



# Garware Polyester Limited

## ANNUAL REPORT

### 2018-19



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

S. B. Garware - Chairman & Managing Director  
 Monika Garware (Ms.) - Vice Chairperson & Jt. Managing Director  
 Sarita Garware Ramsay (Mrs.) - Jt. Managing Director  
 Sonia Garware (Ms.)  
 B. Moradian  
 M. C. Agarwal (Dr.)  
 Ramesh P. Makhija  
 T. M. Parikh  
 Nilesh R. Doshi  
 B. D. Doshi  
 C. J. Pathak - Whole-Time Director  
 Vivekanand Heroor Kamath

### COMPANY SECRETARY & VICE PRESIDENT (LEGAL)

Nimesh S. Shah (Resigned w.e.f. 22<sup>nd</sup> January, 2019)  
 Awaneesh Srivastava (Appointed w.e.f. 8<sup>th</sup> August, 2019)

### COMPANY SECRETARY

Parag Doshi (Appointed w.e.f. 24<sup>th</sup> January, 2019, Resigned w.e.f. 7<sup>th</sup> August, 2019)

### CHIEF FINANCIAL OFFICER

Manoj Gupta (Resigned w. e. f. 3<sup>rd</sup> December, 2018)  
 Parag Doshi (Appointed w. e. f. 05<sup>th</sup> April, 2019)

#### AUDIT COMMITTEE

T.M.Parikh - Chairman  
 B. Moradian  
 M. C. Agarwal  
 Nilesh R. Doshi  
 B. D. Doshi  
 C. J. Pathak

#### STAKEHOLDERS' RELATIONSHIP COMMITTEE

M. C. Agarwal - Chairman  
 B. Moradian  
 B. D. Doshi

#### NOMINATION & REMUNERATION COMMITTEE

M. C. Agarwal - Chairman  
 B. Moradian  
 T. M. Parikh  
 B. D. Doshi

#### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Sarita Garware Ramsay - Chairperson  
 B. Moradian  
 M. C. Agarwal  
 B. D. Doshi

#### BANKERS

Indian Overseas Bank  
 Bank of Baroda  
 Bank of India  
 The Federal Bank Limited.

#### STATUTORY AUDITORS

M/s. Manubhai & Shah, LLP  
 Chartered Accountants  
 Mumbai.

M/s. Kirtane & Pandit, LLP  
 Chartered Accountants  
 Mumbai.

#### SOLICITORS & ADVOCATES

Crawford Bayley & Co.  
 Mumbai

#### REGISTERED OFFICE

Naigaon, Post Waluj,  
 Aurangabad - 431 133.

#### CORPORATE OFFICE

Garware House,  
 50-A, Swami Nityanand Marg,  
 Vile Parle (East), Mumbai - 400 057.

#### WORKS

- 1) L- 5 & L- 6, Chikalthana Industrial Area,  
 Dr. Abasaheb Garware Marg,  
 Aurangabad - 431 210.
- 2) Naigaon, Post Waluj, Aurangabad - 431 133.
- 3) A-1 & A-2, MIDC, Ambad, Nashik - 422 010.

#### OFFICES

- 1) 1203, Suryakiran Building,  
 Kasturba Gandhi Marg, New Delhi - 110001.
- 2) Old No. 37, New No. 55,  
 Ambercrest, 4<sup>th</sup> Floor, Pantheon Road Lane  
 Egmore, Chennai - 600 008.

#### OVERSEAS OFFICE

- 1) Unit 2-17, The Plaza,  
 535, Kings Road, London - SW10 OSZ.
- 2) 101, Lake Forest Blvd.  
 Street No. 403, Gaithersburg  
 MD, 20887, U.S.A.

#### REGISTRARS & TRANSFER AGENTS

Link Intime India Private Limited, Mumbai.

#### WEBSITE

[www.garwarepoly.com](http://www.garwarepoly.com)

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**NOTICE****GARWARE POLYESTER LIMITED**

CIN: L10889MH1957PLC010889

Registered Office: Naigaon, Post Waluj, Aurangabad – 431133.

Website: www.garwarepoly.com

Email: cs@garwarepoly.com

Tel. No.: 022-6698 8000

NOTICE IS HEREBY GIVEN THAT the 62<sup>nd</sup> Annual General Meeting of the Members of GARWARE POLYESTER LIMITED will be held on Wednesday, 25th September, 2019 at 11.30 A.M. at the Registered Office of the Company situated at Naigaon, Post Waluj, Aurangabad – 431133 to transact the following businesses;

**Ordinary Business:**

1. To consider and adopt:
  - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon.
2. To declare dividend on Equity Shares for financial year ended March 31, 2019.
3. To appoint a Director in place of Ms. Monika Garware (DIN: 00143400), who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:  
**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee and approval by the Board of Directors of the Company, the appointment of M/s. Manubhai & Shah LLP, Chartered Accountants (Firm Registration Number: 106041W/W100136) as the Auditors of the Company for a second term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixty seventh Annual General Meeting be and is hereby approved, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the auditors, and other out of pocket expenses if any, payable to them in connection with the audit work.”
5. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**: -  
**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof and pursuant to the recommendation of the Audit Committee and approval by the Board of Directors, and in furtherance of the resolution passed by the Members of the Company at the 61<sup>st</sup> Annual General Meeting held on 28<sup>th</sup> September, 2018, M/s. Kirtane & Pandit LLP, Chartered Accountants (Firm Registration Number:105215W/ W100057) be and are hereby appointed as the Joint Auditors of the Company for a further period of two (2) years i.e. from the conclusion of 63<sup>rd</sup> Annual General Meeting till the conclusion of the 65<sup>th</sup> Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and M/s. Kirtane & Pandit LLP and other out of pocket expenses if any, payable to them in connection with the audit work.”

**Special Business:**

6. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**: -  
**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the remuneration of ₹ 3,00,000/- (Rupees Three Lakhs only) and other out-of-

pocket expenses if any, payable to M/s. M. R. Pandit & Co., Cost Accountants (Firm’s Registration No. 00268) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending 31<sup>st</sup> March, 2020 be and is hereby approved.”

7. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**: -  
**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions if any, of the Companies Act, 2013 (“the Act”) and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approval as may be required, consent of the members of the Company be and is hereby accorded to the re-appointment of Shri S. B. Garware (holding DIN: 00943822), as Chairman and Managing Director of the Company for a further period of five years with effect from 1<sup>st</sup> November, 2019, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Shri S. B. Garware, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof; and the draft agreement between the Company and Shri S. B. Garware setting out the terms and conditions including remuneration payable, duly initialed by Dr. M. C. Agarwal, Director of the Company for the purpose of identification and placed before the meeting, be and is hereby approved.  
**RESOLVED FURTHER THAT** if in any financial year during the currency of the tenure, the Company has no profits or the profits of the Company are inadequate, the Company will pay to Shri S. B. Garware the remuneration as specified in the aforesaid draft agreement as and by way of minimum remuneration.  
**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”
8. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**: -  
**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nilesh R. Doshi (DIN:00249715), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years w.e.f. 1<sup>st</sup> November, 2019 to 31<sup>st</sup> October, 2024 and he shall not be liable to retire by rotation.  
**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
9. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**: -  
**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions if any, of the Companies Act, 2013 (“the Act”) and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the



Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approval as may be required, consent of the members of the Company be and is hereby accorded to re-appoint Mr. C. J. Pathak (holding DIN: 00601668), Whole Time Director of the Company for a further period of five years with effect from 1<sup>st</sup> October, 2019, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. C. J. Pathak, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof; and the draft agreement between the Company and Mr. C. J. Pathak setting out the terms and conditions including remuneration payable, duly initialed by Dr. M. C. Agarwal, Director of the Company for the purpose of identification and placed before the meeting, be and is hereby approved.

**RESOLVED FURTHER THAT** if in any financial year during the currency of the tenure, the Company has no profits or the profits of the Company are inadequate, the Company will pay to Mr. C. J. Pathak the remuneration as specified in the aforesaid draft agreement as and by way of minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

10. To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:-

**"RESOLVED THAT** pursuant to the provisions of section 161 of the Companies Act, 2013 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 and relevant rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members of the Company be and is hereby accorded to appoint Mr. B. D. Doshi (DIN: 02950198), Non-Executive and Non-Independent Director of the Company for a period of 5 years i.e. from the conclusion of 62<sup>nd</sup> Annual General Meeting till the conclusion of the 67<sup>th</sup> Annual General Meeting of the Company, being liable to retire by rotation, who will be attaining the age of 75 years during currency of his tenure."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

By Order of the Board of Directors  
For **Garware Polyester Limited**

Place: Mumbai  
Date: August 08, 2019

Awaneesh Srivastava  
Company Secretary

#### Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (the 'Meeting') IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND TO VOTE ONLY ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty in number 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 a proxy and such person shall not act as proxy for any other Member.

If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. In case, if the Proxy fails to do so, only the first fifty proxies received by the Company shall be considered as valid.

A Proxy Form is attached herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Item No. 5 to 10 of the Notice is annexed hereto.
3. Members desiring any information on the business to be transacted at the Meeting are requested to write to the Company at least 15 days in advance to enable the Management to keep the information, as far as possible, ready at the Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 18<sup>th</sup> September, 2019 to Wednesday, 25<sup>th</sup> September, 2019 (both days inclusive).
5. If dividend on Equity Shares, as recommended by the Board, is declared at the AGM, it will be paid on Tuesday, 1<sup>st</sup> October, 2019.
  - a. To all Beneficial Owners in respect of shares held in electronic form, as per details furnished by the Depositories for this purpose as on Tuesday, 17<sup>th</sup> September, 2019.
  - b. To all the Members in respect of shares held in physical form, whose names are on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on Tuesday, 17<sup>th</sup> September, 2019.
6. To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in their bank accounts through electronic means. The facility is available at all bank branches which have registered themselves as participating banks with National Payment Corporation of India and have joined the Core Banking System. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Share Registrars and Transfer Agents, Link Intime India Pvt. Ltd. at the address mentioned in Point 18 - VIII below. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.
7. Pursuant to Regulation 12 of the Listing Regulations read with Schedule I to the said Regulations, it is mandatory for all the Companies to use bank details furnished by the investors for distributing dividends, interests, redemption or repayment amounts to them through National / Regional / Local Electronic Clearing Services (ECS) or Real Time Gross Settlement (RTGS) or National Electronic Funds Transfer (NEFT), National Automated Clearing House (NACH) wherever ECS / RTGS / NEFT / NACH and bank details are available. In the absence of electronic facility, Companies are required to mandatorily print bank details of the investors on 'payable-at-par' warrants or cheques for distribution of dividends or other cash benefits to the investors. In addition to that, if bank details of investors are not available, Companies shall mandatorily print the address of the investor on such payment instruments.

8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
9. Members are requested to notify immediately any change in their addresses directly to their Depository Participant in case they hold shares in dematerialized form or to the Company's Registrars & Share Transfer Agents, in case they hold shares in physical form.
10. The Ministry of Corporate Affairs (MCA) on 10<sup>th</sup> May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 ("IEPF Rules"). The objective of the IEPF Rules is to help the shareholders to ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post, etc. The Company has uploaded the information in respect of the Unclaimed Dividends for the financial years 2010-11, 2011-12 and 2016-17, as on the 61<sup>st</sup> Annual General Meeting (AGM) held on 28<sup>th</sup> September, 2018 on the website of IEPF viz. www.iepf.gov.in. Unclaimed dividend for the Financial Year 2011-12, 2016-17 and 2017-18 are still lying in the respective unpaid dividend accounts of the Company. Members, who have not encashed the dividend warrants for the said financial years are requested to contact the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited at the address provided in Point No. 18 - VIII below.

Members are requested to note that, dividend if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.

During the financial year 2018-19, the Company has transferred to the IEPF, the following unclaimed dividends and corresponding shares thereto:

Particular	Amount of Dividend (₹)	No. of Shares
Dividend for the Financial Year 2009-10	746,073	14,459
Interim Dividend for the Financial Year 2010-11	770,582	13,821
Final Dividend for the Financial Year 2010-11	4,544,194	78,464

The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at www.garwarepoly.com and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the Link (www.iepf.gov.in).

Members are requested to note that dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in.

11. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of PAN card to the Company.
12. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as pursuant to SEBI norms, with effect from 1<sup>st</sup> April, 2019, share transfers cannot be effected in physical form. The transfer deeds once lodged prior to 31<sup>st</sup> March, 2019 deadline and returned due to deficiency in the document may be re-lodged for transfer even after the deadline of 1<sup>st</sup> April, 2019.
13. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Link Intime India Pvt. Limited Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
14. Information required under Regulation 36(3) of the Listing Regulations (relating to Corporate Governance) and Secretarial Standard-2 on the General Meeting with respect to the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/reappointment.
15. A route map showing directions to reach the venue of the 62<sup>nd</sup> AGM is given along with this Annual Report as per the requirement of "Secretarial Standard-2" on General Meeting.
16. Electronic copy of the Annual Report for 2018-19 and Notice of the 62<sup>nd</sup> Annual General Meeting of the Company *inter-alia* indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 and Notice of the 62<sup>nd</sup> Annual General Meeting of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by the permitted mode.

Members may also note that the Notice of the 62<sup>nd</sup> Annual General Meeting, Attendance Slip, Proxy Form, Poll Paper, Route Map and the Annual Report for the year 2019 will also be available on the Company's website www.garwarepoly.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Aurangabad for inspection during normal business hours (11.00 A.M. to 01.00 P.M.) on working days (except Saturday, Sunday and public holidays). Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs@garwarepoly.com

#### 17. Voting through electronic means

- a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 62<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from place other than venue of the AGM ("remote-e-voting") will be provided by National Securities Depository Limited (NSDL).
- b. The facility for voting through poll paper shall be made available at the venue of the AGM and the members attending the meeting who have not cast their vote by remote

e-voting shall be able to exercise their right at the meeting through poll paper.

- c. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d. The remote e-voting period commences Friday, 20<sup>th</sup> September, 2019 on (9:00 A.M.) ends on Tuesday, 24<sup>th</sup> September, 2019 (5.00 PM). During this period members of the Company, holding shares, either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 17<sup>th</sup> September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, 17<sup>th</sup> September, 2019, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in**

- e. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- f. *The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. *Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN 300*** and Client ID is 12***** then your user ID is IN 300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for CDSL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The.pdf file contains your ‘User ID’ and your ‘initial password’.
- (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a. Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. Physical User Reset Password?” (If you are holding shares in physical mode)option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.
  - d. Members can also use the OTP (one time password) based login for casting the votes on the e-voting systems of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.



7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### 18 General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nilesh@ngshah.com](mailto:nilesh@ngshah.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

- I In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.  
NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).
- III You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Tuesday, 17th September, 2019.
- V Mr. Nilesh G. Shah, Practicing Company Secretary (Membership No. FCS-4554, CP No. 2631) or failing him Mr. Mahesh Darji, Practicing Company Secretary (Membership No. FCS-7175, CP No. 7809) representing Nilesh Shah and Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VI The Scrutinizer shall after the conclusion of voting at an AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours of the conclusion of an AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, submit it to the Chairman of the Company or in his absence to a person authorised by him in writing, who shall counter sign the Scrutinizer's Report and shall declare the result forthwith.

VII The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.garwarepoly.com](http://www.garwarepoly.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in this behalf. The results shall also be uploaded on the BSE Listing Portal.

VIII Members holding shares in physical form are requested to forward all applications for transfer and all other shares related correspondence, including intimation for change of address, if any, to the Registrars and Share Transfer Agents of the Company at the following address:

**LINK INTIME INDIA PRIVATE LIMITED**  
(Unit: Garware Polyester Limited)  
C 101, 247 Park, L B S Marg,  
Vikhroli West, Mumbai - 400 083.  
Tel. No. 022- 491 86000; Fax : 022-49186060.

#### 19 Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to submit the details to the Company or Link Intime India Pvt. Ltd. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

By Order of the Board of Directors  
For **Garware Polyester Limited**

Place: Mumbai  
Date: August 08, 2019

Awaneesh Srivastava  
Company Secretary

**Registered Office:**  
Naigaon, Post Waluj,  
Aurangabad - 431 133.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**
**Item No. 5**

Section 139 of the Companies Act, 2013 prescribes that every company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. M/s. Kirtane & Pandit LLP, Chartered Accountants (Firm Registration Number:105215W/ W100057), were appointed as the Statutory Auditors at the Annual General Meeting (AGM) of the Company held on 28<sup>th</sup> September 2018 for a term of two(2) years and hold the office till the conclusion of the Annual General Meeting to be held in the year 2020, subject to ratification by the Members at AGM, at a remuneration as may be decided by the Board of Directors. M/s. Kirtane & Pandit LLP, Chartered Accountants, being eligible in terms of Companies Act, 2013, to continue as the statutory auditor in terms of the Company, it is recommended to the members to continue its appointment as mentioned in the Resolution in this respect.

This resolution is being approved as per extant provisions of the Companies Act, 2013 that auditor shall be appointed for a consecutive period of five (5) years and shall be subject to annual ratification by the members. The amended provisions of the Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 by the Companies (Amendment) Act, 2017 and the Companies (Audit and Auditors) Amendment Rules, 2018 respectively, omitted the provisions relating to annual ratification of the Auditors with effect from 7<sup>th</sup> May, 2018.

As such, the appointment of Auditors is not required to be ratified each year at the Annual General Meeting of the Company and accordingly, M/s. Kirtane & Pandit LLP, Chartered Accountants (Firm Registration Number:105215W/ W100057) shall hold office for a consecutive period of two(2) years until the conclusion of 65<sup>th</sup> (Sixty Fifth) Annual General Meeting of the Company to be held for the financial year 2021-22 without following the requirement of ratification of their appointment every year.

None of the Directors or Key Managerial Personnel of the Company or their relatives is / are in anyway concerned or interested, in the said resolution as set out at the Item No. 5 of the Notice for approval by the members.

The Board recommends this Ordinary Resolution as set out at Item No. 5 of the accompanying Notice for approval of the members.

**Item No. 6**

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. M. R. Pandit & Co., Cost Accountants, to conduct the audit of the Cost Records of the Company for the financial year ending 31<sup>st</sup> March, 2020.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration recommended by the Audit Committee under Rule 14 (a) (i) shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2020, as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the Company or their relatives is / are in anyway concerned or interested, in the said resolution as set out at the Item No. 6 of the Notice for approval by the members.

The Board recommends this Ordinary Resolution as set out at Item No.6 of the accompanying Notice for approval of the members.

**Item No. 7**

In terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the remuneration payable to an Executive Director who is a promoter

or member of promoter group, shall be subject to the approval of the shareholders by Special Resolution, if, the annual remuneration payable to such director exceeds 2.5% of the net profits of the Company, as calculated under section 198 of the Companies Act, 2013 or ₹ 5.00 Crore, whichever is higher. The approval given by the shareholders shall be valid only till the expiry of the present tenure of such Director.

At the Annual General Meeting held on 25<sup>th</sup> September, 2014 Shri S. B. Garware was re-appointed as Managing Director of the Company by Members for a term of five years with effect from 1<sup>st</sup> November, 2014. On account of overall increase in the volume of business of the Company, the duties and responsibilities of Shri S. B. Garware, Chairman & Managing Director of the Company, have substantially increased.

The Board of Directors at their meeting held on 8<sup>th</sup> August, 2019 based on the recommendations of the Nomination and Remuneration Committee at their meeting held on 8<sup>th</sup> August, 2019, approved the re-appointment of Shri S. B. Garware as the Chairman & Managing Director of the Company for a period of 5 (five) years commencing from 1<sup>st</sup> November, 2019 to 31<sup>st</sup> October, 2024, not liable to retire by rotation. The Board also approved the terms and conditions of his appointment including remuneration, as recommended by the Nomination and Remuneration Committee, in accordance with the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to the approval of the shareholders at the ensuing Annual General Meeting.

A brief profile along with other details of Shri S. B. Garware is as follows;

Name of the Director	Shri S. B. Garware
Director Identification Number	00943822
Date of Birth and Age	05.11.1934 - 85 years
Date of joining the Board	06.06.1957

**Profile of the Director**

Shri S. B. Garware is associated with the Garware Group since 1951. He completed his Senior Business Management Course at the University of Edinburgh. Under his stewardship, the Company has earned several accolades in the polyester film business for unique and innovative products to match the ever-growing demands of the industry. With a view to enhance revenues through Exports, under his able guidance, his discerning and dynamic leadership skills, the Company is poised for rapid and voluminous growth.

With the experience of more than 65 years in the industry, Mr. Garware has acquired an excellent reputation in the sophisticated market of Western Europe and USA in competition with multi-national companies. Over the years, he has mastered the technology and all branches of science of industrial arts and has acquired expertise in the new techniques of process industry and production. R&D has been his primary area of interest. Focusing on relevant technology to meet specific needs of customers, the Company has produced highly innovative products. His major achievements in Polyester Film include Sun Control film application, Holography Mat Opaque, High shrink and Low Oligomer Film for environment friendly refrigerant, Super Clear Polyester Films for LCD, etc. He has obtained a patent in the United States for the U.V. Stabilised Polyester Film. The film is used on windows of automobiles and buildings, which saves energy upto 30% on air conditioning and also filters the harmful U.V. radiations.

He has been able to develop a strong management team under him who work on formulation of strategy, expansion plan and other management policies under his able guidance. With his untiring efforts, focused attention and diligent work, he has been able to remain in touch with the management team on day to day basis.

Shri S. B. Garware has been engaged in philanthropy work, and social service through the Garware Charitable Trust as its Chairman and is actively associated with various social causes.

Shri S. B. Garware received National Gold Shield for import substitution in 1981 for development & production of Polyester Film; and Top Export Awards for last more than 25 years from Plexcouncil.

No. of Shares held in the Company 11,63,001  
 Directorships and Committee memberships in other companies Garware Industries Limited

\* Directorship in Private Limited Companies, Foreign Companies and their Committee memberships are excluded.

The draft agreement between the Company and Shri S. B. Garware contains, inter-alia, the following terms and conditions: -

- a). Monthly Compensation: ₹ 30.60 Lakhs (With an annual increase of 10% per annum with effect from 1<sup>st</sup> November 2020 till the expiry of the term.)
- b). Commission: Shri S. B. Garware will be paid commission, equivalent to the annual salary, in addition to salary and perquisites, based on the net profits of the Company in a particular year in accordance with the provisions of Sections 198 and such other applicable provisions, if any of the Companies Act, 2013.
- c). Perquisites:
  - i. Shri S. B. Garware will be entitled to furnished housing accommodation, gas, electricity, water and furnishings and other perquisites such as reimbursement of medical expenses incurred for self and family, leave travel concession for self and family once in a year, club fees, personal accident insurance, provision of a car with driver, telephone at residence etc. The monetary value of the perquisites will be calculated in accordance with the Income Tax Rules. The aggregate value of the above perquisites shall be restricted to a maximum of 35% of monthly compensation.
  - ii. Encashment of leave at the end of his tenure.
- d). Special allowances: ₹ 4.00 Lakhs per month.
- e). Shri S. B. Garware will be entitled for leave on full remuneration basis as per the rules of the Company but not exceeding one month's leave for every 11 months of service.
- f). Shri S. B. Garware will also be entitled to reimbursement of entertainment expenses actually incurred by him in the course of business of the Company.
- g). Shri S. B. Garware will be entitled to the reimbursement of traveling, hotel and other expenses incurred by him in performance of his duties on behalf of the Company.
- h). Shri S. B. Garware will not, so long as he functions as such, become interested or otherwise concerned directly or indirectly in any selling agency of the Company in future without approval, if any.

The remuneration payable to Shri S. B. Garware as Chairman & Managing Director has been approved by the Nomination & Remuneration Committee of the Board of Directors at its meeting held on 8<sup>th</sup> August, 2019.

Any increment in salary, perquisites, and allowances and remuneration based on net profits payable to Shri S. B. Garware, as may be determined by the Board and / or the Nomination and Remuneration Committee of the Board, shall be in addition to remuneration under (a) above.

The draft agreement and the Resolution of the Annual General Meeting referred to in the Resolution under Item No. 7 of the accompanying notice will be open for inspection by the Members at the Registered Office of the Company on all working days (except Saturday, Sunday and public holidays) between 11:00 A.M. and 01:00 P.M., prior to the date of the meeting.

In anticipation that during the term of employment of Shri S. B. Garware, the Company has no profits or the profits of the Company are inadequate in any financial year/s, in such case the above mentioned remuneration may be paid as and by way of minimum remuneration to Shri S. B. Garware, and in such cases remuneration may be in excess of the limits prescribed under Schedule V read with relevant provisions of Companies Act 2013, therefore the special resolution is proposed for the approval of the shareholders.

Shri S. B. Garware satisfies all the conditions as set out in Part I of Schedule V as also under sub-section 11 of Section 197 of the Companies Act, 2013 for being eligible to be appointed as a Chairman & Managing Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In view of the above, in order to take advantage of knowledge, experience and foresight of Shri S. B. Garware, it is in the long term interest of the Company to continue to have his association with the Company for maintaining sustained growth in future for the time to come. Hence, the Board of Directors are of the opinion that the appointment of Shri S. B. Garware as the Chairman & Managing Director is in the best interest of the Company and accordingly, recommend the resolution set out in Items No. 7 for approval of the members.

Shri S. B. Garware is concerned or interested in the resolution under Item No. 7 of the accompanying notice. Ms. Monika Garware, Mrs. Sarita Garware Ramsay and Ms. Sonia Garware Directors of the Company, being related to Shri S. B. Garware, may be deemed to be concerned or interested in the resolution. Save as aforesaid, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in anyway, concerned or interested in the resolution set out at Item No. 7 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Act and Listing Regulations.

The Board of Directors recommends the Special Resolution as set out at Item No. 7 of the accompanying Notice for approval of the Members.

#### Item No. 8

Mr. Nilesh R. Doshi is an Independent Non-Executive Director of the Company. He is a Member of the Audit Committee of the Board of Directors of the Company. He joined the Board on 12<sup>th</sup> November, 2014.

He holds the office as an Independent Director for a period of 5 (five) consecutive years for a term upto 31<sup>st</sup> October, 2019 ("first term"), as approved by the Members of the Company by passing a resolution through postal ballot on 22<sup>nd</sup> December 2014.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of performance evaluation, has recommended the re-appointment of Mr. Nilesh R. Doshi as an Independent Director for a second term of 5 (five) consecutive years i.e. from 1<sup>st</sup> November, 2019 to 31<sup>st</sup> October, 2024 on the Board of the Company.

The Board, considers that it would be beneficial and desirable in the interest of the Company, to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Nilesh R. Doshi as an Independent Director on the Board of the Company for a second term of 5 (five) consecutive years, not liable to retire by rotation.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Copy of the draft letter of appointment proposed to be issued to Mr. Nilesh R. Doshi setting out the terms and conditions of his appointment is available for inspection by the Members at the registered office of the Company during the office hours (11.00 A.M. to 01.00 P.M.) on all the working days (except Saturdays, Sundays and public holidays) upto the date of the Annual General Meeting.



He is interested in the resolution as set out at Item No. 8 of the Notice with regard to his re-appointment. Relatives of Mr. Nilesh R. Doshi may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board of Directors recommends the Special Resolution as set out at Item No. 8 of the accompanying Notice for approval of the Members.

#### Item No. 9

Mr. C. J. Pathak was appointed as Whole Time Director designated as Executive Director of the Company by the members at the Annual General Meeting (AGM) held on 28<sup>th</sup> September, 2018 for a period of three (3) years with effect from 16<sup>th</sup> October, 2017 and the terms of his remuneration were approved by the members at the said Annual General Meeting held on 28<sup>th</sup> September, 2018.

The Board of Directors at their meeting held on 8th August, 2019, based on the recommendations of the Nomination and Remuneration Committee at their meeting held on 8th August, 2019, approved the re-appointment of Mr. C.J. Pathak as the Whole Time Director of the Company for a period of 5 (five) years commencing from 1<sup>st</sup> October, 2019 to 30<sup>th</sup> September, 2024. The Board also approved the terms and conditions of his appointment including remuneration, as recommended by the Nomination and Remuneration Committee, in accordance with the provisions of Sections 197, 196, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to the approval of the shareholders at the ensuing Annual General Meeting.

A Brief Profile along with other details of Mr. C. J. Pathak is as follows:

Name of the Director	:	Mr. C. J. Pathak
Director Identification Number	:	00601668
Date of Birth and Age	:	06.02.1954 - 65 years
Date of joining the Board	:	16.10.2017
Profile of the Director	:	Mr. C. J. Pathak holds a Masters degree in Commerce, Bachelor of Law degree, Diploma in Business Management. He has cleared his Inter Company Secretarial course and Inter Cost Works Accountant course. He is associated with Garware Polyester Limited for the last thirty seven (37) years.
No. of Shares held in the Company	:	25
Directorships and Committee memberships in other companies	:	1. Garware Industries Limited

\* Directorship in Private Limited Companies, Foreign Companies and their Committee memberships are excluded.

The Nomination and Remuneration Committee ('NRC') of the Company's Board of Directors reviewed the remuneration package of Mr. C. J. Pathak, came to a conclusion that on account of the overall increase in the volume of business of the Company, the duties and responsibilities of Mr. C. J. Pathak, Whole Time Director, of the Company, has substantially increased and will shoulder higher responsibilities, therefore, revision was called for. Nomination and Remuneration Committee recommended to revise the remuneration payable to Mr. C. J. Pathak, keeping in mind responsibilities shouldered by him. In view of such revision, his existing terms were mutually terminated and his re-appointment for a fresh term

of five years effective from 01<sup>st</sup> October, 2019 on terms as set out in the draft agreement was considered, approved and recommended by the Nomination and Remuneration Committee at its meeting held on 08<sup>th</sup> August, 2019.

The draft Agreement between the Company and Mr. C. J. Pathak, inter-alia, contains the following terms and conditions

- a) Monthly Compensation ₹ 9,67,000/- per month
- b) Perquisites In addition to the salary, he will, be entitled to perquisites in the form of a car with driver, reimbursement of petrol expenses, and telephone/mobile bills, subject to maximum of ₹ 75,000/- per month. The monetary value of the perquisites will be calculated in accordance with the Income Tax Rules. Encashment of leave at the end of his tenure.  
He shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration:-
  - i. He shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration.
    - a. He will also be entitled to the reimbursement of entertainment expenses actually incurred by him in the course of business of the Company.
    - b. He will also be entitled to the reimbursement of traveling, hotel and other expenses incurred in performance of the duties on behalf of the Company.
  - ii. He will not, so long as he functions as such, become interested or otherwise concerned directly in any selling agency of the Company in future without prior approval of the Central Government.
  - iii. This Agreement can be terminated by giving one month's Notice on either side.

In anticipation that during the term of employment of Mr. C. J. Pathak, the Company has no profits or the profits of the Company are inadequate in any such financial year/s, in such case the above mentioned remuneration may be paid as and by way of minimum remuneration to Mr. C. J. Pathak, and in such cases remuneration may be in excess of the limits prescribed under Schedule V read with relevant provisions of Companies Act 2013, therefore the special resolution is proposed for the approval of the shareholders.

The draft agreement and the Resolution of the Annual General Meeting referred to in the Resolution under Item No. 9 of the accompanying notice will be open for inspection by the Members at the Registered Office of the Company on all working days (except Saturday, Sunday and public holidays) between 9:00 A.M. and 1:00 P.M., prior to the date of the meeting.

Mr. C. J. Pathak is concerned or interested in the resolution under Item No.9 of the accompanying notice. Save as aforesaid, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in anyway, concerned or interested in the resolution set out at item No. 9 of the Notice.

This statement may also be regarded as an appropriate disclosure under the Act and Listing Regulations.

The Board recommends this Special Resolution as set out at Item No. 9 of the accompanying Notice for approval by the members.

#### Item No. 10

The members of the Company at the 61<sup>st</sup> Annual General Meeting ("AGM") held on 28<sup>th</sup> September, 2018 has approved the appointment of Mr. B.D. Doshi w.e.f. 16<sup>th</sup> October 2017 as Non-Executive and Non-Independent Director of the Company and whose office shall be liable to retire by rotation. Mr. Doshi is being liable to retire by rotation at the ensuing Annual General Meeting.



Mr. B.D. Doshi is holding a Bachelor's degree in Commerce from the Bombay University and a member of The Institute of Company Secretaries of India, New Delhi.

Mr. Doshi is having more than 35 years of experience in the area of legal, secretarial and corporate affairs.

Mr. Doshi is involved in the overall growth of the Company and also helpful in providing strategic guidance and decision making.

Mr. B. D. Doshi, born in 22<sup>nd</sup> May, 1945 and shall attain the age of 75 years on 22<sup>nd</sup> May 2020. He served on the board of the Garware Polyester Limited and also associated with the company in various capacities since 1984.

Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 No listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Thus the said re-appointment is being proposed through Special Resolution.

The Management is of the view that Mr. Doshi induction shall be instrumental to the growth of the Company and the Company will get benefitted from his knowledge and expertise.

The of appointment of Mr. B. D. Doshi as the Non-Executive and Non-Independent Director of the Company for a period of 5 years i.e. from the conclusion of 62<sup>nd</sup> Annual General Meeting till the conclusion of the 67<sup>th</sup> Annual General Meeting of the Company is recommended by the Nomination and Remuneration Committee at its meeting held on 08<sup>th</sup> August, 2019 and Board of Directors at their meeting held on 08<sup>th</sup> August, 2019.

Mr. B. D. Doshi is interested in the resolution set out at Item No. 10 of the Notice with regard to his appointment. Relatives of Mr. B. D. Doshi may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board of Directors recommends the Special Resolution set out at Item No. 10 of the accompanying Notice for approval of the Members.

