>M/s. Link Intime India Pvt Ltd.,</b> Ahmedabad Branch, 5 <sup>th</sup> Floor, 506 To 508, Amarnath Business Centre – 1, (ABC-1), Besides Gala Business Centre, Nr. St. Xavier's Collage Corner, Off. C. G. Road, Ahmedabad – 380 006 Contact Number: 079 – 2646 5179 e-mail id: ahmedabad@linkintime.co.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1.	Tarpaulin	17215	78.40
2.	Sacks	21021	21.60
3.	Fabric	17115	0.00

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

Sr. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
1.	Nil	Nil	Nil	Nil	Nil

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**i) Category-wise Share Holding**

Category of the shareholders	No. of Shares held at the beginning of the year 1 <sup>st</sup> April, 2016				No. of Shares held at the end of the year 31 <sup>st</sup> March, 2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTER &amp; PROMOTER GROUP</b>									
<b>(1) Indian</b>									
Individual/HUF	11,64,253	-	11,64,253	23.31	11,64,253	-	11,64,253	23.31	0.00
Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
Bodies Corporate	5,41,814	-	5,41,814	10.85	5,41,814	-	5,41,814	10.85	0.00
Financial Institution/ Bank	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>17,06,067</b>	<b>-</b>	<b>17,06,067</b>	<b>34.16</b>	<b>17,06,067</b>	<b>-</b>	<b>17,06,067</b>	<b>34.16</b>	<b>0.00</b>
<b>(2) Foreign</b>									
Individuals (NRIs/Foreign Individuals)	-	-	-	-	-	-	-	-	-
Other-Individuals	-	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-	-
Financial Institution/ Bank	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>TOTAL SHAREHOLDIG OF PROMOTER (A) = (A) (1) + (A) (2)</b>	<b>17,06,067</b>	<b>-</b>	<b>17,06,067</b>	<b>34.16</b>	<b>17,06,067</b>	<b>-</b>	<b>17,06,067</b>	<b>34.16</b>	<b>0.00</b>
<b>B. PUBLIC SHAREHOLDIG</b>									
<b>1. Institutions</b>									
Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
Financial Institution/ Bank	-	-	-	-	-	-	-	-	-
Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2. Non-Institutions</b>									
Bodies Corporate	27,279	-	27,279	0.55	52,390	-	52,390	1.05	0.5
Indian	-	-	-	-	-	-	-	-	-
Foreign Nationals	500	-	500	0.01	500	-	500	0.01	0.00

Individuals									
HUF	42,256	-	42,256	0.85	43,853		43,853	0.88	0.03
i) Individual shareholders holding nominal share capital upto Rs. 2 Lakh	8,36,445	22,24,191	30,60,636	61.28	7,95,528	22,15,162	30,10,690	60.28	(1.00)
ii) Individual shareholders holding nominal share capital in excess of Rs 2 Lakh	1,30,000	-	1,30,000	2.60	1,00,668	-	1,00,668	2.02	(0.58)
Others (Specify)									
Clearing Member	3,421	-	3,421	0.07	56,275	-	56,275	1.13	1.10
Non Resident Indians (Repat)	17,375	-	17,375	0.35	17,375	-	17,375	0.35	(0.00)
Non Resident Indians (Non Repat)	7,241	-	7,241	0.14	6,957	-	6,957	0.14	(0.00)
<b>Sub-total (B)(2):-</b>	<b>10,64,517</b>	<b>22,24,191</b>	<b>32,88,708</b>	<b>65.84</b>	<b>10,73,546</b>	<b>22,15,162</b>	<b>32,88,708</b>	<b>65.85</b>	<b>(0.16)</b>
<b>TOTAL PUBLIC SHAREHOLDING (B)=(B)(1)+ (B)(2)</b>	<b>10,64,517</b>	<b>22,24,191</b>	<b>32,88,708</b>	<b>65.84</b>	<b>10,73,546</b>	<b>22,15,162</b>	<b>32,88,708</b>	<b>65.85</b>	<b>(0.16)</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>GRAND TOTAL (A+B+C)</b>	<b>27,70,584</b>	<b>22,24,191</b>	<b>49,94,775</b>	<b>100</b>	<b>27,79,613</b>	<b>22,15,162</b>	<b>49,94,775</b>	<b>100</b>	<b>-</b>

**(ii) Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Pradeep Bhutoria	6,69,029	13.39	0	6,69,029	13.39	0	-
2.	Bengal Business Limited	3,00,579	6.02	0	3,00,579	6.02	0	-
3.	Asian Gases Ltd	2,41,235	4.83	0	2,41,235	4.83	0	-
4.	Bhutoria Pradeep Kumar	1,81,264	3.63	0	1,81,264	3.63	0	-
5.	Sushma Bhutoria	1,38,310	2.77	0	1,38,310	2.77	0	-
6.	Abhishek P Bhutoria	1,35,500	2.71	0	1,35,500	2.71	0	-
7.	Sneha Bhutoria	40,150	0.80	0	40,150	0.80	0	-
	<b>Total</b>	<b>17,06,067</b>	<b>34.16</b>	<b>0</b>	<b>17,06,067</b>	<b>34.16</b>	<b>0</b>	<b>-</b>

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

Sr. No.	Particulars	Shareholding at the beginning of the year		Increase / Decrease in Shareholding during the year*		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	No. of Shares	No. of shares	% of total shares of the company
Nil							

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	For Each of the Top 10 Shareholders*	Shareholding at the beginning of the year 1st April, 2016		Cumulative Shareholding during the year 31st March, 2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	GANDHI PRATIK RAJENDRA	55,000	1.10	55,000	1.10
2.	MNM STOCK BROKING PVT. LTD.	0.00	0.00	47,508	0.95
3.	RAMESH JAMNADAS THAKKAR	0.00	0.00	24,984	0.50
4.	PUNAJI SOMAJI THAKOR	0.00	0.00	20,684	0.41
5.	MADHUBEN DHIRAJLAL GANDHI	0.00	0.00	20,000	0.40
6.	BHARAT K PARIKH	18,000	0.36	18,000	0.36
7.	SHAH HEMALBEN SANJAYBHAI	0.00	0.00	13,448	0.27
8.	JAGDISH DALAMAL RAMNANI	12,500	0.25	12,500	0.25
9.	EDELWEISS BROKING LTD	0.00	0.00	10,810	0.22
10.	VIVEK GOYAL	9,041	0.18	9,041	0.18

\*The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder.

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

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Increase / Decrease in Shareholding during the year*		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	No. of Shares	No. of shares	% of total shares of the company
	At the beginning of the year						
	<b>DIRECTORS:</b>						
1.	Alpesh Rajeshbhai Tripathi	-	-	-	-	-	-
2.	Dipen Mahasukhlal Shah	-	-	-	-	-	-
3.	Abhishek Bhutoria	1,35,500	2.71	-	-	1,35,500	2.71
	<b>KMP:</b>						

1.	Pradeep Bhutoria	6,69,029	13.39	-	-	6,69,029	13.39
2.	Sushma Bhutoria	1,38,310	2.77	-	-	1,38,310	2.77
3.	Sanjay Rana (CFO)	0.00	0.00	-	-	-	-
4.	Gunjan Kothari (CS)	0.00	0.00	-	-	-	-

**V. INDEBTEDNESS**

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

(Rs. in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	8.69	571.60	0.00	580.29
ii) Interest due but not paid	0.00	14.20	0.00	14.20
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ ii+ iii)</b>	<b>8.69</b>	<b>585.80</b>	<b>0.00</b>	<b>594.49</b>
<b>Change in Indebtedness during the financial year</b>				
➤ Addition	0.00	6.28	0.00	6.28
➤ Reduction	1.86	560.99	0.00	562.85
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	6.83	31.09	0.00	37.92
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (I + ii+ iii)</b>	<b>6.83</b>	<b>31.09</b>	<b>0.00</b>	<b>37.92</b>

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

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

(Rs. in lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Pradeep Bhutoria	Sushma Bhutoria	
1.	Gross salary	6.30	4.20	<b>10.50</b>
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	----	----	----
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	----	----	----
	(c) Profits in lieu of salary u/s 17(3) 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>6.30</b>	<b>4.20</b>	<b>10.50</b>
	Ceiling as per the Act	----	----	----
	Cumulative Ceiling as per the Act (10% of the Net Profit)	----	----	----

**B. Remuneration to other directors:**

(Rs. in lacs)

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
	3. Independent Directors	----	----	----
	• Fee for attending board / committee meetings			
	• Commission			
	• Others, please specify			
	<b>Total (1)</b>	----	----	----
	4. Other Non-Executive Directors	----	----	----
	• Fee for attending board / committee meetings			
	• Commission			
	• Others, please specify			
	<b>Total (2)</b>	----	----	----
	<b>Total (B) = (1+2)</b>	----	----	----
	Total Managerial Remuneration	----	----	----
	Overall Ceiling as per the Act (11% of the Net Profit, excluding seating fees)	----		

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

(Rs. in lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Gunjan Kothari Company Secretary (25.07.2016 to 31.03.2017)	Sanjay Rana CFO	Total
1.	Gross salary	----	1.51	2.08	3.59
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	----	----	----	----
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	----	----	----	----
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	----	----	----	----
2.	Stock Option	----	----	----	----
3.	Sweat Equity	----	----	----	----
4.	Commission - as % of profit - others, specify...	----	----	----	----
5.	Others, please specify	----	----	----	----
	<b>Total</b>	----	<b>1.51</b>	<b>2.08</b>	<b>3.59</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	Not Applicable				
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty	Not Applicable				
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Not Applicable				

**Annexure – B**  
**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

[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 RAFFIA INDUSTRIES LIMITED**  
Plot No 455, Santej-Vadsar Road,  
Gandhinagar-382721  
Gujarat.

I, Amrish N. Gandhi, Company Secretary, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GUJARAT RAFFIA INDUSTRIES LIMITED [CIN: L17110GJ1984PLC007124]** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **GUJARAT RAFFIA INDUSTRIES LIMITED** 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **GUJARAT RAFFIA INDUSTRIES LIMITED** for the financial year ended on 31<sup>st</sup> March, 2017 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 Byelaws framed there under;
- 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.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not Applicable to the Company during the Audit Period)**;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period)**;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit period)**;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- 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)**.
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I. As informed to me the following other Laws specifically applicable to the Company as under:

**A. INDUSTRIAL & LABOUR LAWS:**

- a) Factories Act, 1948
- b) Industrial Disputes Act, 1947
- c) The Minimum Wages Act, 1948
- d) The Payment of Wages Act, 1936
- e) Employees' Provident Fund and Miscellaneous Provisions Act, 1952
- f) The Payment of Bonus Act, 1965
- g) The Payment of Gratuity Act, 1972
- h) The Contract Labour (Regulation and Abolition) Act, 1970
- i) The Maternity Benefit Act, 1961
- j) The Employees' Compensation Act, 1923
- k) The Apprentices Act, 1961
- l) Equal Remuneration Act, 1976

**B. ENVIORNMENT RELATED:**

- a) The Environment (Protection) Act, 1986
- b) The Hazardous Wasted (Management, Handling And Transboundary Movement) Rules, 2008
- c) The Water (Prevention & Control of Pollution) Act, 1974
- d) The Air (Prevention & Control of Pollution) Act, 1981

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

- a) Secretarial Standards with respect to General and Board Meetings Minutes issued by The Institute of Company Secretaries of India.

- b) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange Limited pursuant to Securities and Exchange Board of India (Listing Obligations & 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 except to the extent as mentioned below.

- i. *Company has already made the efforts for revocation of Suspension with National Stock Exchange of India Limited (NSE).*

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors that took place during the period under review.

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 of the board were unanimous and the same was captured and recorded as part of the minutes.

**I 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.

**I further report that** during the audit period the company has no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc

**For Amrish Gandhi & Associates**

Sd/-

**Amrish N. Gandhi**

**Company Secretary**

**FCS: 8193 / CP No: 5656**

**Place: Ahmedabad**

**Date: 27/05/2017**

**Note:** *This Report is to be read with Our Letter of even date which is annexed as "Appendix A" and forms an integral part of this report.*

**'Appendix A'**

To,  
The Members,  
**GUJARAT RAFFIA INDUSTRIES LIMITED**  
Plot No 455, Santej-Vadsar Road,  
Gandhinagar-382721  
Gujarat.