**Other Matters:**

Out of Five Directors whose office are liable to retire by rotations two directors, Mr. B.D. Doshi, and Mr. C. J. Pathak, are the Directors liable to retire by rotation in the ensuing Annual General Meeting of the Company and are eligible for reappointment. Since Mr. B. D. Doshi and Mr. C. J. Pathak are already proposed to be appointed by way of special resolutions, therefore Company proposed to appoint a Director in place of Ms. Monika Garware (being senior most in terms of tenure of the office out of the remaining 3 Directors) who retires by rotation and being eligible, offers herself for re-appointment.

By Order of the Board of Directors  
For **Garware Polyester Limited**

Place: Mumbai  
Date: August 08, 2019

Awaneesh Srivastava  
Company Secretary

## Particulars of the Directors seeking appointment /re-appointment pursuant to Regulation 26(2) 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 (SS-2).

Name of the Director	Shri S.B. Garware	Ms. Monika Garware	Mr. C. J. Pathak	Mr. Nilesh Doshi	Mr. B. D. Doshi
Date of Birth	05.11.1934	04.06.1963	06.02.1954	28.12.1953	22.05.1945
Age	85 Years	56 Years	65 years	65 years	74 years
Date of Appointment on the Board	06.06.1957	31.03.1989	16.10.2017	12.11.2014	16.10.2017
Qualifications	Sr. Business Management Course, University of Edinburgh	M.B.A from U.S.A.	M.Com & LLB.	Chartered Accountant	B. Com & ACS
Expertise in specific functional areas	Industrialist	Wide experience in Business Finance, Fund Raising and Fund Management, Audit, Taxation, Capex.	Wide experience in handling Factory Affairs.	Taxation, Finance, and Accounts	Wide experience in Corporate Laws
Directorship(s) held in other public companies	Garware Industries Ltd.	Garware Industries Ltd.	Garware Industries Ltd.	1. Binani Industries Ltd. 2. V. B. Desai Financial Services Ltd 3. Garware Industries Ltd.	NIL
Chairmanships / Memberships of Committees of other public companies.	NIL	NIL	Garware Industries Ltd. Member in: i) Audit Committee	NIL	NIL
Disclosure of relationship with Directors inter-se.	He is father of Ms. Monika Garware, Mrs. Sarita Garware Ramsay and Ms. Sonia Garware	Shri S. B. Garware-Chairman & Managing Director is the father of Ms. Monika Garware. Mrs. Sarita Garware Ramsay and Ms. Sonia Garware are sisters of Ms. Monika Garware.	He is not related to any Director of the Company.	He is not related to any Director of the Company	He is not related to any Director of the Company
Shareholding in the Company as on 31.03.2019	1,163,001	2,67,504	25	NIL	25
No. of Board Meeting Attended	4 out of 5 meetings held	3 out of 5 meetings held	4 out of 5 meetings held	5 out of 5 meetings held	5 out of 5 meetings held

**DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2019**

**TO THE MEMBERS,**

Your Directors present the 62<sup>nd</sup> Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2019.

**1. Financial Results**

₹ In Crores

	2018-19		2017-2018	
Operating Profit before interest & Depreciation		<b>142.02</b>		88.69
Less : Finance Cost	<b>18.65</b>		24.45	
Depreciation	<b>13.67</b>	<b>32.32</b>	13.41	37.86
Profit before tax for the year		<b>109.70</b>		50.83
Provision for Income Tax		<b>35.36</b>		17.07
Profit After Tax		<b>74.34</b>		33.76
Other Comprehensive income for the year, Net of Tax		<b>4.44</b>		6.87
Total Comprehensive Income for the year (Net)		<b>78.78</b>		40.63
Opening balance in Retained Earnings		<b>350.48</b>		308.51
Amount available for Appropriation		<b>423.92</b>		353.28
Less : Dividend		<b>4.65</b>		2.33
Less : Tax on Dividend		<b>0.95</b>		0.47
Closing Balance in Retained Earnings		<b>418.32</b>		350.48

**2. Dividend**

Your Directors recommend 100% dividend (i.e. ₹ 10.00/- per equity share) for consideration at the ensuing Annual General Meeting, for the financial year ended 31st March, 2019 on 2,32,32,394 equity shares of ₹ 10/- each.

The total sum of the dividend if approved, including Corporate Dividend Tax, will be payable ₹ 28.01 Crores.

**3. Company's Performance**

**i. On Standalone Basis:**

Revenue from operations for the financial year 2018-19 at ₹ 922.69 Crores, is higher by 10.91 % over the last year (₹ 831.90 Crores in 2017-18) due to higher sales volume.

The Earnings before interest, tax, depreciation and amortization (EBITDA) was ₹ 142.02 Crores as against EBITDA of ₹ 88.69 Crores in 2017-18.

The Profit after tax (PAT) for the year was ₹ 74.34 Crores as against the PAT of ₹ 33.76 Crores in 2017-18.

The total comprehensive income (net of taxes) for the year was ₹ 78.78 Crores as against ₹ 40.63 Crores in 2017-18.

**ii. On Consolidated Basis:**

Revenue from operations for the financial year 2018-19 was at ₹ 947.89 Crores higher by 12.58 % over the last year at ₹ 841.99 Crores in 2017-18 due to higher sales volume.

The Earnings before interest, tax, depreciation and amortization (EBITDA) was at ₹ 153.07 Crores as against EBITDA of ₹ 88.50 Crores in 2017-18.

The Profit after tax (PAT) for the year was ₹ 81.65 Crores as against the PAT of ₹ 33.12 Crores in 2017-18.

The total comprehensive income (net of taxes) for the year was ₹ 86.10 Crores as against ₹ 39.99 Crores in 2017-18.

**4. Operations**

The Profit before tax increased by 116 % on account of higher sales volume and better inventory management, better working capital management, better product mix in expanded market, improved plant efficiency has helped the Company to improve its' performance and bottom line profitability.

**5. Future Outlook**

The Company has modified the manufacturing facilities to suit the requirements of specialty films production and also in the process of upgrading the manufacturing facilities for reliability. The market for the specialty films is growing internationally. The company see good potential for growth in this segment. The new products are introduced which shall be drivers for the growth.

The Company has improved its distribution network for better customer services across the globe and posted representatives, appointed additional distributors in various markets to grow the business. The efforts are continued in the domestic market with introduction of new products in various product segment. The Company has created strong Brand presence for consumer goods marketing in India with dominant market share, in speciality film segment.

**6. Research & Development**

Your Company's R&D Centre is accredited by the Department of Scientific and Industrial Research, Ministry of Science and Technology, Government of India for decades. Your company is a leader in development of new products and new applications for BOPET Films and Solar Control Window Films.

The Company has introduced many Coated Products, Co Extruded Products, PETG Shrink Films for label applications with Low, Medium, and High Shrink Force. A wide range of high heat rejection films are introduced in International Market.

The Company has successfully developed and introduced Paint Protection Film (PPF) for automobile application.

R&D team works hand-in-hand with production and Marketing team to introduce and establish new products and to ensure proper Quality, Output, Cost and efficiency. The R&D Department also focuses on cost reduction measures by introducing new methods in processes to reduce costs.

#### 7. Functioning of R & D Department

The R&D Center is well equipped with the Pilot scale plants, lab equipment/s and resources and managed by qualified and experienced people. The activities are carried out on continuous basis as an independent important activity.

All new polymers, coating chemicals, adhesives are first tested on Lab / pilot scale in extensively developed test facilities before commencing trials on the main plant. All the new product trials are taken under supervision of Senior R&D personnel.

#### 8. Information Technology (IT)

- The Company has upgraded its cloud based Emailing system Office365 with MDM (Mobile Device Management) solution for security for mobile email users for communication and in addition to that deployed ATP Licenses (Advanced Threat Protection) for key users for strengthening the email security.
- The Company has implemented automatic back up of data by installing Commvault backup solution.
- The Company has upgraded its leave and attendance system to latest version.
- The company has installed CCTV surveillance systems at all the production facilities and security points.
- The Company is in process of evaluation of improved version of SAP S4 HANA to upgrade from present SAP ECC system.
- The Company is also in process for evaluating IOT (Internet of Things) Solutions for automatic production data transfer to SAP ERP for faster and better control.
- The Company is having continued thrust towards digital transformation in various operational areas.

#### 9. Awards and Recognitions

During this year, your Company has been recipient of Safety Award at National Level from Director General Factory Advice Service & Labour Institutes, (DG-FASLI) Government of India, Ministry of Labour & Employment and Safety Awards at State Level by Maharashtra State Chapter of National Safety Council (NSC – MC).

#### 10. Human Resource Development.

Your Company's Human Resources team successfully ran its talent acquisition, retention and development agenda during the year.

Company's senior management team was strengthened through hiring of leaders in various domains. The Company's HR policies and processes are aligned to effectively drive its business and other emerging opportunities.

HR has been working to provide an enabling working environment where innovation and performance thrive. Employees are empowered and we believe that it is, they who ultimately deliver the results.

The focus on employee development through training modules that were created in-house continued. More than 75 training programs were conducted during the year, over 80% of them through in-

house trainers and business leaders. The programs added up to over 8753 man-hours / 1094 man-days of training. This has been achieved by continuously investing in learning and development programs by arranging target oriented training programs, creating appropriate work environment and maintaining a structured recognition system.

#### 11. Manufacturing and Quality Initiatives

With innovative approaches in manufacturing techniques and product optimization, the productivity and efficiencies have improved significantly. The Chips storage facility in silos was installed during the year which will help to further improve the quality of chips for BOPET production and shall reduce the handling costs.

The company has also successfully increased its capacity of specialty film production during the year. The company has also completed modification of its manufacturing line at Chikalthana to further improve the quality of the products. In order to keep the plants in excellent running condition, the company continues the upgradation of manufacturing facilities to increase the output and produce better quality products.

The quality culture of your Company ensures that the products are benchmarked as best in class by the customers. Our quest for excellence both in Manufacturing and Quality continues as before. Your Company is regarded as best in class for Quality and Reliability. The Company has established best manufacturing practices and implemented LEAN methodology, SIX SIGMA and QA initiatives, wherever required, which are showing good results and improvements. The Company is also implementing TPM with the help of CII.

#### 12. Consolidated Financial Statement

The Consolidated Financial Statements of the Company are prepared in accordance with relevant Indian Accounting Standards IND-AS110 issued under the Companies Act, 2013 and forms a part of this Annual Report.

#### 13. Subsidiary Companies

Garware Polyester International Limited –UK and Global Pet Films Inc.- USA, continue to be the subsidiaries of your Company.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statements of the Company's Subsidiaries (in Form AOC-1) is attached to the financial statements.

#### 14. Safety, Health & Environmental Protection

Being a Responsible Corporate Citizen, your Company has regularly undertaken various initiatives for the continual improvement in Health, Safety and Environment (HSE) at the works and surrounding areas.

Some of the prominent activities include – Safety audits of Thermic Fluid system and Electrical System by external expertise, Internal Safety survey of Plants, Field Safety rounds after monthly Safety review meetings, EMS review, training and periodical HSE inspections, schemes on the efficient usage of energy and the conservation of natural resources, activities for the enhancement of employee participation in HSE, emergency mock drills and the support in emergency management operations at public places.

Your Company is a recipient of various safety laurels from the Regulatory Authorities at the State level (National Safety Council - India and Industry, Energy & Labour Dept., the Government of



Maharashtra), as stated above during the year. Security system has been upgraded, like awareness training, evacuation drills to meet the new challenges.

#### 15. Directors' Responsibility Statement

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

- in the preparation of the annual accounts for the year ended March 31, 2019, the applicable Indian Accounting Standards have been followed and there are no material departures from the same;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- they have taken proper and sufficient care 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;
- they have prepared the annual accounts on a 'going concern' basis;
- they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively and
- they have advised proper systems to ensure compliance with provisions of applicable laws and that such systems were adequate and operating effectively.

#### 16. Inter-se Transfer of Equity Shares among Promoter Share Holders:

During the year, there was no Inter-se transfer among promoter shareholders.

#### 17. Directors and Key Managerial Personnel

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. C. J. Pathak Whole-Time Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

Mr. B. Moradian, Mr. Ramesh P. Makhija and Dr. M. C. Agarwal were re-appointed as Non-Executive and Independent Director of the Company for second term of five consecutive years w.e.f. 1st April, 2019 to 31st March, 2024.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, hereinafter referred to as 'Listing Regulations'.

#### Key Managerial Personnel

Shri S. B. Garware - Chairman & Managing Director, Ms. Monika Garware – Vice Chairperson & Jt. Managing Director, Mrs. Sarita Garware Ramsay – Jt. Managing Director, Ms. Sonia Garware, Mr. C. J. Pathak–Whole-Time Director, Mr. Manoj Gupta\* - Chief Financial Officer (CFO), Mr. Nimesh S. Shah# - Company Secretary & Vice President (Legal), Mr. Parag Doshi<sup>§</sup> Chief Financial Officer and Company Secretary, are the Key Managerial Personnel of the

Company in accordance with the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

\*Mr. Manoj Gupta has resigned from the post of Chief Financial Officer (CFO) of the Company w. e. f. 03<sup>rd</sup> December, 2018.

#Mr. Nimesh S. Shah has resigned from the post of Company Secretary & Vice President (Legal) of the Company w. e. f. 22<sup>nd</sup> January 2019.

§Mr. Parag Doshi was appointed as a Company Secretary w.e.f. 24.01.2019 and Chief Financial Officer w.e.f. 05.04.2019.

#### 18. Number of Meetings of the Board

Five meetings of the Board were held during the year. For details of meetings of the Board, please refer to the corporate governance report, which forms the part of this report.

#### 19. Board Evaluation

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

The Board has carried out and completed the performance evaluation of all the Independent Directors. The performance evaluation of the Chairman and the Non-Independent Directors was also carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

#### 20. Policy on Directors' Appointment and Remuneration and other details

The Company's policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the Directors' Report.

#### 21. Internal Financial Control Systems and their adequacy

The Company has in place well defined and adequate internal controls commensurate with the size of the Company and the same were operating effectively throughout the year.

#### 22. Audit Committee

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

#### 23. Statutory Auditors

M/s. Manubhai & Shah, (FRN: 106041W/W100136) Chartered Accountants was appointed as Statutory Auditors of the Company until the conclusion of the 62<sup>nd</sup> Annual General Meeting of the Company.

M/s. Kirtane & Pandit – LLP, (FRN: 105215W/W100057) Chartered Accountants have been appointed as joint auditors of the Company until the conclusion of 63<sup>rd</sup> Annual General Meeting of the Company.

The Notes on Financial Statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. Auditors' Report does not contain any qualification, reservation, adverse remarks or disclaimer.

### Internal Auditor

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Rules framed there under, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants were appointed as Internal Auditors of the Company.

### Cost Auditor

As per the requirement of central government and pursuant to Section 148 of the Companies Act, 2013 read with The Companies "(Cost Records and Audit) Rules, 2014 as amended from time to time, your company has been carrying out the audit of cost records.

M/s. M. R. Pandit & Co., Cost Accountants, Aurangabad was appointed as cost auditors to audit the cost accounts of the company for financial year 2018-19.

### Secretarial Auditor:

M/s. Nilesh Shah & Associates, Company Secretaries, Mumbai conducted audit of the Secretarial records for the financial year ending 31st March, 2019 and the secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Report of the secretarial auditor is given as an Annexure V which forms part of this report.

## 24. Risk Management

The Board of Director of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

## 25. Particulars of Loans, Guarantees and Investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

## 26. Transactions with Related Parties

All the transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The Audit Committee had given omnibus approval for the transactions (which are repetitive in nature) and the same were reviewed by the Board.

There were no material significant transactions with related parties during the financial year 2018-19 which were in conflict with the interest of the Company. The Directors would like to draw attention of the members to Note No. 30 to the financial statement which sets out related party disclosure.

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

## 27. Corporate Social Responsibility

The CSR expenditure incurred by your Company during the financial year 2018-19 was ₹ 55.11 Lakhs (around 2 % of the average net profits of last three financial years) on CSR activities which does not include the expenses made on the activities carried out by the Garware Community Center and Garware Bal Bhawan.

The CSR initiatives of your Company were under the thrust areas of health & hygiene, education, old age home for disabled people and Rehabilitation of Distressed / Depressed people.

Your Company's CSR Policy statement and annual report on the CSR activities undertaken during the financial year ended 31st March, 2019, is in accordance with Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed to this report as **Annexure [I]**.

The Policy on Corporate Social Responsibility is available on the Company's website at "[www.garwarepoly.com](http://www.garwarepoly.com)".

## 28. Extract of Annual Return

As provided under Section 92(3) of the Act, the extract of Annual Return of the Company is annexed herewith as **Annexure [II]** in the prescribed Form MGT-9, which forms part of this report.

## 29. Particulars of Employees and Related Disclosures

Two Whole-time Directors / Employee employed throughout the year were in receipt of remuneration of ₹ 1.02 Crore per annum or more amounting to ₹ 5.96 Crore were relative(s) of Shri S. B. Garware Chairman & Managing Director of the Company. During FY 2018-19 the Company had 976 permanent employees.

The information required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2019 is given in a separate **Annexure [III]** to the Report.

## 30. Other Laws

Pursuant to the provisions of sexual harassment of women at work place (Prevention, Prohibition and Redressal) Act, 2013, during the year under review, there were no cases filed and there were NIL Complain received.

## 31. Corporate Governance

Your Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements as set out by the SEBI Board.

Your Company has also implemented several best corporate governance practices as prevalent globally. The report on Corporate Governance as stipulated under the Listing regulations forms an integral part of this Report.

The Certificate on Corporate Governance from the Practicing Company Secretary, confirming compliance as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is attached.

## 32. Vigil Mechanism

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing regulations, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Task Force or to the Chairman of the Audit Committee.

The Policy on vigil mechanism and whistle blower policy is available on the Company's website at the [www.garwarepoly.com](http://www.garwarepoly.com).

## 33. Deposits from Public

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

**34. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in **Annexure [IV]** to this Report.

**35. Details on Internal Financial Controls Related to Financial Statements**

Your Company has in place adequate internal financial controls and system with reference to the financial statements, some of which are outlined below.

Your Company has adopted accounting policies which are in line with the Indian Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 that continue to apply under Section 133 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rule 2015, as amended. These are in accordance with generally accepted accounting principles in India. Changes in policies, if any, are approved by the Audit Committee in consultation with the Statutory Auditors.

The accounts of the subsidiary companies are audited and certified by their respective Statutory Auditors for consolidation.

Your Company operates in SAP, an ERP system, and has many of its accounting records stored in an electronic form and backed up periodically. The ERP system is configured to ensure that all transactions are integrated seamlessly with the underlying books of account. Your Company has automated processes to ensure accurate and timely updating of various master data in the underlying ERP system.

Your Company in preparing its financial statements makes judgments and estimates based on sound policies and uses external agencies to verify/ validate them as and when required.

**36. Industrial Relations**

The relations between the Employees and the Management remained cordial during the year under review. Your Directors wish to place on record their appreciation of the contribution made by the Employees at all levels.

**37. Acknowledgements**

Your Directors wish to place on record their appreciation for the wholehearted co-operation received by the Company from the various departments of the Central & State Governments, Company's Bankers and Financial & Investment Institutions during the period under review.

For and on behalf of the Board of Directors

Place: Mumbai  
Date: May 29, 2019

**S. B. GARWARE**  
*Chairman & Managing Director*

## ANNUAL REPORT DETAILS OF THE CSR ACTIVITIES

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

Corporate social responsibility of the Company is aligned with 'Garware' tradition of creating wealth in the community with focus on Art, Culture, Sports, health, education and safety.

The management believes in the famous sayings that, 'If you want to walk fast, walk alone. But if you want to walk far, walk together'.

The Company had proposed to undertake activities relating to Art, Culture, Sports, health, education and safety. In addition to above, Company has actively implemented projects and initiatives for the betterment of society, Communities and environment through ensuring environmental substantiality and ecological balance, protecting national heritage, art and culture and rural development projects etc. for the Financial Year 2018-19.

The activities and funding are mentioned internally by the Company.

2. **The Composition of the CSR Committee:** The Company has a CSR committee of directors comprising of Mrs. Sarita Garware Ramsay, Chairperson of the committee, Mr. B. Moradian, Dr. M. C. Agarwal and Mr. B. D. Doshi as committee members.
3. Average net profit of the Company for last three Financial Years is ₹ 2,733.82 Lakhs.
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): The Company is required to spend ₹ 54.68 Lakhs towards CSR for the Financial Year 2018-19.
5. Details of CSR spent during the Financial year.
- Total amount to be spent for the Financial Year ₹ 54.68 Lakhs
  - Amount spent for the Financial Year: ₹ 55.11 Lakhs
  - Amount unspent, if any: NIL
  - Manner in which the amount spent: Through Garware Charitable Trust for the Financial Year 2018-19 is detailed below:

₹ In Lakhs

Sr. No.	CSR project or activity identified	Sector in which the project is covered	Place, where the project is undertaken	Amount outlay	Amount Spent on the project	Cumulative expenditure up-to the reporting period	Amount spent: Direct or through implementing agency
1	Promoting Education to women, Street Children and Others.	Education Enhancement project	Mumbai, Pune and Sangali (Maharashtra)	9.25	9.25	9.25	Through Garware Charitable Trust.
2	Promoting Health Care Measures for poor people.	Health Care project	Mumbai (Maharashtra)	14.36	14.36	14.36	Through Garware Charitable Trust.
3	Providing basic needs of elderly & deprived section of society.	Elderly & differently abled and livelihood enhancement project	Mumbai & Thane (Maharashtra)	4.50	4.50	4.50	Through Garware Charitable Trust.
4	Rehabilitation of Distress / Depressed people	Distress/ Depressed people care Centre.	Mumbai (Maharashtra)	27.00	27.00	27.00	Through Garware Charitable Trust.
<b>TOTAL:</b>				<b>55.11</b>	<b>55.11</b>	<b>55.11</b>	

6. In case the Company has failed to spend the 2%, of the average net profit of the last three Financial Years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.: **Not applicable.**
7. The Chairperson of the CSR Committee has given a responsibility statement on behalf of the CSR Committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.
8. The CSR Policy has been uploaded on the Company's website [www.garwarepoly.com](http://www.garwarepoly.com).

Place: Mumbai  
Date : May 29, 2019

**Sarita Garware Ramsay**  
Chairperson of CSR Committee

**S. B. Garware**  
Chairman and Managing Director



## FORM NO. MGT-9

**EXTRACT OF ANNUAL RETURN**

As on Financial year ended on 31.03.2019

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

**I. REGISTRATION & OTHER DETAILS**

1.	CIN	L10889MH1957PLC010889
2.	Registration Date	06.06.1957
3.	Name of the Company	Garware Polyester Limited
4.	Category / Sub- Category of the Company	Company Limited by Shares / Indian Non-Government Company
5.	Address of the Registered Office & Contact details	Naigaon, Post Waluj, Aurangabad 431 133. Maharashtra Tel: 0240 2567400; Fax : 0240 2554672
6.	Whether listed company	Yes
7.	Name, Address & Contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083. Tel: 022-249186270/000; Fax : 022-49186060

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

(All the business activities contribution 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 products / services	% to total turnover of the Company
1.	Polyester Film	3131	100%

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

Sr. No.	Name and Address of the Company	CIN/GIN	Holding / Subsidiary / Associates	% of shares Held	Applicable Section
1	Garware Polyester International Limited Unit 2-17, The Plaza, 535 Kings Road London – SW10 OSZ.	-	Subsidiary Company	100%	Section 2(87)
2	Global Pet Films Inc. 101 Lake Forest blvd; Suit-403, Gaithersburg MD 20877 United States	-	Step down Subsidiary	NIL	Section 2(87)

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

Category of Shareholders	No. of Shares held of the beginning of the year (As on April 1, 2018)				No. of Shares held at the end of the year (As on March 31, 2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individual / HUF	1873780	-	1873780	8.07	1873780	-	1873780	8.07	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	1946391	-	1946391	8.38	1946391	-	1946391	8.38	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other (Trust)	9998701	-	9998701	43.03	9998701	-	9998701	43.03	-
<b>Subtotal (A)(1):</b>	<b>13818872</b>	<b>-</b>	<b>13818872</b>	<b>59.48</b>	<b>13818872</b>	<b>-</b>	<b>13818872</b>	<b>59.48</b>	<b>-</b>

<b>2) Foreign</b>	-	-	-	-	-	-	-	-	-
a) NRIs Individuals	268595		268595	1.16	268595		268595	1.16	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Subtotal (A)(2):</b>	<b>268595</b>		<b>268595</b>	<b>1.16</b>	<b>268595</b>		<b>268595</b>	<b>1.16</b>	-
<b>Total Shareholding of Promoter (A)=(A)(1)+(A)(2):</b>	<b>14087467</b>	-	<b>14087467</b>	<b>60.64</b>	<b>14087467</b>	-	<b>14087467</b>	<b>60.64</b>	-
<b>B. Public Shareholding</b>									
1) Institutions									
a) Mutual Funds	376	5500	5876	0.03	376	4700	5076	0.02	(0.01)
b) Banks/FI	2326	499	2825	0.01	2001	489	2490	0.01	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	853756	200	853956	3.67	853756	-	853756	3.67	-
g) FIs	-	1955	1955	0.01	-	1155	1155	0.01	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others									
1. Trust	-	8850	8850	0.04	-	-	-	-	(0.04)
2. Alternative Investment Fund	-	-	-	-	3810	-	3810	0.02	0.02
3. Foreign Bank	-	-	-	-	325	-	325	-	-
<b>Sub-total (B)(1):-</b>	<b>856458</b>	<b>17004</b>	<b>873462</b>	<b>3.76</b>	<b>860268</b>	<b>6344</b>	<b>866612</b>	<b>3.73</b>	<b>(0.03)</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	2674660	180629	2855289	12.29	672863	151751	824614	3.55	(8.74)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹ 2.00 Lakh	2108536	746786	2855322	12.29	2394102	625842	3019944	13.00	0.7
ii) Individual Shareholders holding nominal share capital in excess of ₹ 2.00 Lakh	1920404	-	1920404	8.26	3783749	-	3783749	16.29	8.03
c) Others (specify)									
Clearing Members	143797	-	143797	0.62	30045	-	30045	0.13	(0.49)
Hindu Undivided Family	228128	-	228128	0.98	233946	-	233946	1.01	0.03
Foreign Nationals	-	-	-	-	-	-	-	-	-
Non Resident Indians (REPAT)	67733	1201	68934	0.30	53537	1201	54738	0.24	(.06)
Non Resident Indians (NON REPAT)	-	-	-	-	17325	-	17325	0.07	0.07
IEPF	190580	-	190580	0.82	297324	-	297324	1.28	0.46
Trusts	9011	-	9011	0.04	9011	-	9011	0.04	-
NBFC registered with RBI	-	-	-	-	3705	-	3705	0.01	0.01
Office Bearer	-	-	-	-	996	2918	3914	0.02	0.02
<b>Sub-total (B)(2):-</b>	<b>7342849</b>	<b>928616</b>	<b>8271465</b>	<b>35.60</b>	<b>7496603</b>	<b>781712</b>	<b>8278315</b>	<b>35.63</b>	<b>0.03</b>
<b>Total Public shareholding (B)=(B)(1)+(B)(2):</b>	<b>8199307</b>	<b>945620</b>	<b>9144927</b>	<b>39.36</b>	<b>8356871</b>	<b>788056</b>	<b>9144927</b>	<b>39.36</b>	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>22286774</b>	<b>945620</b>	<b>23232394</b>	<b>100.0</b>	<b>22444338</b>	<b>788056</b>	<b>23232394</b>	<b>100</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 shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ Encumbered to total shares	No. of Shares	% of total Shares of The company	% of Shares Pledged/ Encumbered to total shares	
1	Shri S. B. Garware	1163001	5.01	-	1163001	5.01	0.00	-
2.	Mrs. S. S. Garware	175465	0.76	-	175465	0.76	0.00	-
3	Ms. Monika Garware	267504	1.15	-	267504	1.15	0.00	-
4.	Mrs. Sarita Garware Ramsay	267810	1.15	-	267810	1.15	0.00	-
5.	Ms. Sonia Garware	268595	1.16	-	268595	1.16	0.00	-
6	S. B. Garware Family Trust	8849867	38.09	-	8849867	38.09	0.00	-
7.	B. D. Garware Research Centre	1242216	5.35	-	1242216	5.35	0.00	-
8.	Great View Real Estates Pvt. Ltd.	469175	2.02	-	469175	2.02	0.00	-
9.	Monika Garware Benefit Trust	573917	2.47	-	573917	2.47	0.00	-
10.	Sarita Garware Benefit Trust	573917	2.47	-	573917	2.47	0.00	-
11.	Sonia Garware Benefit Trust	1000	0.00	-	1000	0.00	0.00	-
12.	Garware Industries Ltd.	235000	1.01	-	235000	1.01	0.00	-

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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (April 1, 2018)		Cumulative Shareholding during the year (April 1, 2018 to March 31, 2019)	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Not Applicable	There is No Change in Promoters Share holdings			

## iv Shareholding Pattern of top ten shareholders as on March 31, 2019 (Other than Directors and Promoters.)

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year 01.04.2018		Cumulative Shareholding at the end of the year 31.03.2019	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1.	Minal Bharat Patel	-	-	1876284	8.08
2.	Life Insurance Corporation of India Ltd.	853956	3.67	853756	3.67
3.	Hardik Bharat Patel	659275	2.84	659275	2.84
4.	Dalal & Broacha Stock Broking Pvt. Ltd.	332100	1.43	332100	1.43
5.	Garware Technical Fibres Ltd. (Formerly known as Garware Wall Ropes Ltd.)	146350	0.63	146350	0.63
6.	Anil Kumar Goel	10000	0.043	104031	0.45
7.	Nedhi Goel	102962	0.44	93949	0.40
8.	Bharati Bharat Dattani	73343	0.31	80498	0.35
9.	Sanjeev Vinodchandra Parekh	72166	0.31	76297	0.33
10.	Vinodchandra Mansukhlal Parekh	71097	0.31	71097	0.31

## V. Shareholding of Directors and Key Managerial Personnel

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year 01.04.2018		Cumulative Shareholding at the end of the year 31.03.2019	
		No. of shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	<b>Shri S. B. Garware</b>				
	At the beginning of the year	1163001	5.01	1163001	5.01
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for Increase / Decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year	1163001	5.01	1163001	5.01
2.	<b>Ms. Monika Garware</b>				
	At the beginning of the year	267504	1.15	267504	1.15
	Date wise Increase /Decrease in Shareholding during the year specifying the reasons for Increase/Decrease (e.g. allotment/transfer/bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year	267504	1.15	267504	1.15
3.	<b>Mrs. Sarita Garware Ramsay</b>				
	At the beginning of the year	267810	1.15	267810	1.15
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for Increase/Decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	-	-	-	-
	At the end of the year	267810	1.15	267810	1.15
4.	<b>Ms. Sonia Garware</b>				
	At the beginning of the year	268595	1.16	268595	1.16
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for Increase/Decrease(e.g. allotment/transfer/bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year	268595	1.16	268595	1.16
5.	<b>Mr. C. J. Pathak</b>				
	At the beginning of the year	25	-	25	-
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for Increase/Decrease (e.g. allotment/transfer/bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year	25	-	25	-
6.	<b>Mr. B. D. Doshi</b>				
	At the beginning of the year	25	-	25	-
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for Increase/Decrease (e.g. allotment/transfer/bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year	25	-	25	-

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



## V INDEBTNESS

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

₹ In Lakhs

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	16398.19	749.26	-	17147.45
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	16398.19	749.26	-	17147.45
<b>Change in indebtness during the financial year</b>				
• Addition	1209.53	-	-	1209.53
• Reduction	2916.87	189.49	-	3106.36
• Net Change	(1707.34)	189.49	-	(1896.83)
<b>Indebtness at the end of the financial year</b>				
i) Principal Amount	14690.85	559.77	-	15250.62
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	14690.85	559.77	-	15250.62

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL.

## A. Remuneration to Managing Director, Whole-Time Director and / or Manager

₹ In Lakhs

Sr. no.	Particulars of Remuneration	Name of MD / WTD / Manager				Total Amt.
		CMD	WTD			
		Shri S. B. Garware	Ms. Monika Garware	Mrs. Sarita Garware Ramsay	Mr. C. J. Pathak	
1	Gross Salary					
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	460.51	262.15	239.22	36.00	997.88
	(b) Value of perquisites u/s 17(2) of the Income tax, 1961	0.40	0.40	0.40	0.40	1.60
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission					
	- as % of profit	35.78	23.12	21.10	-	80.00
	- others, specify	-	-	-	-	-
5	Others, please specify (Retirement Benefits)	-	25.73	23.61	-	49.34
	<b>Total (A)</b>	<b>496.69</b>	<b>311.40</b>	<b>284.33</b>	<b>36.40</b>	<b>1128.82</b>

## B. Remuneration to other Directors (Sitting Fees only)

₹ In Lakhs

Sr. No.	Particulars of Remuneration	Name of Directors							Total Amount
		N.P. Chapal-gaonkar	B. Moradian	R.P. Makhija	M.C. Agarwal	T. M. Parikh	N.R. Doshi	V. H. Kamath	
1	<b>Independent Directors</b>								
	Fees for attending board/committee meetings	-	1.55	1.00	1.75	1.70	1.60	0.80	8.40
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	<b>Total (1)</b>		<b>1.55</b>	<b>1.00</b>	<b>1.75</b>	<b>1.70</b>	<b>1.60</b>	<b>0.80</b>	<b>8.40</b>
2	<b>Other Non-Executive Directors</b>								
	Fees for attending board/committee meetings	0.60	2.18						2.78
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	<b>Total (2)</b>	<b>0.60</b>	<b>2.18</b>						<b>2.78</b>
	<b>Total Managerial Remuneration</b>								<b>11.18</b>
	<b>Total (B)=(1+2)</b>								<b>11.18</b>

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

₹ In Lakhs

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income tax Act, 1961.	51.22	42.58	93.80
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961.	0.33	0.89	1.22
	(c) Profits in lieu of salary u/s 17(3) of the Income tax Act, 1961.	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- As % of profit	-	-	-
	- Other, specify	-	-	-
5	Others, please specify (Retirement benefits)	1.97	3.30	5.27
	<b>Total</b>	<b>53.52</b>	<b>46.77</b>	<b>100.29</b>

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

There were no penalties / punishment / compounding of offences for breach of any Section of Companies Act against the Company or its Directors or other officers in default during the year.