Our Secretarial Audit 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. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, 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 efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Amrish Gandhi & Associates**

Sd/-

**Amrish N. Gandhi**  
Company Secretary  
FCS: 8193 / CP No: 5656

**Place: Ahmedabad**  
**Date: 27/05/2017**

**Annexure – C**  
**Form No. AOC-2**

(Pursuant to *clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014*)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: - Not Applicable

2. Details of material contracts or arrangement or transactions at arm's length basis

Sr. No.	Name of the Related Party	Nature of Relationship	Nature of contracts /arrangements/ transactions	Amount	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value , if any	Amount paid as Advances, if any
1.	Asian Gases Limited	Enterprises significantly influenced by Directors and/or their relatives	Loan taken	25,98,800	1 Year	Asian Gases Limited has given unsecured loan to the company	-----
			Loan Repaid	23,35,804	1 Year	Company has repaid the unsecured loan taken from Asian Gases Limited	-----
			Interest	2,59,970	1 Year	Company has paid the interest amount on unsecured loan	-----
2.	Bengal Business LLP	Enterprises significantly influenced by Directors and/or their relatives	Loan taken	26,20,500	1 Year	Bengal Business LLP has given unsecured loan to the company	-----
			Loan Repaid	8,96,704	1 Year	Company has repaid the unsecured loan taken from Bengal Business LLP	-----
			Interest	1,95,355	1 Year	Company has paid the interest amount on unsecured loan	-----

3.	Mahanagar Realestate LLP	Enterprises significantly influenced by Directors and/or their relatives	Loan Repaid	6,76,686	1 Year	Company has repaid the unsecured loan taken from Mahanagar Realestate LLP	-----
			Interest	1,71,526	1 Year	Company has paid the interest amount on unsecured loan	-----
4.	Pradeepkumar Bhutoria (HUF)	Key Managerial Personnel	Loan Taken	11,89,797	1 Year	Company has taken unsecured loan from Pradeepkumar Bhutoria (HUF)	-----
			Loan Repaid	50,58,950	1 Year	Company has repaid the unsecured loan taken from Pradeepkumar Bhutoria (HUF)	

Form shall be signed by the persons who have signed the Board's report.

**For Gujarat Raffia Industries Limited**

**Sd/-  
Pradeep Bhutoria  
Managing Director  
DIN: 00284808**

**Date: 27<sup>th</sup> May, 2017  
Place: Santej**

## Annexure – D

## Particulars Pursuant to Section 197(12) of the Companies Act, 2013 and rule 5(1) of Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014:

- 1) Ratio of Remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31<sup>st</sup> March, 2017:

Sr. No.	Executive Directors	Remuneration for FY 2016-17 ( ₹ in Lacs)	% increase in remuneration in FY 2016-17
1.	Shri Pradeep Bhutoria, Chairman & Managing Director	6.30	5%
2.	Smt. Sushma Bhutoria, Whole Time Director	4.20	NIL

- 2) Percentage increase in median remuneration of employees in the financial year ended 31<sup>st</sup> March, 2017: Nil
- 3) The number of permanent employees on the rolls of the company as on 31<sup>st</sup> March, 2017: 87
- 4) The Explanation on the relationship between average increase in remuneration and Company performance:

Particulars	2016-17	2015-16
Total Income ( ₹ In Lacs)	3654.97	3775.96
Profit Before Tax( ₹ In Lacs)	102.39	99.97
PBT as a % of Total Income	2.80%	2.64%

Average increase of Nil% in the remuneration of employees is in line with the company's performance, market dynamics.

- 5) Comparison of the remuneration to Key Managerial Personnel against the performance of the Company:
- The increase in remuneration is not solely based on Company performance but also includes various factors like individual performance, industrial trends, economic situation, future growth prospects etc. Average increase in remuneration of Key Managerial Personnel is based on Company's Remuneration Policy.
- 6) 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 and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last offer:

Quotes from BSE & NSE	As on 31 <sup>st</sup> March, 2017	As on 31 <sup>st</sup> March, 2016
Issued Capital (no. of shares)	49,94,775	49,94,775
Market Price of Equity shares of the company (In ₹)	15.8	7.2
EPS (In ₹)	1.57	1.58
Price earnings Ratio (In ₹)	10.06	4.56
Market Capitalization ( ₹ In Lacs)	778917445	35962380
Issue price at the last public offer	10.00	10.00
% increase	Not Applicable	Not Applicable

- 7) Average percentile increase already made in the salaries of the 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 increase in salaries of the employees other than Managerial Personnel in 2016-17 was Salary increased for the person to whom it is require and average percentage increase in the Managerial Remuneration for the year was Nil % which is in line with the overall remuneration of the company.

- 8) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

The comparison of the performance of the company and increase in the remuneration of the Key Managerial Personnel is given at point no. 1 & 4 respectively.

- 9) The key parameters for any variable components of remuneration availed by the Directors:

The executive directors are not paid variable remuneration in the form of commission on profits in addition to their salaries. No other Directors are paid any remuneration.

- 10) The ratio of the remuneration of the highest paid director to that of the employees who are not director but receive remuneration in excess of the highest paid director during the year: Not Applicable

- 11) It is affirmed that the remuneration paid is as per the remuneration policy of the company.

**Annexure – E**

**Disclosure under rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sr. No.	Name	Designation	Remuneration (In ₹)	Qualification	Experience (In Yrs)	Commencement of Employment	Age (In Yrs)	Particulars of Last Employment/ Employer/ Last Post & Period for which post held
1.	Pradeep R Bhutoria	Chairman & Managing Director	6,30,000	B.com.	28 Years in line of activity Marketing, Production, Finance	01/01/2007	57	NA
2.	Sushma P Bhutoria	Whole-Time-Director	4,20,000	B.com	13 Years in Business Administration	21/02/2008	55	NA

**Notes:**

1. Shri Pradeep Bhutoria, Chairman and Managing Director and Smt. Sushma Bhutoria, Whole-Time-Director are related to each other.

**Annexure – F**  
**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO, ETC.**

**(A) Conservation of energy-**

Sr. No.	Particulars	Status
i.	the steps taken or impact on conservation of energy;	Every effort is being voluntarily made by the company
ii.	the steps taken by the company for utilizing alternate sources of energy;	Not Applicable
iii.	the capital investment on energy conservation equipments;	Not Applicable

**(B) Technology absorption-**

Sr. No.	Particulars	Status
i.	the efforts made towards technology absorption;	Every effort is being voluntarily made by the company
ii.	the benefits derived like product improvement, cost reduction, product development or import substitution;	Not Applicable
iii.	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-  (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Not Applicable
iv.	the expenditure incurred on Research and Development	Not Applicable

**(C) Foreign exchange earnings and Outgo-**

Particulars	2016-17 Current year	2015-16 Current year
Foreign Exchange Earnings	8,98,99,980	10,26,86,036
Foreign Exchange Outgo	2,31,71,791	7,13,13,408

## REPORT ON CORPORATE GOVERNANCE

### INTRODUCTION:

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other stakeholders. This report sets out the compliance status of the Company with the requirements of corporate governance, as set out in Pursuant to Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year 2016-17.

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

Company's philosophy on Corporate Governance is embedded in the rich legacy of ethical governance practices, most of which were implemented before they were mandatorily prescribed. Integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level. The Company's Code of Business Conduct, its Fraud Risk Management Policy and its well structured internal control systems which are subjected to regular assessment for its effectiveness, reinforces integrity of Management and fairness in dealing with the Company's stakeholders. This, together with meaningful CSR activities and sustainable development policies followed by the Company has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates. Your Company has complied with the requirements of newly incorporated SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 LODR (w.e.f 1<sup>st</sup> December, 2015)

### 2. VIGIL MECHANISM (WHISTLE BLOWER POLICY)

The Company has adopted the Whistle Blower Policy pursuant to which employees of the Company can raise their concerns relating to malpractices, inappropriate use of funds or any other activity or event which is against the interest of the Company. Further the mechanism adopted by the Company encourages the employees and Directors of the Company to report genuine concerns or grievances and provides for adequate safeguards against victimization of employees and directors who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The details of complaints received and the action taken are reviewed periodically by the Audit Committee. None of the Company's personnel have been denied access to the Audit Committee.

### 3. BOARD OF DIRECTORS:

#### a) Composition and Category of Directors:

Your company's Board comprises of five Directors as on 31st March, 2017 comprising two Executive Directors, two Independent Non-Executive Directors and one Promoter Non-Executive Director. The Chairman is executive in nature. The Company does not have any Nominee Director.

The Board Meetings held during the financial year 2016-17, presence of the directors thereat and Membership / Chairmanship of the directors in the Committees and no. of directorships in other companies excluding Private Companies and our company are stated below:

Name of Directors	Category of Directorship	No. of other Director Ships*	Committee (1)Members hip/ (2) Chairmanshi p in other Companies	No. of Board Meetings attended	Attendanc e at the AGM held on 27 <sup>th</sup> September , 2016 Yes/ No
Mr. Pradeep Bhutoria Chairman & Managing Director	Promoter- Executive	-	-	07	Yes
Mrs. Shushma P.	Promoter-	-	-	07	Yes

Bhutoria	Executive				
Mr. Alpesh R. Tripathi	Independent-Non-Executive	-	-	07	Yes
Mr. Dipen M. Shah	Independent-Non-Executive	-	-	07	Yes
Mr. Abhishek Bhutoria	Promoter-Non Executive	-	-	07	Yes

\* These numbers exclude the directorship/committee membership held in the company and in private limited companies, foreign companies, companies registered under Section 8 of the Companies Act, 2013 and alternate directorship. Further, it includes only the chairmanship/membership of the Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee. All Directors have informed the Company about the committee positions they occupy in other companies as per the Listing Regulation, which were placed before the Board.

Except Mr. Pradeep Bhutoria, Mrs. Sushma Bhutoria and Mr. Abhishek Bhutoria, who are related to each other, none of the other Directors are related to any other Director on the Board in term of definition of 'relative' as per the Companies Act, 2013.

Mr. Pradeep Ratanlal Bhutoria is liable to retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible, has offered himself for re-appointment.

Mr. Karan Singh Chandalia was appointed as Additional Director in the capacity of Non Executive of the Company with effect from 15<sup>th</sup> May, 2017. The Board seeks your confirmation for appointment of Mr. Karan Singh Chandalia as Non Executive Independent Director, on rotational basis.

Relevant details pertaining to Mr. Karan Singh Chandalia are provided in the Notice of the AGM.

During the financial year, the two Independent Directors of the Company met on 27<sup>th</sup> March, 2017 without the presence of non-independent directors or management personnel to review the performance of Non-Independent Directors, the Board and its Chairman. The meeting also reviewed the quality, quantity and timeliness of flow of information between the Company and the Board. The terms and conditions of appointment of Independent Directors are incorporated on the website of the Company [www.griltarp.com](http://www.griltarp.com).

**b) Details of the Directors seeking Appointment/Reappointment in forthcoming Annual General Meeting:**

Name of the Director	Mr. Pradeep Bhutoria	Mrs. Sushma Bhutoria	Mr. Karan Singh Chandalia
Date of Birth and Age	18-10-1959 & 57 Years	25-08-21962 & 54 Years	03-03-1952 & 65 Years
Date of Appointment	01-01-2007	21-02-2008	15-05-2017
Qualification	B.Com	B.Com	M.Com
Expertise in specific functional areas	28 years in Line of activity of Marketing, Production, Finance	13 years in Business Administration	Administration, Export and Import
Directorship held in other companies (Excluding Foreign Companies)	NIL	NIL	Nil
Membership/Chairmanship of committee of other Companies (includes only Audit Committee and Share holders/Investor Grievance Committee )	Audit Committee Member, Stakeholder Relation sheep Committee Member	Nil	Audit Committee Member, Nomination and Remuneration Committee Member, Stake Relationship Committee Member
Number of Share Holder	6,69,029	1,38,310	Nil

**c) Board Procedures:**

The Board of Directors meets regularly to review the performance and Financial Results. A detailed Agenda File is sent to all the Directors well in time of the Board Meetings. The Chairman/ Managing Director briefs the Directors at every Board Meeting, overall performance of the company.

All major decisions/ approvals are taken at the meeting of the Board of Directors such as policy formation, business plans, budgets, and investment opportunities, Statutory Compliance etc. The meetings of the board of directors were held on 30-05-2016, 01-07-2016, 11-08-2016, 03-09-2016, 11-11-2016, 09-02-2017 and 30-03-2017.