## Annexure [III]

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

## PART A

A. Ratio of remuneration of each Director to the median remuneration of all the employees of your company for the Financial Year 2018-19 are as follow:

Name of Director(s)	Designation / Category	Total Remuneration ₹ in Lakhs (p.a.)	Ratio of remuneration of director to the Median remuneration
Shri. S. B. Garware	Chairman and Managing Director	496.69	118.54
Ms. Monika Garware	Vice Chairperson & Jt. Managing Director	311.40	74.32
Mrs. Sarita Garware Ramsay	Jt. Managing Director	284.33	67.86
Ms. Sonia Garware	Non-Executive & Non-Independent	0.60	0.14
Mr. B. Moradian	Non-Executive & Independent Director	1.55	0.37
Mr. Ramesh P. Makhija	Non-Executive & Independent Director	1.00	0.24
Dr. M. C. Agarwal	Non-Executive & Independent Director	1.75	0.42
Mr. T. M. Parikh	Non-Executive & Independent Director	1.70	0.41
Mr. Nilesh R. Doshi	Non-Executive & Independent Director	1.60	0.38
Mr. C. J. Pathak	Whole-Time Director	36.40	8.69
Mr. B. D. Doshi	Non-Executive & Non Independent Director	2.18	0.52
Mr. Vivekanand H. Kamath*	Non-Executive & Independent Director	#	#

Notes:

\* Appointed as Non - Executive and Independent Director w.e.f. 08<sup>th</sup> August, 2018.

# Since the remuneration is only part of the year, the ratio of his remuneration to median remuneration is not comparable and hence, not stated.

1. The information provided above is on standalone basis.
2. The remuneration of Non-Executive Directors includes sitting fees paid to them for the Financial Year 2018-19.
3. Median remuneration of the Company for all its employees is ₹ 4.19 Lakhs p.a. for the Financial Year 2018-19.

B. Details of percentage increase in the remuneration of Executive Directors, Chief Financial Officer and Company Secretary in the financial year 2018-19 are as follows:

Name	Designation / Category	Remuneration ₹ In Lakhs		Increase (in%)
		2018-19	2017-18	
Shri. S. B. Garware	Chairman and Managing Director	496.69	412.38	20.44
Ms. Monika Garware	Vice Chairperson & Jt. Managing Director	311.40	260.33	19.62
Mrs. Sarita Garware Ramsay	Jt. Managing Director	284.33	237.05	19.95
Ms. Sonia Garware	Non-Executive & Non-Independent	0.60	0.30	100
Mr. N. P. Chapalgaonkar	Non-Executive & Independent Director	#	#	#
Mr. B. Moradian	Non-Executive & Independent Director	1.55	1.48	4.73
Mr. Ramesh P. Makhija	Non-Executive & Independent Director	1.00	1.00	-
Dr. M. C. Agarwal	Non-Executive & Independent Director	1.75	2.37	-26.16
Mr. T. M. Parikh	Non-Executive & Independent Director	1.70	1.69	0.59
Mr. Nilesh R. Doshi	Non-Executive & Independent Director	1.60	1.22	31.15
Mr. Vivekanand H. Kamath \$	Non-Executive & Independent Director	#	#	#
Mr. C. J. Pathak	Whole-Time Director	#	#	#
Mr. B. D. Doshi	Non-Executive & Non-Independent	#	#	#
Mr. Nimesh S. Shah *	Company Secretary	#	#	#
Mr. Manoj Gupta **	Chief Financial Officer	#	#	#
Mr. Parag Doshi***	Company Secretary & Chief Financial Officer	#	#	#

\$ Director appointed w.e.f. 08.08.2018

\* CS resigned w.e.f. 22.01.2019

\*\* CFO resigned w.e.f. 03.12.2018

\*\*\* CS & CFO appointed w.e.f. 24-01-2019 & 05.04.2019 respectively

# Since the remuneration is only part of the year so % increase in remuneration is not comparable and hence, not stated.

Notes:

1. The remuneration to Directors is within the overall limits approved by the shareholders of your Company and approved by the Central Government.

**C. Percentage increase in the median remuneration of all employees in the Financial Year 2018-19:**

(₹ in Lakhs)

	2018-19	2017-18	Increase (in%)
Median remuneration of all employees per annum	4.19	3.92	6.89

**D. The number of permanent employees on the rolls of the Company: 976****E. The explanation on the relationship between average increase in remuneration and Company's performance:**

Garware's reward principles are influenced by individual performance as well as various factors such as competitive market practices, cost considerations and of course, the business results achieved. The final salary increases that are made depend on the Company's market competitiveness within this comparator group, while at the same time taking into account the performance of the Company as well that of the concerned individual. The Company is committed to pay for performance culture which endeavors to differentiate pay levels on an individual performance basis. The salary increases that were made during the year were in line with both the Company's performance as well as the Company's market competitiveness.

**F. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:****Total Remuneration to Key Managerial Personnel (KMP) for the year 2018-19**

₹ In Lakhs

Income from Operations (₹ in Lakhs)	93163.46
Total Remuneration of KMP as % to Revenue	1.32%
Profit Before Tax (PBT) (₹ in Lakhs)	10970.38
Total Remuneration of KMP as % of PBT	11.22%

Remuneration for the Key Managerial Personnel is also guided by Garware's reward principles, which also factor individual performance as well as various factors such as competitive market practices, cost considerations and of course, the business results achieved.

- G. a) Variations in the market capitalisation of the company:** The market capitalization of the company as at the closing date of the current financial year and previous financial year has increased by 41.92 %.
- b) Earning per Share :** ₹ 32.00 per Share on 31st March, 2019 and ₹14.53 per Share as at 31st March, 2018.
- c) 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 public offer:** The closing share price of the Company at BSE Limited on 31st March, 2019 being ₹ 217.70 per equity share of face value of ₹ 10 each has gone up by 129.35 % since the last Right issue by the Company, which was made in the year December 1995.
- H. Comparison of average percentage increase in salary of employees other than key managerial personnel and the percentage increase in the key managerial remuneration:**

	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs	Increase (Decrease) %
Average salary of all employees (other than Key Managerial Personnel)	6136.20	5,830.30	5.29
Key Managerial Personnel			
- Salary of MD & Jt. MD	1128.82	944.67	19.49
- Salary of CFO & CS	100.29	69.19	44.95

The increase in remuneration of employees other than the managerial personnel is in line with the increase in remuneration of managerial personnel.

**I. Key parameters for the variable component of remuneration paid to the Directors:**

The key parameters for the variable component of remuneration to the Directors are decided by the Nomination and Remuneration Committee in accordance with the principles laid down in the Nomination and Remuneration Policy.

**J. There are no employees of the Company who receive remuneration in excess of the highest paid Director of your Company.****K. Affirmation that the remuneration is as per the Nomination and Remuneration Policy of your Company:** It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Nomination and Remuneration Policy of your Company.**PART B**

The statement containing names and other particulars of employees as per Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report. The Annual Report is being sent to all the Members of the Company excluding the aforesaid statement. Any Member interested in obtaining a copy of the same may write to the Company Secretary and same will be provided free of cost to the Member.



**ANNEXURE TO DIRECTORS' REPORT**

Information required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

**A) CONSERVATION OF ENERGY**

Your Company is always focuses on energy conservation and also strives to improve efficiency. Studies are conducted on regular basis to analyze quantitative energy consumption pattern and to find ways and means to improve efficiency.

Following successful energy conservation efforts were made during the period under review-

**Waluj Complex:**

1. Sweep Air Blower replaced with correct size blower on Line 4 resulted Saving of ₹ 1.00 Lakhs per year.
2. Use of energy efficient lighting for energy conservation resulted saving of ₹ 8.50 Lakhs during the year.

**Chikalthana complex:**

1. Use of energy efficient lighting for energy conservation resulted saving of ₹ 2.30 Lakhs during the year.

**(B) TECHNOLOGY ABSORPTION-****Research and Development (R & D)**

Company's R&D Centre is accredited by the Department of Scientific and Industrial Research, Ministry of Science and Technology, Government of India, and is engaged in research on new applications and development of new products, improvement of manufacturing processes and debottlenecking activities. Your Company's thrust on R&D activities has paid rich dividends.

**1. Specific areas in which R & D carried out by the Company.**

- a) Universal sealable lidding film by Thermal extrusion.
- b) Bio-degradable co-polyester film development.
- c) Paint Protective Film for automobile application.
- d) Low density white shrink film for label application.

**2. Benefit derived as result of the above R & D**

Value added products developed and production costs reduced.

**3. Expenditure on R & D / Product Development**

	(₹ in Lakhs)
a) Capital (Excl. CWIP)	0.00
b) Recurring	125.12
<b>Total</b>	<u><u>125.12</u></u>

Total R & D expenditure as a percentage to total turnover 0.14%

**II. Technology absorption, adaptation and innovation****1. Efforts made towards technology absorption, adaptation and innovation:**

- a) Low, Medium and High Shrink Film development on wide width line to enhance productivity with modification in feeding system, crystallization, drying and oven modification
- b) Co-polyester system installation and use for commercial production.
- c) Anti-block additive system up-gradation to enhance optical properties of film.

**2. Benefits derived as a result of above efforts**

Cost effective, value added products developed and established.

**3. Technology imported during the last five years: Nil****(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:****I. Activities relating to exports, initiatives taken to increase export markets for products and services and export plans.**

1. The export marketing activities are being consolidated to maintain the share of exports in total production. New markets are being explored.
2. Constant endeavor is being made to establish the products in specific overseas regional markets and to accomplish the same, individuals with knowledge and experience of these markets are appointed to service the customers.
3. The Company has established marketing outfits in USA and UK.

**II. Total Foreign Exchange used and earned**

	(₹ in Crores)
Used: -	77.26
Earned (FOB Basis):-	594.70

For and on behalf of the Board of Directors

## REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS

### Company Overview & Economic Environment

Garware Polyester Limited (GPL) is the pioneer and the largest exporters of polyester films in India. Also it is the sole manufacturer of Solar Control window films in India and among the only two companies in the world having patented technology for manufacturing the UV stabilized dyed films and perhaps the only company in the world with backward integration for manufacturing of Solar control films. GPL is the trend-setter in Solar Control Film industry with a history of more than 3 decades of technological development. The Solar Control window films are sold under the well established brands of the company.

The Company also has backward integration through establishment of Batch Process Polyester Chips plant which ensures a steady stream of supply of variety of specially designed chips for the BOPET Film Lines. The Company produces wide range of products having variety of end applications. GPL manufactures Bi-axially Oriented Polyethylene Terephthalate (BOPET) / Polyester Films, Sun Control Films, Thermal Lamination Films and Specialty Polyester Films. GPL also manufactures premium grade heat rejection films based on the latest 'IR Rejection Technology' developed in its in-house R&D facility center.

The basic raw material is PTA and MEG and the prices remain volatile based on Crude prices and demand / supply situation. The Company has long term agreement on import parity price for supply of main raw material and the change in prices is considered in the selling price to the customers over the period of the financial year to overcome any impact.

The Company has come out with many new products for label films to help environment protection and recycling of the film with bottles and developed range of Shrink films for label application. The Company has also developed films for better seal and peel strength application for proper lidding of any type of containers (Universal).

GPL's strength lies in its integrated manufacturing facilities, R&D Center and portfolio of value added specialty products for various applications.

#### 1. Industry Structure and Developments

Polyester films has wide applications in a host of industries engaged in the manufacture of flexible packaging, shrink labels, electrical motor and cable insulation, sequin, magnetic media, imaging, metallic yarn etc., Sun Control films caters to the real estate sector both in Indian and export market where it is widely used for building applications, laminated films for glass tint, safety application etc. and to the automobile sector in export markets where it is used in car application.

The Company has a well-developed marketing network throughout the world and it has developed wide network of dedicated customers across the globe i.e. USA, Europe, Russia Far East, China, Middle East, Africa, South America, Australia, New Zealand etc. In order to expand the business and offer better services to the customers of Consumer products in overseas market, the Company has Subsidiary Companies situated in USA and UK. This ensures a cohesive global organization that can weave its operations in the above countries. The quality of GPL products is rated amongst the best in the world and the Company pays special attention on customer service and satisfaction due to which the customer base is consistent and increasing.

#### 2. Opportunities and Threats

The demand / supply situation for polyester films industry continues to be unfavorable as the capacities exceed demand. The existing over supply situation is expected to further aggravate as new lines are expected to commission in next year. The plastic ban issue in some states in India has started impacting and this is expected to further hamper the demand to the extent of 10%. However, there is opportunity of going for higher micron packaging films to protect environment as per new environment laws.

On Global front, due to the commoditized nature of BOPET films, the industry remains highly competitive with pressure on margins.

However, weakening of the INR is helping to boost exports.

The Company is making all efforts to cut down on costs to meet the challenge of excessive capacities and price competition in India and international market.

The strategy of the Company continues to focus on the specialty films and increase the share of value added products and reduce the volumes of commodity films. The company is putting all efforts to strengthen network and services and speed up brand building initiatives and launch new products. The Plans are afoot on a marketing warpath, overhauling the product portfolio and penetrate newer markets, launch aggressive advertisement campaigns. The Shrink Label Application Film is very well stabilized in the market. With demand outlook for High Shrink Films remaining robust, the Company has been targeting specialty PET Shrink Films, where it sees a tremendous opportunity. The Company is succeeded in increasing it's share by 18% in its overall turnover.

In Thermal Film category, the Company continues to cater the requirements of customers in Label /Lamination applications across India and overseas.

GPL derives its strength from its integrated manufacturing facilities, established track record, experienced management, diversified customer base across the globe, wide range of products, focused R&D, specialty products and well recognized brands which shall lead future growth of the company.

#### 3. Outlook Exports:

##### Plain Film:

The Company has maintained its record of being the top exporter of polyester films and continuously bagging the top exporter award from Plexconcil. With introduction of high quality variety of product offerings and its satisfied customer base across the globe, the Company is fully confident of maintaining its strong position in exports. The Company continues its efforts to foray into newer markets and further increase the customer base in USA, Europe, China, Far East, South America, Africa, Middle East, Australia, New Zealand etc. as these remains key markets for the company's BOPET products.

##### Sun Control Film:

The company has large customer base in overseas premium markets like North America, South America, Russia, Europe, China, Far East, Middle East and Africa. We have a very well established brand 'GLOBAL WINDOW FILMS' which is registered in the USA and is one the most popular brands there. The Company has been catering to customers across AMERICAS through its Step Down Subsidiary Global Pet Films Inc. (GPF) in USA. Our share in developed market like USA has grown exponentially over these years and the outlook is very positive and encouraging for the business.

The Company also has another established brand "Garware Sun Control" under which the sun control film is sold in India and premium overseas markets i.e. Russia, Europe, Asia-Pacific and Africa market. In continuation of our focus on Exports, we have posted our Sales persons in strategic and important markets like Russia, Malaysia, UAE to develop and grow the business in these regions and work closely towards customer satisfaction and expect to post good growth in business in these regions. Currently, we export to almost 80 countries worldwide. In the domestic market, we are market leaders and have a strong brand recall.

The Global Solar control film market is growing continuously as an effect of increasing awareness of advantages of solar control films, reduction of energy costs & carbon footprint, reduction of ultra-violet (UV) rays and infrared (IR) emissivity. The surge in both, automobile sales and in real estate development globally is also driving growth of solar control films and we see very good growth potential in this segment.

The focus on the overseas premium markets and new products will continue to be the driver for growth in year to come.

#### Thermal Film:

With variety and high quality product offerings in thermal lamination films, the Company is growing its share in the export market. GPL has developed Gold & Feather feel films at this division and focusing on increasing exports volume for these specialty products.

#### Domestic Market:

Growing Retail sector, increasing preference towards packaged items, liberalization and rising middle class is expected to increase the consumption of BOPET Films thereby adding to growth of this segment in the domestic market.

Increased usage of window films in offices, commercial buildings and malls will continue to add to the growth of the Company's business in the premium segment of window films.

#### 4. Review of Operation

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and the applicable accounting standards.

₹ In Lakhs

Particulars	2018- 19	2017- 18	Change %
Revenue from operations	<b>92,269.23</b>	83,190.35	10.91
Other Income	<b>894.23</b>	518.39	72.50
Profit before Interest, Depreciation and Exceptional Items	<b>14,201.95</b>	8,869.15	60.13
Interest & Financial Charges	<b>1,864.72</b>	2,444.43	-23.72
Depreciation	<b>1,366.85</b>	1,341.27	1.91
Profit before Tax	<b>10,970.38</b>	5,083.45	115.81
Provision for Tax	<b>3,536.74</b>	1,707.13	107.17
Profit after Tax	<b>7,433.64</b>	3,376.32	120.16
Other Comprehensive Income (OCI) Net of Tax	<b>444.58</b>	686.41	-35.23
Total Comprehensive Income for the year Net of Tax	<b>7,878.22</b>	4,062.73	93.91
Earnings per share (Basic and Diluted)	<b>32.00</b>	14.53	120.21
Market Capitalization	<b>50,576.92</b>	35,638.49	41.92

#### Details of significant changes\* in key financial ratios:

Sr. No.	Particulars	2018-19	2017-18	Change %
1	Debtors Turnover/ No. of days	<b>30</b>	27	9.52
2	Inventory Turnover / No. of days	<b>30</b>	37	-19.62
3	Interest Coverage Ratio	<b>7.62</b>	3.63	109.91
4	Current Ratio	<b>1.93</b>	1.74	10.61
5	Debt Equity Ratio	<b>0.08</b>	0.11	-21.85
6	Operating Profit margin (%)	<b>15.39</b>	10.66	44.37
7	Net Profit Margin(%)	<b>8.06</b>	4.06	98.52
8	Net Worth	<b>136404.06</b>	129086.00	5.67

#### 5. Internal Control Systems and their Adequacy

The Company has sound systems of internal control and checks, which are supplemented by a regular internal audit commensurate with the size of its business and nature of its operations. The Audit Committee of the Board meets at regular intervals and actively reviews the internal control systems, which are reflected in the internal audit reports. Suitable corrective actions are initiated wherever necessary.

#### 6. Material Developments in HR / Industrial Relations

Your Company has a well-qualified and experienced team of professionals who have contributed to the performance of the Company. Labour relations at all Company locations continue to remain cordial with no industrial unrest during the year under review.

#### 7. Risks and Concerns

The volatility of crude oil prices and depreciation / appreciation of Rupee vis-à-vis US dollar, the raw material prices have been exhibiting a volatile trend, demand for the Company's products is sensitive to changes in industry capacity and output levels, cyclical changes in regional and global economic conditions and changes in consumer demand. Significant addition in capacities by competitors has heated the competition. The Central and State tax scheme in India is extensive and subject to change from time to time. The Company is subject to risks arising from volatile foreign exchange market as well as interest rate fluctuations, which could adversely affect its business operational results. The Company will continue to focus on cost control and cost effective measures and give dedicated thrust to exports. The Company has endeavored to monitor and mitigate these risks.

#### 8. Cautionary Statement

The statements in report of the Board of Directors and the Management Discussion & Analysis Report describing the Company's outlook, estimates or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company takes no responsibility for keeping the members updated on changes in these factors except as may be statutorily required from time to time.

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## CORPORATE GOVERNANCE REPORT

The Director presents the Company's Report on Corporate Governance for the Financial Year 31<sup>st</sup> March, 2019.

### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company believes that Corporate Governance is a pre-requisite for attaining sustainable growth in this competitive world. The Company's Management acknowledges that corporate governance is a set of laws, regulations and good practices that enable an organization to perform efficiently and effectively. The philosophy of the Company towards good corporate governance is to enhance the long-term economic value of the Company, its shareholders and other stakeholders at large by adopting better corporate practices in fair and transparent manner.

The Company has a strong legacy of fair, transparent and ethical governance practices and has also adopted a Code of Conduct for its Members on the Board including the Senior Management of the Company. Sincerity, good citizenship and commitment to compliance are the key characteristics that drive relationships of the Board and Senior Management with other Stakeholders.

Your Company believes in healthy balance of interest of all Stakeholders for all its shareholders and in pursuance of this objective, the policies of the Company are designed to strengthen the ability of the Board of Directors to supervise the management and to enhance long-term shareholder value. In recent times, governance has been further strengthened within the organization by introduction of incremental changes to various policies and processes.

The Company's focus is on sustainable development, its customer centric approach to creating value for the customers by ensuring product quality and innovative service offerings coupled with its outreach to the communities it impacts through CSR activities and programmes has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and other stakeholders.

A report on compliance with the principles of Corporate Governance as prescribed in the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") is given below:

### GOVERNANCE STRUCTURE

The Corporate Governance Structure of Garware Polyester Limited is as follows:

1. **Board of Directors:** The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the Management adheres to ethics, transparency and disclosures.
2. **Committees of the Board:** The Board has constituted the following Committees viz. (1) Audit Committee (2) Nomination and Remuneration Committee (3) Stakeholders Relationship Committee (4) Corporate Social Responsibility (CSR) Committee and (5) Risk Management Committee. Each of the said Committee has been mandated to operate with a given framework.

The Report on Corporate Governance is divided into six parts: -

- I. Board of Directors – Composition & Meetings
- II. Committees of the Board
- III. Remuneration of Directors
- IV. Disclosures
- V. Means of Communication
- VI. General Shareholder Information

#### I. BOARD OF DIRECTORS:

##### a) COMPOSITION OF THE BOARD OF DIRECTORS:

The Company has a broad based Board of Directors, constituted in conformity with the Listing Regulations and the Companies Act, 2013 ('the Act') and in accordance with the best practices for Corporate Governance. The Board functions either as a full Board or through various Committees constituted to oversee specific areas. Policy formulation, setting up of goals and evaluation of performance and control functions vest with the Board.

The Board of Directors, as on 31<sup>st</sup> March, 2019, comprised 12 Directors, of which 4 were Executive & Non Independent, 6 were Non Executive & Independent and 2 were Non-Executive & Non-Independent. The Company has three women Directors. All Directors possess relevant qualifications and experience in general corporate management, finance, legal and other allied fields which enable them to effectively contribute to the Company in their capacity as Directors.



Currently, the Board comprises of the following:

Category	Name of the Director	No. of Shares held as on 31 <sup>st</sup> March 2019	No. of Board meetings attended during FY 2018-19	No. of Directorship(s) in Public Limited Companies as on 31 <sup>st</sup> March 2019*	No. of Board Committee Membership held in Public Companies as on 31 <sup>st</sup> March 2019 #		Attendance at previous AGM held on 28 <sup>th</sup> September, 2018
					Chairman	Member	
Executive & Non-Independent	1. Shri S. B. Garware (P)	11,63,001	4	2	-	-	NO
	2. Ms. Monika Garware (P)	2,67,504	3	2	-	-	NO
	3. Mrs. Sarita Garware Ramsay (P)	2,67,810	3	2	2	-	YES
	4. Mr. C. J. Pathak	25	4	2	-	4	YES
Non-Executive & Independent	1. Mr. B. Moradian	-	3	4	3	8	NO
	2. Dr. M. C. Agarwal	-	4	1	2	2	YES
	3. Mr. Ramesh P. Makhija	-	4	2	0	0	NO
	4. Mr. T. M. Parikh	-	5	3	2	2	YES
	5. Mr. Nilesh R. Doshi	-	5	3	5	5	NO
	6. Mr. Vivekanand Heroor Kamath \$	-	3	1	0	0	NO
	7. Mr. N. P. Chapalgaonkar @	-	-	-	1	-	-
Non-Executive & Non-Independent	1. Ms. Sonia Garware (P)	2,68,595	3	2	-	-	NO
	2. Mr. B. D. Doshi	25	5	1	-	4	YES

\* This includes Directorship in Garware Polyester Limited.

# For the purpose of considering the limit of Committee Membership and Chairmanship of a Director, Committee of Directors includes membership in Audit Committee, Stakeholders Relationship Committee. This includes membership in Committee of Directors of Garware Polyester Limited.

P Indicates Promoter or Promoter Group.

@ Resigned w.e.f. 29.05.2018.

\$ Appointed as a director w.e.f. 08<sup>th</sup> August, 2018..

#### Independent Directors

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Listing Regulations. The terms and conditions stating the appointment of Independent Directors as provided in Companies Act, 2013 and the Listing Regulations has been issued and disclosed on the website of the Company viz. [www.garwarepoly.com](http://www.garwarepoly.com)

#### (b) MEETING OF BOARD OF DIRECTORS:

The Company Secretary prepares the agenda and explanatory notes, in consultation with the Chairman and Managing Director, Whole-time Director and other Departmental Heads and circulates the same 7 days in advance to all the Directors, to ensure that to all applicable laws and regulations, including the Companies Act, 2013 read with Rules issued thereunder, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), are being complied. The Company places before the Board all the relevant and necessary data/information at its Meetings related to production, sales, exports, review of business, any legal proceedings by/against the Company, Share Transfers, Quarterly Financial Results, Minutes of: (a) previous Board Meetings, (b) Audit Committee Meetings, (c) Stakeholders Relationship Committee Meetings (d) Nomination and Remuneration Committee Meeting and such other relevant information is regularly made available to the Board for discussion and consideration.

The Board of Directors meets at least once in every quarter to review the Quarterly Results of the Company. During the year under review commencing w.e.f. April 1, 2018, five Board Meetings were held. The gap between any two Board Meetings did not exceed 120 days. The details of Board Meetings held during Financial Year 2018-19 are given below:

Sr. No.	Date	Board Strength	No. of Directors Present
1	17.05.2018	12	8
2	29.05.2018	12	8
3	08.08.2018	12	9
4	06.11.2018	12	11
5	24.01.2019	12	10

#### Post Meeting Mechanism

The important decisions taken at the Board and Committee Meetings are communicated to the concerned departments/divisions.

The draft Minutes of the Board and its Committees are sent to the members within 15 days from the date of Board Meeting for their comments thereon and then the Minutes are entered in the Minutes Book within 30 days from the date of the Meeting.

The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

General	Accounts, Sales and Marketing, Operations, Taxations, Banking, Legal and Administration.
Global Business	Keeping Business Connections Globally, Understanding Business Dynamics and other market related factors.
Strategy and Planning	Long term and short term strategy, planning and support to the management of the Company.
Governance	Maintaining board and management accountability, driving Business ethics and values in the best interests of stakeholders.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

Mr. N.P. Chapalgaonkar, Independent Directors of the Companies has resigned during the year 2018-19 due to his preoccupations.

A certificate has been received from Nilesh Shah and Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

#### Board Support

The Company Secretary attends the Board and Committee Meetings and advises on compliances with applicable laws and governance.

#### Selection of Independent Directors

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective fields/ profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for the appointment as the Independent Director on the Board.

The Committee, inter alia, considers qualification, positive attribute, area of expertise, number of Directorship(s) and Membership(s) held in various Committees of other Companies by such persons in accordance with Company's Policy for Selection of Directors and determining Director's Independence. The Board considers the Committee's recommendation, and then takes appropriate decision.

#### FAMILIARISATION PROGRAMME FOR DIRECTORS

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The Director is also explained in detail the Compliances required from him under the Companies Act, 2013, Listing Regulations 2015 and other relevant provisions and affirmation taken with respect to the same.

The Chairman and Managing Director also have one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further, the Company has put in place a system to familiarize the Independent Directors about the Company, its products, business and the on-going events relating to the Company.

## II COMMITTEES OF THE BOARD

The Board has constituted Committees of the Directors to take informed decisions and to oversee the activities falling within the purview of their terms of reference.

The following are the various Committees of the Board:

- (A) Audit Committee
- (B) Stakeholders Relationship Committee
- (C) Nomination and Remuneration Committee
- (D) Corporate Social Responsible Committee
- (E) Risk Management Committee

## (A) AUDIT COMMITTEE:

### (i) Composition:

The Board of the Company has constituted an Audit Committee comprising of the following Directors.

Name of Director	Designation	Category
Mr. T. M. Parikh	Chairman	Independent and Non-Executive Director
Mr. B. Moradian	Member	Independent and Non-Executive Director
Dr. M. C. Agarwal	Member	Independent and Non-Executive Director
Mr. Nilesh R. Doshi	Member	Independent and Non-Executive Director
Mr. B. D. Doshi	Member	Non-Independent and Non-Executive Director
Mr. C. J. Pathak	Member	Whole-Time Director

Mr. Parag Doshi acts as the Secretary to the Committee.

The composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The members of the Audit Committee are financially literate and have experience in financial management. The Committee invites the CFO, Statutory Auditor(s) and Internal Auditor to attend the meetings of the Committee.

The Audit Committee, during the Financial Year 2018-19, has approved Related Party Transactions along with granting omnibus approval in line with the Policy of dealing with Related Party Transactions and the applicable provisions of the Companies Act, 2013 and the Listing Obligation Disclosure Requirements (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

### (ii) Terms of Reference:

The powers and terms of reference of the Audit committee are as mentioned in Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013.

The brief descriptions of terms of reference are:

- Overseeing and ensuring the adequacy and compliance of internal control systems.
- Reviewing the quarterly, half-yearly and annual financial statements with special emphasis on accounting policies and practices, compliance with Indian Accounting Standards and other legal requirements concerning financial statements before submission to the Board.
- Reviewing the adequacy of the Audit and Compliance, including their policies, procedures,

- techniques and other regulatory requirements.
- Undertaking periodical review of Internal Audit Reports and appraising and reviewing the scope of Internal Audit functions from time to time.
  - Recommending appointment, remuneration and terms of appointment of Auditors
  - Reviewing timely functioning of Vigil Mechanism and Whistle Blower Mechanism
  - Interacting effectively with the Statutory Auditors, Secretarial Auditor and Cost Auditor from time to time and to discuss about finalization of Annual Financial Statements, Secretarial and Cost Audit Reports.
  - Approval of appointment of CS/CFO after assessing the qualifications, experience & background of the candidate.
  - Considering any other matter, this may be referred to them by the Board of Directors of the Company.
  - Review the information required as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - Review and monitor the auditors' independence and performance, and effectiveness of audit process.
  - The Minutes of the Audit Committee Meetings are placed at the Meeting of the Board of Directors and subsequently noted and taken on records.
  - Mandatorily Reviews the following information:
    - Management discussion and analysis of financial condition and results of operations;
    - Statement of significant Related Party Transactions;
    - Management letters / letters of internal control weakness issued by the statutory auditors;
    - Internal audit reports relating to internal control weakness;
    - The appointment, removal and terms of remuneration of the Chief Internal Auditor; and
    - The appointment of Statutory Auditors for services other than Statutory Audit.

**(iii) Meetings and attendance during the year:**

The Audit Committee Meeting was held **FOUR** times during the year as per details given below. The gap between any two meetings did not exceed 120 days.

Sr. No.	Date	Strength	No. of Members Present
1	29.05.2018	6	6
2	08.08.2018	6	5
3	06.11.2018	6	5
4	24.01.2019	6	4

The attendance of Members at the Committee Meetings is as under:

Name of Members	Audit Committee Meetings Attended
Mr. T. M. Parikh	4
Mr. B. Moradian	2
Dr. M. C. Agarwal	3
Mr. Nilesh R. Doshi	4
Mr. B. D. Doshi	4
Mr. C. J. Pathak	3

**(B) STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

The Board of the Company has constituted a Stakeholders Relationship Committee comprising of the following Directors:

**(i) Composition:**

Name of Director	Designation	Category
Dr. M. C. Agarwal	Chairman	Independent and Non- Executive Director
Mr. B. Moradian	Member	Independent and Non- Executive Director
Mr. B. D. Doshi	Member	Non Independent and Non-Executive Director

Mr. Parag Doshi is the compliance officer for complying with the requirements of Securities Law and acts as Secretary to the Committee.

**(ii) Terms of Reference:**

Brief descriptions of terms of reference are:

- To consider and approve transfer, transmission, transposition of shares, name deletion and issuance of duplicate share certificates, replacement and consolidation of share Certificate etc.
- Redressal of shareholder's/investor's complaints relating to transfer of shares, non-receipt of annual report, dividends, transmission, transposition, splitting, consolidation and dematerialization of shares, etc.

**(iii) Details of complaints received and redressed during the year from 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019.**

During the year under review, the Company has resolved investor grievances expeditiously. As per information received from Registrar & Share Transfer Agent, M/s. Link Intime India Private Limited, the Company had received 32 complaints from the Shareholders, which were resolved within the time frame as mentioned under the Listing Regulations. The details are as under:

Nature of Complaint	No. of Complaints	No. of Complaints Resolved as on 31.03.2019	No. of Complaints Pending as on 31.03.2019
Transfer of Shares	10	10	Nil
Dividend	8	8	Nil
Others	14	14	Nil
<b>Total</b>	<b>32</b>	<b>32</b>	<b>Nil</b>

**(iv) Meetings and attendance during the year:**

During the year, the Committee met 25 times. As on 31<sup>st</sup> March, 2019, there were no requests pending for transfer of shares. The details of share transfers are reported to the Board of Directors along with the Minutes of the aforesaid Committee Meetings.

The attendance of Members at the aforesaid Committee Meetings was as under:

Name of Members	Meetings Attended
Dr. M. C. Agarwal	24
Mr. B. Moradian	18
Mr. B. D. Doshi	25

**(v) Investor's Grievances:**

M/s. Link Intime India Private Limited, Registrar and Share Transfer Agent redresses the Investor's grievances under the supervision of the Secretarial Department of the Company.

**(C) NOMINATION AND REMUNERATION COMMITTEE:**

The role of the Nomination and Remuneration Committee is governed by its Charter and its composition is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The Board has constituted a Nomination and Remuneration Committee comprising of the following Directors:-

**(i) Composition:**

Name of Director	Designation	Category
Dr. M. C. Agarwal	Chairman	Independent and Non-Executive
Mr. B. Moradian	Member	Independent and Non-Executive
Mr. T. M. Parikh	Member	Independent and Non-Executive
Mr. B. D. Doshi	Member	Non-Independent and Non-Executive

Mr. Parag Doshi acts as a Company Secretary to the Committee.

**(ii) Terms of Reference:**

Brief descriptions of terms of reference are:

- Recommend to the Board, the set up and composition of the Board and its Committees including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director". The Committee will

consider periodically reviewing the composition of the board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.

- Recommend to the Board, the Appointment or Reappointment of Directors.
- Devise a policy on board diversity.
- Recommend to the Board, the appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this committee).
- Carry out evaluation of every Director's performance and support the Board and Independent Directors in evaluation of the performance of the board, its committees and individual directors.
- This shall include "formulation of criteria for evaluation of independent directors and the board".
- Recommend to the Board the remuneration policy for Directors, executive team or Key Managerial Personnel (KMP).
- To review the overall compensation policy and remuneration payable to Managing Director, Joint Managing Directors, Whole time Directors and Key Managerial Personnel.
- To make recommendations to the Board of Directors on the increments in the remuneration of the Directors and Key Managerial Personnel.
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

**(iii) Meeting and Attendance during the year:**

The Nomination and Remuneration Committee Meeting was held **TWO** times during the year, as per details given below.

Sr. No.	Date	Strength	No. of Members Present
1	08.08.2018	4	3
2	23.01.2019	4	3

The attendance of Members at the Committee Meetings was as under:

Name of Members	Nomination and Remuneration Committee Meetings Attended
Mr. T. M. Parikh	2
Mr. B. Moradian	1
Dr. M. C. Agarwal	1
Mr. B. D. Doshi	2

**(iv) The Company does not have any employee stock option scheme.**



**(D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE****(i) Composition:**

Name of Director	Designation	Category
Mrs. Sarita Garware Ramsay	Chairperson	Non Independent and Executive Director
Mr. B. Moradian	Member	Independent and Non-Executive Director
Dr. M. C. Agarwal	Member	Independent and Non-Executive Director
Mr. B. D. Doshi	Member	Non-Independent and Non-Executive Director

Mr. Parag Doshi acts as a Secretary to the Committee.

The Company formulated CSR Policy, which is uploaded on the website of the Company [www.garwarepoly.com](http://www.garwarepoly.com).

**(ii) Terms of Reference**

The Committee is *inter-alia* authorized to formulate and recommend to the Board a CSR Policy, the amount of expenditure to be incurred on the permissible activities as prescribed under Schedule VII of the Companies Act, 2013. The Committee shall be responsible for monitoring the CSR Policy.

**(iii) Meeting and Attendance during the year:**

During the year, Corporate Social Responsibility Committee Meeting was held on 23<sup>rd</sup> January, 2019. The necessary quorum was present at the meeting. Mrs. Sarita Garware Ramsay, Mr. B. Moradian and Mr. B. D. Doshi, Members of the Committee attended the Meeting.

**(E) RISK MANAGEMENT COMMITTEE**

As per the requirements of Regulation 21 of the Listing Regulations, your Company has constituted a Risk Management Committee to oversee the efforts for management of risk in your Company.

**Composition:**

Name of Director	Designation	Category
Mr. T. M. Parikh	Chairman	Independent and Non-Executive Director
Mr. B. Moradian	Member	Independent and Non-Executive Director
Mr. B. D. Doshi	Member	Non-Independent and Non-Executive Director
Mr. C. J. Pathak	Member	Whole-Time Director
Dr. M. C. Agarwal	Member	Independent and Non-Executive Director
Mr. Nilesh R. Doshi	Member	Independent and Non-Executive Director

Risk Management Committee reviews the process of risk management in your Company.

Audit Committee is also made responsible for overseeing, monitoring and implementation of policies related to Vigil Mechanism and Business Risk Management.

**(F) INDEPENDENT DIRECTORS' MEETING**

During the year, the Independent Directors Meeting was held on 23<sup>rd</sup> January, 2019, *inter-alia*, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Mr. B. Moradian, Mr. T. M. Parikh, Mr. Ramesh P. Makhija, Mr. Nilesh R. Doshi, and Mr. Vivekanand Heroor Kamath Independent Directors were present for the said Meeting.

**POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION****(A) Remuneration to Non- Executive Directors**

The Non-Executive Directors are paid remuneration by way of Sitting Fees, for each Meeting of the Board or Committee attended by them. The total amount of sitting fees paid during the Financial Year 2018-19 was ₹ 11,17,500/-. The Non-Executive Independent Directors do not have any material pecuniary relationship of transactions with the Company.

**(B) Remuneration to Executive Directors**

The appointment and remuneration of Executive Directors including Chairman and Managing Director, Joint Managing Directors and Whole – time Director is governed by the recommendation of the Nomination and Remuneration Committee and accordingly the Resolutions are passed by the Board of Directors and Shareholders of the Company. The remuneration package of Chairman and Managing Director, Joint Managing Directors and Whole-time Director comprises of Salary, Perquisites, Allowances and Contributions to Provident fund and other Retirement Benefits Funds as approved by the Shareholders at the General Meeting.

The Remuneration of the Board Members is also based on the Company's size, its economic and financial position, industrial trends and compensation paid by peer Companies. The Compensation reflects each Board Member's responsibility and performance. The remuneration to Chairman and Managing Director, Joint Managing Directors and Whole Time Director are paid as per the Agreements entered into between them and the Company. Wherever necessary, Company seeks approval of Central Government for their remuneration.

**(C) DETAILS OF REMUNERATION PAID TO DIRECTORS FOR THE YEAR ENDED MARCH 31, 2019.****(i) For Non-Executive Directors:**

Details of sitting fees paid to Non- Executive Directors during Financial Year 2018-19:

(Amount in ₹)

Names	Board Meeting	Audit Committee Meeting	Stakeholder's Relationship Committee	Nomination & Remuneration Committee Meeting	Corporate Social Responsibility Committee Meeting	Independent Directors Committee Meeting
Ms. Sonia Garware	60,000/-	-	-	-	-	-
Mr. B. Moradian	60,000/-	20,000/-	45,000/-	5,000/-	5,000/-	20,000/-
Dr. M. C. Agarwal	80,000/-	30,000/-	60,000/-	5,000/-	-	-
Mr. Ramesh P. Makhija	80,000/-	-	-	-	-	20,000/-
Mr. T. M. Parikh	1,00,000/-	40,000/-	-	10,000/-	-	20,000/-
Mr. Nilesh R. Doshi	1,00,000/-	40,000/-	-	-	-	20,000/-
Mr. B. D. Doshi	1,00,000/-	40,000/-	62,500/-	10,000/-	5,000/-	-
Mr. Vivekanand Heroor Kamath	60,000/-	-	-	-	-	20,000/-
<b>TOTAL</b>	<b>6,40,000/-</b>	<b>1,70,000/-</b>	<b>1,67,500/-</b>	<b>30,000/-</b>	<b>10,000/-</b>	<b>1,00,000/-</b>

Except as above, the non-executive directors have no other pecuniary interest in the Company.

**(ii) For Executive Directors:**

The aggregate remuneration paid to Executive Directors for the year ended 31<sup>st</sup> March, 2019 is as under:

(₹ in Lakhs)

Names	Salary	Perquisites & Allowances	Retirement Benefits	Commission	Stock Option	Total
Shri. S. B. Garware	460.51	0.40	-	35.78	-	496.69
Ms. Monika Garware	262.15	0.40	25.73	23.12	-	311.40
Mrs. Sarita Garware Ramsay	239.22	0.40	23.61	21.10	-	284.33
Mr. C. J. Pathak	36.00	0.40	-	-	-	36.40

Executive Directors are covered under the Company's gratuity and leave encashment schemes along with other employees / directors of the Company. These liabilities are determined for all employees/directors by an independent actuarial valuation.

Service contract in respect of Managing Director, Joint Managing Directors and Whole Time Director is for three years.

**(D) PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulation, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees.

The performance evaluation of the Chairman and Managing Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

statements for the year ended 31<sup>st</sup> March, 2019 in accordance with 'Indian Accounting Standard 24'. A statement in summary form of transactions with related parties in the ordinary course of business and at an arm's length basis is periodically placed before the Audit Committee for the review and recommendation to the Board for their approval.

The Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company [www.garwarepoly.com](http://www.garwarepoly.com)

**IV DISCLOSURES****(A) Compliances with Governance Framework**

- (i) The Company is in compliance with all mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations (LODR), 2015.
- (ii) All the transactions entered into with the Related Parties as defined under the Companies Act, 2013 and the Regulation 23 of Listing Regulations during the financial year were in the ordinary course of business and at an arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year. Related party transactions have been disclosed under the note No. 30 of IND AS notes forming part of the financial

- (iii) None of the transactions with related parties were in conflict with the interest of the Company. All the transactions are in the normal course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length basis or fair value.
- (iv) No penalties/structures have been imposed on the Company by Stock Exchange or SEBI or other authority on any matter related to capital markets, during last three years.
- (v) In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to Financial Statements.

- (vi) The Company recognizes the "Risk Management" as an integrated, forward-looking process oriented approach for managing "Enterprise Wide Risks". The Company has in place a mechanism to inform the Board about the risk assessment and minimization procedures and periodical review to ensure that management controls risk through means of properly defined frame work.
- (vii) Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time-to-time.

#### (B) Code of Conduct

The Board has formulated a Code of Conduct for the Board Members and Senior Management Personnel of the Company. All the Board Members and Senior Management Personnel have affirmed their compliance with the code for the Financial Year ended 31<sup>st</sup> March, 2019. A Declaration to this effect signed by the Chairman of the Company is given elsewhere in the Annual Report.

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and Designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Company Secretary is responsible for implementation of the Code.

All the Board of Directors and the Designated employees have confirmed compliance with the code.

The Company has adopted new "Code of Fair Disclosure Conduct" and 'Code for prevention of Insider Trading' for regulating, monitoring and reporting of trading by Insider as stated under SEBI (Prohibition of Insider Trading) Regulation 2015. Pursuant to provision of Regulation 8 and 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation 2015 ("Insider Regulations"), a code of Practices and Procedures for fair disclosure of unpublished price sensitive information of the Company (The Code) has been formulated.

#### (C) Vigil Mechanism

In accordance with Regulation 22 of Listing Regulations and pursuant to Section 177(9) of Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014, the Company has adopted a Whistle Blower Policy, the employees are free to report violations of law, rules, regulations or un-ethical conduct to their immediate superior and that they have not been denied direct access to the Audit Committee. The confidentiality of those reporting/ violations is maintained and they are not subjected to any discriminatory practice.

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations.

The Ethics Helpline can be contacted to report any suspected or confirmed incident of fraud/misconduct on: Email: tmp@garwarepoly.com

Telephone No: 0240-2567400.

#### (D) Subsidiary Companies

Your Company has two Material Unlisted Subsidiary Companies in terms of Regulation 16 of the Listing Regulations. The Audit Committee reviews the financial statements of the unlisted subsidiaries of your Company.

#### (E) Policy for Prevention of Sexual Harassment Policy:

Pursuant to the requirements of Sexual Harassment of Women at Work place (Prevention, Prohibition and Redressal) Act, 2013, your Company has a Policy and framework for employees to report sexual harassment cases at work place. The Policy is available on the website of the Company [www.garwarepoly.com](http://www.garwarepoly.com).

Number of cases reported - Nil

Number of cases disposed off - Not Applicable

#### V. MEANS OF COMMUNICATION

- Unaudited Quarterly / Half Yearly results are announced within forty-five days of the close of the quarter. The Audited annual results are announced within two months from the close of the financial year as per the requirements of the Listing Regulations. The aforesaid financial results are sent to BSE Limited (BSE) where the Company's securities are listed, immediately after these are approved by the Board. The results are published within forty-eight hours in leading English and Marathi daily newspapers. The audited financial statements form a part of the Annual Report which is sent to the Members well in advance of the Annual General Meeting.
- The Company also informs by way of intimation to BSE all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members and subsequently issues a Press Release in regard to the same.
- In Compliance with Listing Regulations and other rules and regulations issued by SEBI, the quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchange viz. BSE Limited is filed electronically on BSE's online portal. The Company has complied with filing submissions through BSE's Online Portal (Listing Centre).
- The Board of Directors of the Company approves and takes on record the unaudited quarterly financial results in the format prescribed by the Stock Exchange, and discloses the said financial results to the Bombay Stock Exchange Limited, where the shares of the Company are listed.
- Further, the said results in the prescribed format are published in the leading newspapers.  
Periodic information relating to Shareholding Pattern and Quarterly Financial Results are also made available on the Company's website immediately after the conclusion of respective Board Meeting.  
The Company's website is: [www.garwarepoly.com](http://www.garwarepoly.com)
- Report on Management Discussion and Analysis forms part of this Annual Report.

#### VI. GENERAL SHAREHOLDER INFORMATION

- (i) **Annual General Meeting Date, time and venue:** at 11.30 a.m. at Registered Office of the Company – Naigaon, Post Waluj, Aurangabad – 431 133.
- (ii) **Financial Year:** 1<sup>st</sup> April to 31<sup>st</sup> March.
- (iii) **Financial Calendar (tentative)**

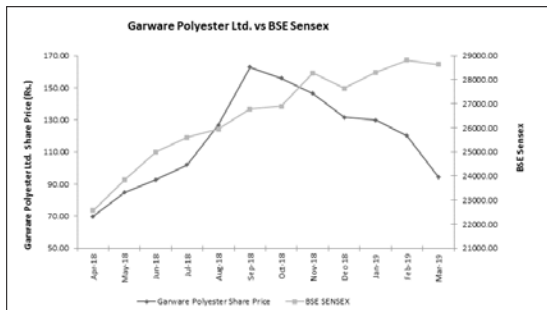
Financial Year	1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2020
Unaudited Financial Results for the Quarter ending: 1. 30 <sup>th</sup> June 2019; 2. 30 <sup>th</sup> September 2019; 3. 31 <sup>st</sup> December 2019 and 4. 31 <sup>st</sup> March 2020.	Within 45/60 days from the end of reporting quarter.
Annual General Meeting for year ending - 31 <sup>st</sup> March 2020.	Before the end of September 2020.
Date of Book Closure for the current financial year	Wednesday, 18th September 2019 to Wednesday, 25th September 2019 (Both days inclusive)
Email address for Investor Complaints	<a href="mailto:cs@garwarepoly.com">cs@garwarepoly.com</a>

**(iv) Listing on Stock Exchange**

- Shares of the Company are listed on the Bombay Stock Exchange (BSE Ltd.), Mumbai, under Stock Code No.500655.
- ISIN No. for dematerialized shares is INE 291A01017.
- The Company has paid Annual Listing Fees for the Financial Year 2019-20 to the above Stock Exchange.
- The Company has paid custodial charges to National Securities Depository Limited and Central Depository Services (India) Limited.

**(v) Share price Data on The Stock Exchange, Mumbai**

Month	Share Price Data		BSE Sensex	
	High (₹)	Low (₹)	High	Low
April 2018	183.40	151.90	35,213.30	32,972.56
May 2018	167.50	134.30	35,993.53	34,302.89
June 2018	166.50	136.25	35,877.41	34,784.68
July 2018	182.00	138.15	37,644.59	35,106.57
August 2018	239.00	155.05	38,989.65	37,128.99
September 2018	280.55	204.10	38,934.35	35,985.63
October 2018	249.95	201.65	36,616.64	33,291.58
November 2018	290.00	232.10	36,389.22	34,303.38
December 2018	265.85	220.00	36,554.99	34,426.29
January 2019	277.00	205.00	36,701.03	35,375.51
February 2019	224.95	185.75	37,172.18	35,287.16
March 2019	237.00	190.00	38,748.54	35,926.94



**(vi) Performance of Share Price in comparison to the BSE Indices**

**(vii) Registrars and Share Transfer Agents**

Link Intime India Private Limited  
C-101,247 Park,  
L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.  
Tel. No.: 022 - 49186000 Fax No.: 022 - 49186000  
E-mail : [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in)  
Contact Person : Mr. Mahesh Masurkar

**(viii) Share Transfer System**

The Share Transfer requests received in physical form are registered and transferred within 15 days from the date of lodgment by the Registrar and Share Transfer Agent if the same are valid and complete in all respects and thereafter the same are duly approved by Stakeholders Relationship Committee. Since the Company's shares are compulsorily traded in Demat segment on the Stock Exchange, Mumbai, the bulk share transfers take place in electronic form.

**(ix) Categories of shareholding as on 31<sup>st</sup> March, 2019.**

Sr. No.	Category	No. of shares held	% of share-holding
1	Promoters (Shri S. B. Garware, family and Associates)	1,40,87,467	60.64
2	Mutual Funds	5,076	0.02
3	Banks, Financial Institutions, Insurance Companies (Central / State Govt. Institutions/ Non-Govt. Institutions)	8,56,246	3.68
4	Private Corporate Bodies	8,24,614	3.55
5	Foreign Institutional Investors	1,155	0.00
6	NRIs	72,063	0.31
7	IEPF Account	2,97,324	1.28
8	Indian Public and Others	70,88,449	30.51
	<b>Grand Total</b>	<b>2,32,32,394</b>	<b>100.00</b>

**(x) Distribution of Shareholdings as on 31<sup>st</sup> March, 2019**

No. of Shares held	No. of Share-holders	% of Share-holders	No. of Shares	% of Share-holding
1 to 500	21036	96.08	1789330	7.70
501 to 1000	411	1.88	321523	1.39
1001 to 2000	201	0.92	307287	1.32
2001 to 3000	68	0.31	172854	0.75
3001 to 4000	29	0.13	104209	0.45
4001 to 5000	28	0.13	133088	0.57
5001 to 10000	43	0.20	319170	1.37
10001 and above	78	0.35	20084933	86.45
<b>Total</b>	<b>21894</b>	<b>100.00</b>	<b>23232394</b>	<b>100.00</b>

**(xi) Dematerialization of Shares and Liquidity**

Company's shares are available for dematerialization on both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for which purpose the Company has entered into Agreements with the respective Institutions.

The Shares of the Company are compulsorily to be traded and delivered in the Demat form to the Stock Exchanges by all investors.



Nearly 96.61 % of the equity shares of the Company have been dematerialized by investors and bulk of transfers take place in the Demat form.

#### RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

As stipulated by SEBI, a Qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit is carried out every quarter and the report thereon is submitted to the Bombay Stock Exchange Limited, where the Company's shares are listed. The audit confirms that total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

#### Top 10 Shareholders as on March 31, 2019 other than Promoter/ Promoter Group.

Sr. No.	Name of the Shareholder	No. of Shares held	% of Holding
1.	Minal Bharat Patel	1876284	8.08
2.	Life Insurance Corporation of India Ltd.	853756	3.67
3.	Hardik Bharat Patel	659275	2.84
4.	Dalal & Broacha Stock Broking Pvt. Ltd.	332100	1.43
5.	Garware Technical Fibres Ltd.	146350	0.63
6.	Anil Kumar Goel	104031	0.45
7.	Nedhi Goel	93949	0.40
8.	Bharati Bharat Dattani	80498	0.35
9.	Sanjeev Vinodchandra Parekh	76297	0.33
10.	Vinodchandra Mansukhlal Parekh	71097	0.31

#### Transfer of unclaimed / unpaid amounts to the Investor Education and Protection Fund:

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Further, shares in respect of such dividends which have not been claimed for a period of 7 consecutive years are also liable to be transferred to the Demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares. The provisions relating to transfer of shares were made effective by the Ministry of Corporate Affairs, vide its Notification dated October 13, 2017 read with the circular dated October 16, 2017, wherein it was provided that where the period of 7 consecutive years, as above, was completed or being completed during the period from September 7, 2016 to October 31, 2017, the due date of transfer for such shares was October 31, 2017.

In the interest of the shareholders, the Company has sent notice to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF

Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website [www.garwarepoly.com](http://www.garwarepoly.com)

In light of the aforesaid provisions, the Company has during the year, transferred to IEPF the unclaimed dividends, outstanding for 7 consecutive years. Further, shares of the Company, in respect of which dividend has not been claimed for 7 consecutive years or more, have also been transferred to the Demat account of IEPF Authority.

The details of unclaimed dividends and shares transferred to IEPF are as follows:

Financial year	Amount of Unclaimed dividend transferred (₹ in Lakh)	Number of shares transferred
2008-09	4.69 (Transferred on 30.01.2017)	1,90,580 (Transferred on 05.01.2018)
2009-10	7.46 (Transferred on 01.12.2017)	14,459 (Transferred on 20.04.2018)
2010-11 (Interim Dividend)	7.71 (Transferred on 20.01.2018)	13,821 (Transferred on 14.06.2018)
2010-11 (Final Dividend)	45.44 Transferred on 01.03.2019)	78,464 (Transferred on 29.03.2019)

The members who have a claim on above dividends and shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred.

The following tables give information relating to various outstanding dividends and the dates by which they can be claimed by the shareholders from the Company's Registrar and Share Transfer Agent:

Financial Year	Date of Declaration	Last date for claiming unpaid dividend
2011-12	05.09.2012	05.10.2019
2016-17	27.09.2017	02.11.2024
2017-18	28.09.2018	02.11.2025

#### (xii) Outstanding GDRs / ADRs

**Warrants or any convertible: Not Applicable**

**Instruments and conversion**

**Date and likely impact on equity**

#### (xiii) Plants Location : Waluj, Chikalthana and Nasik.

#### (xiv) Address for Correspondence :

**Garware Polyester Limited**

Garware House, 50-A, Swami Nityanand Marg, Vile Parle (East), Mumbai – 400 057.

Tel No: 022-6698 8000 – 15

Fax No: 022-2824 8155 / 66

E-mail : [cs@garwarepoly.com](mailto:cs@garwarepoly.com)



**(xv) Payment to Statutory Auditor:**

During the financial year ended on March 31, 2019, total fees paid to M/s Manubhai & Shah LLP (FRN:106041W/W100136) statutory auditor and M/S Kirtane & Pandit, LLP (FRN: 105215W/W100057) Joint Auditor of the Company was ₹ 27,53,840/- and ₹ 10,66,220/- respectively for all services on consolidated basis.

**(xvi) Reappointment / Appointment of Directors**

Information on Directors retiring by rotation and Directors seeking re-appointment, subject to Members' approval at the ensuing Annual General Meeting (AGM) is provided in the Notice.

**(xvii) CMD / CFO Certification**

The Chairman & Managing Director and Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board as required under Regulation 17 of the Listing Regulations. The Chief Financial Officer also gives quarterly certification on financial results while placing the financial results before the Board in terms of Listing Regulations.

**(xvii) Information on General Body Meetings**

Details of the last three (3) Annual General Meetings (AGM) held by the Company are as under:

AGM	Date	Venue	Time
59 <sup>th</sup> AGM	21.09.2016	at Registered Office:	11.30 a.m
60 <sup>th</sup> AGM	27.09.2017	Naigaon, Post Waluj,	11.30 a.m
61 <sup>st</sup> AGM	28.09.2018	Aurangabad-431133	11.30 a.m.

The following are the Special Resolutions passed at the Annual General Meetings held in the last 3 years:

Date of Meeting	Summary of Resolution
September 28 <sup>th</sup> , 2018	1) Appointment and Payment of Remuneration to Mr. C. J. Pathak as a Whole-Time Director of the Company for a tenure of three years w.e.f. 16 <sup>th</sup> October, 2017 to 15 <sup>th</sup> October, 2020. 2) Appointment of Mr. B. D. Doshi as a Non-Executive & Non-Independent Director of the Company w.e.f. 28 <sup>th</sup> September, 2017. 3) Appointment of Mr. Vivekanand Heroor Kamath as a Non- Executive & Independent Director of the Company for a first term of five years w.e.f. 08 <sup>th</sup> August, 2018 to 07 <sup>th</sup> August, 2023. 4) Re-appointment of Mr. Tushar M. Parikh as a Non-Executive & Independent Director of the Company for second term of five Consecutive years w.e.f. 01 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024.

	5) Re-appointment and Payment of Remuneration to Ms. Monika Garware as a Joint Managing Director of the Company for a period of three years w.e.f. 01 <sup>st</sup> November, 2018 to 31 <sup>st</sup> October, 2021. 6) Re-appointment and Payment of Remuneration to Mrs. Sarita Garware Ramsay as a Joint Managing Director of the Company for a period of three years w.e.f. 01 <sup>st</sup> November, 2018 to 31 <sup>st</sup> October, 2021.
September 27 <sup>th</sup> , 2017	1) Payment of Remuneration to Shri S. B. Garware as Managing Director of the Company for the period from 01 <sup>st</sup> November, 2017 to 31 <sup>st</sup> October, 2019. 2) Payment of Remuneration to Ms. Monika Garware as a Joint Managing Director of the Company from 01 <sup>st</sup> April, 2017 to 31 <sup>st</sup> October, 2018. 3) Payment of Remuneration to Mrs. Sarita Garware Ramsay as a Joint Managing Director of the Company from 01 <sup>st</sup> April, 2017 to 31 <sup>st</sup> October, 2018.
September 21 <sup>st</sup> , 2016	No Special Resolution was passed.

**Postal Ballot**

During the year under review, following resolution(s) were passed through the exercise of Postal Ballot.

1. Re-appointment of Mr. B. Moradian as an Independent Non-Executive director of the Company for second term of five consecutive years w.e.f. 01<sup>st</sup> April, 2019.
2. Re-appointment of Mr. Ramesh P. Makhija as an Independent Non-Executive director of the Company for second term of five consecutive years w.e.f. 01<sup>st</sup> April, 2019.
3. Re-appointment of Dr. M. C. Agarwal as an Independent Non-Executive director of the Company for second term of five consecutive years w.e.f. 01<sup>st</sup> April, 2019.

**Secretarial Audit:**

- **M/s. Nilesh Shah & Associates**, Practicing Company Secretaries have conducted the Secretarial Audit of the Company for the year 2018-19. Their Audit Report confirms that the Company has complied with its Memorandum and Articles of Association, the applicable provisions of the Act and the Rules made there under, Listing Regulations, applicable SEBI Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.
- Pursuant to Regulation 40(9) of the Listing Regulations, certificates have been issued on a half-yearly basis, by a Company Secretary in practice, certifying due compliance of share transfer formalities by the Company.

**Declaration of Compliance with the Code of Conduct**

I hereby confirm that:

The Company has obtained from all the Members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the Financial Year ended 31<sup>st</sup> March, 2019.

Place: Mumbai  
Date: May 29, 2019

**S. B. Garware**  
(Chairman & Managing Director)

**Chairman and Managing Director (CMD) &  
Chief Financial Officer (CFO) Certification**

The Board of Directors  
Garware Polyester Limited

We hereby certify that on the basis of the review of the Financial Statements and the Cash Flow Statement for the Financial Year ended 31<sup>st</sup> March, 2019 and that to the best of our 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;

We hereby certify that, to the best of our knowledge and belief, no transactions entered into during the year by the Company are fraudulent, illegal or violative of the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

1. significant changes in internal control over financial reporting during the year;
2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the internal control system over financial reporting.

**S. B. Garware**  
Chairman & Managing Director

**Parag Doshi**  
Chief Financial Officer

**Place: Mumbai**  
**Date: May 29, 2019**

**PRACTICING COMPANY SECRETARY'S CERTIFICATE ON  
CORPORATE GOVERNANCE**

**To,**  
**The Members of**  
**GARWARE POLYESTER LIMITED**

I have examined the compliance of conditions of Corporate Governance by **GARWARE POLYESTER LIMITED** ("the Company") for the year ended 31<sup>st</sup> March 2019, as specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations").

**Management's Responsibility:**

The Company's management also takes full responsibility of the Compliance of the conditions of Corporate Governance stipulated in the Regulations.

**Auditor's Responsibility:**

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

I conducted my engagement in accordance with the "Guidance Note on Corporate Governance Certificate" issued by the Institute of Company Secretaries of India. My responsibility is to certify based on the work done.

**Conclusion:**

In my opinion, and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as specified in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the aforementioned regulations.

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

**Restrictions on use:**

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**ABBAS LAKDAWALLA**

**Place: Mumbai**  
**Dated: May 29, 2019**

Practicing Company Secretary  
FCS 2988  
CP 4052

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

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

To

The Members,  
**Garware Polyester Limited**  
Naigaon, Post Waluj,  
Aurangabad-431133

**Dear Sir / Madam,**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good Corporate Governance practice by “**Garware Polyester Limited**” (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s Books, Papers, Minutes Books, Forms and Returns filed with regulatory authorities and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place, to the extent and subject to the reporting made hereinafter.

We further report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management including Key Managerial Personnel’s (KMP) and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test basis, the books, papers, minute books, forms and returns filed and other records maintained by the Company and produced before us for the financial year ended 31<sup>st</sup> March, 2019, according to the provisions of:

- (i) The Companies Act, 2013 and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under (to the extent applicable to the Company);
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under restricted to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, to the extent the same was applicable to the Company;
- (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) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) 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;

(d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

- (vi) As we have been given to understand that considering activities, there is no specific regulator subject to whose approval company can carry on / continue business operation. We have also in-principally verified systems and mechanism which is in place and followed by the Company to ensure Compliance of other applicable Laws (in addition to the above mentioned Laws (i to v) viz. Industrial Law, Labor Laws as applicable to the Company) and we have also relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for compliances of other applicable Acts, Laws and Regulations and found the satisfactory operation of the same.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013;

We further Report that, during the year, it was not mandatory on the part of the Company to comply with the following Regulations/ Guidelines as covered under MR-3

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Based on the above said information provided by the Company, we report that during the financial year under report, the Company has substantially complied with the provisions of the above mentioned Act/s including the applicable provisions of the Companies Act, 2013 and Rules, Regulations, Guidelines, Standards etc. mentioned above. Save and except below we have not found material observation / instances of material non Compliance in respect of the same:

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

We also report that adequate notice was given to all directors to schedule the Board Meetings and agenda and detailed notes on agenda were sent at least seven days in advance and a reasonable system exists for Board Members for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and proper system is in place which facilitates / ensure to capture and record, the dissenting member's views, if any, as part of the minutes.

Based on the representation made by the Company and its Officers explaining us in respect of internal systems and mechanism established by the Company which ensures compliances of other Acts, Laws and Regulations applicable to the Company, we report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

Note.: This Report is to be read along with attached Letter provided as "Annexure - A"

Date:- May 20, 2019  
Place:- Mumbai

Signature:-  
Name:- Nilesh Shah  
For:- **Nilesh Shah & Associates**  
FCS : 4554 : C.P. : 2631

**'ANNEXURE A'**

To  
The Members,  
**Garware Polyester Limited**  
Naigaon, Post Waluj,  
Aurangabad-431133

Dear Sir / Madam,

**Sub.: Our Report of even date is to be read along with this letter:**

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis (by verifying records as was made available to us) 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 and we rely on Auditors Independent Assessment on the same.
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 process followed by Company to ensure adequate Compliance.
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.