**d) Shareholding of Directors as on March 31, 2017:**

Sr. No.	Name of Director	No. of Shares held
1	Mr. Pradeep R Bhutoria	669029
2	Mrs. Sushma P Bhutoria	138310
3	Mr. Abhishek P. Bhutoria	135500
4	Mr. Alpesh R. Tripathi	0
5	Mr. Dipen M. Shah	0

**3. AUDIT COMMITTEE:**

The Audit Committee, comprising Three Directors, Two are Non-Executive & Independent Directors and all of them have financial and accounting knowledge. The constitution of Audit Committee also meets with the requirements under Section 177 of the Companies Act, 2013 and as per Regulation 18 of SEBI (LODR) Reg, 2015. Members are regularly present at the meetings.

**a. Number of Audit Committee Meetings held during the financial year 2016-2017 and dates of the meetings:**

Audit Committee meeting	Date	Audit Committee Meeting	Date
1	30/05/2016	3	11/11/2016
2	11/08/2016	4	09/02/2017
3.	03/09/2016	6	30/03/2017

**b. The Composition of an Audit Committee as on 31.03.2017 and details of committee meetings attended by members are as under:-**

Name of the Member	Designation	Category	No. of Committee Meetings held	Committee Meeting attended
Dipen M Shah	Chairman	Independent & Non-Executive	6	6
Pradeep R Bhutoria	Member	Executive	6	6
Alpesh R. Tripathi	Member	Independent & Non-Executive	6	6

The Chairman of the Audit Committee has attended AGM for the year 2015-16.

**c. Keeping in view the provisions of section 177 of the Act, and the provisions of the SEBI LODR Regulations, 2015, the terms of reference of the Audit Committee include the following:-**

- I. 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;
- II. Recommending the appointment, remuneration and terms of appointment of statutory auditors, including cost auditors of the Company;
- III. Approving payment to statutory auditors, including cost auditors, for any other services rendered by them;
- IV. Reviewing with management the quarterly and annual financial statements before submission to the board, focusing primarily on;
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 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 the management;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions; and.
- V. Reviewing with the management, performance of statutory and internal auditors, external and Cost auditors, the adequacy of internal control systems, risk management systems.
- VI. Reviewing the adequacy of internal audit function, 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.
- VII. Discussion with internal auditors any significant findings and follow up there on.
- VIII. 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.
- IX. 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;
- X. Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate;.
- XI. Reviewing the Company's financial and risk management policies.
- XII. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
- XIII. to review the functioning of the Vigil Mechanism/Whistle blower mechanism

**4. NOMINATION AND REMUNERATION COMMITTEE:**

A. The composition of the Nomination and Remuneration Committee as on 31.03.2017 and the details of the meetings attended by the Directors are given below:-

Name of the Member	Designation	Category
Dipen M. Shah	Chairman	Independent & Non-Executive
Alpesh R. Tripathi	Member	Independent & Non-Executive
Abhishek P. Bhutoria	Member	Non Executive

a) Number of Nomination and Remuneration Committee Meetings held during the financial year 2016-2017 and dates of the meetings:-

Nomination and Remuneration Committee meeting	Date	Nomination and Remuneration Committee meeting	Date
1	11/08/2016	2	11/11/2016
3.	09/02/2017		

The 'Nomination and Remuneration Committee' of the Company recommends the nomination of Executive Directors (members of the Board) as well as Non-Executive Directors and remuneration of such Executive Directors and Non-Executive Directors [other than Independent Non-Executive Directors] and recommend and monitor the level and structure of remuneration of senior management of the Company as per the Remuneration Policy.

**b) Remuneration policy**

The Remuneration policy has been framed in accordance with the provisions of section 178 of the Companies Act, 2013 and as per Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended from time to time. The policy on Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel has been framed by Nomination & Remuneration Committee and has been approved by the Board of Directors and the salient features of the Remuneration Policy form a part of the Directors Report and the same has been uploaded on the website of the company.

**c) Remuneration to Non-executive Directors:**

Non Executive Directors were not paid sitting fees. No Commission or Stock Option has been offered to the Directors during the year under review.

**d) Remuneration to Executive Directors:**

The appointment and remuneration of Executive Directors including Managing Director and Whole-Time Directors are governed by the recommendation of Nomination and Remuneration committee, resolutions passed by the Board of Directors and approved by the members of the company.

Details of remuneration paid:

1. The Company paid Managerial Remuneration of Rs. 6.30 Lacs to Mr. Pradeep Bhutoria, Managing Director during the year 2016-17.
2. The Company paid Managerial Remuneration of Rs. 4.20 Lacs to Mrs. Sushma Bhutoria, Whole Time Director during the year 2016-17.

**e) Performance evaluation of Directors:**

Pursuant to the provisions of Companies Act, 2013 and the corporate governance requirements as prescribed by SEBI (Listing Obligation and Discloser Requirements) Regulations, 2015 ("SEBI Listing

Regulation”), the Board has carried out the annual performance evaluation for the financial Year under review of performances of the Directors individually as well as the evaluation of the working of its Board and their Committees.

Performance evaluation of each Director was carried out based on the criteria as laid down by the Nomination & remuneration Committee.

The broad criteria followed for evaluation of performance of Directors includes aspects such as attendance at the meetings, participation and independence during the meetings, interaction with management, role and accountability, knowledge and proficiency. The performance evaluation of the Managing Director and Whole-Time Directors was based on business achievements of the company.

#### 5. STAKEHOLDERS RELATIONSHIP COMMITTEE (erstwhile shareholders'/investors' grievance committee):

The Board has constituted a Stakeholder Relationship Committee for the purpose of effective redressal of the complaints of the shareholders such as Dematerialisation, Share Transfer, Non-receipt of Balance Sheet etc.

The composition of the Stakeholders Relationship Committee as on 31.03.2017 and the details of the meetings attended by the Directors are given below:-

Name of the Member	Designation	Category	No. of Committee Meetings held	Committee Meeting attended
Mr. Dipen M Shah	Chairman	Independent & Non-Executive	1	1
Mr. Pradeep R Bhutoria	Member	Executive	1	1

Only One Meeting of Stakeholders Relationship Committee was held during the year under review and date on which of meeting of Stakeholders Relationship Committee held was 30/03/2017.

During the year under review, the Committee met as and when required and all the members have attended the meetings. The Committee looks into the redressal of Shareholders' complaints, which are summarized as follows:

- Approving transfer and transmission of shares
- Issue of duplicate share certificates
- Issue of new share certificate and to consider request for rematerialisation
- All other matters related to shareholders
- Looking into various complaints received from the shareholders and timely redressal of the same

All other requests like non-receipt of Annual Reports, change in address or any other details of the shareholders, etc., were resolved to the satisfaction of the shareholders. During the year, complaints received from the Shareholders have been resolved to the satisfaction of the shareholders. There was no outstanding complaint at the beginning of the year or at the end of the year.

#### 6. INDEPENDENT DIRECTORS MEETING

With reference to the Schedule IV of the Companies Act, 2013 one meeting of the Independent Directors was held on 27<sup>th</sup> March, 2017. All the Independent Directors have attended the meeting. At the meeting, the Independent Directors reviewed the performance of the non-independent directors and the Board as whole and assessed the quality, quantity and timeliness of flow of information between the company, management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

##### **Familiarization programme for Independent Directors:**

Independent Directors at the time of their appointment are given the formal appointment letter mentioning various terms and conditions of their engagement. Independent Directors of the company are made aware of their role, duties, rights and responsibilities at the time of their appointment.

Independent Directors have visited the plants of the company for understanding of manufacturing operations and different processes of their plants.

The Board of Directors have complete access to the information within the company and to interact with senior management personnel. Independent Directors have freedom to interact with the management of the company.

The Familiarization programme has been conducted during the year under review and different aspects such as legal compliance management, corporate governance and role of independent directors has been covered in the same.

## 7. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings of the Company are given below:

Financial Year	Date	Time	Venue	Special Resolution passed
2013-14	23-09-2014	5.00 p.m.	Registered Office at Plot No. 455, Santej-Vadsar Rd Santej, Taluka: Kalol-382 721. Dist: Gandhinagar.	2 (Two)
2014-15	30-09-2015	2.00 p.m.		NIL
2015-16	27-09-2016	2.00 p.m.		NIL

## 8. DISCLOSURES:

- a) The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company at large.
- b) There has neither been any intentional non compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.
- c) The Board of Directors has adopted the policy on Related Party Transactions and the same has been uploaded on the <http://www.griltarp.com/> website of the company.
- d) Related party transactions are disclosed in the Note forming Parts of Accounts in this Annual Report.
- e) While preparing the financial statements, the company has followed all relevant accounting standards.
- f) The Company has formulated a Risk Management Policy duly approved by the Board of Directors in terms of Section 177 of the Companies Act, 2013 read with Regulation 21 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- g) The company has implemented the Whistle Blower policy and the same has been reviewed by the Audit Committee. No complaints have been received under the policy during the financial year under review. In the opinion of the Board there are no cases where a person was denied access to the grievance process set up by the company and the same has been uploaded on the <http://www.griltarp.com/> website of the company.
- h) The company has a well-defined 'Code of Business Conduct' applicable to all the Board members and senior management personnel. The compliance to 'Code of Business Conduct' has been affirmed by the Managing Director of the company. The certificate for the affirmation to the same forms part of the Corporate Governance Report.
- i) The Managing Director of the Company give an annual certificate on financial reporting and internal controls to the Board in terms of as provided under Regulation 26(3) of the SEBI (Listing Obligation and

Disclosure Requirements) Regulations, 2015. The Executive Chairman also give quarterly certificate on financial results while placing the financial results before the Board in terms of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

- a) There has been no complaint under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, during the year.

#### 9. MEANS OF COMMUNICATIONS:

- a) In compliance with the requirements of the Listing Agreement, the Company is regularly intimates Unaudited/ Audited Financial Results to the Stock Exchange/s immediately after they are taken on record by the Board of Directors. These Financial Results are normally published in 'Western Times' (English and Gujarati).

Results are displayed on Website of the Company and Quarterly results are not sent individually to the Shareholders.

- b) During the year ended on 31<sup>st</sup> March, 2017, no presentation was made to Institutional Investors or analyst or any other enterprise.

- c) Management Discussion and Analysis form part of the Annual Report.

#### 10. SHAREHOLDERS' INFORMATION:

a	<b>Registered Office</b>	Plot No. 455, Santej-Vadsar Road, Village: Santej, Taluka: Kalol-382721 Dist: Gandhinagar.	
b	<b>Annual General Meeting</b>	Day	Tuesday
		Date	05 <sup>th</sup> September, 2017
		Time	2.00 p.m.
		Venue	Plot No. 455, Santej-Vadsar Road, Village: Santej, Taluka: Kalol-382721 Dist: Gandhinagar.
c	<b>Tentative Financial Calendar</b>	<b>Quarterly Unaudited Result</b>	
		Quarter Ending 30 <sup>th</sup> June, 2017	On 13 <sup>th</sup> August, 2017
		Quarter Ending 30 <sup>th</sup> September, 2017	On or before 14 <sup>th</sup> November, 2017
		Quarter Ending 31 <sup>st</sup> December, 2017	On or before 14 <sup>th</sup> February, 2017
		<b>Annual Audited Result</b>	
	Year ending 31 <sup>st</sup> March, 2018	Within 60 days from 31 March, 2018	
d	<b>Book Closure Dates</b>	<b>From</b>	<b>To</b>
		30 <sup>th</sup> August, 2017	05 <sup>th</sup> September, 2017
e	<b>Registrar and Share Transfer Agents</b>	<b>M/s. Link Intime India Private Limited.</b> Ahmedabad Branch, 5 <sup>th</sup> Floor, 506 To 508, Amarnath Business Centre – 1, (ABC-1), Besides Gala Business Centre, Nr. St. Xavier's Collage Corner, Off. C. G. Road, Ahmedabad – 380 006. (o): 079 – 2646 5179 e-mail id: <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a>	
f	<b>ISIN</b>	INE610B01024	
g	<b>Dividend Payment Date</b>	The Company has not declared Dividend	
h	<b>Stock Exchange Code</b>	<b>Stock Exchange</b>	<b>Code</b>
		Bombay Stock Exchange Limited National Stock Exchange of India	523836 GUJRAFFIA

- i) Stock Price Data : The shares of the Company were traded on BSE Limited Stock Exchange  
The information on stock price data are as under:

Month	BSE		
	High (Rs.)	Low(Rs.)	No. Of Trades
April, 2016	7.55	6.83	18
May, 2016	8.70	7.02	53
June, 2016	9.50	7.7	58
July, 2016	10.71	8.7	148
August, 2016	18.80	9.00	526
September, 2016	14.70	11.61	116
October, 2016	17.45	11.78	145
November, 2016	18.24	12.64	249
December, 2016	21.17	15.15	243
January, 2017	20.50	16.55	123
February, 2017	19.90	13.40	79
March, 2017	19.99	14.00	198

- j) Share Transfer System:

The transfer of shares in physical form is processed and completed by M/s. Link Intime India Private Limited generally within a period of 15 days from the date of receipt thereof.