Date:- May 20, 2019  
Place:- Mumbai

Signature:-  
Name:- Nilesh Shah  
For:- **Nilesh Shah & Associates**  
FCS : 4554 : C.P. : 2631

## INDEPENDENT AUDITOR'S REPORT ON STANDALONE IND AS FINANCIAL STATEMENTS

To

**The Members of  
Garware Polyester Limited  
Report on the Standalone Financial Statements**

### Opinion

We have audited the accompanying standalone financial statements of **Garware Polyester Limited** ('the Company'), which comprise the Balance Sheet as at 31<sup>st</sup> March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as 'the standalone financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('Ind AS') and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that the matters described below to be the Key Audit Matters to be communicated in the Report:

Sr. No.	Key Audit Matters	Auditor's Response (Audit Procedures followed)
1.	<b>Evaluation of Tax matters</b> The Company has some Direct & Indirect tax matters which involve judgment to determine possible outcome of these tax assessments. Refer Note 10(a) & 28(a) to the Standalone Financial Statements.	<b>Principal Audit Procedures</b> <ul style="list-style-type: none"> <li>We have carried out detailed review of all pending tax assessments.</li> <li>Obtained details of completed tax assessments and demands from the management for the year ended 31<sup>st</sup> March, 2019.</li> <li>We involved our internal experts to verify the management's underlying assumptions in estimating the tax provisions and the possible outcomes of disputes.</li> <li>Our internal experts also considered legal precedence and other rulings in evaluating management's position on these tax matters &amp; legal position.</li> </ul>

### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error,



design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in the internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the **Annexure A**, a statement on the matters specified in the paragraphs 3 and 4 of the order, to the extent applicable.
- 2) As required by Section 143(3) of the Act, we report that:
  - (a) We have sought 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian 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<sup>st</sup> March, 2019 taken on record by the Board of Directors, none of the director is disqualified as on 31<sup>st</sup> March, 2019 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 the requirements of Section 197(16) of the Act, as amended, we report that In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
  - (h) 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 standalone financial statements – Refer Note 28(a) to the standalone financial statements;
    - (ii) The Company has made provision, as required under the applicable law or Indian accounting standard, for material foreseeable losses, if any on long-term contracts including derivative contracts and
    - (iii) There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

**For Manubhai & Shah LLP**  
Chartered Accountants  
FRN: 106041W/ W100136

**P. N. Shah**  
Partner  
Membership No. 001738

Place: Mumbai  
Date: May 29, 2019

**For Kirtane & Pandit LLP**  
Chartered Accountants  
FRN: 105215W/ W100057

**Suhas Deshpande**  
Partner  
Membership No. 031787

Place: Mumbai  
Date: May 29, 2019

**Annexure - A to the Independent Auditor's Report**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipments;
- (b) The Company has a program of verification to cover all items of Property, Plant & Equipments in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant & Equipments have been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
- (c) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, the title deeds comprising all the immovable properties of land and building which are freehold are held in the name of the Company as at the balance sheet date. In respect of immovable properties that have been taken on lease and disclosed as Property, Plant and Equipment in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
- (ii) The Management has conducted physical verification of the inventories at reasonable intervals. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been appropriately dealt with in the books of accounts.
- (iii) The Company has not granted any loans secured or unsecured, to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public as per the provisions of Section 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed there under to the extent notified.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government of India for the maintenance of cost records under Section 148(1) of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us and based on the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Custom Duty, Goods and Service Tax, Cess and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and based on the records of the Company examined by us, in our opinion, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Custom Duty, Goods and Service Tax, Cess and other material statutory dues, as applicable were in arrears as at 31<sup>st</sup> March 2019 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us and based on the records of the Company examined by us, the particulars of dues of Income Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty, Value Added Tax, Goods and Service Tax, Cess as at 31<sup>st</sup> March 2019 which have not been deposited on accounts of any disputes are as follows:

Name of the Statute	Nature of Dues	Amount (₹ in Lakhs)	Financial Year for which amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Excise Duty	31.40	2001-02	Central Excise and Service Tax Appellate Tribunal
Central Excise Act, 1944	Excise Duty	4.92	2006-07	High Court
Central Excise Act, 1944	Service Tax	4.25	2015-16	Dy Commissioner (Audit), Central Excise, Customs & Service Tax

- (viii) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to the bank. The company does not have dues to financial institution, government or debenture holders as at the balance sheet date.
- (ix) In our opinion, and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. The term loans have been applied for the purposes for which they were obtained.
- (x) According to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration during the year in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act 2013. (Refer Note 30 of the standalone financial statements).
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, reporting as per paragraph 3(xii) of the Order is not required.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with them. Accordingly, reporting as per paragraph 3(xv) of the Order is not required.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Manubhai & Shah LLP**  
**Chartered Accountants**  
 FRN: 106041W/ W100136

**P. N. Shah**  
**Partner**  
 Membership No. 001738

Place: Mumbai  
 Date: May 29, 2019

**For Kirtane & Pandit LLP**  
**Chartered Accountants**  
 FRN: 105215W/ W100057

**Suhas Deshpande**  
**Partner**  
 Membership No. 031787

Place: Mumbai  
 Date: May 29, 2019

## Annexure - B to the Independent Auditor's Report

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

The Annexure referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date,

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

We have audited the internal financial controls over financial reporting of **Garware Polyester Limited** ("the Company") as of 31<sup>st</sup> March, 2019 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 Board of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone 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 standalone 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 standalone 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 31<sup>st</sup> March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Manubhai & Shah LLP**  
**Chartered Accountants**  
 FRN: 106041W/ W100136

**P. N. Shah**  
**Partner**  
 Membership No. 001738

Place: Mumbai  
 Date: May 29, 2019

**For Kirtane & Pandit LLP**  
**Chartered Accountants**  
 FRN: 105215W/ W100057

**Suhas Deshpande**  
**Partner**  
 Membership No. 031787

Place: Mumbai  
 Date: May 29, 2019

## STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Notes	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, Plant and Equipment	2	1,23,658.64	1,22,409.53
Capital Work-in-Progress	2 (a)	1,059.16	972.55
Intangible Assets	2	107.11	133.80
Financial Assets			
Investments	3 (a)	3,111.44	2,556.05
Other Financial Assets	4	210.28	176.62
Deferred Tax Assets (Net)	11 (a)	4,523.78	5,711.74
Other Non-Current Assets	10 (a)	1,866.63	1,763.46
<b>TOTAL NON-CURRENT ASSETS</b>		<b>1,34,537.04</b>	<b>1,33,723.75</b>
<b>CURRENT ASSETS</b>			
Inventories	9	7,527.96	8,444.37
Financial Assets			
Investments	3 (b)	9,041.26	1,161.35
Trade Receivables	5	7,494.20	6,169.68
Cash And Cash Equivalents	6 (a)	1,528.07	2,681.26
Bank Balances Other than above	6 (b)	902.91	420.00
Loans	7	26.28	53.59
Other Financial Assets	8	174.10	210.45
Other Current Assets	10 (b)	2,285.98	3,754.37
<b>TOTAL CURRENT ASSETS</b>		<b>28,980.76</b>	<b>22,895.07</b>
<b>TOTAL ASSETS</b>		<b>1,63,517.80</b>	<b>1,56,618.82</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	12 (a)	2,323.24	2,323.24
Other Equity	12 (b)	1,34,080.82	1,26,762.76
<b>TOTAL EQUITY</b>		<b>1,36,404.06</b>	<b>1,29,086.00</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
Financial Liabilities			
Borrowings	13 (a)	11,322.24	13,711.23
Provisions	16 (a)	740.95	644.98
Other Non-Current Liability	17	7.54	31.23
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>12,070.73</b>	<b>14,387.44</b>
<b>CURRENT LIABILITIES</b>			
Financial Liabilities			
Borrowings	13 (b)	424.69	1,663.31
Trade And Other Payables	14		
Total Outstanding Dues of Micro Enterprises and small enterprises		360.00	417.43
Total Outstanding Dues of Creditors Other than Micro Enterprises and Small Enterprises		7,943.33	5,914.11
Other Financial Liabilities	15	4,555.57	2,936.86
Other Current Liabilities	18	1,143.87	1,420.58
Provisions	16 (b)	547.65	687.47
Current Tax Liabilities (Net)	11 (b)	67.90	105.62
<b>TOTAL CURRENT LIABILITIES</b>		<b>15,043.01</b>	<b>13,145.38</b>
<b>TOTAL LIABILITIES</b>		<b>27,113.74</b>	<b>27,532.82</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,63,517.80</b>	<b>1,56,618.82</b>
Notes forming part of the Financial Statements	1 to 34		

As per our report of even date

For **Manubhai & Shah LLP**  
 Chartered Accountants  
 (Firm's Registration No. 106041W/ W100136)

**P. N. SHAH**  
 Partner  
 M.No.: 001738

Mumbai, May 29, 2019

As per our report of even date

For **Kirtane & Pandit LLP**  
 Chartered Accountants  
 (Firm's Registration No. 105215W/ W100057)

**SUHAS DESHPANDE**  
 Partner  
 M.No.: 031787

Mumbai, May 29, 2019

For and on behalf of the Board of Directors

**S. B. GARWARE**  
 Chairman &  
 Managing Director  
 (DIN: 00943822)

**T. M. PARIKH**  
 Director  
 (DIN: 00049287)

**C. J. PATHAK**  
 Whole-Time Director  
 (DIN: 00601668)

**PARAG DOSHI**  
 Company Secretary &  
 Chief Financial Officer

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Notes	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
<b>INCOME:</b>			
Revenue from Operations	19	92,269.23	83,190.35
Other Income	20	894.23	518.39
<b>Total Income</b>		<b>93,163.46</b>	<b>83,708.74</b>
<b>EXPENSES:</b>			
Cost of Materials Consumed	21	43,812.61	39,249.51
Change in Inventories of Finished Goods and Work-in-Progress	22	257.75	3,080.40
Excise Duty		-	865.00
Employee Benefits Expenses	23	7,365.31	6,844.16
Finance Costs	24	1,864.72	2,444.43
Depreciation and Amortisation Expenses	25	1,366.85	1,341.27
Other Expenses	26	27,525.84	24,800.52
<b>Total Expenses</b>		<b>82,193.08</b>	<b>78,625.29</b>
<b>Profit Before Tax</b>		<b>10,970.38</b>	<b>5,083.45</b>
<b>Tax Expenses</b>			
Current Tax	11 (b)	2,310.00	1,292.00
Short / (Excess) Tax of earlier years		(7.50)	(12.50)
Deferred Tax	11 (a)	1,234.24	427.63
<b>Total Tax Expenses</b>		<b>3,536.74</b>	<b>1,707.13</b>
<b>Profit for the year</b>		<b>7,433.64</b>	<b>3,376.32</b>
<b>Other Comprehensive Income (OCI)</b>			
Items that will not be reclassified to Statement of Profit And Loss			
Gain on Fair Valuation of Equity Instruments		555.39	677.37
Remeasurement of Post-Employment Defined Benefit Obligations	29	(138.63)	13.82
Income Tax Relating to these items	11 (b)	27.82	(4.78)
<b>Other Comprehensive Income for the year, Net of Tax</b>		<b>444.58</b>	<b>686.41</b>
<b>Total Comprehensive Income for the year (Net)</b>		<b>7,878.22</b>	<b>4,062.73</b>
<b>Earnings Per Share</b>			
Basic and Diluted	27	32.00	14.53

Notes forming part of the Financial Statements

1 to 34

As per our report of even date

As per our report of even date

For and on behalf of the Board of Directors

For **Manubhai & Shah LLP**

Chartered Accountants

(Firm's Registration No. 106041W/ W100136)

For **Kirtane & Pandit LLP**

Chartered Accountants

(Firm's Registration No. 105215W/ W100057)

**S. B. GARWARE**Chairman &  
Managing Director  
(DIN: 00943822)**C. J. PATHAK**Whole-Time Director  
(DIN: 00601668)**P. N. SHAH**

Partner

M.No.: 001738

Mumbai, May 29, 2019

**SUHAS DESHPANDE**

Partner

M.No.: 031787

Mumbai, May 29, 2019

**T. M. PARIKH**

Director

(DIN: 00049287)

**PARAG DOSHI**Company Secretary &  
Chief Financial Officer



## STATEMENT OF CHANGES IN EQUITY

## EQUITY SHARE CAPITAL

	Notes	₹ In Lakhs
As at March 31, 2018	12 (a)	2,323.24
As at March 31, 2019	12 (a)	2,323.24

## OTHER EQUITY

	Capital Redemption Reserve	Securities Premium Account	Capital Reserve	General Reserve	Retained Earnings	FVTOCI - Equity Instruments	Total ₹ In Lakhs
As at March 31, 2018	5,446.00	592.14	76,389.38	6,909.91	35,048.36	2,376.97	1,26,762.76
Profit for the year	-	-	-	-	7,433.64	-	7,433.64
Other Comprehensive Income :							
a) Remeasurement of Post Employment Benefit Obligations (Net Of Tax)	-	-	-	-	(90.19)	-	(90.19)
b) Changes in Fair Value of Equity Instruments Through OCI (Net of Tax)	-	-	-	-	-	534.77	534.77
Reductions During The Year:							
Dividends Paid (Including Tax thereon)	-	-	-	-	(560.16)	-	(560.16)
As at March 31, 2019	5,446.00	592.14	76,389.38	6,909.91	41,831.65	2,911.74	1,34,080.82

## OTHER EQUITY

	Capital Redemption Reserve	Securities Premium	Capital Reserve	General Reserve	Retained Earnings	FVTOCI - Equity Instruments	Total ₹ In Lakhs
As at March 31, 2017	5,446.00	592.14	76,389.38	6,909.91	30,850.67	2,791.55	1,22,979.65
Profit for the year	-	-	-	-	3,376.32	-	3,376.32
Other Comprehensive Income :							
a) Remeasurement of Post Employment Benefit Obligations (Net of Tax)	-	-	-	-	9.04	-	9.04
b) Changes in Fair Value of Equity Instruments Through OCI (Net of Tax)	-	-	-	-	-	677.37	677.37
c) Realised Gain on Equity Instruments Carried at Fair Value Through OCI	-	-	-	-	1,091.95	(1,091.95)	-
Reductions During The Year:							
Dividends Paid (Including Tax thereon)	-	-	-	-	(279.62)	-	(279.62)
As At March 31, 2018	5,446.00	592.14	76,389.38	6,909.91	35,048.36	2,376.97	1,26,762.76

As per our report of even date

For **Manubhai & Shah LLP**  
 Chartered Accountants  
 (Firm's Registration No. 106041W/ W100136)

**P. N. SHAH**  
 Partner  
 M.No.: 001738

Mumbai, May 29, 2019

As per our report of even date

For **Kirtane & Pandit LLP**  
 Chartered Accountants  
 (Firm's Registration No. 105215W/ W100057)

**SUHAS DESHPANDE**  
 Partner  
 M.No.: 031787

Mumbai, May 29, 2019

For and on behalf of the Board of Directors

**S. B. GARWARE**  
 Chairman &  
 Managing Director  
 (DIN: 00943822)

**T. M. PARIKH**  
 Director  
 (DIN: 00049287)

**C. J. PATHAK**  
 Whole-Time Director  
 (DIN: 00601668)

**PARAG DOSHI**  
 Company Secretary &  
 Chief Financial Officer

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Year ended	Year ended
	March 31, 2019	March 31, 2018
	₹ In Lakhs	₹ In Lakhs
<b>A. Cash Flow from Operating Activities</b>		
Profit Before Tax	10,970.38	5,083.45
Adjustments For:		
<i>Add:</i>		
Depreciation and Amortisation Expense	1,366.85	1,341.27
Finance Cost	1,864.72	2,444.43
Prepaid Rent Amortised	9.41	9.27
Net Loss on Financial Assets Measured at FVTPL	1.32	5.55
Unrealised Exchange Gain / Loss	121.72	138.62
Mark to Market Loss on Derivative Contracts	-	85.43
<i>Less:</i>		
Interest Income	(151.62)	(369.32)
Profit / Loss on Sale / Disposal / Write off of Property, Plant and Equipment	(29.43)	(0.21)
Profit on Sale of Investment	(197.02)	(0.05)
Dividend on Investment	(118.14)	(70.03)
Sundry Credit Balances & Provisions no Longer Required, Written Back	(77.10)	(1.51)
Mark to Market Gain on Derivative Contracts	(71.14)	-
Net Gain on Financial Asset Measured at Amortised Cost	(9.41)	(10.27)
Government Grant	(40.67)	(58.48)
Leave & Gratuity Provision	(117.48)	(162.30)
	<u>2,552.01</u>	<u>3,352.40</u>
<b>Operating Profit Before Working Capital Changes</b>	<b>13,522.39</b>	<b>8,435.85</b>
Adjustment for Changes in Working Capital:		
(Increase) / Decrease in Operating Assets:		
Inventories	916.41	2,166.40
Trade Receivables	(1,446.21)	1,315.34
Loans	27.31	(31.43)
Other Financial Assets	83.38	123.25
Other Assets	1,355.80	(47.72)
Increase / (Decrease) in Operating Liabilities:		
Trade Payables	2,045.97	1,476.29
Other Financial Liabilities	(112.07)	6.40
Other Liabilities	(259.73)	519.11
Provisions	(65.00)	(93.08)
	<u>2,545.86</u>	<u>5,434.56</u>
<b>Cash Generated from Operations</b>	<b>16,068.25</b>	<b>13,870.41</b>
Direct Taxes Paid	(2,358.67)	(965.57)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>13,709.58</b>	<b>12,904.84</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Property, Plant and Equipment & Intangible Assets	(2,682.74)	(1,059.37)
Proceeds from Sale of Property, Plant and Equipment	36.29	0.29
Interest on Deposits	151.48	517.83
Proceeds from Sale of Investments	197.02	1,111.54
Dividend on Investments	118.14	70.03
Investment in Mutual Funds	(7,881.23)	(1,166.90)
<b>Net Cash Flow (Used in) Investing Activities (B)</b>	<b>(10,061.04)</b>	<b>(526.58)</b>

## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd...)

Particulars	Year ended	Year ended
	March 31, 2019	March 31, 2018
	₹ In Lakhs	₹ In Lakhs
<b>C. Cash Flow from Financing Activities</b>		
Finance Cost	(1,809.56)	(2,370.10)
Proceeds from Non-Current Borrowings	1,209.53	13,705.79
(Repayments) of Non-Current Borrowings	(1,922.90)	(2,046.01)
Increase / (Decrease) in Current Borrowings	(1,235.73)	(25,859.31)
Dividend / Unclaimed Dividend Paid / Deposited Including Dividend Distribution Tax	(560.16)	(279.62)
Movement in Margin Money Deposit	(512.20)	(271.29)
Movement in Unclaimed Dividend Account	29.29	8.78
<b>Net Cash Flow (Used in) Financing Activities (C)</b>	<b>(4,801.73)</b>	<b>(17,111.76)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(1,153.19)</b>	<b>(4,733.50)</b>
Cash and Cash Equivalents (Opening Balance)	2,681.26	7,414.76
Effects of Exchange Rate Changes on Cash and Cash Equivalents		
<b>Cash and Cash Equivalents (Closing Balance)</b>	<b>1,528.07</b>	<b>2,681.26</b>

## Cash and Cash Equivalents at the end of the year include:

	As at	As at
	March 31, 2019	March 31, 2018
	₹ In Lakhs	₹ In Lakhs
(a) Cash on Hand	7.91	4.97
(b) Balances with Banks in Current and Deposit Accounts	1,520.16	2,676.29
Cash and Cash Equivalents (Refer Note 6 (a) )	1,528.07	2,681.26
<b>Cash and Cash Equivalents at the end of the year</b>	<b>1,528.07</b>	<b>2,681.26</b>

Particulars	As at March 31, 2018 ₹ In Lakhs	Cash Flow	Non Cash Change		As at March 31, 2019 ₹ In Lakhs
			Fair Value Changes	Foreign Exchange Movement	
Borrowings - Non Current	13,711.23	(2,376.35)	(12.64)	-	11,322.24
Borrowings - Current	1,663.31	(1,235.73)	-	(2.89)	424.69
Other Financial Liabilities	1,772.91	1,730.78	-	-	3,503.69

As per our report of even date

For **Manubhai & Shah LLP**  
 Chartered Accountants  
 (Firm's Registration No. 106041W/ W100136)

**P. N. SHAH**  
 Partner  
 M.No.: 001738

Mumbai, May 29, 2019

As per our report of even date

For **Kirtane & Pandit LLP**  
 Chartered Accountants  
 (Firm's Registration No. 105215W/ W100057)

**SUHAS DESHPANDE**  
 Partner  
 M.No.: 031787

Mumbai, May 29, 2019

For and on behalf of the Board of Directors

**S. B. GARWARE**  
 Chairman &  
 Managing Director  
 (DIN: 00943822)

**T. M. PARIKH**  
 Director  
 (DIN: 00049287)

**C. J. PATHAK**  
 Whole-Time Director  
 (DIN: 00601668)

**PARAG DOSHI**  
 Company Secretary &  
 Chief Financial Officer

**COMPANY INFORMATION:**

Garware Polyester Limited ('the Company') is engaged in the business of manufacturing of Polyester Films. The Company Limited by Shares, incorporated and domicile in India and Equity Shares of the Company are listed on the Indian Stock Exchanges BSE (Bombay Stock Exchange) The registered office of the company is located at Naigaon, Post Waluj, Aurangabad - 431 133 and Corporate office is located at 50-A Swami Nityanand Marg, Vile Parle, East Mumbai - 400 057.

The Financial Statements have been authorised for issue by the Board of Directors at their meeting held on May 29, 2019.

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS:****A. Significant Accounting Policies:****(a) Basis of Preparation****(i) Compliance with Ind AS**

These Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015, as amended] and other relevant provisions of the Act.

Company's Financial Statements are presented in Indian Rupees, which is also its functional currency.

These Financial Statements have been prepared and presented under the historical cost convention, on accrual basis of accounting except for certain Financial Assets and Financial Liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these Financial Statements

**(ii) Classification of Assets and Liabilities**

All Assets and Liabilities have been classified as current or Non-Current as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Companies Act, 2013. Based on the nature of products and services and the time between the acquisition of Assets for processing and their realization in Cash and Cash Equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and Non - Current Classification of Assets and Liabilities.

**(b) Property, Plant and Equipment**

Property, Plant and Equipment are carried at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of Property, Plant and Equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the Property, Plant and Equipment can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to Profit or Loss during the reporting period in which they are incurred.

**Depreciation, Estimated Useful Lives and Residual Value**

Depreciation is provided as per the useful lives of Assets specified in Schedule II to the Companies Act, 2013 (Act).

The Property, Plant and Equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

The asset's residual values and useful lives are reviewed and adjusted if appropriate, at the end of the reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and Losses on disposals are determined by comparing proceeds with carrying amount. These are included in Profit or Loss within other income/ other expenses respectively.

**Capital Work-in-Progress**

Capital Work-in-Progress Assets in the course of installation for production or / and supply of goods or services or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. At the point when an asset is operating at management's intended use, the cost of construction / installation is transferred to the appropriate category of Property, Plant and Equipment. Costs associated with the commissioning of an asset are capitalised where the asset is available for use but incapable of operating at normal levels until a period of commissioning has been completed.

**(c) Intangible Assets**

Intangible Assets are stated at acquisition cost net of tax / duty credits availed, if any, and net of accumulated amortisation. Gains or Losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Profit or Loss. Intangible Assets are amortised on the straight line method as follows:

Asset	Useful life
Software	5 Years

**(d) Impairment of Assets**

Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

After impairment, depreciation / amortization is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation / amortization if there was no impairment.

**(e) Ind AS 115 Revenue from Contracts with Customers**

Ind AS 115 is effective from 1<sup>st</sup> April 2018 and it replaces Ind AS 18. It applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. It also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

**A. Revenue from Contract with Customer****Revenue from Sale of Products**

Revenue from sale of products is recognised at the point in time when control of the asset is transferred to the customer, generally when the product is dispatched to the customer.

The Company provides retrospective rebates to certain customers based on achievement of targeted volumes and other measures. To estimate the variable consideration for the expected future rebates, the Company applies the expected value method.

The Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less. Thus there is no significant financing component.

**B. Contract Balances****Contract Assets**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

**Contract Liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

**Refund Liabilities**

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

**Export Benefits**

Export entitlements under the Duty Draw Back Scheme / Other Schemes are recognised as income when the right to receive credit as per the terms of the scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

**Others**

Dividend income is recognised when the right to receive payment is established.

Interest income is recognised on the time proportion basis.

**(f) Government Grant**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other operating revenue.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.



**(g) Inventories**

- (1) Raw Materials and Packing Materials are valued at the lower of cost and net realizable value. Cost is determined on a moving weighted average basis. Cost includes the cost of purchase and other expenses directly attributable to their acquisition but excludes duties & taxes, which are subsequently recoverable from the taxing authorities.
- (2) Stores and Spares are valued at cost computed on a moving weighted average basis. Cost includes the cost of purchase and other expenses directly attributable to their acquisition but excludes duties and taxes that are subsequently recoverable from the taxing authorities.
- (3) Semi-finished goods including those held for captive consumption is valued at factory cost including depreciation.
- (4) Finished goods are valued at the lower of cost and net realizable value. Cost includes direct material & labour cost and a proportion of manufacturing overheads.
- (5) Purchases of finished goods are valued at the lower of cost and net realizable value.

**(h) Financial Instruments**

A Financial Instrument is any contract that gives rise to a Financial Asset of one entity and a Financial Liability or Equity Instrument of another entity.

**A. Financial Assets****(1) Classification**

**The Company Classifies its Financial Assets in the Following Measurement Categories:**

- Those to be measured subsequently at Fair Value (Either Through Other Comprehensive Income, or Through Profit or Loss), and
- Those measured at amortised cost.

The classification depends on the entity's business model for managing the Financial Assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Profit or Loss or Other Comprehensive Income. For Investments in Debt Instruments, this will depend on the business model in which the Investment is held. For Investments in Equity Instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the Equity Investment at Fair Value Through Other Comprehensive Income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

**(2) Measurement**

At initial recognition, the Company measures a Financial Asset at its fair value plus, in the case of a Financial Asset not at Fair Value Through Profit or Loss, transaction costs that are directly attributable to the acquisition of the Financial Asset. Transaction costs of Financial Assets carried at Fair Value Through Profit or Loss are expensed in Profit or Loss Statement.

Financial Assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely for payment of principal and interest.

**Debt Instruments**

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. The Company classifies its debt instruments as follows:

- **Amortised Cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in Profit or Loss when the asset is derecognised or impaired. Interest income from these Financial Assets is included in other income using the effective interest rate method.

**Equity Instruments**

The Company subsequently measures Equity Investment at fair value. The Company's Management elects to present fair value gains and losses on Equity Investments in Other Comprehensive Income or Profit and Loss account on an instrument by instrument basis.

**(3) Impairment of Financial Assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Refer Note 32 (A) for details of credit risk.

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**(4) Derecognition of Financial Assets**

A Financial Asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the Financial Asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the Financial Asset. In such cases, the Financial Asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the Financial Asset, the Financial Asset is not derecognised. Where the entity has neither transferred a Financial Asset nor retains substantially all risks and rewards of ownership of the Financial Asset, the Financial Asset is derecognised if the Company has not retained control of the Financial Asset. Where the Company retains control of the Financial Asset, the asset is continued to be recognised to the extent of continuing involvement in the Financial Asset.

**B. Financial Liability****(1) Initial recognition and measurement:**

The Company recognizes a financial liability in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All Financial Liabilities are recognised initially at fair value minus, in the case of Financial Liabilities not recorded at Fair Value Through Profit or Loss (FVTPL), transaction costs that are attributable to the acquisition of the Financial Liability.

Where the fair value of a Financial Liability at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognised as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognised as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the Financial Liability.

**(2) Measurement:**

All Financial Liabilities of the Company are subsequently measured at amortised cost using the effective interest method.

Under the effective interest method, the future cash payments are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the Financial Liability over the relevant period of the Financial Liability to arrive at the amortised cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognised as interest expense over the relevant period of the Financial Liability. The same is included under finance cost in the Statement of Profit and Loss.

**(3) Derecognition:**

A Financial Liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the Financial Liability derecognised and the consideration paid is recognised in the Statement of Profit and Loss.

**(i) Derivative Financial Instruments**

Derivative Financial Instruments such as forward contracts to hedge foreign currency risk are initially recognised at fair value and subsequently remeasured at their fair value with changes in fair value recognised in the Statement of Profit & Loss in the period when they arise.

**(j) Foreign Currency Translation****(1) Functional and Presentation Currency**

Items included in the Financial Statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Financial Statements are presented in Indian Rupees which is the Company's functional and presentation currency.

**(2) Transactions and Balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary Assets and Liabilities denominated in foreign currencies at year end exchange rates are recognised in Profit and Loss and are presented in the Statement of Profit or Loss on a net basis. A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Foreign exchange gains and losses on foreign currency borrowings is accounted by addition or deduction to the cost of asset so far it relates to capital asset to the extent that they are regarded as an adjustment to interest cost and in other cases by charging it to the Statement of Profit and Loss as a Gain or Loss on account of exchange differences under the head Finance Costs.

**(k) Leases**

*As a Lessee :*

Leases of Property, Plant and Equipment, where the Company, as lessee has substantially all the risks and rewards of ownership are classified as finance leases. Assets acquired under finance leases are recognised at the lower of the fair value of the leased assets at inception of the lease and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease, unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

**(l) Cash and Cash Equivalents**

Cash and Cash Equivalents for the purpose of cash flows statement comprise cash at bank, cash in hand, demand deposits with banks and other deposits with an original maturity of three months or less.

**(m) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

**(n) Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognised as an expense in the year in which they are incurred.

**(o) Provisions and Contingent Liabilities & Assets**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the Financial Statements.

**(p) Investment in Subsidiaries**

Investments in Subsidiaries are recognised at cost as per Ind AS 27.

**(q) Employee Benefits****(i) Short-Term Obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

**(ii) Other Long-Term Employee Benefit Obligations**

The liabilities for earned leave that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the Government Securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

**(iii) Post-Employment Benefits**

The Company operates the following post-employment schemes:

- (a) Defined benefit plans such as Gratuity and Pension; and
- (b) Defined contribution plans such as Provident Fund.

**Defined Benefit Plans**

The liability or asset recognised in the Balance Sheet in respect of Defined Benefit Pension and Gratuity Plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

#### **Defined Contribution Plans**

Defined Contribution Plans such as Provident Fund etc., are charged to the Statement of Profit and Loss as incurred. Further for certain employees, the monthly contribution for Provident Fund is made to a Trust administered by the Company. The interest payable by the Trust is notified by the Government. The Company has an obligation to make good the shortfall, if any.

#### **Termination Benefits**

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the Company recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due for more than 12 months after the end of the reporting period are discounted to present value.

#### **(r) Earnings Per Share**

Earnings per share are calculated by dividing the net Profit or Loss for the year attributable to Equity Shareholders by the weighted average number of Equity Shares outstanding during the year.

#### **(s) Income Taxes**

Deferred tax is provided using the Balance Sheet Liability method, providing for temporary differences between the carrying amounts of Assets and Liabilities for Financial Reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of Assets and Liabilities, using tax rates enacted or substantially enacted at the Balance Sheet date. Deferred Tax Assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Current and deferred tax is recognised in Profit or Loss, except to the extent that it relates to items recognised in Other Comprehensive Income or directly in Equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in Equity, respectively. Current tax is determined as the amount of tax payable in respect of taxable income for the period. The credit is taken as per entitlement for the tax liability provided under MAT based on taxable income as per the provisions of Income Tax Act, 1961.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the Balance Sheet date, and any adjustment to tax payable in respect of previous years.

#### **(t) Significant Accounting Judgements, Estimates and Assumptions**

The preparation of Financial Statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies. The management overview the areas that involve a higher degree of judgement or complexity and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of Assets and Liabilities within the next financial year, are described below. The Company has based assumptions and estimates on parameters available when the Financial Statements were prepared. However existing circumstances and assumptions about future developments may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions as and when they occur.

##### **i. Taxes**

The Company provides for tax considering the applicable tax regulations and based on reasonable estimates, management periodically evaluates positions taken in the tax returns giving due considerations to tax laws and establishes provisions in the event if required as a result of differing interpretation or due to retrospective amendments, if any. The recognition of Deferred Tax Assets is based on availability of sufficient taxable profits in the Company against which such assets can be utilised.

##### **ii. Defined Benefit Obligations**

The cost of the defined benefit plans and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameters subject to change is the discount rate, escalation rate, expected rate of return and mortality rate. Future salary increases are based on expected future inflation rates.

**iii. Recoverability of Trade Receivables**

Required judgements are used in assessing the recoverability of overdue trade receivables and for determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate risk of non-payment.

**AMENDMENTS ISSUED, BUT NOT YET EFFECTIVE****Standards issued but not yet effective**

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 on March 30, 2019. The Rules shall be effective from reporting period beginning on or after April 1, 2019.

**Ind AS 116 "Leases"**

Ind AS116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e. the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize Assets and Liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019 however the Company is in the process of evaluating the impact on the Financial Statements under the new standard.

**Ind AS 12 "Income taxes" (Amendments Relating to Income Tax Consequences of Dividend and Uncertainty Over Income Tax Treatments)**

The amendment relating to income tax consequences of dividend clarify that an Company shall recognise the income tax consequences of dividends in Profit or Loss, other comprehensive income or equity according to where the Company originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the Company pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the Company has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the Company is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) Company has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its Financial Statements.

**Ind AS 109 "Financial Instruments" (Prepayment Features with Negative Compensation)**

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at Fair Value Through Other Comprehensive Income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its Financial Statements.

**Ind AS 19 "Employee Benefits" (Plan Amendment, Curtailment or Settlement)**

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

**Ind AS 23 "Borrowing Costs"**

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that Company borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 2. PROPERTY, PLANT AND EQUIPMENT

Description	Gross Carrying Amount			Depreciation / Amortisation			Net Carrying Amount As at March 31, 2019	
	Gross Carrying Amount as at April 1, 2018	Additions / Adjustments during the year	Disposal / Adjustments during the year	As at March 31, 2019	Up to March 31, 2018	Charge for the year		Disposal during the year
<b>Property, Plant and Equipment :-</b>								
Land (Freehold)	77,066.97	-	-	77,066.97	-	-	-	77,066.97
Land (Leasehold)	23,576.85	-	-	23,576.85	-	-	-	23,576.85
Buildings	5,039.58	46.63	-	5,086.21	496.26	253.84	-	4,336.11
Plant & Machinery	17,595.79	2,282.65	-	19,878.44	1,532.52	824.81	-	17,521.11
Electrical Installations	83.75	41.91	-	125.66	26.10	9.99	-	89.57
Laboratory Equipments	287.27	98.44	-	385.71	62.86	37.62	-	285.23
Furniture & Fixtures	136.46	19.31	-	155.77	25.22	16.33	-	114.22
Office Equipments	157.33	42.82	-	200.15	64.93	37.90	-	97.32
Vehicles	26.16	-	0.64	25.52	10.80	5.05	0.60	10.27
Vehicles on Finance Lease	762.92	-	23.77	739.15	181.52	104.21	16.94	470.36
Capital Expenditure On Research & Development	15.36	-	-	15.36	3.53	1.70	-	10.13
Data Processing Equipments	106.62	53.71	-	160.33	55.07	33.22	-	72.04
Data Processing Equipments on Finance Lease	134.88	-	0.29	134.59	121.60	4.82	0.29	8.46
<b>TOTAL (A)</b>	<b>1,24,989.94</b>	<b>2,585.47</b>	<b>24.70</b>	<b>1,27,550.71</b>	<b>2,580.41</b>	<b>1,329.49</b>	<b>17.83</b>	<b>1,23,658.64</b>
<b>Intangible Assets :-</b>								
Software	181.59	10.67	-	192.26	47.79	37.36	-	107.11
<b>TOTAL (B)</b>	<b>181.59</b>	<b>10.67</b>	<b>-</b>	<b>192.26</b>	<b>47.79</b>	<b>37.36</b>	<b>-</b>	<b>107.11</b>
<b>TOTAL (A + B)</b>	<b>1,25,171.53</b>	<b>2,596.14</b>	<b>24.70</b>	<b>1,27,742.97</b>	<b>2,628.20</b>	<b>1,366.85</b>	<b>17.83</b>	<b>1,23,765.75</b>
<b>Capital Work-in-Progress Refer Note 2 (a)</b>								<b>1,059.16</b>

Refer Note No. 28 (d) for disclosure of contractual commitments for Property, Plant and Equipments.  
Refer Note No. 13 for Property pledged as security.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 2. PROPERTY, PLANT AND EQUIPMENT

Description	Gross Carrying Amount				Depreciation / Amortisation			Net Carrying Amount	
	Gross Carrying Amount as at April 1, 2017	Additions / Adjustments during the year	Disposal / Adjustments during the year	As at March 31, 2018	Up to March 31, 2017	Charge for the year	Disposal during the year		Up to March 31, 2018
<b>Property, Plant and Equipment :-</b>									
Land (Freehold)	77,066.97	-	-	77,066.97	-	-	-	77,066.97	
Land (Leasehold)	23,576.85	-	-	23,576.85	-	-	-	23,576.85	
Buildings	5,015.86	23.72	-	5,039.58	244.44	251.82	-	4,543.32	
Plant & Machinery	17,135.57	460.22	-	17,595.79	758.94	773.59	-	16,063.26	
Electrical Installations	51.14	32.61	-	83.75	18.87	7.23	-	57.65	
Laboratory Equipments	243.54	43.73	-	287.27	29.88	32.98	-	224.41	
Furniture & Fixtures	95.83	40.63	-	136.46	11.63	13.59	-	111.24	
Office Equipments	136.51	20.82	-	157.33	31.55	33.38	-	92.40	
Vehicles	19.51	6.65	-	26.16	5.19	5.61	-	15.36	
Vehicles on Finance Lease	611.73	151.19	-	762.92	67.85	113.67	-	581.40	
Capital Expenditure On Research & Development	15.36	-	-	15.36	1.76	1.77	-	11.83	
Data Processing Equipments	86.35	20.27	-	106.62	29.10	25.97	-	51.55	
Data Processing Equipments on Finance Lease	135.18	-	0.30	134.88	67.86	53.96	0.22	13.28	
<b>TOTAL (A)</b>	<b>1,24,190.40</b>	<b>799.84</b>	<b>0.30</b>	<b>1,24,989.94</b>	<b>1,267.07</b>	<b>1,313.56</b>	<b>0.22</b>	<b>1,22,409.53</b>	
<b>Intangible Assets :-</b>									
Software	78.73	102.86	-	181.59	20.08	27.71	-	133.80	
<b>TOTAL (B)</b>	<b>78.73</b>	<b>102.86</b>	<b>-</b>	<b>181.59</b>	<b>20.08</b>	<b>27.71</b>	<b>-</b>	<b>133.80</b>	
<b>TOTAL (A + B)</b>	<b>1,24,269.13</b>	<b>902.70</b>	<b>0.30</b>	<b>1,25,171.53</b>	<b>1,287.15</b>	<b>1,341.27</b>	<b>0.22</b>	<b>1,22,543.33</b>	
<b>Capital Work-in-Progress Refer Note 2 (a)</b>								<b>972.55</b>	

## 2. (a) The breakup of expenses shown Under Capital Work-in-Progress (pending allocation) as on March 31, 2019 is as under :

Particulars	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
Opening Balance	972.55	815.88
Additions during the year	2,212.79	604.09
Less: Capitalised during the year	(2,158.19)	(452.45)
Finance Charges	32.01	5.03
Closing Balance #	1,059.16	972.55

# [Note : Includes Intangible Assets under Development ₹ Nil (March 31, 2018 ₹ Nil)]

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 3. (a) NON - CURRENT INVESTMENTS

	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>Investment at Fair Value Through Other Comprehensive Income (FVTOCI) in Quoted Equity Instruments</b>		
262,543 (March 31, 2018 - 262,543) Equity Shares of Garware Technical Fibres Limited, (Formerly Garware Wall Ropes Ltd) of the face value of ₹ 10/- each, fully paid-up.	2,969.79	2,414.40
<b>Investment in Equity Instruments of Subsidiary - At cost fully paid</b>		
2,50,000 (March 31, 2018 - 2,50,000 ) Ordinary Shares of Garware Polyester International Limited, London, of the face value of Pound 1/- each, fully paid-up.	133.57	133.57
<b>Investment at Fair Value Through Profit and Loss (FVTPL) in Unquoted Equity Instruments</b>		
500 (March 31, 2018 - 500 ) Equity Shares of The Co-Operative Stores Ltd. (New Delhi), of the face value of ₹ 10/- each, fully paid-up.	0.05	0.05
10,000 (March 31, 2018 - 10,000 ) Equity Shares of S I C O M Ltd., of the face value of ₹ 10/- each fully paid-up.	8.00	8.00
100 (March 31, 2018 - 100 ) Equity Shares of Cosmos Co-Operative Bank Ltd., of the face value of ₹ 10/- each fully paid-up.	0.02	0.02
25 (March 31, 2018 - 25 ) Equity Shares of Shamrao Vithhal Co-Operative Bank Ltd, of the face value of ₹ 25/- each fully paid-up.	0.01	0.01
<b>TOTAL</b>	<b>3,111.44</b>	<b>2,556.05</b>
Aggregate Amount of Quoted Investments	2,969.79	2,414.40
Aggregate Amount of Unquoted Investments	141.65	141.65

Investment in Subsidiary of ₹ 133.57 Lakhs (March 31, 2018 ₹ 133.57 Lakhs) has been accounted for as per Ind AS 27.

## 3. (b) CURRENT INVESTMENTS

	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>Investment at Fair Value Through Profit and Loss (FVTPL) In Quoted Mutual Funds</b>		
57,50,760 Units in Aditya Birla Sunlife Enhance Arbitrage Fund Regular Plan of Dividend Reinvestment ( Previous year 54,33,696 Units)	616.08	586.62
1,70,54,388 Units in HDFC Arbitrage Fund Regular Plan of Dividend Reinvestment (Previous year 52,81,003 Units)	1,839.83	574.73
1,79,913 Units in HDFC Liquid Mutual Fund ( Previous year Nil)	6,585.35	-
<b>TOTAL</b>	<b>9,041.26</b>	<b>1,161.35</b>
Aggregate Cost of Quoted Investments	9,048.13	1,166.91
Aggregate Fair Value of Quoted Investments (NAV)	9,041.26	1,161.35

## 4. OTHER FINANCIAL ASSETS - NON - CURRENT

	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
Security Deposits (Unsecured, Considered Good)	210.28	176.62
<b>TOTAL</b>	<b>210.28</b>	<b>176.62</b>

Security deposit includes rental deposits of ₹ 64.50 Lakhs given to Directors (March 31, 2018 ₹ 64.50 Lakhs) and ₹ 43.50 Lakhs given to Companies in which Directors are a Director / Member (March 31, 2018 ₹ 43.50 Lakhs).

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 5. TRADE RECEIVABLES

	As at March 31, 2019	As at March 31, 2018
	₹ In Lakhs	₹ In Lakhs
Considered Good, Unsecured	5,112.82	3,302.68
Credit Impaired	20.86	251.83
Less: Allowance for Doubtful Debts	(20.86)	(251.83)
Due from Subsidiary Companies	2,381.38	2,867.00
<b>TOTAL</b>	<b>7,494.20</b>	<b>6,169.68</b>

## The Carrying Amounts of Trade Receivables Discounted are as Follows:

	As at March 31, 2019	As at March 31, 2018
	₹ In Lakhs	₹ In Lakhs
Total Trade Receivables Discounted	-	1,241.71
Corresponding Borrowings against Trade Receivables Discounted (Refer Note 13 b)	-	1,241.71

## 6. (a) CASH AND CASH EQUIVALENTS

	As at March 31, 2019	As at March 31, 2018
	₹ In Lakhs	₹ In Lakhs
<b>Balances with Banks</b>		
In Current Accounts	320.94	261.92
In Deposit Accounts	1,199.22	2,414.37
<b>Cash on Hand</b>	7.91	4.97
<b>TOTAL</b>	<b>1,528.07</b>	<b>2,681.26</b>

## 6. (b) OTHER BANK BALANCES

	As at March 31, 2019	As at March 31, 2018
	₹ In Lakhs	₹ In Lakhs
<b>In Earmarked Accounts</b>		
Unclaimed Dividend Accounts	23.26	52.55
Margin Money Deposit	879.65	367.45
<b>TOTAL</b>	<b>902.91</b>	<b>420.00</b>

## 7. LOANS - CURRENT

	As at March 31, 2019	As at March 31, 2018
	₹ In Lakhs	₹ In Lakhs
Loans and Advances to Employees - Considered Good, Unsecured	26.28	53.59
<b>TOTAL</b>	<b>26.28</b>	<b>53.59</b>

## 8. OTHER FINANCIAL ASSETS - CURRENT

	As at March 31, 2019	As at March 31, 2018
	₹ In Lakhs	₹ In Lakhs
Interest accrued on Fixed Deposits	2.98	2.84
Derivative Financial Instrument	55.31	-
Other Receivables	115.81	207.61
<b>TOTAL</b>	<b>174.10</b>	<b>210.45</b>

(Other Receivables Includes Insurance Claim and Discount Receivable from Vendors.)

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 9. INVENTORIES

	As at March 31, 2019	As at March 31, 2018
	₹ In Lakhs	₹ In Lakhs
Stores, Spares and Packing Materials	2,368.04	2,478.16
Stores, Spares and Packing Materials - In Transit	-	89.63
Raw Materials	1,827.26	1,739.48
Raw Materials - In Transit	-	546.69
Finished Goods	131.44	197.97
Semi-Finished Goods	3,201.22	3,392.44
<b>TOTAL</b>	<b>7,527.96</b>	<b>8,444.37</b>

## 10. (a) OTHER NON-CURRENT ASSETS

	As at March 31, 2019	As at March 31, 2018
	₹ In Lakhs	₹ In Lakhs
<b>Capital Advances</b>		
Secured, Considered Good	2.73	-
Unsecured, Considered Good	416.29	9.21
	419.02	9.21
<b>Advances other than Capital Advances</b>		
Balances with Government Authorities	1,447.61	1,754.25
[Includes ₹ 1,178.30 Lakhs towards CST Receivable (Previous year ₹ 1,178.30 Lakhs)]		
<b>TOTAL</b>	<b>1,866.63</b>	<b>1,763.46</b>

## 10. (b) OTHER CURRENT ASSETS

	As at March 31, 2019	As at March 31, 2018
	₹ In Lakhs	₹ In Lakhs
Prepaid Expenses	255.90	221.58
Balances with Government Authorities.	1,426.52	2,929.24
Advances Paid to Suppliers / Vendors	603.56	603.55
<b>TOTAL</b>	<b>2,285.98</b>	<b>3,754.37</b>

## 11. (a) DEFERRED TAX ASSETS

The Balance of Deferred Tax Comprises Temporary Differences Attributable to:

	As at March 31, 2019	As at March 31, 2018
	₹ In Lakhs	₹ In Lakhs
<b>Deferred Tax Assets</b>		
Expenses Allowed on Payment Basis	373.74	243.85
Minimum Alternate Tax Credit Entitlement	7,183.03	7,984.58
Others	5.95	89.01
<b>TOTAL (a)</b>	<b>7,562.72</b>	<b>8,317.44</b>
<b>Deferred Tax Liabilities</b>		
Excess of Written Down Value as per Books and as per Income Tax Act, 1961	3,039.76	2,578.70
Remeasurement of Post Defined Benefit Obligations	(21.44)	27.00
Deferred Tax on Fair Valuation on Equity Instrument	20.62	-
<b>TOTAL (b)</b>	<b>3,038.94</b>	<b>2,605.70</b>
<b>Deferred Tax Assets (Net)</b>	<b>TOTAL (a - b)</b>	<b>4,523.78</b>
		<b>5,711.74</b>



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## Changes in Deferred Tax Assets / (Liabilities) in Statement of Profit and Loss [ (Charged) / Credited during the year ]

	Year Ended	
	March 31, 2019 ₹ In Lakhs	March 31, 2018 ₹ In Lakhs
Expenses Allowed on Payment Basis	129.89	(68.43)
Others	(83.06)	(201.74)
Minimum Alternate Tax Credit Entitlement	(801.55)	240.60
MAT Credit Entitlement of Previous Year	(18.45)	7.40
Excess of Written Down Value as per Books and as per Income tax Act, 1961	(461.07)	(405.46)
<b>TOTAL</b>	<b>(1,234.24)</b>	<b>(427.63)</b>

## 11. (b) INCOME TAXES

The Major Components of Income Tax Expense for the year ended are :

	Year ended March 31, 2019 ₹ In Lakhs	Year ended March 31, 2018 ₹ In Lakhs
<b>Statement of Profit and Loss</b>		
<b>Profit and Loss Section</b>		
<b>Current Income Tax</b>		
Current Tax on Profit for the Current year	2,310.00	1,292.00
Short (Excess) Tax of earlier years	(7.50)	(12.50)
<b>Deferred Tax</b>		
Deferred tax	414.24	675.63
MAT Credit Entitlement	820.00	(248.00)
<b>Income Tax Expense Reported in the Statement of Profit or Loss</b>	<b>3,536.74</b>	<b>1,707.13</b>
<b>Other Comprehensive Income Section</b>		
Deferred Tax Relating to Remeasurements of Post-Employment Benefit Obligations and Gain on Fair Valuation of Equity Instruments	(27.82)	4.78
<b>Income Tax Charged to OCI</b>	<b>(27.82)</b>	<b>4.78</b>
<b>Movement in Income Tax (Assets) / Liabilities (Net)</b>	<b>As at March 31, 2019 ₹ In Lakhs</b>	<b>As at March 31, 2018 ₹ In Lakhs</b>
Opening Balance [Payable / (Receivable)]	105.62	(200.90)
Add : Current Tax Payable for the Year	2,310.00	1,292.00
Less : Taxes Paid	(2,195.53)	(1,128.19)
Less : Prior Period Refund / (Payment) (Net)	(152.19)	142.71
<b>Closing Balance [Payable / (Receivable)]</b>	<b>67.90</b>	<b>105.62</b>
<b>Reconciliation of Tax Expense and Accounting Profit for the year:</b>	<b>Year ended March 31, 2019 ₹ In Lakhs</b>	<b>Year ended March 31, 2018 ₹ In Lakhs</b>
Accounting Profit Before Tax	10,970.38	5,083.45
Tax at Statutory Income Tax Rate of @ 34.944%	3,833.49	1,759.28
Tax Effect of Amounts which are Not Deductible (Taxable) In Calculating Taxable Income		
Dividend Income	(41.28)	(24.24)
Donations	19.66	13.41
Research and Development Expenditure	(21.86)	(22.24)
Short Excess Income Tax of earlier years Expenditure	(7.50)	(12.50)
Leave Encashment Provision	(215.74)	-
Other Items	(30.03)	(6.58)
<b>Income - Tax Expense</b>	<b>3,536.74</b>	<b>1,707.13</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 12. (a) EQUITY AND SHARE CAPITAL

	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>Authorised Equity Share Capital:</b>		
40,000,000 (March 31, 2018: 40,000,000) Equity Shares of ₹ 10/- each	4,000	4,000
6,000,000 (March 31, 2018: 6,000,000) Preference Shares of ₹ 100/- each	6,000	6,000
<b>TOTAL</b>	<b>10,000</b>	<b>10,000</b>
<b>Issued, Subscribed and Paid up :</b>		
23,232,394 (March 31, 2018: 23,232,394 ) Equity Shares of ₹ 10/- each	2,323.24	2,323.24
<b>TOTAL</b>	<b>2,323.24</b>	<b>2,323.24</b>

## (i) Reconciliation of Number of Equity Shares

	As at March 31, 2019	As at March 31, 2018
<b>Shares Outstanding at the Beginning of the year</b>	<b>23,232,394</b>	23,232,394
<b>Outstanding at the end of the year</b>	<b>23,232,394</b>	23,232,394

## (ii) Terms / Rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value of ₹ 10/-. Each shareholder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining Assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders. The Company declares and pays Dividend in Indian (₹).

Final Dividend of ₹ 10 /- per Equity Share for the Financial year ended 31st March 2019 proposed by board of directors in its meeting held on 29th May 2019 is subject to approval of shareholders in the ensuing Annual General Meeting and if approved, would result in Cash outflow of ₹ 2,800.79 Lakhs including dividend distribution tax of ₹ 477.55 Lakhs.

## (iii) Details of Equity Shares held by Shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	As at March 31, 2019		As at March 31, 2018	
	% holding	No. of shares	% holding	No. of shares
S. B. Garware Family Trust	38.09%	88,49,867	38.09%	88,49,867
B. D. Garware Research Centre	5.35%	12,42,216	5.35%	12,42,216
Shri S. B. Garware	5.01%	11,63,001	5.01%	11,63,001
Minal Bharat Patel	8.08%	18,76,284	-	-
Finquest Securities Pvt. Ltd.	-	-	8.02%	18,62,284

## 12. (b) OTHER EQUITY

	Capital Redemption Reserve	Securities Premium Account	Capital Reserve	General Reserve	Retained Earnings	FVTOCI - Equity Instruments	Total ₹ In Lakhs
<b>As at March 31, 2018</b>	5,446.00	592.14	76,389.38	6,909.91	35,048.36	2,376.97	<b>1,26,762.76</b>
Profit for the year	-	-	-	-	7,433.64	-	<b>7,433.64</b>
Other Comprehensive Income							
a) Remeasurement of Post Employment Benefit Obligations (Net of Tax)	-	-	-	-	(90.19)	-	<b>(90.19)</b>
b) Changes in Fair Value of Equity Instruments Through OCI	-	-	-	-	-	534.77	<b>534.77</b>
Reductions during the year:							
Dividends Paid (Including Tax Thereon)	-	-	-	-	(560.16)	-	<b>(560.16)</b>
<b>As at March 31, 2019</b>	<b>5,446.00</b>	<b>592.14</b>	<b>76,389.38</b>	<b>6,909.91</b>	<b>41,831.65</b>	<b>2,911.74</b>	<b>1,34,080.82</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

	Capital Redemption Reserve	Securities Premium Account	Capital Reserve	General Reserve	Retained Earnings	FVTOCI - Equity Instruments	Total ₹ In Lakhs
<b>As at April 1, 2017</b>	5,446.00	592.14	76,389.38	6,909.91	30,850.67	2,791.55	<b>1,22,979.65</b>
Profit for the year	-	-	-	-	3,376.32	-	<b>3,376.32</b>
Other Comprehensive Income:							
a) Remeasurement of Post Employment Benefit Obligations (Net of Tax)	-	-	-	-	9.04	-	<b>9.04</b>
b) Changes in Fair Value of Equity Instruments Through OCI (Net of Tax)	-	-	-	-	-	677.37	<b>677.37</b>
c) Realised Gain on Equity Instruments Carried at Fair Value Through OCI	-	-	-	-	1,091.95	(1,091.95)	-
Reductions During the year:							
Dividends Paid (Including Tax thereon)	-	-	-	-	(279.62)	-	<b>(279.62)</b>
<b>As at March 31, 2018</b>	<b>5,446.00</b>	<b>592.14</b>	<b>76,389.38</b>	<b>6,909.91</b>	<b>35,048.36</b>	<b>2,376.97</b>	<b>1,26,762.76</b>

**Nature and Purpose of Other Reserves:****1 Capital Redemption Reserve**

Capital Redemption Reserve is towards the redemption of Preference Shares allotted to Industrial Development Bank of India (IDBI) in FY 2014 - 15.

**2 Securities Premium**

Securities Premium is towards the premium on issue of Equity Shares and will be utilised in accordance with the provisions of The Companies Act, 2013.

**3 Capital Reserve**

Capital Reserve of ₹ 4,439.48 was created on demerger of manufacturing business of erstwhile Garware Chemicals Limited (GCL) as per the scheme of arrangement between the Company and GCL under provisions of Section 391 - 394 of the Companies Act, 1956 and ₹ 61,842.43 Lakhs (Net of Deferred Tax) on account of Fair Valuation of Property, Plant and Equipment done as at the transition date of Ind AS. Capital reserve also includes revaluation reserve amounting to ₹ 4,584.49 Lakhs pertains to revaluation of land at Mumbai at Vile Parle in 2007 and ₹ 18,755.94 Lakhs revaluation of land situated at Aurangabad and Nashik in FY 2012 - 13 and ₹ (13,235.03) Lakhs pertains to Impairment of Assets taken over from GCL in FY 2012 - 13 and ₹ 2.07 Lakhs amount paid up on cancellation of 82,756 Shares.

**4 Fair Value Through Other Comprehensive Income (FVTOCI) Equity Instruments**

The Company has elected to recognise changes in fair value of certain investments in Equity Instruments Through Other Comprehensive Income. These changes are accumulated within the FVTOCI Equity Instruments reserve within Equity. The Company transfers amounts from this reserve to retained earnings when the relevant Equity Instruments are Derecognised.

**13. (a) NON-CURRENT BORROWINGS**

	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>Secured:</b>		
Term Loans		
Indian Rupee Loans from Banks	13,817.34	14,132.97
Long-Term Maturities of Finance Lease Obligations		
Obligations Under Finance Leases	448.82	601.91
<b>Unsecured:</b>		
Term Loans		
Sales Tax Deferral Loan from SICOM	559.77	749.26
<b>TOTAL</b>	<b>14,825.93</b>	<b>15,484.14</b>
Less: Current Maturities of Long Term Debt (Included in Note 15)	3,367.02	1,619.82
Less: Current Maturities of Finance Lease Obligations (Included in Note 15)	136.67	153.09
<b>TOTAL</b>	<b>11,322.24</b>	<b>13,711.23</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 13. (b) CURRENT BORROWINGS

	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>Cash / Packing Credit From Banks (Secured):</b>		
Indian Rupee Loans from Banks.	424.69	-
Foreign Currency	-	421.60
Payable to Banks (In Respect of Trade Receivables Discounted)	-	1,241.71
<b>TOTAL</b>	<b>424.69</b>	<b>1,663.31</b>

**Terms of Repayment for Borrowings:**

Particulars	Terms of Repayment
<b>Non-Current:</b>	
Indian Rupee Loans from Banks	Loan of ₹ 1,175.13 Lakhs is repayable in 20 quarterly installments from quarter June - 2018 till Jun 2021 & ₹ 12,642.21 Lakhs is repayable in monthly installments from December 2017 till March 2024. Rate of interest: 9.50% p.a.
Obligations Under Finance Leases	Installments are repayable in 84 monthly installments / 20 quarterly installments from November 2014 to January 2024 Rate of interest: 9 - 11.80% p.a. Payable from April 2016 to April 2026
Sales Tax Deferral Loan from SICOM	
<b>Current:</b>	
Indian Rupee Loans from Banks	Rate of interest: 9 % to 13.83% p.a.
Foreign Currency	Interest is between LIBOR + 2 % to LIBOR + 3.5%
Payable to Banks (In Respect of Trade Receivables)	Amount payable ranges between 0 to 120 days from the date trade receivables are discounted.

**Details of Security for the Non-Current and Current Borrowings:**

Particulars	Nature of Security
<b>Non-Current:</b>	
Indian Rupee Loans from Banks	First pari - passu charge on Property, Plant and Equipment (present and future) except land and building at Vile Parle, Mumbai and second pari - passu charge on Current Assets except for ₹ 1,175.13 Lakhs which has first and exclusive charge on machineries and equipments to be purchased out of said term loan.
Obligations Under Finance Leases	Hypothecation of specific Assets
<b>Current:</b>	
Indian Rupees and Foreign Currency and Working Capital Loans	Hypothecation of all the Current Assets Including all Inventory, Book Debts etc. and second charge on Property, Plant and Equipment of the Company excluding property at Vile Parle.
Payable to Banks (In Respect of Trade Receivables)	Trade Receivables are discounted on with recourse basis.

## 14. TRADE PAYABLES

	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
Total Outstanding Dues of Micro Enterprises and Small Enterprises	360.00	417.43
Total Outstanding Dues of Creditors Other than Micro Enterprises and Small Enterprises	7,943.33	5,914.11
<b>TOTAL</b>	<b>8,303.33</b>	<b>6,331.54</b>

**Details of Dues to Micro and Small Enterprises as Defined Under the MSMED Act, 2006**

Based on the information and records available with the Company, the disclosures required pursuant to the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED ACT'). The Disclosure pursuant to the said MSMED Act are as follows:

Sr. No.	Particulars	Mar 31, 2019 ₹ In Lakhs	Mar 31, 2018 ₹ In Lakhs
a)	Principal amount due to suppliers registered under MSMED Act and remaining unpaid as at the year end	360.00	417.43
b)	Interest due thereon	-	-
c)	Interest paid by the Company in term of Section 16	-	-
d)	Interest due and payable for the period of delay in payment	-	-
e)	Interest accrued and remaining unpaid	-	-
f)	Interest remaining due and payable even in succeeding years	-	-

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

15. OTHER FINANCIAL LIABILITIES - CURRENT	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
Current Maturities of Long Term Debt	3,367.02	1,619.82
Current Maturities of Finance Lease Obligations	136.67	153.09
Unclaimed Dividend	23.26	52.55
Creditors for Capital Expenditure	155.60	331.69
Payable for Expenses	132.45	50.57
Payable to Employees	520.34	511.56
Deposit from Customers	220.23	201.75
Derivative Financial Instrument.	-	15.83
<b>TOTAL</b>	<b>4,555.57</b>	<b>2,936.86</b>
There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.		
16. (a) NON-CURRENT PROVISIONS	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>Provision for Employee Benefits (Refer note 29)</b>		
Provision for Compensated Absences	740.95	644.98
<b>TOTAL</b>	<b>740.95</b>	<b>644.98</b>
16. (b) CURRENT PROVISIONS	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>Provision for Employee Benefits (Refer note 29)</b>		
Provision for Gratuity	251.99	43.28
Provision for Compensated Absences	295.66	644.19
<b>TOTAL</b>	<b>547.65</b>	<b>687.47</b>
17. OTHER NON CURRENT LIABILITY (GOVERNMENT GRANT)	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
Interest Free Sales Tax Deferral (SICOM)	31.23	71.90
Less: Current Maturities of SICOM Interest Free Sales Tax Deferral Loan	23.69	40.67
Interest Free Sales Tax Deferral Loan (SICOM)	7.54	31.23
18. OTHER CURRENT LIABILITIES	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
Statutory Liabilities	215.64	194.62
Advances from Customers	904.54	1,185.29
Interest Free Sales Tax Deferral Loan (SICOM)	23.69	40.67
<b>TOTAL</b>	<b>1,143.87</b>	<b>1,420.58</b>
19. REVENUE FROM OPERATIONS	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
<b>Sale of Products</b>	<b>89,950.47</b>	81,258.97
<b>Other Operating Revenue</b>		
Export Incentives	2,083.19	1,719.47
Sale of Scrap and Others	235.57	211.91
<b>TOTAL</b>	<b>92,269.23</b>	<b>83,190.35</b>

Note: Revenue from Operations for the year ended March 31, 2018 includes excise duty which is discontinued w.e.f. July 1, 2017 upon implementation of Goods and Services Tax (GST). Accordingly, GST is not included in Revenue from Operations.



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

20. OTHER INCOME	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
Interest Income On:		
Bank Deposits	143.90	293.62
Income Tax & Sales Tax Refund	4.39	73.66
Others	3.33	2.04
Dividend from Quoted Equity Investments Measured at Fair Value Through OCI	11.82	13.12
Dividends from Mutual Fund Investments Measured at Fair Value Through Profit and Loss	106.32	56.91
Insurance Claims	46.06	8.52
Profit on Sale of Property, Plant and Equipment	29.43	0.21
Profit on Sale of Investments	197.02	0.05
Excess Provision / Sundry Credit Balances Written Back	77.10	1.51
Gain on Exchange Rate Fluctuations	224.78	-
Net Gain on Financial Asset Measured at Amortised Cost	9.41	10.27
Government Grant (SICOM Sales Tax Deferral)	40.67	58.48
<b>TOTAL</b>	<b>894.23</b>	<b>518.39</b>
21. COST OF MATERIALS CONSUMED	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
Opening Inventory	2,286.17	1,562.84
Add: Purchases	43,431.43	40,076.93
Less: Sales	(77.73)	(104.09)
Less: Closing Inventory	(1,827.26)	(2,286.17)
<b>TOTAL</b>	<b>43,812.61</b>	<b>39,249.51</b>
22. CHANGE IN INVENTORIES OF FINISHED GOODS AND SEMI-FINISHED GOODS	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
<b>Closing Inventory</b>		
Semi - Finished Goods	3,201.22	3,392.44
Finished Goods	131.44	197.97
	<b>3,332.66</b>	<b>3,590.41</b>
<b>Less: Opening Inventory</b>		
Semi - Finished Goods	3,392.44	6,331.80
Finished Goods	197.97	339.01
	<b>3,590.41</b>	<b>6,670.81</b>
<b>Net Change in Inventory</b>	<b>257.75</b>	<b>3,080.40</b>
23. EMPLOYEE BENEFITS EXPENSE	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
Salaries, Wages and Bonus	6,156.97	5,717.55
Contributions to Provident Fund and Other Funds	687.66	685.41
Staff Welfare Expenses	520.68	441.20
<b>TOTAL</b>	<b>7,365.31</b>	<b>6,844.16</b>
24. FINANCE COSTS	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
Interest Expense	1,457.04	1,267.47
Other Borrowing Cost	414.42	1,269.02
Applicable (Gain) / Loss on Foreign Currency Translation and Transactions	(6.74)	(92.06)
<b>TOTAL</b>	<b>1,864.72</b>	<b>2,444.43</b>
Finance Costs Amounting to ₹ 39.34 Lakhs (March 31, 2018 ₹ 5.03 Lakhs ) is Capitalised in the Cost of Assets during the current year.		
25. DEPRECIATION AND AMORTIZATION EXPENSE	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
Depreciation on Property, Plant and Equipment	1,329.49	1,313.56
Amortisation of Intangible Assets	37.36	27.71
<b>TOTAL</b>	<b>1,366.85</b>	<b>1,341.27</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

26. OTHER EXPENSES	2018-19	2017-18
	₹ In Lakhs	₹ In Lakhs
Stores, Spares & Packing Materials Consumed	5,501.08	4,910.36
Power and Fuel	8,326.31	6,976.15
Processing Charges	3,261.91	3,086.89
Water Charges	93.42	87.16
Rent, Hire Charges and Compensation	377.07	378.52
Rates, Taxes and License Fees	97.39	62.08
Insurance	182.88	264.42
Freight & Forwarding (Net)	2,751.19	2,533.91
Research and Development Expenses	125.12	128.51
Advertisement Expenses	50.59	27.89
Repairs and Maintenance Expenses:		
Plant and Machinery	997.22	991.72
Building	624.79	579.76
Others	1,020.65	881.44
Travelling & Conveyance	643.06	518.24
Postage, Telegrams & Telephones	59.43	87.73
Commission on Sales	625.74	499.01
Contribution Towards Corporate Social Responsibilities (Refer Note 26a)	55.11	25.50
Donation	58.77	52.00
Legal and Professional Charges*	949.47	1,103.07
Auditors Remuneration (Refer Note 26b)	38.20	36.14
Directors Sitting Fees	11.18	9.37
Loss on Exchange Rate Fluctuations	-	3.33
Net Loss on Financial Assets Measured at FVTPL	1.32	5.55
Miscellaneous Expenses	1,673.94	1,551.77
Bad Debts Written Off	230.97	-
Less : Provision for Doubtful Debts	-230.97	-
<b>TOTAL</b>	<b>27,525.84</b>	<b>24,800.52</b>

\*Legal and professional charges include ₹ 3.25 Lakhs (March 31, 2018 ₹ 3.00 Lakhs) paid to a firm in which one of the partner of the auditor's firm is interested as a partner and ₹ 6.80 Lakhs (March 31, 2018 ₹ 9.61 Lakhs) paid to a firm in which one of the Directors is a Proprietor for Corporate Law and Tax Services.