In case of Shares in electronic form, the transfers are processed by NSDL/CDSL through the respective Depository Participants.

- k) Distribution of Shareholding as on 31<sup>st</sup> March, 2017:

No. of Equity Shares held	No. of Shareholders	% of Share holders	No. of Shares held	% of Shareholding
1 to 500	27476	98.4521	2516148	50.3756
501 to 1000	245	0.8779	188758	3.7791
1001 to 2000	101	0.3619	136954	2.7419
2001 to 3000	44	0.1577	106957	2.1414
3001 to 4000	10	0.0358	33694	0.6746
4001 to 5000	11	0.0394	50842	1.0179
5001 to 10000	5	0.0179	32421	0.6491
10001 to above	16	0.0573	1929001	38.6204
<b>Grand Total</b>	<b>27908</b>	<b>100</b>	<b>4994775</b>	<b>100</b>

l) Category of Shareholders as on 31<sup>st</sup> March, 2017:

Category	No. of Shares held	% of Shareholding
Promoters including Promoter Company	17,06,067	34.15
Financial Institutions/ Banks	0	0.00
Mutual Fund	0	0.00
Bodies Corporate	52,390	1.05
NRIs	24,332	0.49
Foreign National	500	0.01
Other (Clearing Member)	56,275	1.13
Public	31,11,358	62.29
Hindu Undivided Family (HUF)	43,853	0.88
<b>Total</b>	<b>49,94,775</b>	<b>100%</b>

m) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity: The Company has not issued any GDRs/ADRs.

n) Dematerialisation of Shares: The Company has entered into Shares Agreement with NSDL/CDSL for Dematerialisation of Shares.

As on 31<sup>st</sup> March, 2017, a total of 27,79,613 Shares of the Company which form 55.65% of the Share Capital of the Company stands dematerialised.

**11. CODE OF CONDUCT**

The Company has an approved Code of Conduct applicable to Directors and Senior Management personnel. A certificate of affirmation in this regard forms part of this Report as Annexure 1.

**12. RELATED PARTY TRANSACTIONS**

Transactions with related parties are disclosed in detail in Note to Accounts annexed to the financial statements for the year. Adequate care was taken to ensure that the potential conflict of interest did not harm the interests of the Company at large.

**13. CEO / CFO CERTIFICATION**

The Chairman/Managing Director and CFO have issued certificate pursuant to the provisions of under Regulation 17(8) of the (LODR) Reg, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

**14. INCOME TAX PAN MANDATORY FOR TRANSFER OF SECURITIES:**

As per Regulation 40(7) read with Schedule VII of the Listing Regulations, for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the listed entity for registration of transfer of securities.

**15. PLANT LOCATIONS:**

The Company's Plant is situated at: Plot No. 455, Santej-Vadsar Road, Village: Santej, Taluka: Kalol-382 721 Dist: Gandhinagar.

**16. ADDRESS FOR CORRESPONDENCE:**

For both Physical and Electronic Form:

**M/s. Link Intime India Private Limited.**

Ahmedabad Branch, 5<sup>th</sup> Floor 505 to 508 Amarnath Business Centre – 1 (ABC-1), Nr. St. Xavier Collage Road, Off C. G. Road, Navrangpura, Ahmedabad – 380 009, Tele. No. : (079) – 26465179, e-mail : ahmedabad@linkintime.co.in

For any assistance regarding correspondence dematerialisation of shares, share transfers, transactions, change of address, non-receipt of dividend or any other query, relating to shares:

**Registered Office** : Plot No. 455, Santej-Vadsar Road, Village: Santej,  
Taluka: Kalol-382 721 Dist: Gandhinagar.

**Telephone Nos.** : (02764) 28 66 52  
(02764) 28 66 32

**Compliance Officer** : Mr. Gunjan B Kothari is designated as Compliance Officer.

**By order of the Board of Directors  
For Gujarat Raffia Industries Limited**

**Date : 27<sup>th</sup> May, 2017  
Place : Santej**

**Sd/-  
Pradeep R Bhutoria  
Chairman & Managing Director  
DIN:-00284808**

**DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT**

Pursuant to Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,  
THE MEMBERS,  
GUJARAT RAFFIA INDUSTRIES LIMITED  
SANTEJ

I, Pradeep Bhutoria, Managing Director, of Gujarat Raffia Industries Limited hereby declare that all the board members and senior executives one level below the executive directors including all functional heads have affirmed for the financial year ended 31<sup>st</sup> March, 2017, compliance with the code of conduct of the Company laid down for them.

Date : 27<sup>th</sup> May, 2017  
Place : Santej

Sd/-  
Pradeep R Bhutoria  
Chairman & Managing Director  
DIN:-00284808

**Chief Executive Officer (CEO) / Chief Financial Officer (CFO) Certification under Regulation 17(8) of the (LODR) Reg. 2015**

To,  
The Board of Director  
Gujarat Raffia Industries Limited  
Santej

**Mr. Pradeep Bhutoria, Managing Director** in terms of Companies Act, 2013 and **Mr. Sanjay H. Rana, Chief Financial Officer** of the Company hereby certify to the Board that:

- A.** We have reviewed financial statements and the cash flow statement of Gujarat Raffia Industries Limited for the year ended 31<sup>st</sup> March, 2017 and to the best of their knowledge and belief :
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. 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.
- B.** There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C.** They accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- D.** They have indicated to the auditors and the Audit committee:
1. that there are no significant changes in internal control over financial reporting during the year;
  2. that there are no significant changes in accounting policies during the year; and
  3. that there are no instances of significant fraud of which we have become aware.

Place:- Santej  
Date:- 27<sup>th</sup> May, 2017

Sd/-  
Pradeep Bhutoria  
Managing Director

Sd/-  
Sanjay H. Rana  
Chief Financial  
Officer

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of  
**Gujarat Raffia Industries Limited**  
Ahmedabad

We have examined the compliance of conditions of Corporate Governance by **M/s. Gujarat Raffia Industries Limited**, for the year ended on **31<sup>st</sup> March, 2017** as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) of the said Company with stock exchanges in India. We have conducted over review on the basis of relevant records and documents maintained by the Company for the year ended **31<sup>st</sup> March, 2017** and furnished to us for the purpose of the review and the information and explanation given to us by the Company during the course of review.

**MANAGEMENT'S RESPONSIBILITY**

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

**AUDITORS' RESPONSIBILITY**

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

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**OPINION**

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the Listing Regulations during the year ended **31 March 2017**.

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

**For M/s V S AGARWAL & ASSOCIATES**

**Chartered Accountants**

**Firm Reg. No. :141089W**

**Sd/-**

**CA. Shikha Agarwal**

**Partner**

**Membership No. : 066763**

Date: 27/05/2017

Place: AHMEDABAD

**MANAGEMENT DISCUSSION AND ANALYSIS****a. Economic and Business Overview:**

Despite the tumultuous global economic environment in 2016-17 and major economies showing signs of slowdown in growth, the Indian economy has emerged as the fastest growing economy as per Central Statistics Organisation (CSO) and International Monetary Fund (IMF). As per the second advance estimates of national income, released by the Central Statistics Office (CSO) on February 28, 2017, growth rate of Gross Domestic Product (GDP) at constant market prices was 7.1 per cent in 2016-17 as compared to 7.9 per cent in 2015-16.

According to IMF World Economic Outlook Update (January 2017), Indian economy is expected to grow at 7.2 per cent during FY 2016-17 and further accelerate to 7.7 per cent during FY 2017-18.

India is projected to grow by 7.7 per cent in fiscal 2017, remaining the fastest growing large developing economy, as it benefits from strong private consumption and gradual introduction of significant domestic reforms, a United Nations report said. The International Monetary Fund (IMF) on Tuesday called for accelerated economic reforms for India to achieve a higher growth trajectory, while retaining its GDP growth projection of 7.2% for 2017-18.

The Government of India announced demonetisation of high denomination bank notes of Rs 1000 and Rs 500, with effect on November 8, 2016, in order to eliminate black money and the growing menace of fake Indian currency notes, thereby creating opportunities for improvement in economic growth.

According to The World Bank, the Indian economy will likely grow at 7 per cent in 2016-17, followed by further acceleration to 7.6 per cent in 2017-18 and 7.8 per cent in 2018-19. Demonetisation is expected to have a positive impact on the Indian economy, which will help foster a clean and digitised economy in the long run.

**b. Industry Structure and Developments:**

Technical textile sector is one of the most emerging and inventive industries of the world. It secures fifth place in the world for being one of the sectors which has high potential of growth in the textile industry. The technical textile industry is successful because of the fact that it continuously develops innovative textiles, fabrics that can be used for various purpose, and create yarns that have multi-utility and useful in almost all types of industries.

In 2015, technical textiles accounted for around 29 per cent share of the global textile revenues. Demand for technical textiles is expected to stay steady during the period 2015-2020, due to a broadening application in end-use industries, such as automotive, construction, healthcare, and sports equipment etc. In 2015, the global technical textiles market was valued at around \$153 billion. On back of strong demand, the global technical textiles market is estimated to reach at \$194 billion by 2020, with global consumption expected to surpass 40 million tonnes

In the domestic market of India, this industry is gaining popularity due its versatility, durability and cost-effectiveness. New innovations take place everyday therefore; in future the industry is expected only to strengthen. The annual growth rate of technical textiles is around 4% globally as compared to home and apparel textile which is around 1% per year. In India, technical textile is a valuable part of textile industry which is rapidly growing. According to the reports, in the eleventh Five Year Plan this sector has recorded a growth rate of 11% annually. Technical Textiles for 12th Five Year Plan (FYP) projected the market size to reach INR 1,58,540 crore by 2016-17 at a year-on-year growth rate of 20% during the 12th Five Year Plan.

**c. Opportunities and Threats:**

The growing demand of technical textiles in the manufacturing sector reflects an extensive opportunity for the domestic technical textile industry. We have a huge resource of food production in India, but almost 50% of the food gets wasted due to improper handling, storage and transit. Proper and modern packaging can change all this. The HDPE/PP woven Sacks/ Bags industry as a whole will be benefited by relaxation of Jute Mandatory and Packaging order subject to which will be enable food corporation of India and other agencies to pack of food grains in HDPE/PP Bags. HDPE/ PP Bags sector is the biggest sector in India for packaging. The Company has successfully initiated its efforts for increasing exports and has set a target of exporting more than 40% of its production.

**d. Segment wise Performance:**

The Company is operating only in one segment. The turnover/performance of the Company has been disclosed in the Directors report under the Head "Review of Operations, sales and working results."

**e. Recent Trend and Future Outlook:**

In spite of economic slowdown, the company is quite positive of better results as the Company has sizable presence in fertilizer sector. The opening up of food grains sector will enable the woven sacks industry to see better times again. We had done expansion work of our plant it is completed at the end of this year so, our production capacity also increased. We are expecting growth in Domestic market for Tarpaulin also.

**f. Risks and Concerns:**

The industry is plagued by intense competition due to major petrochemical manufacturers making available raw material abundantly.

**g. Internal Control Systems and their Adequacy:**

The Company has adequate internal audit and control systems. Internal auditors comprising of Chartered Accountants have been entrusted the job to conduct regular internal audits at all units and report the lapses, if any, to the management. Both Internal auditors and Statutory auditors independently evaluate the adequacy of internal control system. Based on the audit observations and suggestions, follow up and remedial measures are being taken including review and increase in the scope of coverage, wherever necessary. The Audit Committee of Directors in its periodical meetings, review the adequacy of internal control systems and procedures and suggest areas of improvements.

The Company has undertaken a detailed exercise to revisit its control systems in technical and other non financial areas to align them properly with Management Information Systems (MIS) to make MIS more efficient and result oriented. Information technology base created by the Company over the period is providing a very useful helping hand in the process. Needless to mention that ensuring maintenance of proper accounting records, safeguarding assets against loss and misappropriation, compliance of applicable laws, rules and regulations and providing reasonable assurance against fraud and errors will continue to remain the central point of the entire control system..