26. (a) CORPORATE SOCIAL RESPONSIBILITY (CSR)	2018-19	2017-18
	₹ In Lakhs	₹ In Lakhs
Gross Amount required to be spent by the Company during the year	54.68	25.23
<b>TOTAL</b>	<b>54.68</b>	<b>25.23</b>
<b>Amount spent during the year</b>		
a. Construction / Acquisition of any Asset	-	-
b. On Purposes other than (a) above	55.11	25.50
<b>TOTAL</b>	<b>55.11</b>	<b>25.50</b>

26. (b) PAYMENT TO AUDITORS	2018-19	2017-18
	₹ In Lakhs	₹ In Lakhs
<b>As Auditor:</b>		
Statutory Audit Fees	20.00	20.00
Tax Audit Fees	5.00	5.00
<b>In Other Capacity:</b>		
For Certification / Others	12.11	10.53
Reimbursement of Out of Pocket Expenses	1.09	0.61
<b>TOTAL</b>	<b>38.20</b>	<b>36.14</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

27. EARNINGS PER SHARE (EPS)	2018-19	2017-18
	₹ In Lakhs	₹ In Lakhs
Net Profit Attributable to the Equity Shareholders of the Company	7,433.64	3,376.32
Weighted Average Number of Equity Shares	23,232,394	23,232,394
Basic & Diluted Earnings Per Share (In ₹)	32.00	14.53

28. CONTINGENCIES AND COMMITMENTS	As at	As at
a) Contingent Liabilities:	March 31, 2019	March 31, 2018
	₹ In Lakhs	₹ In Lakhs
Disputed Matters in Appeal / Contested in Respect of:		
Income Tax	-	1,633.17
Excise Duty and Service Tax	40.57	41.40
Maharashtra State Electricity Board (MSEB)	27.72	27.72
<b>TOTAL</b>	<b>68.29</b>	<b>1,702.29</b>

- b) The Company has given counter-guarantees for ₹ 6,270.78 Lakhs (March 31, 2018 ₹ 6,101.99 Lakhs) to banks in respect of guarantees given by the banks to third parties for purchase of equipments, supply of goods, clearance of goods from customs, excise bonds, etc.
- c) Letters of Credit opened on behalf of the Company by banks for purchase of materials and equipment amount to ₹ 2,034.10 Lakhs (March 31, 2018 ₹ 1,150.38 Lakhs).
- d) Capital Commitments:  
Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 2,104.21 Lakhs (March 31, 2018 ₹ 203.72 Lakhs) against which an advance of ₹ 419.02 Lakhs (March 31, 2018 ₹ 9.21 Lakhs) has been paid.
- e) Finance Leases:  
The Company has entered into finance leases arrangements. The future minimum lease payments are as follows:

**Hire Purchase / Finance Leases (Property, Plant and Equipment)**

Particulars	Future Lease Payments		Present Value of Minimum Future Minimum Lease Payments		Finance Charges	
	2019	2018	2019	2018	2019	2018
As at 31st March,						
Not later than one year	171.95	203.75	136.67	153.08	35.61	50.67
Later than one year and not later than five years	365.35	535.24	312.15	446.46	53.20	88.77
Later than five years	-	2.40	-	2.36	-	0.04

- f) Operating Leases:  
The Company has taken various residential / commercial premises and vehicles on operating leases. These operating leases are in the nature of 'cancellable lease' and therefore disclosure as per Ind AS 17 - Leases is not required.

**29. EMPLOYEE BENEFIT OBLIGATIONS**

Particulars	March 31, 2019	March 31, 2018
	₹ In Lakhs	₹ In Lakhs
Gratuity (Refer Note C)	251.99	43.28
Non-Current	-	-
Current	251.99	43.28

**A Defined Contribution Plan**

The Company has certain Defined Contribution Plans. Contributions are made to provident fund for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government, however certain employees are covered under the contributory plans with trust "Garware Polyester Limited Office Staff and Officers Provident Fund". The expense recognised during the period towards Defined Contribution Plan is ₹ 244.24 Lakhs (March 31, 2018 ₹ 225.25 Lakhs).

**B Compensated Absences**

The leave obligations is towards encashment of balance leave. The provision reversed during the year is ₹ 217.47 Lakhs and reversed during the year ended March 31, 2018 is ₹ 151.33 Lakhs.

**C Gratuity**

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. The gratuity plan is a funded plan.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## I The Amounts Recognised in Balance Sheet and Movements in the Net Benefit Obligation over the year are as follows :

₹ In Lakhs

Particulars	Present Value of Obligation	Fair Value of Plan Assets	Net amount
<b>April 1, 2017</b>	<b>2,397.41</b>	<b>(2,368.60)</b>	<b>28.81</b>
Current Service Cost	125.49	-	125.49
Interest Expense / (Income)	154.58	(158.01)	(3.43)
<b>Total Amount Recognised in Profit or Loss</b>	<b>280.07</b>	<b>(158.01)</b>	<b>122.06</b>
Return on Plan Assets	-	(16.30)	(16.30)
(Gain) / Loss from Experience Changes	17.02	-	17.02
(Gain) / Loss from Change in Financial Assumptions	(14.53)	-	(14.53)
<b>Total Amount Recognised in Other Comprehensive Income</b>	<b>2.49</b>	<b>(16.30)</b>	<b>(13.81)</b>
Employer Contributions	-	(95.85)	(95.85)
Benefits Paid	(275.07)	275.07	-
Mortality Charges and Taxes	-	2.07	2.07
<b>March 31, 2018</b>	<b>2,404.90</b>	<b>(2,361.62)</b>	<b>43.28</b>

₹ In Lakhs

Particulars	Present Value of Obligation	Fair Value of Plan Assets	Net amount
<b>April 1, 2018</b>	<b>2,404.90</b>	<b>(2,361.62)</b>	<b>43.28</b>
Current Service Cost	123.41	-	123.41
Interest Expense / (Income)	179.50	(178.66)	0.84
<b>Total Amount Recognised in Profit or Loss</b>	<b>302.91</b>	<b>(178.66)</b>	<b>124.25</b>
Return on Plan Assets	-	0.32	0.32
(Gain) / Loss from Experience Changes	69.18	-	69.18
(Gain) / Loss from Change in Financial Assumptions	69.13	-	69.13
<b>Total Amount Recognised in Other Comprehensive Income</b>	<b>138.31</b>	<b>0.32</b>	<b>138.63</b>
Employer Contributions	-	(65.00)	(65.00)
Benefits Paid	(207.14)	207.14	-
Mortality Charges and Taxes	-	10.83	10.83
<b>March 31, 2019</b>	<b>2,638.98</b>	<b>(2,386.99)</b>	<b>251.99</b>

## II The Net Liability disclosed above relates to funded plans are as follows :

Particulars	March 31, 2019 ₹ In Lakhs	March 31, 2018 ₹ In Lakhs
Present Value of Funded Obligation	2,638.98	2,404.90
Fair Value of Plan Assets	(2,386.99)	(2,361.62)
<b>Deficit</b>	<b>251.99</b>	<b>43.28</b>

## III Estimates

The Actuarial Assumptions were as follows :

Particulars	March 31, 2019	March 31, 2018
Discount Rate	7.20%	7.80%

## IV Sensitivity of Actuarial Assumptions

The sensitivity of defined obligation to changes in the weighted principal assumptions is:

₹ In Lakhs

Assumption	Impact on Defined Benefit Obligation	
	March 31, 2019	March 31, 2018
<b>Discount rate</b>		
1 % Increase	(113.33)	(109.40)
1 % Decrease	123.40	119.20
<b>Future Salary Increase</b>		
1 % Increase	100.16	98.32
1 % Decrease	(93.81)	(92.05)

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## Projected Benefits Payable from the Fund in Future years from the date of Reporting:

	March 31, 2019 ₹ In Lakhs	March 31, 2018 ₹ In Lakhs
Less than a year	437.77	395.67
Between 1 to 2 years	665.42	272.52
Between 2 to 3 years	335.68	616.90
Between 3 to 4 years	327.20	307.19
Between 4 to 5 years	317.04	299.71
Between 6 to 10 years	1,627.23	1,600.60
<b>TOTAL</b>	<b>3,710.34</b>	<b>3,492.59</b>

The weighted duration of the defined benefit obligation is 5.35 year (Previous year 5.63 years.)

## V The Major Categories of Plan Assets are as Follows:

Particulars	March 31, 2019	March 31, 2018
Funds Managed by Insurer	100%	100%

## VI Risk Exposure

- Asset Volatility** : All plan assets are maintained in a trust managed by a public sector insurer viz. LIC of India. LIC has a sovereign guarantee and has been providing consistent and competitive returns over the years. The company has opted for a traditional fund wherein all assets are invested primarily in risk averse markets. The company has no control over the management of funds but this option provides a high level of safety for the total corpus. A single account is maintained for both the investment and claim settlement and hence 100% liquidity is ensured. Also interest rate and inflation risk are taken care of.
- Discount Rate Risk** : Variations in the discount rate used to compute the present value of the liabilities may seem small, but in practice can have a significant impact on the defined benefit liabilities.
- Future Salary Increase and Inflation Risk** : Since price inflation and salary growth are linked economically, they are combined for disclosure purposes. Rising salaries will often result in higher future defined benefit payments resulting in a higher present value of liabilities especially unexpected salary increases provided at management's discretion may lead to uncertainties in estimating this increasing risk.
- Asset-Liability Mismatch Risk** : Risk arises if there is a mismatch in the duration of the assets relative to the liabilities. By matching duration with the defined benefit liabilities, the Company is successfully able to neutralize valuation swings caused by interest rate movements.

## 30. RELATED PARTY TRANSACTIONS - AS PER IND AS 24

## Name of the Related Parties and Nature of Relationship

<b>Subsidiary</b>	Garware Polyester International Limited
<b>Step down Subsidiary</b>	Global Pet Films Inc.
<b>Key Management Personnel</b>	Shri. S. B. Garware - Chairman and Managing Director Ms. Monika Garware - Vice Chairperson & Joint Managing Director Mrs. Sarita Garware Ramsay - Joint Managing Director Ms. Sonia S. Garware - Director Mr. C. J. Pathak - Whole Time Director Mr. B. D. Doshi - Director Mr. Manoj Gupta - Chief Financial Officer ( Resigned w.e.f. December 03, 2018) Mr. Nimesh Shah - Company Secretary ( Resigned w.e.f. January 22, 2019) Mr. Parag B. Doshi - Company Secretary ( w.e.f. January 24, 2019) Mr. Parag B. Doshi - Chief Financial Officer ( w.e.f. April 05, 2019)
<b>Non Executive Director</b>	Mr. B. Moradian - Non Executive and Independent Director Mr. Ramesh P. Makhija - Non Executive and Independent Director Mr. M. C. Agarwal - Non Executive and Independent Director Mr. T. M. Parikh - Non Executive and Independent Director Mr. Nilesh R. Doshi - Non Executive and Independent Director Mr. N. P. Chapalgaonkar - Non Executive and Independent Director (Resigned w.e.f. May 29, 2018) Mr. V. H. Kamath - Non Executive and Independent Director (w.e.f. August 08, 2018)
<b>Entities in which some of the Directors are interested</b>	Garware Industriees Ltd. Great View Real Estates Pvt. Ltd. Shashvat Investment Consultancy & Properties Pvt. Ltd. Garware Community Centre Garware Charitable Trust S. B. Garware Family Trust Monika Garware Benefit Trust Sarita Garware Benefit Trust Sonia Garware Benefit Trust
<b>Post Employment Benefit Plans</b>	Garware Polyester Limited Office Staff and Officers Provident Fund



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 30. TRANSACTIONS WITH RELATED PARTIES

## A Key Management Personnel Compensation

Particulars	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
Short Term Employee Benefits	1,224.51	1,010.86
Post-Employment Benefits	4.60	3.00
<b>TOTAL</b>	<b>1,229.11</b>	<b>1,013.86</b>

The remuneration of ₹ 1,128.82 Lakhs (March 31, 2018 ₹ 944.67 Lakhs ) paid to the Managing Director, Joint Managing Directors and Director is as per the sanction received from the Central Government / Section 197 of the Companies Act, 2013.

Key Managerial Personnel who are under the employment of the Company are entitled to post employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the Financial Statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

## B Transactions with the Related Parties

Particulars	Relationship	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
<b>i) Sale of Goods</b>			
Garware Polyester International Ltd.	Subsidiary	4,160.31	2,869.81
Global Pet Films Inc.	Step-down Subsidiary	12,783.35	10,744.58
Garware Industries Ltd.	Entities in which some of the Directors are interested	9.13	9.92
<b>ii) Purchase of Materials</b>			
Garware Industries Ltd.	Entities in which some of the Directors are interested	179.63	132.64
<b>iii) Service Received / Processing / Commission / Rent Paid / Reimbursement of Expenses / Donation &amp; CSR Expenses</b>			
Garware Polyester International Ltd. (Commission / Reimb. of Exp.)	Subsidiary	430.38	350.93
Garware Industries Ltd. (Rent)	Entities in which some of the Directors are interested	190.51	181.88
Garware Industries Ltd. (Processing Charges)	Entities in which some of the Directors are interested	3,198.22	3,037.72
Great View Real Estates Pvt. Ltd. (Rent)	Entities in which some of the Directors are interested	72.00	74.70
Shashvat Investment Consultancy & Properties Pvt. Ltd. (Rent)	Entities in which some of the Directors are interested	30.00	30.08
Ms. Monika Garware (Rent)	Vice Chairperson & Joint Managing Director	72.00	72.00
Mrs. Sarita Garware Ramsay (Rent)	Joint Managing Director	42.00	42.00
Ms. Sonia S. Garware (Rent)	Director	72.00	72.00
Garware Community Centre (Expenses)	Entities in which some of the Directors are trustees	9.62	11.72
Garware Charitable Trust (Donation & CSR)	Entities in which some of the Directors are trustees	112.50	77.50
Garware Polyester Limited Office Staff And Officers Provident Fund (Employer Contribution)	(Post Employment Benefit Plans)	114.30	103.92
T. M. Parikh & Co. (Legal and Professional Fees)	Director is Proprietor	6.80	9.61
<b>iv) Managerial Remuneration</b>			
Shri. S. B. Garware	Chairman and Managing Director	496.69	412.38
Ms. Monika Garware	Vice Chairperson & Joint Managing Director	311.40	260.33
Mrs. Sarita Garware Ramsay	Joint Managing Director	284.33	237.05
Mr. M. S. Adsul	Director - Technical	-	18.20
Mr. C. J. Pathak	Whole-Time Director	36.40	16.71
Mr. Sunil Dalmia	Chief Financial Officer	-	18.44
Mr. Manoj Gupta	Chief Financial Officer	46.77	14.58
Mr. Nimesh Shah	Company Secretary	45.17	36.17
Mr. Parag Doshi	CFO & Company Secretary	8.35	-

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

<b>B Transactions with the Related Parties</b>			2018-19	2017-18
<b>Particulars</b>	<b>Relationship</b>		<b>₹ In Lakhs</b>	<b>₹ In Lakhs</b>
<b>v) Director Sitting Fees</b>				
Ms. Sonia S. Garware	Director		<b>0.60</b>	0.30
Mr. B. D. Doshi	Director		<b>2.18</b>	1.20
Mr. N. P. Chapalgaonkar	Independent Director		-	0.10
Mr. B. Moradian	Independent Director		<b>1.55</b>	1.48
Mr. Ramesh P. Makhija	Independent Director		<b>1.00</b>	1.00
Mr. M. C. Agarwal	Independent Director		<b>1.75</b>	2.37
Mr. T. M. Parikh	Independent Director		<b>1.70</b>	1.69
Mr. Nilesh R. Doshi	Independent Director		<b>1.60</b>	1.22
Mr. V. H. Kamath	Independent Director		<b>0.80</b>	-
<b>vi) Net Balances (Dr / Cr)</b>				
Garware Polyester International Ltd.	Subsidiary		<b>400.67</b>	334.84
Global Pet Films Inc.	Step-down Subsidiary		<b>1,857.65</b>	2,368.42
Garware Industries Ltd.	Entities in which some of the Directors are interested		<b>(329.83)</b>	104.99
Shashvat Investment Consultancy & Properties Pvt. Ltd. (Rent Deposit)	Entities in which some of the Directors are interested		<b>7.50</b>	7.50
Great View Real Estates Pvt. Ltd. (Rent Deposit)	Entities in which some of the Directors are interested		<b>36.00</b>	36.00
Shri. S. B. Garware (Remuneration Payable)	Chairman and Managing Director		<b>(61.29)</b>	(28.27)
Ms. Sonia S. Garware (Rent Deposit)	Director		<b>36.00</b>	36.00
Ms. Monika Garware (Rent Deposit / Remuneration Payable)	Vice Chairperson & Joint Managing Director		<b>(16.91)</b>	7.94
Mrs. Sarita Garware Ramsay (Rent Deposit / Remuneration Payable)	Joint Managing Director		<b>(23.36)</b>	1.32
T. M. Parikh & Co. (Legal and Professional Fees)	Director is Proprietor		<b>(0.54)</b>	(0.38)

Note : The above figures are Net of Taxes and Duties

**31. FAIR VALUE MEASUREMENTS****Financial Instruments by Category**

₹ In Lakhs

	March 31, 2019			March 31, 2018		
	Fair Value through Profit and Loss Account	Fair Value Through Other Comprehensive Income	Amortised Cost	Fair Value through Profit and Loss Account	Fair Value Through Other Comprehensive Income	Amortised Cost
<b>Financial Assets:</b>						
Investments in Quoted Equity Instruments	-	2,969.79	-	-	2,414.40	-
Investment In Equity Instruments of Subsidiary	-	-	133.57	-	-	133.57
Investments in Unquoted Equity Instruments	8.08	-	-	8.08	-	-
Investment in Quoted Mutual Funds	9,041.26	-	-	1,161.35	-	-
Security Deposits	-	-	210.28	-	-	176.62
Trade Receivables	-	-	7,494.20	-	-	6,169.68
Cash and Cash Equivalents	-	-	1,528.07	-	-	2,681.26
Bank Balances other than above	-	-	902.91	-	-	420.00
Loans and Advances to Employees	-	-	26.28	-	-	53.59
Interest Accrued on Fixed Deposits	-	-	2.98	-	-	2.84
Other Receivables	-	-	115.81	-	-	207.61
Derivative Financial Instrument	55.31	-	-	-	-	-
<b>Total Financial Assets</b>	<b>9,104.65</b>	<b>2,969.79</b>	<b>10,414.10</b>	<b>1,169.43</b>	<b>2,414.40</b>	<b>9,845.17</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## Financial Instruments by Category

₹ In Lakhs

	March 31, 2019			March 31, 2018		
	Fair Value through Profit and Loss Account	Fair Value Through Other Comprehensive Income	Amortised Cost	Fair Value through Profit and Loss Account	Fair Value Through Other Comprehensive Income	Amortised Cost
<b>Financial Liabilities:</b>						
Non-Current Borrowings	-	-	10,762.47	-	-	12,961.97
Sales Tax Deferral Loan from SICOM	-	-	559.77	-	-	749.26
Current Borrowings	-	-	424.69	-	-	1,663.31
Trade Payables	-	-	8,303.33	-	-	6,331.54
Current Maturities of Long Term Debt	-	-	3,367.02	-	-	1,619.82
Current Maturities of Finance Lease Obligations	-	-	136.67	-	-	153.09
Unclaimed Dividend	-	-	23.26	-	-	52.55
Creditors for Capital Expenditure	-	-	155.60	-	-	331.69
Payable for Expenses	-	-	132.45	-	-	50.57
Payable to Employees	-	-	520.34	-	-	511.56
Deposit from Customers	-	-	220.23	-	-	201.75
Derivative Financial Instrument	-	-	-	15.83	-	-
<b>Total Financial liabilities</b>	-	-	<b>24,605.83</b>	<b>15.83</b>	-	<b>24,627.11</b>

Note: Investment in Subsidiary ₹ 133.57 Lakhs (March 31, 2018 ₹ 133.57 Lakhs) has been accounted for as per Ind AS 27.

## i) Fair Value Hierarchy

The fair values of the Financial Instruments that are recognised and measured at fair value are disclosed in the Financial Statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its Financial Instruments into three levels prescribed under the accounting standard.

₹ In Lakhs

Financial Assets and Liabilities Measured at Fair Value - Recurring Fair Value Measurements	Notes	Level 1	Level 2	Level 3	Total
<b>At March 31, 2019</b>					
<b>Financial Assets:</b>					
Derivative Financial Instrument (Asset)	8	-	55.31	-	55.31
Investment in Quoted Mutual Fund	3 (b)	9,041.26	-	-	9,041.26
Investment in Quoted Equity Instruments	3 (a)	2,969.79	-	-	2,969.79
Investments in Unquoted Equity Instruments	3 (a)	-	8.08	-	8.08

₹ In Lakhs

Financial Assets and Liabilities Measured at Fair Value - Recurring Fair Value Measurements	Notes	Level 1	Level 2	Level 3	Total
<b>At March 31, 2018</b>					
<b>Financial Assets:</b>					
Derivative Financial Instrument (Liability)	15	-	15.83	-	15.83
Investment in Quoted Mutual Fund	3 (b)	1,161.35	-	-	1,161.35
Investment in Quoted Equity Instruments	3 (a)	2,414.40	-	-	2,414.40
Investments in Unquoted Equity Instruments	3 (a)	-	8.08	-	8.08

**Level 1:** Level 1 hierarchy includes Financial Instruments measured using quoted prices. This includes Quoted Equity Instruments and Mutual Funds. The fair value of all the Equity Instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period and mutual funds are valued using closing NAV.

**Level 2:** The fair value of derivatives and investment in Unquoted Financial Instruments is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

## ii) Valuation Technique used to Determine Fair Value

Specific valuation techniques used to value Financial Instruments include:

The use of quoted market prices or dealer quotes for similar instruments.

The fair value of forward foreign exchange contracts is determined using forward exchange rates at the Balance Sheet date.

The fair value of mutual funds is calculated by valuing them at closing NAV.

## iii) Fair Value of Financial Assets and Liabilities Measured at Amortised Cost

The carrying amount of Financial Assets and Financial Liabilities measured at amortised cost in the Financial Statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

**32. FINANCIAL RISK MANAGEMENT**

The Company's activities exposes it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the Company, derivative Financial Instruments, such as foreign exchange forward contracts are taken.

The Company's risk management is carried out by the Company's treasury department under policies approved by the Board of Directors. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative Financial Instruments and non-derivative Financial Instruments, and investment of excess liquidity.

**(A) Credit Risk**

Credit risk refers to a risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is exposed to credit risk from its operating activities primarily trade receivables, derivative Financial Instruments, Investment in Mutual Funds, deposits held with banks, loans and other receivables.

The Company has a policy of only dealing with counterparties that have sufficiently high credit rating. The Company's exposure and credit ratings of its customers are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties.

For Investment in Mutual Funds, derivative Financial Instruments and balances held with banks, banks and recognised financial institutions with only high credit rating are accepted.

**(i) Trade Receivables**

Credit risk arises from the possibility that customer will not be able to settle their obligations as and when agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts, ageing of accounts receivable and forward looking information. Individual credit limits are set accordingly.

**Movement of Provision for Doubtful Debts:**

	₹ In Lakhs
Provision for Doubtful Debts as on March 31, 2018	251.83
Change during the year	230.97
Provision for Doubtful Debts as on March 31, 2019	20.86

**(B) Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with Financial Instruments that are settled by delivering cash or another Financial Asset. Liquidity risk may result from an inability to sell a Financial Asset quickly at close to its fair value.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying business, the Company's treasury maintains flexibility in funding by maintaining availability under committed credit lines.

**(i) Maturities of Financial Liabilities:**

Company's Financial Liabilities into relevant maturity groupings based on their contractual maturities for all non - derivative Financial liabilities are as follows:

₹ In Lakhs

Particulars	Carrying Amount as at March 31, 2019	< 1 year	1 to 3 years	> 3 years
Non Current Borrowings	10,994.49	-	8,439.30	2,555.19
Sales Tax Deferral Loan from SICOM	327.75	-	327.75	-
Current Borrowings	424.69	424.69	-	-
Trade Payables	8,303.33	8,303.33	-	-
Current Maturities of Long Term Debt	3,367.02	3,367.02	-	-
Current Maturities of Finance Lease Obligations	136.67	136.67	-	-
Unclaimed Dividend	23.26	23.26	-	-
Creditors for Capital Expenditure	155.60	155.60	-	-
Payable for Expenses	132.45	132.45	-	-
Payable to Employees	520.34	520.34	-	-
Deposit from Customers	220.23	220.23	-	-
<b>TOTAL</b>	<b>24,605.83</b>	<b>13,283.59</b>	<b>8,767.05</b>	<b>2,555.19</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

₹ In Lakhs

Particulars	Carrying Amount as at March 31, 2018	< 1 year	1 to 3 years	> 3 years
Non Current Borrowings	13,193.99	-	8,030.23	5,163.76
Sales Tax Deferral Loan from SICOM	517.24	-	517.24	-
Current Borrowings	1,663.31	1,663.31	-	-
Trade Payables	6,331.54	6,331.54	-	-
Current Maturities of Long Term Debt	1,619.82	1,619.82	-	-
Current Maturities of Finance Lease Obligations	153.09	153.09	-	-
Unclaimed Dividend	52.55	52.55	-	-
Creditors for Capital Expenditure	331.69	331.69	-	-
Payable for Expenses	50.57	50.57	-	-
Payable to Employees	511.56	511.56	-	-
Deposit from Customers	201.75	201.75	-	-
Derivative Financial Instrument	15.83	15.83	-	-
<b>TOTAL</b>	<b>24,642.94</b>	<b>10,931.71</b>	<b>8,547.47</b>	<b>5,163.76</b>

**(C) Market Risk****i) Foreign Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The company is engaged in international trade and thereby exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and EUR. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (₹). The Company's risk management policy is to hedge sales and purchases. The Company uses foreign exchange forward contracts to hedge its exposure in foreign currency risk.

**i) Foreign Currency Risk Exposure**

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹ In Lakhs, are as follows :-

	March 31, 2019					March 31, 2018		
	EUR	USD	AED	MYR	GBP	EUR	USD	GBP
<b>Financial Assets</b>								
Trade Receivables	1,616.98	4,364.83	-	-	422.75	394.97	2,886.62	82.40
Financial Instruments (Assets) - Foreign Exchange Forward Contracts (Sell Foreign Currency)	(1,092.02)	(3,251.07)	-	-	-	(407.37)	-	-
<b>Net Exposure to Foreign Currency Risk (Assets)</b>	<b>524.96</b>	<b>1,113.76</b>	<b>-</b>	<b>-</b>	<b>422.75</b>	<b>(12.39)</b>	<b>2,886.62</b>	<b>82.40</b>
<b>Financial Liabilities</b>								
Trade Payables	59.68	439.94	4.34	5.07	123.06	29.86	927.14	181.38
Packing Credit in Foreign Currency						347.47	74.13	-
<b>Net Exposure to Foreign Currency Risk (Liabilities)</b>	<b>59.68</b>	<b>439.94</b>	<b>4.34</b>	<b>5.07</b>	<b>123.06</b>	<b>377.33</b>	<b>1,001.27</b>	<b>181.38</b>

**ii) Sensitivity**

The sensitivity of Profit and Loss to changes in the exchange rates arises mainly from foreign currency denominated Financial Instruments:

	Impact on Profit Before Tax	
	March 31, 2019 ₹ In Lakhs	March 31, 2018 ₹ In Lakhs
<b>EUR Sensitivity</b>		
₹ / EUR - Increase / Decrease by 5%	23.26	19.49
<b>USD Sensitivity</b>		
₹ / USD - Increase / Decrease by 5%	33.69	94.25
<b>AED Sensitivity</b>		
₹ / AED - Increase / Decrease by 5%	0.22	-
<b>MYR Sensitivity</b>		
₹ / MYR - Increase / Decrease by 5%	0.25	-
<b>GBP Sensitivity</b>		
₹ / GBP - Increase / Decrease by 5%	14.98	4.95

\* Holding all other variables constant



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

**II) Interest Rate Risk**

Interest rate risk is the risk that the fair value of future cash flows of a Financial Instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on Financial Liabilities such as borrowings, both non - current and current. The Company has not used any interest rate derivatives. The Company is also exposed to interest rate risk on its Financial Assets that include fixed deposits and liquid investments such as deposits which are part of Cash and Cash Equivalents. Since all these are generally for short durations, the Company believes it has manageable risk for achieving satisfactory returns.

**33. CAPITAL MANAGEMENT****a) Risk Management**

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital. For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholders value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2019 and March 31, 2018.

**b) Dividends**

		₹ In Lakhs	
		March 31, 2019	March 31, 2018
<b>(i)</b>	<b>Equity Shares</b>		
	Final Dividend Paid for the year ended March 31, 2018 ₹ 2/- (March 31, 2017 of ₹ 1/-) per fully paid share.	560.16	279.62
<b>(ii)</b>	<b>Dividends not recognised at the end of the reporting period</b>		
	The Directors have recommended the payment of a final Dividend of ₹ 10/- (March 31, 2018 of ₹ 2/-) per fully paid Equity Share. This proposed Dividend is subject to the approval of shareholders in the ensuing Annual General Meeting.	2,800.79	560.16

**34. Previous year figures have been reclassified / regrouped to conform to the this year classification.**

As per our report of even date	As per our report of even date	For and on behalf of the Board of Directors	
For <b>Manubhai &amp; Shah LLP</b> Chartered Accountants (Firm's Registration No. 106041W/ W100136)	For <b>Kirtane &amp; Pandit LLP</b> Chartered Accountants (Firm's Registration No. 105215W/ W100057)	<b>S. B. GARWARE</b> Chairman & Managing Director (DIN: 00943822)	<b>C. J. PATHAK</b> Whole-Time Director (DIN: 00601668)
<b>P. N. SHAH</b> Partner M.No.: 001738 Mumbai, May 29, 2019	<b>SUHAS DESHPANDE</b> Partner M.No.: 031787 Mumbai, May 29, 2019	<b>T. M. PARIKH</b> Director (DIN: 00049287)	<b>PARAG DOSHI</b> Company Secretary & Chief Financial Officer

## INDEPENDENT AUDITOR'S REPORT

To  
The Members of  
Garware Polyester Limited

### Report on the Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of **Garware Polyester Limited** ("the Holding Company") and its subsidiaries (the Holding company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as 'the consolidated financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Group as at 31<sup>st</sup> March 2019, the consolidated profit and consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditors Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that the matters described below to be the Key Audit Matters to be communicated in the Report:

Sr. No.	Key Audit Matters	Auditor's Response (Audit Procedures followed)
1.	<b>Evaluation of Tax matters</b> The Company has some Direct & Indirect tax matters which involve judgment to determine possible outcome of these tax assessments. Refer Note 10 (a) & 28(a) to the Standalone Financial Statements.	<b>Principal Audit Procedures</b> <ul style="list-style-type: none"> <li>We have carried out detailed review of all pending tax assessments.</li> <li>Obtained details of completed tax assessments and demands from the management for the year ended 31<sup>st</sup> March, 2019.</li> <li>We involved our internal experts to verify the management's underlying assumptions in estimating the tax provisions and the possible outcomes of disputes.</li> <li>Our internal experts also considered legal precedence and other rulings in evaluating management's position on these tax matters &amp; legal position.</li> </ul>

### Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act, with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Group's financial reporting process.

### Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in the internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matter

We did not audit the financial statements of two subsidiaries incorporated outside India, whose financial statements reflect total assets of ₹ 2,885.86 Lakhs as at 31<sup>st</sup> March 2019, total revenues of ₹ 19,949.99 Lakhs and net cash flows amounting to ₹ 393.08 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of Sub-Sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries are based solely on the report of the other auditors.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditors.

#### Report on Other Legal and Regulatory Requirements

- 1) 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 of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2019 taken on record by the Board of Directors of the Holding Company, and the report of the statutory auditors of its subsidiary companies incorporated outside India none of the director is disqualified as on 31<sup>st</sup> March, 2019 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 and the operating effectiveness of such controls refer to our separate report in "Annexure A";
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, we report that in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 28 to the consolidated financial statements.
    - (ii) The Group has made provision, as required under the applicable law or Indian accounting standard, for material foreseeable losses, if any on long-term contracts including derivative contracts and
    - (iii) There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Holding Company.

**For Manubhai & Shah LLP**  
Chartered Accountants  
FRN: 106041W/ W100136

**P. N. Shah**  
Partner  
Membership No. 001738

Place: Mumbai  
Date: May 29, 2019

**For Kirtane & Pandit LLP**  
Chartered Accountants  
FRN: 105215W/ W100057

**Suhansh Deshpande**  
Partner  
Membership No. 031787

Place: Mumbai  
Date: May 29, 2019

## Annexure - A to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### ANNEXURE – A TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in paragraph 1(f) under "Report on Other Legal and Regulatory Requirements" section of our report of even date,

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

In conjunction with our audit of the Ind AS financial statements of the Company as of and for the year ended 31<sup>st</sup> March 2019, we have audited the internal financial controls over financial reporting of the Holding Company **Garware Polyester Limited**, as of that date.