**h. Financial Performance with respect to Operational Performance:**

The financial performance of the company for the year 2016-2017 is described in the Director's report under the head "Review of Operations, sales and working results."

**i. Material Developments in Human Resources and Industrial Relations Front:**

The Company has continued to give special attention to Human Resources/ Industrial relations development. Industrial relations remained cordial throughout the year and there was no incidence of strike, lock out etc.

**j. Cautionary Statement:**

Statement in this Management Discussion and Analysis Report, Describing the Company's objectives, estimated and expectations may constitute "Forwarding Looking Statements" within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

Date : 27<sup>th</sup> May, 2017

Place : Santej

For and on behalf of the Board,  
Gujarat Raffia Industries Limited

Sd/-

Pradeep Bhutoria  
Chairman & Managing Director  
DIN:-00284808

**INDEPENDENT AUDITORS' REPORT**

**TO,  
THE MEMBERS OF  
GUJARAT RAFFIA INDUSTRIES LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **GUJARAT RAFFIA INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at **31/03/2017**, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

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

**Auditor's Responsibility**

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

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

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

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair

view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31/03/2017**, and its profit /loss and it's cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013. We give in the Annexure A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on **31/03/2017** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2017** from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.

**For M/s V S AGARWAL & ASSOCIATES**

**Chartered Accountants**

**Firm Reg. No. :141089W**

**Sd/-**

**CA. Shikha Agarwal**

**Partner**

**Membership No. : 066763**

**Date: 27/05/2017**

**Place: AHMEDABAD**

**ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT**  
**Reports under The Companies (Auditor's Report) Order, 2016 (CARO 2016) for the year ended on**  
**31<sup>st</sup> March 2017**

To,  
The Members of  
**GUJARAT RAFFIA INDUSTRIES LIMITED**

**In Respect of Fixed Assets**

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

(b) Fixed assets have been physically verified by the management in accordance with a regular programme of verification which, in our opinion, provided for physical verification of all the fixed assets at reasonable intervals; According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) We have inspected the original title deeds of immovable properties of the company held as fixed assets which are in custody of the company. We have obtained third party confirmations in respect of immovable properties of the company held as fixed assets which are in the custody of third parties such as mortgagees. Based on our audit procedures and the information and explanation received by us, we report that all the title deeds of immovable properties are held in the name of the company. However, we express no opinion on the validity of the title of the company to these properties.

**In Respect of Inventories**

As explained to us, the inventories were physically verified by the management during the year at reasonable interval. No material discrepancies were noticed on such verification.

**Compliance under section 189 of The Companies Act, 2013**

In our opinion and according to the information and explanations given to us, the company, company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly the clauses 3 (a), (b) and (c) are not applicable to the company and hence not commented upon.

**Compliance under section 185 and 186 of The Companies Act , 2013**

In our opinion and according to the information and explanations given to us, the company have complied with the provisions of section 185 and 186 of the Companies Act, 2013, while doing transaction for loans, investments, guarantees, and security.

**Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed there under while accepting Deposits**

In our opinion and according to the information and explanations given to us, the company have complied with the provisions of section 73, section 76 and other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 with regards to the deposits accepted from the members and the public. No order has been passed by the National Company Law Tribunal or Company Law Board or any Court or any other Tribunal with regard to deposits.

**Maintenance of cost records**

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

**Deposit of Statutory Dues**

(a) The company has generally been regular in depositing the undisputed statutory dues including provident fund, employees` state insurance, income tax, sales, tax wealth tax, service tax, custom duty, excise duty. Cess and other statutory dues applicable to the Company with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the **March 31, 2017** for a period of more than six months from the date they became payable.

(b) There are no dues of Income tax, Wealth tax, Sales tax, Value added tax, Service tax, Custom Duty, Excise duty, and cess which have not been deposited with the appropriate authorities on account of any dispute.

**Repayment of Loans and Borrowings**

Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution, bank and Government. The Company has not issued any debentures.

**Utilization of Money Raised by Public Offers and Term Loan For which they Raised**

According to the records of the company has not raised any money by way of initial public offer or further public offer {including debt instruments} and term loans. Hence this clause is not applicable.

**Reporting of Fraud During the Year**

Based on our audit procedures and the information and explanation made available to us by the management no such fraud noticed or reported during the year.

**Managerial Remuneration**

Based on our audit procedures and the information and explanation made available to us by the management, Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

**Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio**

As per information and records available with us The company is not Nidhi Company.

**Related party compliance with Section 177 and 188 of companies Act - 2013**

In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

**Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures**

Based on our audit procedures and the information and explanation made available to us by the management, the company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review. Accordingly this clause is not applicable to the company and hence not commented upon.

**Compliance under section 192 of Companies Act – 2013**

Based on our audit procedures and the information and explanation made available to us by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly this clause is not applicable to the company and hence not commented upon.

**Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934**

Based on our audit procedures and the information and explanation made available to us by the management, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly this clause is not applicable to the company and hence not commented upon.

**For M/s V S AGARWAL & ASSOCIATES**  
**Chartered Accountants**  
**Firm Reg. No. :141089W**

**Sd/-**  
**CA. Shikha Agarwal**  
**Partner**  
**Membership No. : 066763**

**Date: 27/05/2017**  
**Place: AHMEDABAD**

**"Annexure B" to the Independent Auditor's Report of even date on the Standalone Financial Statements of GUJARAT RAFFIA INDUSTRIES LIMITED****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **GUJARAT RAFFIA INDUSTRIES LIMITED** ("The Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon 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 March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issues by the Institute of Chartered Accountants of India.

**For M/s V S AGARWAL & ASSOCIATES**

**Chartered Accountants**

**Firm Reg. No. : 141089W**

**Sd/-**

**CA. Shikha Agarwal**

**Partner**

**Membership No. : 066763**

**Date: 27/05/2017**

**Place: AHMEDABAD**

**GUJARAT RAFFIA INDUSTRIES LIMITED**  
 (CIN:- L17110GJ1984PLC007124)

Registered Office: Plot No 455, Santej-Vadsar Road, Gandhinagar-382721, Gujarat

**Balance Sheet As At March 31, 2017**

Particulars	Note No.	In INR	
		Current Year	Previous Year
		March 31, 2017	March 31, 2016
<b>EQUITY AND LIABILITIES:</b>			
<b>Shareholders' Funds:</b>			
Share Capital	1	49,947,750	49,947,750
Reserves and Surplus	2	82,515,377	74,689,700
Money Received Against Share Warrants		-	-
		<b>132,463,127</b>	<b>124,637,450</b>
<b>Share Application Pending Allotment</b>		-	-
<b>Non-Current Liabilities:</b>			
Long Term Borrowings	3	18,907,700	95,209,401
Long Term Provisions	4	1,994,284	1,776,939
		<b>20,901,984</b>	<b>96,986,340</b>
<b>Current Liabilities:</b>			
Short Term Borrowings	5	68,877,012	66,708,431
Trade Payables	6	19,218,595	17,860,014
Other Current Liabilities	7	90,612,860	38,968,419
Short Term Provisions	8	1,098,443	1,593,871
		<b>179,806,910</b>	<b>125,130,735</b>
<b>Total</b>		<b>333,172,021</b>	<b>346,754,525</b>
<b>ASSETS:</b>			
<b>Non-Current Assets:</b>			
<b>Fixed Assets:</b>			
Tangible Assets	9	113,111,321	130,070,159
Capital Work-in-Progress		-	-
		<b>113,111,321</b>	<b>130,070,159</b>
Non-Current Investments	10	-	500,500
Long Term Loans And Advances		-	-
Other Non-Current Assets		-	-
		<b>113,111,321</b>	<b>130,570,659</b>
<b>Current Assets:</b>			
Inventories	11	96,474,583	108,258,853
Trade Receivables	12	105,914,025	89,832,966
Cash and Bank Balances	13	4,115,159	7,314,890
Short Term Loans and Advances	14	13,556,933	10,777,157
		<b>220,060,700</b>	<b>216,183,866</b>
<b>Total</b>		<b>333,172,021</b>	<b>346,754,525</b>
<b>Significant Accounting Policies</b>			
<b>Notes to the Financial Statements</b>	<b>1 to 35</b>		
<b>The accompanying notes are an Integral part of Financial Statement.</b>			

In terms of our audit report of even date attached.

**V S Agarwal & Associates**

Chartered Accountants

FRN : 141089W

SD/-

(CA. Shikha Agarwal)

Partner

Membership No. : 006763

Ahmedabad, Dated: 27th May, 2017

**For, Gujarat Raffia Industries Limited**

SD/-

Mr. Pradeep Bhutoria	Managing Director
Mrs. Sushma Bhutoria	Wholtime Director
Mr. Gunjan Kothari	Company Secretary
Mr. Sanjay H. Rana	Chief Financial Officer

 Date:- 27<sup>th</sup> May, 2017 Place:- Ahmedabad

**GUJARAT RAFFIA INDUSTRIES LIMITED**  
(CIN-: L17110GJ1984PLC007124)  
Registered Office: Plot No 455, Santej-Vadsar Road, Gandhinagar-382721, Gujarat

Statement of Profit and Loss For The Year Ended March 31, 2017

Particulars	Note No.	In INR	
		Current Year	Previous Year
		March 31, 2017	March 31, 2016
<b>REVENUE:</b>			
Revenue from Operations:	<b>16</b>		
Sale of Products [Gross]		397,886,433	397,380,022
Less : Excise Duty		34,561,425	31,439,699
Sale of Products [Net]		<b>363,325,008</b>	<b>365,940,323</b>
Other Operating Revenues		1,726,813	4,320,651
Net Revenue from Operations		<b>365,051,821</b>	<b>370,260,974</b>
Other Income	<b>17</b>	445,115	7,335,011
<b>Total Revenue</b>		<b>365,496,936</b>	<b>377,595,985</b>
<b>EXPENSES:</b>			
Cost of Materials Consumed	<b>18</b>	280,777,740	242,302,839
Changes in Inventories of Finished goods, Work-in-progress and Stock-	<b>19</b>	(18,563,281)	32,174,550
Employee Benefits Expense	<b>20</b>	11,922,247	12,241,123
Finance Costs	<b>21</b>	13,603,038	11,114,484
Depreciation and Amortisation expenses	<b>9</b>	17,104,477	20,089,433
Other Expenses	<b>22</b>	50,413,497	49,676,373
<b>Total Expenses</b>		<b>355,257,717</b>	<b>367,598,802</b>
<b>Profit before exceptional &amp; extraordinary items and Tax</b>		<b>10,239,219</b>	<b>9,997,183</b>
Less: Exceptional Items		-	-
<b>Profit before Tax</b>		10,239,219	9,997,183
Less/[Add]: Tax Expense:			
Current Tax		2,180,000	2,000,000
Earlier Year Tax		233,542	116,913
Deferred Tax	<b>31</b>	-	-
Total Tax Paid		<b>2,413,542</b>	<b>2,116,913</b>
<b>Profit for the Year</b>		<b>7,825,677</b>	<b>7,880,270</b>
<b>Basic &amp; Diluted Earning per Equity Share [EPS] [ in Rupees ]</b>	<b>23</b>		
Before/After Exceptional Items		<b>1.57</b>	<b>1.58</b>
<b>Significant Accounting Policies</b>			
<b>Notes to the Financial Statements</b>	<b>1 to 35</b>		
<b>The accompanying notes are an Integral part of Financial statement.</b>			

In terms of our audit report of even date attached.

**V S Agarwal & Associates**

Chartered Accountants

FRN : 141089W

SD/-

(CA. Shikha Agarwal)

Partner

Membership No. : 006763

Ahmedabad, Dated: 27th May, 2017

**For, Gujarat Raffia Industries Limited**

SD/-

Mr. Pradeep Bhutoria	Managing Director
Mrs. Sushma Bhutoria	Wholtime Director
Mr. Gunjan Kothari	Company Secretary
Mr. Sanjay H. Rana	Chief Financial Officer

Date:- 27<sup>th</sup> May, 2017 Place:- Ahmedabad

## GUJARAT RAFFIA INDUSTRIES LIMITED

## Notes to the Financial Statements

	In INR	
	Current Year	Previous Year
	March 31, 2017	March 31, 2016
<b>Note: 1-Share Capital:</b>		
<b>Authorised:</b>		
1,10,00,000 [ as at 31-03-16 : 1,10,00,000] equity shares of Rs.10/- each	110,000,000	110,000,000
<b>Total</b>	<b>110,000,000</b>	<b>110,000,000</b>
<b>Issued, Subscribed and Paid-up:</b>		
49,94,775 [ as at 31-03-16 : 49,94,775] equity shares of Rs.10/- each	49,947,750	49,947,750
<b>Total</b>	<b>49,947,750</b>	<b>49,947,750</b>
<b>A The reconciliation of the number of shares outstanding is as under:</b>	<b>Equity Shares</b>	
Number of shares at the beginning	4,994,775	4,994,775
Add: Bonus shares issued during the Year/shares issued during the Year	-	-
Less: Shares bought back/redeemed during the Year	-	-
Number of shares at the end	<b>4,994,775</b>	<b>4,994,775</b>
<b>B Terms/rights attached to equity shares:</b>		
The company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share The company declares and pays dividends in Indian rupees. The Dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of Interim dividend. The equity shares rank parri passu and carry equal rights with respect to voting and dividend. In the event of liquidation of the Company, the equity shareholders shall be entitled to proportionate share of their holding in the assets remained after distribution of all preferential amounts.		
<b>C Details of Share Holders holding more than 5% of Equity Shares of Rs. 10/- each, fully paid:</b>		
	<b>Current Year</b>	
	<b>31st March, 2017</b>	
	<b>No of Shares</b>	<b>% of Holding</b>
Pradeep Bhutoria	669029	13.39
Bengal Business LLP	300579	6.02
	<b>Previous Year</b>	
	<b>31st March, 2016</b>	
	<b>No of Shares</b>	<b>% of Holding</b>
	669029	13.39
	300579	6.02
As per records of the company, including its register of shareholders/members and declaration received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.		
<b>D The Equity Share Capital of the Company had been reduced from 10,21,87,000 comprising of 1,02,18,700 shares of Rs.10/- per share fully 99,89,550 equity shares of Rs.5/- each fully paid up. The reduction in capital had been approved under section 100 of the Companies Act 1956 by the High Court Of Gujarat vide its order dated Sept.21,2007. The company then converted its reduced face value of shares from Rs 5 each to Rs 10 each vide special resolution passed in Extra-ordinary General Meeting dated October 15, 2007.</b>		
<b>Note: 2-Reserves and Surplus:</b>		
<b>Capital Reserve:</b>		
Balance as per last balance sheet : (On forfeiture of 2,29,150, equity shares)	2,530,849	2,530,849
Addition during the Year	-	-
<b>Closing Balance</b>	<b>2,530,849</b>	<b>2,530,849</b>
<b>General Reserve</b>		
Balance as per last balance sheet	16,906,075	16,906,075
Add: Transfer from surplus in profit and loss account	-	-
Less: Transfer to surplus in statement of profit and loss	-	-
<b>Closing Balance</b>	<b>16,906,075</b>	<b>16,906,075</b>
<b>Surplus/(deficit) in Statement of Profit and Loss:</b>		
Balance as per last Balance Sheet	55,252,776	47,372,506
Add: (Loss)/Profit for the reporting Year	7,825,677	7,880,270
<b>Net surplus in the statement of profit and loss</b>	<b>63,078,453</b>	<b>55,252,776</b>
<b>Total</b>	<b>82,515,377</b>	<b>74,689,700</b>

**GUJARAT RAFFIA INDUSTRIES LIMITED**  
Notes to the Financial Statements

	In INR			
	Current Year		Previous Year	
	March 31, 2017		March 31, 2016	
<b>Note: 3-Long Term Borrowings:</b>				
	In INR			
	Non-current portion		Current Maturities	
	Previous Year	Previous Year	Previous Year	Previous Year
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
A Term Loans/Finance Lease Obligation (Secured)				
a From Banks	15,799,066	36,565,895	20,674,425	20,677,877
<b>15,799,066</b>		<b>36,565,895</b>	<b>20,674,425</b>	<b>20,677,877</b>
B From Others [Unsecured]				
a Inter corporate deposits	3,108,634	54,710,813	-	-
b Director and their relatives	-	3,932,693	-	-
<b>3,108,634</b>		<b>58,643,506</b>	-	-
<b>Total</b>	<b>18,907,700</b>	<b>95,209,401</b>	<b>20,674,425</b>	<b>20,677,877</b>
The above amount includes:				
Secured borrowings	15,799,066	36,565,895	20,674,425	20,677,877
Unsecured borrowings	3,108,634	58,643,506	-	-
Amount disclosed under head "Other Current Liabilities"	-	-	(20,674,425)	(20,677,877)
<b>Net Amount</b>	<b>18,907,700</b>	<b>95,209,401</b>	<b>-</b>	<b>-</b>

**A Securities and Terms of Repayment for Secured Long Term Borrowings:**

a Finance Lease obligations is secured by hypothecation of assets taken on lease.

b Term Loan from Bank

- Secured against entire stock of Raw Material (imported / indigenous ), semi-finished goods, Finished Goods, Book Debts and collateral Security of Factory Land and Building and Plant and Machinery.
- Secured loan amounting to Rs. 682,507/- ( P.Y. Rs. 868,763/-) is secured by hypothecation of vehicles.

**B Terms of Repayment for Secured Long Term Borrowings:**

a Finance lease obligations are repayable in equal monthly installments along with interest for the Year.

c There is no continuous default in repayment of Loan and interest there on as on March 31st, 2017 for any loans under this head.

**Note: 4-Long Term Provisions:**

	1,994,284	1,776,939
Provision for Employee Benefits		
<b>Total</b>	<b>1,994,284</b>	<b>1,776,939</b>
<b>Disclosure pursuant to Accounting Standard-15 [Revised] "Employee Benefits":</b>		
<b>Defined benefit plan and long term employment benefit</b>		
<b>A General description:</b>		
<b><u>Gratuity [Defined benefit plan]:</u></b>		
The Company operates one defined plan viz. Gratuity, for its employees. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure at 15 days of @ last drawn salary for each completed year of service. The scheme is not funded by the company.		
<b><u>[Defined contribution plan ]</u></b>		
Contribution to Defined Contribution Plan, recognized as expense for the Year is as under: Gratuity	217,345	205,887
<b><u>Leave wages [Long term employment benefit]:</u></b>		
The employees of the company are entitled to leave as per the leave policy of the company. The liability on account of accumulated leave as on last day of the accounting Year is recognized as at the balance sheet date.	-	-

**GUJARAT RAFFIA INDUSTRIES LIMITED**  
Notes to the Financial Statements

	In INR	
	Current Year	Previous Year
	March 31, 2017	March 31, 2016
<b>Gratuity [Defined benefit plan]:</b>		
<b>a Change in the present value of the defined benefit obligation:</b>		
Opening defined benefit obligation	1,776,939	1,571,052
Interest cost	-	-
Current service cost	217,345	205,887
Benefits paid	-	-
Actuarial [gain]/losses on obligation	-	-
Closing defined benefit obligation	<b>1,994,284</b>	<b>1,776,939</b>
<b>b Change in the fair value of plan assets:</b>		
Opening fair value of plan assets	-	-
Expected return on plan assets	-	-
Contributions by employer	-	-
Benefits paid	-	-
Actuarial gains/[losses]	-	-
Closing fair value of plan assets	-	-
Total actuarial gain [loss] to be recognized	-	-
<b>c Actual return on plan assets:</b>		
Expected return on plan assets	-	-
Actuarial gain/[loss] on plan assets	-	-
Actual return on plan assets	-	-
<b>d Amount recognised in the balance sheet:</b>		
[Assets]/Liability at the end of the Year	1,994,284	1,776,939
Fair value of plan Assets at the end of the Year	-	-
Difference	1,994,284	1,776,939
Unrecognised past Service cost	-	-
[Assets]/Liability recognised in the Balance Sheet	<b>1,994,284</b>	<b>1,776,939</b>
<b>e [Income]/Expenses recognised in the Statement of Profit and Loss :</b>		
Current service cost	217,345	205,887
Interest cost on benefit obligation	-	-
Expected return on plan assets	-	-
Net actuarial [gain]/loss in the Year	-	-
Net [benefit]/expense	<b>217,345</b>	<b>205,887</b>
<b>f Movement in net liability recognised in Balance Sheet:</b>		
Opening net liability	1,776,939	1,571,052
Expenses as above [P & L Charge]	217,345	205,887
Employer's contribution	-	-
[Assets]/Liability recognised in the Balance Sheet	<b>1,994,284</b>	<b>1,776,939</b>
<b>g Principal actuarial assumptions as at Balance sheet date:</b>		
	<b>Gratuity Unfunded</b>	
Mortality table	NA	NA
Discount rate (rate annum)	NA	NA
Expected rate of return on plan assets (per annum)	NA	NA
Rate of escalation in salary	NA	NA
(Actuarial valuer has not given these parameters in the certificate)		
<b>Note: 5-Short Term Borrowings:</b>		
Working Capital Loans from Banks [Secured] [*]	68,877,012	66,708,431
<b>Total</b>	<b>68,877,012</b>	<b>66,708,431</b>
[* [Secured against entire stock of Raw Material (imported / indigenous ), semi-finished goods, Finished Goods, Book Debts and collateral Security of Factory Land and Building, Plant and Machinery].		

**GUJARAT RAFFIA INDUSTRIES LIMITED**  
Notes to the Financial Statements

	In INR	
	Current Year	Previous Year
	March 31, 2017	March 31, 2016
<b>Note: 6-Trade Payables:</b>		
Micro, Small and Medium Enterprises [*] (To the extent available to the company)	-	-
Others	19,218,595	17,860,014
<b>Total</b>	<b>19,218,595</b>	<b>17,860,014</b>
[*] The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the company is as under:		
<b>Particulars</b>		
Principal amount due and remaining unpaid	-	-
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the Year	-	-
Interest due and payable for the Year of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding Years.	-	-
<b>Note: 7-Other Current Liabilities:</b>		
Current Maturities of Long Term Debt including current maturity of finance lease obligation [Refer Note No. 3]	20,674,425	20,677,877
Sundry Creditors - Capital Goods	-	355,037
Advances from Debtors	60,882,214	7,736,680
Others:		
Provision for Expenses	6,643,582	2,317,670
Payable to Statutory Authorities (*)	2,412,639	7,881,155
<b>Total</b>	<b>90,612,860</b>	<b>38,968,419</b>
(*) The company has recognised liability based on substantial degree of estimation for excise duty payable on clearance of finished goods lying in stock at the end of Year.		
<b>Note: 8-Short Term Provisions:</b>		
Provision for Employee Benefits	-	-
Others:		
Provision for Income Tax	1,098,443	1,593,871
<b>Total</b>	<b>1,098,443</b>	<b>1,593,871</b>
<b>Note : 10 - Non Current Investments :</b>		
<b>Long Term Investments :</b>		
Trade Investments :		
Investments in Equity Instruments	-	-
Other Investments :		
Investments in Equity Instruments	-	500,500
	-	<b>500,500</b>
<b>Details of Other Investments :</b>		
Investment in Equity Instruments :		
<b>Unquoted :</b>		
In fully paid-up Equity Shares of :		
<b>Others</b>		
Asia Pacific Ltd.	10	500
<b>Associate Concerns</b>		
Bengal Business Ltd.	10	100000
Asian gases Ltd.	10	150000
<b>Total [ Aggregate Book Value of Investments ]</b>		<b>500,500</b>
<b>Note: 11-Inventories:</b>		
[The Inventory is valued at lower of cost and net realisable value]		
Classification of Inventories:		
Raw Materials	25,369,981	52,015,023
Work-in-progress	49,672,841	2,996,663
Finished Goods	18,660,462	49,610,807
Stores and Spares	2,475,320	3,001,630
Scrap	295,979	634,730
<b>Total</b>	<b>96,474,583</b>	<b>108,258,853</b>

**GUJARAT RAFFIA INDUSTRIES LIMITED**  
Notes to the Financial Statements

	In INR	
	Current Year	Previous Year
	March 31, 2017	March 31, 2016
<b>Note: 12-Trade Receivables:</b>		
[Unsecured] Outstanding for a Year exceeding six months from the date they are due for payment:		
Considered good	-	-
Others		
Considered good	105,914,025	89,832,966
<b>Total</b>	<b>105,914,025</b>	<b>89,832,966</b>
<b>Note: 13-Cash and Bank Balances :</b>		
Balances with Banks	4,092,010.0	7,069,784
Cash on Hand	23,149	245,106
<b>Total</b>	<b>4,115,159</b>	<b>7,314,890</b>
<sup>A</sup> Earmarked balances with banks:		
a Balances with Banks include balances to the extent held as margin money deposits against gurantee and letter of credit opened	4,025,818	5,862,437
b Bank deposits with maturity of more than 12 months	-	-
c Company keeps Fixed deposit with the Nationalised / Scheduled banks, which can be withdrawn by the company as per its own discretion / requirement of funds.		
<b>Note: 14-Short Term Loans and Advances:</b>		
[Unsecured, Considered Good] Loans and advances to related parties:		
Balances with Custom/ Central Excise/ Sales Tax Authorities	411,744	999,062
Advances to Suppliers	6,010,459	1,264,392
Advances recoverable in cash or in kind or for value to be received	7,134,730	8,513,703
<b>Total</b>	<b>13,556,933</b>	<b>10,777,157</b>
<b>Note: 15-Contingent Liabilities and commitment [to the extent not provided for]:</b>		
<b>Contingent Liabilities:</b>		
a Claims against the Company not acknowledged as debts		
i) Labour Matters	400,000	435,000
b In respect of gurantees given by Banks and/or counter gurantees given by the Company	250,000	250,000
c Other money for which the company is contingent liable:		
i) Letters of Credit for Imports	9,843,600	-
<b>Note: 16-Revenue from Operations:</b>		
<b>Sales of Goods</b>		
Sales	397,886,433	397,380,022
Services (Including Job Work)	-	-
	<b>397,886,433</b>	<b>397,380,022</b>
<b>Other Operating Revenues:</b>		
Net Gain on foreign currency transactions and translation	-	620,653
Freight Charges	1,112,265	628,715
Export Benefits	614,548	3,071,283
<b>Total</b>	<b>1,726,813</b>	<b>4,320,651</b>
<b>Details of Sale of Goods (*) Net of Taxes (In Rs.)</b>		
Tarpaulin and Fabric	276,803,304	301,012,383
Sacks	76,397,045	52,439,688
<b>Note: 17-Other Income:</b>		
Other Non-operating Income		
Interest income	445,115	743,648
Earlier Year Interest Subsidy	-	6,591,363
<b>Total</b>	<b>445,115</b>	<b>7,335,011</b>

**GUJARAT RAFFIA INDUSTRIES LIMITED**  
Notes to the Financial Statements

	In INR		
	Current Year	Previous Year	
	March 31,	March 31,	
	2017	2016	
<b>Note: 18-Cost of Materials Consumed:</b>			
Raw Materials:			
Stock at commencement	52,015,023	26,811,286	
Add : Purchases	254,132,698	267,506,576	
	<b>306,147,721</b>	<b>294,317,862</b>	
Less : Stock at close	25,369,981	52,015,023	
<b>Total</b>	<b>280,777,740</b>	<b>242,302,839</b>	
<b>A Details of Consumption of Raw Material [RM] is as under: (In Rs.)</b>			
a Fabric	7,250,320	13,300,238	
b Granuals	271,531,411	171,192,831	
<b>Note: 19-Changes in Inventories:</b>			
Stock at close:			
Work-in-progress	49,672,841	2,996,663	
Finished Goods	18,956,441	50,245,537	
	<b>68,629,282</b>	<b>53,242,200</b>	
Less: Stock at commencement:			
Work-in-progress	2,996,663	2,825,134	
Finished Goods	50,245,537	86,622,280	
	<b>53,242,200</b>	<b>89,447,414</b>	
Less:Differential Excise Duty on Opening and Closing stock of Finished Goods	<b>(3,176,199)</b>	<b>(4,030,664)</b>	
<b>Total</b>	<b>18,563,281</b>	<b>(32,174,550)</b>	
<b>A Details of Finished Goods is as under:</b>			
	2015	2016	2017
a Sacks	9,093,676	2,993,355	2,963,232
b Tarpaulin/Roll/Cover/Fabric/sheets	50,156,901	46,617,452	15,697,230
<b>Note: 20-Employee Benefit Expense:</b>			
Salaries, Bonus and wages	11,154,828	11,705,884	
Contribution to provident and other funds	742,592	472,794	
Staff welfare expenses	24,827	62,445	
<b>Total</b>	<b>11,922,247</b>	<b>12,241,123</b>	
<b>Note: 21-Finance Cost:</b>			
Interest expense [*]	12,448,386	10,117,702	
Bank commission & charges	1,154,652	996,782	
<b>Total</b>	<b>13,603,038</b>	<b>11,114,484</b>	
[*] The break up of interest expense in to major heads is given below:			
On working capital loans	7,006,874	7,041,628	
Others	5,441,512	3,076,074	
	<b>12,448,386</b>	<b>10,117,702</b>	
<b>Note: 22-Other Expenses:</b>			
Consumption of Stores and spare parts	4,452,465	2,287,273	
Other Manufacturing Expenses	1,924,081	1,891,991	
Power & fuel	22,142,273	23,633,712	
Repairs to Plant and Machinery	192,593	611,739	
Repairs to Others	459,193	292,314	
Insurance	426,687	377,581	
Commission	697,056	674,215	
Rates and Taxes [excluding taxes on income] (*)	11,567,815	10,621,855	
Directors' Remuneration	1,050,000	1,020,000	
Traveling Expenses	585,009	356,556	
Legal and Professional Fees	913,381	614,210	
Freight and forwarding on sales	2,930,603	5,051,208	
Bad Debts	699,312	-	
Loss on Sale of Assets	-	80,110	
Other marketing expenses	96,035	65,237	
Miscellaneous Expenses [**]	2,276,995	2,098,372	
<b>Total</b>	<b>50,413,497</b>	<b>49,676,373</b>	
(* Rate and taxes includes sales tax, excise duty, service tax and other taxes. Excise duty represents the aggregate of excise duty borne by the company .			
[** Miscellaneous Expenses include Payment to the auditors as [Excluding Service Tax]:			
a i Auditors	45,000	37,500	
ii For taxation matters	15,000	7,500	
iii For Other Services	-	-	
iv Total	<b>60,000</b>	<b>45,000</b>	

**GUJARAT RAFFIA INDUSTRIES LIMITED**  
Notes to the Financial Statements

	In INR	
	Current Year	Previous Year
	March 31,	March 31,
	2017	2016

**Note: 23-Calculation of Earnings per Equity Share [EPS]:**

The numerators and denominators used to calculate the basic and diluted EPS are as follows:			
A Profit attributable to Shareholders	INR	7,825,677	7,880,270
B Basic and weighted average number of Equity shares outstanding during the Year	Nos.	4,994,775	4,994,775
C Nominal value of equity share	INR	10	10
D Basic & Diluted EPS :	INR	1.57	1.58

**Note: 24-Expenditure in Foreign Currency:**

Business Promotion Expenses (*)	-	-	
Import of Goods	23,171,791	71,313,408	
Import of Capital Goods	-	-	
	<b>23,171,791</b>	<b>71,313,408</b>	
(*) Considered on payment basis only.			

**Note: 25-Earnings in Foreign Exchange:**

Export of goods calculated on F.O.B. basis	89,899,980	102,686,036	
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**Note: 26-Remittances made on account of dividend in Foreign currency**

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**Note: 27-Raw Materials and Spare parts consumed:**

	Current Year		Previous Year	
	March 31,		March 31,	
	2017		2016	
	INR	% to Total	INR	% to Total
<b>Value of Raw Materials Consumed:</b>				
Imported & Indigeneous	280,777,740	100	242,302,839	100
<b>Total</b>	<b>280,777,740</b>	<b>100</b>	<b>242,302,839</b>	<b>100</b>
<b>Value of Spare parts Consumed:</b>				
Imported	-	0	-	0
Indigenous	4,452,465	100	2,287,273	100
<b>Total</b>	<b>4,452,465</b>	<b>100</b>	<b>2,287,273</b>	<b>100</b>

**Note : 28 - Derivative Financial Instruments :**

**A** The Company has not entered into any forward contracts to offset foreign currency risks arising from the amounts denominated in currencies other than the Indian Rupee.

**B** The details of foreign currency exposures not hedged by derivative transactions are as under :

	Value [*] in INR	
	Current Year	Previous Year
	March 31,	March 31,
	2017	2016
Dues to Creditors /Advance payment from Debtors/ Loans		
Rupees *	459,529	1,912,928
US dollar	7,070	27,966
Dues from Debtors and advance payment to suppliers		
Rupees *	16,131,641	10,043,320
US dollar	248,179	151,574

Value [\*] represents the Indian rupee equivalent of foreign currency contracts and derivatives converted in accordance with the accounting policy followed by the Company.

**GUJARAT RAFFIA INDUSTRIES LIMITED**  
Notes to the Financial Statements

	In INR	
	Current Year	Previous Year
	March 31, 2017	March 31, 2016

**Note: 29-Segment Information:**

Based on the guiding principal given in Accounting Standard - 17 on Segment Reporting issued by the Institute of Chartered Accountants of India, the Company's primary business is manufacturing of PE, Tarpaulin, HDPE/PP Woven sacks and fabrics, which has similar risks and returns, accordingly there are no separate reportable segment as far as primary segment is concerned.

The operations of the company are in India and all assets and liabilities are located in India except export debtors and import creditors. The secondary business segment by geographical market is given below.

**SECONDARY BUSINESS SEGMENT BY GEOGRAPHICAL MARKET**

A Sales Revenue	Within India	Outside India	Total
Current reporting Year	306,695,844	91,190,589	397,886,433
Previous reporting Year	292,155,536	105,224,486	397,380,022
(Sale revenue is gross of excise duty and sales tax.)			
B Carrying amount of segment assets			
Current reporting Year	317,499,909	15,672,112	333,172,021
Previous reporting Year	336,711,205	10,043,320	346,754,525
(Assets outside India include Export Debtors)			

**Note: 30-Related Party Transactions:**
**A Name of the Related Party and Nature of the Related Party Relationship:**
**a) Directors and their relatives:**

Mr. Pradeepkumar Bhutoria	Managing Director
Mrs. Sushma Bhutoria	Wholetime Director
Mr. Abhishek Bhutoria	Director
Mr. Alpesh Tripathi	Director
Mr. Dipen M Shah	Director
Mr. Sanjay H. Rana	Chief Financial Officer (KMP)
Mr. Gunjan Kothari	Company Secretary (KMP)

**b) Enterprises significantly influenced by Directors and/or their relatives:**

Asian Gases Limited  
Bengal Business LLP  
Mahanagar Realestate LLP

Related party relationship is as identified by the Company and relied upon by the Auditors.

**B Transactions with Related Parties:**

The following transactions were carried out with the related parties in the ordinary course of business :

**a) Details relating to parties referred to in A above**

Nature of Transactions	Value of the Transactions [ INR ]			
	Related parties referred in A(a) above		Enterprises significantly influenced by Directors and/or their relatives	
	Reporting Year ended March 31,			
	2017	2016	2017	2016
Loan Taken	-	-	6,409,097	-
Loan Repaid	-	63,540	9,238,144	781,000
Interest/ Commission Paid	80,650	223,916	626,851	785,970
Remuneration	105,000	1,020,000	-	-
Rent Paid	-	-	-	-
<b>Total</b>	<b>185,650</b>	<b>1,309,472</b>	<b>16,274,092</b>	<b>1,566,970</b>

**b) Disclosure in respect of transactions which are more than 10% of total transactions of same type with related parties during the Year.**
**Transaction and Outstanding payable:**

Name of Related Party	Balance as on 31.03.2016	Loan Taken	Amt Paid (*)	Amount taken as Deposit against Sale	Expenses	Closing Balance 31.03.2017
Asian Gases Limited	16,120,059	2,598,800	2,335,804	15,000,000	259,970	1,643,025
Bengal Business LLP	10,837,708	2,620,500	896,704	12,500,000	195,355	256,859
Mahanagar Realestate LLP	16,713,910	-	676,686	15,000,000	171,526	1,208,750
Abhishek Bhutoria	270,000	-	270,000	-	-	-
Pradeep Bhuroria-HUF(Loan)	3,869,153	1,189,797	5,058,950	-	-	-

(\*) Including TDS and other deductions, if any

GUJARAT RAFFIA INDUSTRIES LIMITED											
Notes to the Financial Statements											
FIXED ASSETS											
Note No : 9											
Particulars	GROSS BLOCK				DEPRECIATION / AMORTIZATION				NET BLOCK		
	As at April 1,2016	Addition during the year	Ded/Adj during the year	As at March 31,2017	Upto March 31, 2016	For the year	Ded/Adj during the year	Effect on Deprn as per Co. Act,2013	Upto March 31, 2017	As at March 31,2017	As at March 31,2016
<b>Tangible Assets</b>											
Buildings	33,510,318	-	-	33,510,318	7,044,442	1,089,489	-	-	8,133,931	25,376,387	26,465,876
Plant and Machinery	244,036,932	127,840	-	244,164,772	143,595,813	15,719,424	-	-	159,315,237	84,849,535	100,441,119
Furniture and Fittings	2,413,091	17,799	-	2,430,890	2,167,574	54,990	-	-	2,222,564	208,326	245,517
Motor Vehicles	3,207,657	-	-	3,207,657	1,804,304	178,736	-	-	1,983,040	1,224,617	1,403,353
Office Equipments	1,628,738	-	-	1,628,738	1,410,376	61,838	-	-	1,472,214	156,524	218,362
Land	1,295,932	-	-	1,295,932	-	-	-	-	-	1,295,932	1,295,932
<b>Total :</b>	<b>286,092,668</b>	<b>145,639</b>	<b>-</b>	<b>286,238,307</b>	<b>156,022,509</b>	<b>17,104,477</b>	<b>-</b>	<b>-</b>	<b>173,126,986</b>	<b>113,111,321</b>	<b>130,070,159</b>
Previous Year Total	284,855,456	1,818,820	581,608	286,092,668	136,289,574	20,089,433	356,498	-	156,022,509	130,070,159	148,565,882

**Note: 31** During the year 2013-2014, company has imported capital goods under EPCG License Scheme The company has already fulfilled its obligation, license Pending for Closure.

**Note: 32** The Company has worked out deferred tax liabilities/assets as at March 31, 2017. In view of unabsorbed depreciation and business losses under tax laws, net result of computation is net deferred tax assets, which are not recognised as a matter of prudence and in absence of virtual certainty as to its realization.

**Note: 33** Confirmation letters have not been obtained from some of the Debtors, Creditors, and Loans & Advances. Hence the, balances of these accounts are subject to confirmation, reconciliation and consequent adjustments, if any.

**Note: 34** Previous Year's figures have been regrouped/ reclassified wherever necessary to correspond with the current Year's classifications/ disclosure.

**Note:35**

As per notification issued by the Ministry of Corporate Affairs dated 30th March, 2017, G.S.R. 308(E) and in exercise of the powers conferred by sub-section (1) of section 467 of the Companies Act, 2013 (18 of 2013), Details of specified Bank Notes (SBN) held and transacted during the Year from 8th November,2016 to 30th December,2016:

Sr No.	Description	SBNs	Other Denomination Notes	Total
1	Closing cash in hand as on 8th November, 2016	1,303,500	475,190	1,778,690
2	(+) Permitted receipts	-	152,670	152,670
3	(-) Permitted Payments	-	453,107	453,107

4	(-) Amount Deposited in Banks	1,303,500	-	1,303,500
5	Closing cash in hand as on 30th December, 2016	-	174,753	174,753

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

**In terms of our audit report of even date attached.****V S Agarwal & Associates**

Chartered Accountants

FRN : 141089W

SD/-

(CA. Shikha Agarwal)

Partner

Membership No. : 006763

Ahmedabad, Dated: 27th May, 2017

**For, Gujarat Raffia Industries Limited**

SD/-

Mr. Pradeep Bhutoria Managing Director

Mrs. Sushma Bhutoria Wholetime Director

Mr. Gunjan Kothari Company Secretary

Mr. Sanjay H. Rana Chief Financial Officer

Date:- 27<sup>th</sup> May, 2017 Place:- Ahmedabad

**GUJARAT RAFFIA INDUSTRIES LIMITED**  
 (CIN:- L17110GJ1984PLC007124)  
 Registered Office: Plot No 455, Santej-Vadsar Road, Gandhinagar-382721, Gujarat

**CASH FLOW STATEMENT FOR PERIOD ENDED 31ST MARCH 2017**

Particulars	In INR			
	Current Year		Previous Year	
	March 31, 2017		March 31, 2016	
<b>A. CASH ARISING FROM OPERATING ACTIVITIES:</b>				
Net Profit before Tax and Exceptional Items as per Profit and Loss Accounts		10,239,219		9,997,183
<b>ADD/(DEDUCT):</b>				
Depreciation and Amortisation Expenses	17,104,477		19,732,935	
Interest Income	(445,115)		(743,648)	
Financial Charges	13,603,038		11,114,484	
Unrealised Foreign Exchange (Gain)/Loss	-	30,262,400	-	30,103,771
Operating Cash Profit Before Working Capital Changes		<b>40,501,619</b>		<b>40,100,954</b>
<b>Change In Working Capital</b>				
Increase (Decrease) in Trade and Other Current Liabilities	53,220,367		(14,946,910)	
(Increase) in Trade Receivable and Other Loans and Advances	(18,860,835)		(23,129,114)	
Decrease/(Increase) in Inventories	11,784,270		9,025,138	
<b>Total Change in Working Capital</b>		46,143,802		(29,050,886)
<b>Cash flow from operation</b>		<b>86,645,421</b>		<b>11,050,068</b>
Less:- Direct Taxes Paid		(2,908,970)		(1,528,571)
Net Cash Inflow/(Outflow) in the Course of Operating Activities after Exceptional Items		<b>83,736,451</b>		<b>9,521,497</b>
<b>B. CASH FLOW ARISING FROM INVESTING ACTIVITIES:</b>				
<b>Inflow:</b>				
Sale of Assets/ Investments	500,500		581,608	
Interest Received	445,115		743,648	
<b>Outflow:</b>				
Investment In Shares of Other Company	-		-	
Acquisition of Fixed Assets (Including Capital WIP)	(145,639)		(1,818,820)	
Net Cash Inflow/(Outflow) in the course of Investing Activities		945,615		1,325,256
		(145,639)		(1,818,820)
		<b>799,976</b>		<b>(493,564)</b>
<b>C. CASH FLOW ARISING FROM FINANCING ACTIVITIES:</b>				
<b>Inflow:</b>				
Proceeds from Secured Loan	(20,766,829)		(20,011,842)	
Proceeds From Bank	2,168,581		22,906,607	
Proceeds from Unsecured Loan	(55,534,872)		639,272	
<b>Outflow:</b>				
Finance charges	(13,603,038)		(11,114,484)	
Net Cash Inflow/(Outflow) in the Course of Financing Activities		(74,133,120)		3,534,037
		(13,603,038)		(11,114,484)
		<b>(87,736,158)</b>		<b>(7,580,447)</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>		(3,199,731)		1,447,486
Add: Opening Balance of Cash and Cash Equivalents		7,314,890		5,867,404
<b>Closing Balance of Cash and Cash Equivalents</b>		<b>4,115,159</b>		<b>7,314,890</b>

In terms of our audit report of even date attached.

**V S Agarwal & Associates**  
 Chartered Accountants  
 FRN : 141089W  
 SD/-  
 (CA. Shikha Agarwal)  
 Partner  
 Membership No. : 006763

Ahmedabad, Dated: 27th May, 2017

**For, Gujarat Raffia Industries Limited**

SD/-

Mr. Pradeep Bhutoria    Managing Director  
 Mrs. Sushma Bhutoria    Wholtime Director  
 Mr. Gunjan Kothari    Company Secretary  
 Mr. Sanjay H. Rana    Chief Financial Officer

Date:- 27<sup>th</sup> May, 2017    Place:- Ahmedabad

**ATTENDANCE SLIP**
**CIN: L17110GJ1984PLC007124**
**GUJARAT RAFFIA INDUSTRIES LIMITED**

Registered office: Plot No.455, Santej Vadsar Road, Village: Santej, Taluka: Kalol-382721.

Dist: Gandhinagar.

Date: \_\_\_\_\_

Please fill Attendance Slip and hand it over at the entrance of the meeting venue:

<b>Name</b>	
<b>Address</b>	
<b>DP Id *</b>	
<b>Client Id *</b>	
<b>Folio No.</b>	
<b>No. of shares held</b>	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

 I hereby record my presence at the Annual General Meeting of the Company held on 05<sup>th</sup> September, 2017 at 2.00 p.m. at the registered office of the Company at Registered office at Plot No.455, Santej Vadsar Road, Village: Santej, Taluka: Kalol-382721 Dist: Gandhinagar.

 \_\_\_\_\_  
 Signature of Shareholder/Proxy

**Form No. MGT-11**
**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 the above named company. Hereby appoint

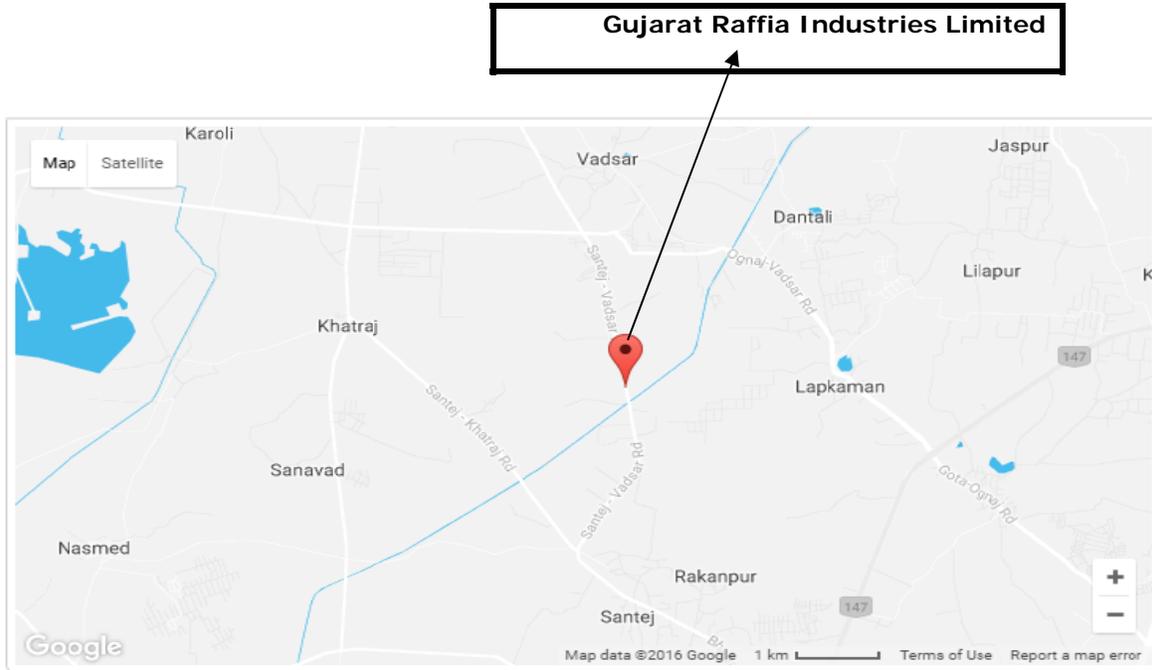
Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

 as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the ensuing Annual General Meeting of the Company, to be held on 05<sup>th</sup> September, 2017 at 2.00 p.m. at the registered office of the Company at Plot No.455, Santej Vadsar Road, Village: Santej, Taluka: Kalol-382721. Dist: Gandhinagar. and at any adjournment thereof in respect of such resolutions as are indicated below:

**ROUTE MAP TO AGM VENUE**



**Resolution No: -**

Sr. No	Business	Option	
		For	Against
<b>ORDINARY BUSINESS</b>			
1.	To receive, consider and adopt the Audited Financial Statements as at 31 <sup>st</sup> March, 2017 including the Audited Balance Sheet as at 31 <sup>st</sup> March, 2017, the Statement of Profit and Loss for the year ended on that date and reports of the Directors' and Auditors' thereon		
2.	To appoint a Director in place of Mr. Pradeep Bhutoria (DIN: 00284808) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment		
3.	To rectify appoint of Auditors and fix their remuneration		
<b>SPECIAL BUSINESS</b>			
4.	To re-appoint Mr. Pradeep Bhutoria as Chariman cum Managing Director of the Company		
5.	TO re-appoint Mrs. Sushma Bhutoria as Whole Time Director of the Company		
6.	To appoint Mr. Karan Singh Chandalia as Director of the Company		
7.	To approve remuneration payable to Mr. Abhishek Bhutoria		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

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

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

Note: 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.