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

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

#### Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 31<sup>st</sup> March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Manubhai & Shah LLP**  
**Chartered Accountants**  
 FRN: 106041W/ W100136

**P. N. Shah**  
**Partner**  
 Membership No. 001738

Place: Mumbai  
 Date: May 29, 2019

**For Kirtane & Pandit LLP**  
**Chartered Accountants**  
 FRN: 105215W/ W100057

**Suhas Deshpande**  
**Partner**  
 Membership No. 031787

Place: Mumbai  
 Date: May 29, 2019



## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2019

Particulars	Notes	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, Plant and Equipment	2	1,23,707.16	1,22,475.69
Capital Work-in-Progress	2 (a)	1,059.16	972.55
Intangible Assets	2	107.11	133.80
Financial Assets			
Investments	3 (a)	2,977.87	2,422.48
Other Financial Assets	4	210.28	176.62
Deferred Tax Assets (Net)	11 (a)	4,734.06	5,938.36
Other Non-Current Assets	10 (a)	1,866.63	1,763.46
<b>TOTAL NON-CURRENT ASSETS</b>		<b>1,34,662.27</b>	<b>1,33,882.96</b>
<b>CURRENT ASSETS</b>			
Inventories	9	8,542.66	9,498.04
Financial Assets			
Investments	3 (b)	9,041.26	1,161.35
Trade Receivables	5	5,627.86	3,861.92
Cash and Cash Equivalents	6 (a)	3,370.09	4,160.34
Bank Balances Other than above	6 (b)	902.91	420.00
Loans	7	26.28	53.59
Other Financial Assets	8	174.10	210.45
Other Current Assets	10 (b)	2,285.98	3,754.37
<b>TOTAL CURRENT ASSETS</b>		<b>29,971.14</b>	<b>23,120.06</b>
<b>TOTAL ASSETS</b>		<b>1,64,633.41</b>	<b>1,57,003.02</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	12 (a)	2,323.24	2,323.24
Other Equity	12 (b)	1,34,894.12	1,26,863.62
<b>TOTAL EQUITY</b>		<b>1,37,217.36</b>	<b>1,29,186.86</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
Financial Liabilities			
Borrowings	13 (a)	11,322.24	13,711.23
Provisions	16 (a)	740.95	644.98
Other Non-Current Liability	17	7.54	31.23
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>12,070.73</b>	<b>14,387.44</b>
<b>CURRENT LIABILITIES</b>			
Financial Liabilities			
Borrowings	13 (b)	424.69	1,663.31
Trade and Other Payables	14		
Total Outstanding Dues of Micro Enterprises and Small Enterprises		360.00	417.43
Total Outstanding Dues of Creditors Other than Micro Enterprises and Small Enterprises		7,935.36	5,887.01
Other Financial Liabilities	15	4,574.58	2,990.89
Other Current Liabilities	18	1,224.86	1,554.46
Provisions	16 (b)	547.65	687.47
Current Tax Liabilities (Net)	11 (b)	278.18	228.15
<b>TOTAL CURRENT LIABILITIES</b>		<b>15,345.32</b>	<b>13,428.72</b>
<b>TOTAL LIABILITIES</b>		<b>27,416.05</b>	<b>27,816.16</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,64,633.41</b>	<b>1,57,003.02</b>
Notes forming part of the Financial Statements	1 to 36		

As per our report of even date

As per our report of even date

For and on behalf of the Board of Directors

For **Manubhai & Shah LLP**  
Chartered Accountants  
(Firm's Registration No. 106041W/ W100136)

For **Kirtane & Pandit LLP**  
Chartered Accountants  
(Firm's Registration No. 105215W/ W100057)

**S. B. GARWARE**  
Chairman &  
Managing Director  
(DIN: 00943822)

**C. J. PATHAK**  
Whole-Time Director  
(DIN: 00601668)

**P. N. SHAH**  
Partner  
M.No.: 001738

**SUHAS DESHPANDE**  
Partner  
M.No.: 031787

**T. M. PARIKH**  
Director  
(DIN: 00049287)

**PARAG DOSHI**  
Company Secretary &  
Chief Financial Officer

Mumbai, May 29, 2019

Mumbai, May 29, 2019



## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

Particulars	Notes	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
<b>INCOME:</b>			
Revenue from Operations	19	94,789.03	84,199.48
Other Income	20	900.69	520.75
<b>Total Income</b>		<b>95,689.72</b>	<b>84,720.23</b>
<b>EXPENSES:</b>			
Cost of Materials Consumed	21	44,162.71	39,596.60
Change in Inventories of Finished Goods and Work-in-Progress	22	296.72	2,671.84
Excise Duty		-	865.00
Employee Benefits Expenses	23	8,013.90	7,565.88
Finance Costs	24	1,933.54	2,503.46
Depreciation and Amortisation Expenses	25	1,384.83	1,363.29
Other Expenses	26	27,909.68	25,170.66
<b>Total Expenses</b>		<b>83,701.38</b>	<b>79,736.73</b>
<b>Profit Before Tax</b>		<b>11,988.34</b>	<b>4,983.50</b>
<b>Tax Expenses</b>			
Current Tax	11 (b)	2,580.26	1,445.41
Short / (Excess) Tax of earlier year		(7.50)	(12.50)
Deferred Tax	11 (a)	1,250.58	238.21
<b>Total Tax Expenses</b>		<b>3,823.34</b>	<b>1,671.12</b>
<b>Profit for the year</b>		<b>8,165.00</b>	<b>3,312.38</b>
<b>Other Comprehensive Income (OCI)</b>			
Items that will not be reclassified to Statement of Profit and Loss			
Gain on Fair Valuation of Equity Instruments		555.39	677.37
Remeasurement of Post-Employment Defined Benefit Obligations	29	(138.63)	13.82
Income Tax Relating to these items	11 (b)	27.82	(4.78)
<b>Other Comprehensive Income for the year, Net of Tax</b>		<b>444.58</b>	<b>686.41</b>
<b>Total Comprehensive Income for the year (Net)</b>		<b>8,609.58</b>	<b>3,998.79</b>
<b>Earnings Per Share</b>			
Basic and Diluted	27	35.14	14.26
Notes forming part of the Financial Statements	1 to 36		

As per our report of even date

For **Manubhai & Shah LLP**  
Chartered Accountants  
(Firm's Registration No. 106041W/ W100136)

**P. N. SHAH**  
Partner  
M.No.: 001738

Mumbai, May 29, 2019

As per our report of even date

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Chartered Accountants  
(Firm's Registration No. 105215W/ W100057)

**SUHAS DESHPANDE**  
Partner  
M.No.: 031787

Mumbai, May 29, 2019

For and on behalf of the Board of Directors

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(DIN: 00943822)

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Director  
(DIN: 00049287)

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Whole-Time Director  
(DIN: 00601668)

**PARAG DOSHI**  
Company Secretary &  
Chief Financial Officer

## STATEMENT OF CHANGES IN EQUITY

## EQUITY SHARE CAPITAL

	Notes	₹ In Lakhs
As at March 31, 2018	12 (a)	2,323.24
As at March 31, 2019	12 (a)	2,323.24

## OTHER EQUITY

	Capital Redemption Reserve	Securities Premium Account	Capital Reserve	General Reserve	Retained Earnings	Foreign Currency Translation Reserve (OCI)	FVTOCI - Equity Instruments	Total ₹ In Lakhs
<b>As at March 31, 2018</b>	5,446.00	592.14	76,389.38	6,909.91	35,145.96	3.26	2,376.97	<b>1,26,863.62</b>
Profit for the year	-	-	-	-	8,165.00	-	-	<b>8,165.00</b>
Other Comprehensive Income:								
a) Remeasurement of Post Employment Benefit Obligations (Net of Tax)	-	-	-	-	(90.19)	-	-	<b>(90.19)</b>
b) Changes in Fair Value of Equity Instruments Through OCI (Net of Tax)	-	-	-	-	-	-	534.77	<b>534.77</b>
Currency Translation Adjustments Relating to Subsidiaries	-	-	-	-	-	(18.92)	-	<b>(18.92)</b>
Reductions During The Year:								
Dividends Paid (Including Tax thereon)	-	-	-	-	(560.16)	-	-	<b>(560.16)</b>
<b>As at March 31, 2019</b>	<b>5,446.00</b>	<b>592.14</b>	<b>76,389.38</b>	<b>6,909.91</b>	<b>42,660.61</b>	<b>(15.66)</b>	<b>2,911.74</b>	<b>1,34,894.12</b>

## OTHER EQUITY

	Capital Redemption Reserve	Securities Premium Account	Capital Reserve	General Reserve	Retained Earnings	Foreign Currency Translation Reserve (OCI)	FVTOCI - Equity Instruments	Total ₹ In Lakhs
<b>As at March 31, 2017</b>	5,446.00	592.14	76,389.38	6,909.91	31,012.21	(83.39)	2,791.55	<b>1,23,057.80</b>
Profit for the year	-	-	-	-	3,312.38	-	-	<b>3,312.38</b>
Other Comprehensive Income:								
a) Remeasurement of Post Employment Benefit Obligations (Net of Tax)	-	-	-	-	9.04	-	-	<b>9.04</b>
b) Changes in Fair Value of Equity Instruments Through OCI (Net of Tax)	-	-	-	-	-	-	677.37	<b>677.37</b>
c) Realised Gain on Equity Instruments Carried at Fair Value Through OCI	-	-	-	-	1,091.95	-	(1,091.95)	<b>-</b>
Currency Translation Adjustments Relating to Subsidiaries	-	-	-	-	-	86.65	-	<b>86.65</b>
Reductions during the year:								
Dividends Paid (Including Tax thereon)	-	-	-	-	(279.62)	-	-	<b>(279.62)</b>
<b>As at March 31, 2018</b>	<b>5,446.00</b>	<b>592.14</b>	<b>76,389.38</b>	<b>6,909.91</b>	<b>35,145.96</b>	<b>3.26</b>	<b>2,376.97</b>	<b>1,26,863.62</b>

As per our report of even date

For **Manubhai & Shah LLP**  
Chartered Accountants  
(Firm's Registration No. 106041W/ W100136)

**P. N. SHAH**  
Partner  
M.No.: 001738

Mumbai, May 29, 2019

As per our report of even date

For **Kirtane & Pandit LLP**  
Chartered Accountants  
(Firm's Registration No. 105215W/ W100057)

**SUHAS DESHPANDE**  
Partner  
M.No.: 031787

Mumbai, May 29, 2019

For and on behalf of the Board of Directors

**S. B. GARWARE**  
Chairman &  
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(DIN: 00943822)

**T. M. PARIKH**  
Director  
(DIN: 00049287)

**C. J. PATHAK**  
Whole-Time Director  
(DIN: 00601668)

**PARAG DOSHI**  
Company Secretary &  
Chief Financial Officer

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019**

Particulars	Year ended March 31, 2019 ₹ In Lakhs	Year ended March 31, 2018 ₹ In Lakhs
<b>A. Cash Flow from Operating Activities</b>		
Profit Before Tax	11,988.34	4,983.50
Adjustments For:		
<i>Add:</i>		
Depreciation and Amortisation Expense	1,384.83	1,363.29
Finance Cost	1,933.54	2,503.46
Prepaid Rent Amortised	9.41	9.27
Net Loss on FA Mandatorily Measured at FVTPL	1.32	5.55
Unrealised Exchange Gain / Loss	121.72	138.62
Mark to Market Loss on Derivative Contracts	-	85.43
<i>Less:</i>		
Interest Income	(158.08)	(371.68)
Profit / Loss on Sale / Disposal / Write off of Property, Plant and Equipment	(29.43)	(0.21)
Profit on Sale of Investment	(197.02)	(0.05)
Dividend on Investment	(118.14)	(70.03)
Sundry Credit Balances & Provisions no Longer Required, Written Back	(77.10)	(1.51)
Mark to Market Gain on Derivative Contracts	(71.14)	-
Net Gain on Financial Asset Measured at Amortised Cost	(9.41)	(10.27)
Government Grant	(40.67)	(58.48)
Provision for Leave & Gratuity Provision	(256.11)	(162.30)
	<u>2,493.72</u>	<u>3,431.09</u>
<b>Operating Profit Before Working Capital Changes</b>	<b>14,482.06</b>	<b>8,414.59</b>
Transfer to Foreign Currency Translation Reserve	(18.92)	86.65
Adjustment for Changes in Working Capital:		
(Increase) / Decrease in Operating Assets:		
Inventories	955.38	1,757.84
Trade Receivables	(1,887.63)	2,289.85
Loans	27.31	(31.43)
Other Financial Assets	83.38	123.25
Other Assets	1,355.80	(36.18)
Increase / (Decrease) in Operating Liabilities:		
Trade Payables	2,065.10	1,420.30
Other Financial Liabilities	(147.09)	(50.32)
Other Liabilities	(312.62)	623.91
Provisions	73.63	(93.08)
	<u>2,194.34</u>	<u>6,090.79</u>
<b>Cash Generated from Operations</b>	<b>16,676.40</b>	<b>14,505.38</b>
Direct Taxes Paid	(2,541.19)	(1,077.53)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>14,135.21</b>	<b>13,427.85</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Property, Plant and Equipment & Intangible Assets	(2,683.08)	(1,064.00)
Proceeds from Sale of Property, Plant and Equipment	36.29	0.29
Interest on Deposits	157.94	520.19
Proceeds from Sale of Investments	197.02	1,111.54
Dividend on Investments	118.14	70.03
Investment in Mutual Funds	(7,881.23)	(1,166.90)
<b>Net Cash Flow (Used in) Investing Activities (B)</b>	<b>(10,054.92)</b>	<b>(528.85)</b>

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd...)**

Particulars	Year ended March 31, 2019 ₹ In Lakhs	Year ended March 31, 2018 ₹ In Lakhs
<b>C. Cash Flow from Financing Activities</b>		
Finance Cost	(1,878.38)	(2,429.13)
Proceeds from Non-Current Borrowings	1,209.53	13,705.79
(Repayments) of Non-Current Borrowings	(1,922.90)	(2,046.01)
Increase / (Decrease) in Current Borrowings	(1,235.72)	(25,859.31)
Dividend / Unclaimed Dividend Paid / Deposited Including Dividend Distribution Tax	(560.16)	(279.62)
Movement in Margin Money Deposit	(512.20)	(271.29)
Movement in Unclaimed Dividend Account	29.29	8.78
<b>Net Cash Flow (Used in) Financing Activities (C)</b>	<b>(4,870.54)</b>	<b>(17,170.79)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(790.25)</b>	<b>(4,271.79)</b>
Cash and Cash Equivalents (Opening Balance)	4,160.34	8,432.13
Effects of Exchange Rate Changes on Cash and Cash Equivalents		
<b>Cash and Cash Equivalents (Closing Balance)</b>	<b>3,370.09</b>	<b>4,160.34</b>

**Cash and Cash Equivalents at the end of the year include:**

	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
Cash on Hand	7.91	4.97
Balances with Banks in Current and Deposit Accounts	3,362.18	4,155.37
Cash and Cash Equivalents (Refer Note 6 (a) )	3,370.09	4,160.34
<b>Cash and Cash Equivalents in Cash Flow Statement</b>	<b>3,370.09</b>	<b>4,160.34</b>

Particulars	As at March 31, 2018 ₹ In Lakhs	Cash Flow	Non Cash Change		As at March 31, 2019 ₹ In Lakhs
			Fair Value Changes	Foreign Exchange Movement	
Borrowings - Non Current	13,711.23	(2,376.35)	(12.64)	-	11,322.24
Borrowings - Current	1,663.31	(1,235.72)	-	(2.90)	424.69
Other Financial Liabilities	1,772.91	1,730.78	-	-	3,503.69

As per our report of even date

For **Manubhai & Shah LLP**  
 Chartered Accountants  
 (Firm's Registration No. 106041W/ W100136)

**P. N. SHAH**  
 Partner  
 M.No.: 001738

Mumbai, May 29, 2019

As per our report of even date

For **Kirtane & Pandit LLP**  
 Chartered Accountants  
 (Firm's Registration No. 105215W/ W100057)

**SUHAS DESHPANDE**  
 Partner  
 M.No.: 031787

Mumbai, May 29, 2019

For and on behalf of the Board of Directors

**S. B. GARWARE**  
 Chairman &  
 Managing Director  
 (DIN: 00943822)

**T. M. PARIKH**  
 Director  
 (DIN: 00049287)

**C. J. PATHAK**  
 Whole-Time Director  
 (DIN: 00601668)

**PARAG DOSHI**  
 Company Secretary &  
 Chief Financial Officer

**GROUP INFORMATION:**

Garware Polyester Limited ('the Company') and its subsidiaries (together referred to as 'the Group') are engaged in the business of manufacturing of Polyester Films. The Company is limited by Shares, incorporated and domiciled in India and Equity Shares of the Company are listed on the Indian stock exchange BSE (Bombay Stock Exchange). The registered office of the company is located at Naigaon, Post Waluj, Aurangabad - 431 133.

The Consolidated Financial Statements have been authorised for issue by the Board of Directors at their meeting held on May 29, 2019.

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS:****A. Significant Accounting Policies:****(a) Basis of Preparation****(i) Compliance with Ind AS**

These Consolidated Financial Statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015, as amended] and Other relevant provisions of the Act.

Group's Financial Statements are presented in Indian (₹), which is the functional currency of the Company.

These Consolidated Financial Statements have been prepared and presented under the historical cost convention, on accrual basis of accounting except for certain Financial Assets and Financial Liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these Consolidated Financial Statements.

**(ii) Classification of Assets and Liabilities**

All Assets and Liabilities have been classified as Current or Non-Current as per the Group's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of products and services and the time between the acquisition of assets for processing and their realization in cash and Cash Equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of Current and Non - Current Classification of Assets and Liabilities.

**(b) Principles of Consolidation**

The Consolidated Financial Statements have been prepared in accordance with Ind AS 110 Consolidated Financial Statements. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. The acquisition method of accounting is used to account for business combinations by the Group. The Group combines the Financial Statements of the parent and its subsidiaries line by line adding together like items of Assets, Liabilities, Equity, Income and Expenses. Intercompany transactions, balances and unrealised gains on transactions between Group Companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The Subsidiary Companies considered in the presentation of Consolidated Financial Statements are as follows:

Name of the Company	Country of Incorporation	Percentage of Voting Power	Financial Year
<b>Subsidiary</b> Garware Polyester International Ltd.	United Kingdom	100%	2018-19
<b>Step down Subsidiary</b> Global Pet Films Inc.	U.S.A.	100%	2018-19

**(c) Segment Reporting**

The Group's Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) as defined in Ind AS 108 operating segments. The CODM is the Company's Board of Directors The Board of Directors assesses the financial performance and position of the Group and makes strategic decisions. Refer note 31 for segment information presented.

**(d) Property, Plant and Equipment**

Property, Plant and Equipment are carried at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of Property, Plant and Equipment.

In respect of subsidiaries, items of Property, Plant and Equipment are carried at its cost less accumulated depreciation and accumulated impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the Property, Plant and Equipment can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to Profit or Loss during the reporting period in which they are incurred.



### Depreciation, Estimated Useful Lives and Residual Value

Depreciation on each item of Property, Plant and Equipment of the Company is provided as per the useful lives of Assets specified in Schedule II to the Companies Act, 2013 (Act).

The Property, Plant and Equipment acquired under finance lease is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

The asset's residual values and useful lives are reviewed and adjusted if appropriate, at the end of the reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and Losses on disposals are determined by comparing proceeds with carrying amount. These are included in Profit or Loss within other income / other expenses respectively.

### Capital Work-in-Progress

Capital Work-in-Progress assets in the course of installation for production or / and supply of goods or services or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. At the point when an asset is operating at management's intended use, the cost of construction / installation is transferred to the appropriate category of Property, Plant and Equipment costs associated with the commissioning of an asset are capitalised where the asset is available for use but incapable of operating at normal levels until a period of commissioning has been completed.

### (e) Intangible Assets

Intangible Assets are stated at acquisition cost net of tax / duty credits availed, if any, and net of accumulated amortisation. Gains or Losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Profit or Loss. Intangible Assets are amortized on the straight line method as follows:

Asset	Useful Life
Software	5 Years

### (f) Impairment of Assets

Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

After impairment, depreciation / amortization is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation / amortization if there was no impairment.

### (g) Ind AS 115 Revenue from Contracts with Customers

Ind AS 115 is effective from 1<sup>st</sup> April 2018 and it replaces Ind AS 18. It applies, with limited exceptions, to all revenue arising from contracts with its customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. Ind AS 115 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. It also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

#### A. Revenue from Contract with Customer

##### Revenue from Sale of Products

Revenue from sale of products is recognised at the point in time when control of the asset is transferred to the customer, generally when the product is dispatched to the customer.

The Company provides retrospective rebates to certain customers based on achievement of targeted volumes and other measures. To estimate the variable consideration for the expected future rebates, the Company applies the expected value method.

The Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less. Thus there is no significant financing component.

#### B. Contract Balances

##### Contract Assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

### Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

### Refund Liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

### Export Benefits

Export entitlements under the Duty Draw Back Scheme / Other Schemes are recognised as income when the right to receive credit as per the terms of the scheme is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

### Others

Dividend income is recognised when the right to receive payment is established.

Interest income is recognised on the time proportion basis.

### (h) Government Grant

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to income are recognised in the Profit or Loss over the period necessary to match them with the costs that they are intended to compensate and presented within other operating revenue.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

### (i) Inventories

- (1) Raw Materials and Packing Materials are valued at the lower of cost and net realizable value. cost is determined on a moving weighted average basis. cost includes the cost of purchase and Other expenses directly attributable to their acquisition but excludes Duties & Taxes, which are subsequently recoverable from the Taxing authorities.
- (2) Stores and Spares are valued at cost computed on a moving weighted average basis. cost includes the cost of purchase and Other expenses directly attributable to their acquisition but excludes duties and Taxes that are subsequently recoverable from the Taxing authorities.
- (3) Semi-finished goods Including those held for captive consumption is valued at factory cost Including depreciation.
- (4) Finished goods are valued at the lower of cost and net realizable value. cost includes direct material & labour cost and a proportion of manufacturing overheads.
- (5) Purchases of finished goods are valued at the lower of cost and net realizable value.

### (j) Financial Instruments

A Financial Instrument is any contract that gives rise to a Financial Asset of one entity and a Financial Liability or Equity instrument of another entity.

#### A. Financial Assets

##### (1) Classification

**The Group Classifies its Financial Assets in the following Measurement Categories:**

- Those to be measured subsequently at fair value (either through Other Comprehensive Income, or through Profit or Loss), and
- Those measured at amortised cost.

The classification depends on the entity's business model for managing the Financial Assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Profit or Loss or Other Comprehensive Income. For Investments in debt Instruments, this will depend on the business model in which the investment is held. For Investments in Equity Instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the Equity investment at Fair Value Through Other Comprehensive Income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

**(2) Measurement**

At initial recognition, the Group measures a Financial Asset at its fair value plus, in the case of a Financial Asset not at Fair Value Through Profit or Loss, transaction costs that are directly attributable to the acquisition of the Financial Asset. Transaction costs of Financial Assets carried at fair value through Profit or Loss are expensed in Profit or Loss statement.

Financial Assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely for payment of principal and interest.

**Debt Instruments**

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. The Group classifies its debt instruments as follows:

- **Amortised Cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in Profit or Loss when the asset is derecognised or impaired. Interest income from these Financial Assets is included in other income using the effective interest rate method.

**Equity Instruments**

The Group subsequently measures Equity investment at fair value. The group's Management elects to present fair value gains and losses on Equity Investments in Other Comprehensive Income or Profit and Loss account on an instrument by instrument basis.

**(3) Impairment of Financial Assets**

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Refer Note 34 (A) for details of credit risk.

For Trade Receivables, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**(4) Derecognition of Financial Assets**

A Financial Asset is derecognised only when

- The Group has transferred the rights to receive cash flows from the Financial Asset or
- Retains the contractual rights to receive the cash flows of the Financial Asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the Financial Asset. In such cases, the Financial Asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the Financial Asset, the Financial Asset is not derecognised. Where the entity has neither transferred a Financial Asset nor retains substantially all risks and rewards of ownership of the Financial Asset, the Financial Asset is derecognised if the Group has not retained control of the Financial Asset. Where the Group retains control of the Financial Asset, the asset is continued to be recognised to the extent of continuing involvement in the Financial Asset.

**B. Financial Liability****(1) Initial Recognition and Measurement:**

The Group recognizes a Financial Liability in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All Financial Liabilities are recognised initially at fair value minus, in the case of Financial Liabilities not recorded at Fair Value Through Profit or Loss (FVTPL), transaction costs that are attributable to the acquisition of the Financial Liability.

Where the fair value of a Financial Liability at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognised as a gain or loss in the Statement of Profit and Loss at initial recognition if the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input).

In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognised as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the Financial Liability.

**(2) Measurement:**

All Financial Liabilities of the Group are subsequently measured at amortised cost using the effective interest method.

Under the effective interest method, the future cash payments are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the Financial Liability over the relevant period of the Financial Liability to arrive at the amortised cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognised as interest expense over the relevant period of the Financial Liability. The same is included under finance cost in the Statement of Profit and Loss.

**(3) Derecognition:**

A Financial Liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing Financial Liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the Financial Liability derecognised and the consideration paid is recognised in the Statement of Profit and Loss.

**(k) Derivative Financial Instruments**

Derivative Financial Instruments such as forward contracts to hedge foreign currency risk are initially recognised at fair value and subsequently remeasured at their fair value with changes in fair value recognised in the Statement of Profit & Loss in the period when they arise.

**(l) Foreign Currency Translation****(1) Functional and Presentation Currency**

Items included in the Consolidated Financial Statements of the Group are measured using the currency of the primary economic environment in which the entity operates the functional currency. The Consolidated Financial Statements are presented in Indian (₹), which is the Company's functional and presentation currency.

**(2) Transactions and Balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary Assets and Liabilities denominated in foreign currencies at year end exchange rates are recognised in Profit and Loss and are presented in the Statement of Profit or Loss on a net basis. Non - monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. A monetary item for which settlement is neither Planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

Foreign exchange gains and losses on foreign currency borrowings is accounted by addition or deduction to the cost of asset so far it relates to capital asset to the extent that they are regarded as an adjustment to interest cost and in Other cases by charging it to the Statement of Profit and Loss as a gain or loss on account of exchange differences under the head Finance Costs.

**(3) Group Companies**

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and Liabilities are translated at the closing rate at the date of that Balance Sheet.
- Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of transaction.
- Income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- All resulting exchange differences are recognised in Other Comprehensive Income (on disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in Profit or Loss).

**(m) Leases**

As a Lessee

Leases of Property, Plant and Equipment, where the Group, as lessee has substantially all the risks and rewards of ownership are classified as finance leases. Assets acquired under finance leases are recognised at the lower of the fair value of the leased assets at inception of the lease and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to Profit or Loss on a straight-line basis over the period of the lease, unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

**(n) Cash and Cash Equivalents**

Cash and Cash Equivalents for the purpose of cash flows statement comprise cash at bank, cash in hand, demand deposits with banks and other deposits with an original maturity of three months or less.

**(o) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Profit or Loss over the period of the borrowings using the effective interest method. Borrowings are removed from the Balance Sheet when the obligation specified in the contract is discharged, cancelled or expired.

**(p) Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are recognised as an expense in the year in which they are incurred.

**(q) Provisions and Contingent Liabilities & Assets**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the Consolidated Financial Statements.

**(r) Employee Benefits****(i) Short-Term Obligations**

Liabilities for wages and salaries, Including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

**(ii) Other Long-Term Employee Benefit Obligations**

The Liabilities for earned leave that are not expected to be settled wholly within 12 months are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the Government Securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognised in the Statement of Profit and Loss.

**(iii) Post-Employment Benefits**

The Group operates the following post-employment schemes:

- (a) Defined benefit plans such as Gratuity and Pension; and
- (b) Defined contribution plans such as Provident Fund.

**Define Benefit Plans**

The liability or asset recognised in the Balance Sheet in respect of Defined Benefit Pension and Gratuity Plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the statement of changes in Equity and in the Balance Sheet.

**Defined Contribution Plans**

Defined Contribution Plans such as Provident Fund etc., are charged to the Statement of Profit and Loss as incurred. Further for certain employees, the monthly contribution for Provident Fund is made to a trust administered by the Group. The interest payable by the trust is notified by the Government. The Group has an obligation to make good the shortfall, if any.

**Termination Benefits**

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the Group recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due for more than 12 months after the end of the reporting period are discounted to present value.

**(s) Earnings Per Share**

Earnings per share are calculated by dividing the net Profit or Loss for the year attributable to Equity Shareholders by the weighted average number of Equity Shares outstanding during the year.



**(t) Income Taxes**

Deferred Tax is provided using the Balance Sheet Liability Method, providing for temporary differences between the carrying amounts of Assets and Liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of Deferred Tax provided is based on the expected manner of realization or settlement of the carrying amount of Assets and Liabilities, using tax rates enacted or substantially enacted at the Balance Sheet date. Deferred Tax Assets are recognised for all deductible temporary differences and unused Tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Current and Deferred Tax is recognised in Profit or Loss, except to the extent that it relates to items recognised in Other Comprehensive Income or directly in Equity. In this case, the Tax is also recognised in Other Comprehensive Income or directly in Equity, respectively. Current Tax is determined as the amount of tax payable in respect of taxable income for the period. The credit is taken as per entitlement for the Tax liability provided under MAT based on Taxable income as per the provisions of Income Tax Act, 1961.

Current Tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the Balance Sheet date, and any adjustment to Tax payable in respect of previous years.

**(u) Significant Accounting Judgements, Estimates and Assumptions**

The preparation of Consolidated Financial Statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies. The management overview the areas that involve a higher degree of judgement or complexity and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of Assets and Liabilities within the next financial year, are described below. The Group has based assumptions and estimates on parameters available when the Consolidated Financial Statements were prepared. However existing circumstances and assumptions about future developments may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions as and when they occur.

**i. Taxes**

The Group provides for tax considering the applicable tax regulations and based on reasonable estimates, management periodically evaluates positions taken in the tax returns giving due considerations to tax laws and establishes provisions in the event if required as a result of differing interpretation or due to retrospective amendments, if any. The recognition of Deferred Tax Assets is based on availability of sufficient taxable profits in the Group against which such assets can be utilised.

**ii. Defined Benefit Obligations**

The cost of the defined benefit plans and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameters subject to change is the discount rate, escalation rate, expected rate of return and mortality rate. Future salary increases are based on expected future inflation rates.

**iii. Recoverability of Trade Receivables**

Required judgements are used in assessing the recoverability of overdue trade receivables and for determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate risk of non-payment.

**AMENDMENTS ISSUED, BUT NOT YET EFFECTIVE****Standards issued but not yet effective**

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 on March 30, 2019. The Rules shall be effective from reporting period beginning on or after April 1, 2019.

**Ind AS 116 "Leases"**

Ind AS116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e. the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize Assets and Liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value

The effective date for adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019 however the Company is in the process of evaluating the impact on the Financial Statements under the new standard.

**Ind AS 12 “Income taxes” (Amendments Relating to Income Tax Consequences of Dividend and Uncertainty Over Income Tax Treatments)**

The amendment relating to income tax consequences of dividend clarify that an Company shall recognise the income tax consequences of dividends in Profit or Loss, other comprehensive income or equity according to where the Company originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the Company pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the Company has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the Company is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) Company has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Company does not expect any significant impact of the amendment on its Financial Statements.

**Ind AS 109 “Financial Instruments” (Prepayment Features with Negative Compensation)**

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at Fair Value Through Other Comprehensive Income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its Financial Statements.

**Ind AS 19 “Employee Benefits” (Plan Amendment, Curtailment or Settlement)**

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

**Ind AS 23 “Borrowing Costs”**

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that Company borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 2. PROPERTY, PLANT AND EQUIPMENT

₹ In Lakhs

Description	Gross Carrying Amount			Depreciation / Amortisation				Net Carrying Amount
	Gross Carrying Amount as at April 1, 2018	Additions / Adjustments during the year	Disposal / Adjustments during the year	As at March 31, 2019	Up to March 31, 2018	Charge for the year	Disposal during the year	
<b>Property, Plant and Equipment :-</b>								
Land (Freehold)	77,066.97	-	-	77,066.97	-	-	-	77,066.97
Land (Leasehold)	23,580.99	-	-	23,580.99	-	-	-	23,580.99
Buildings	5,033.79	46.63	-	5,080.42	496.26	253.84	-	4,330.32
Plant & Machinery	17,596.19	2,282.65	-	19,878.84	1,532.53	824.81	-	17,521.50
Electrical Installations	83.75	41.91	-	125.66	26.10	9.99	-	89.57
Laboratory Equipments	287.27	98.44	-	385.71	62.86	37.62	-	285.23
Furniture & Fixtures	316.33	19.65	-	335.98	134.31	34.14	-	167.53
Office Equipments	156.16	42.82	-	198.98	66.59	37.90	-	94.49
Vehicles	26.16	-	0.64	25.52	10.80	5.05	0.60	10.27
Vehicles on Finance Lease	762.91	-	23.77	739.14	181.51	104.21	16.94	470.36
Capital Expenditure On Research & Development	15.36	-	-	15.36	3.53	1.70	-	10.13
Data Processing Equipments	106.11	53.71	-	159.82	55.09	33.22	-	71.51
Data Processing Equipments on Finance Lease	134.88	-	0.29	134.59	121.60	4.99	0.29	8.29
<b>TOTAL (A)</b>	<b>1,25,166.87</b>	<b>2,585.81</b>	<b>24.70</b>	<b>1,27,727.98</b>	<b>2,691.18</b>	<b>1,347.47</b>	<b>17.83</b>	<b>1,23,707.16</b>
<b>Intangible Assets :-</b>								
Software	181.59	10.67	-	192.26	47.79	37.36	-	107.11
<b>TOTAL (B)</b>	<b>181.59</b>	<b>10.67</b>	<b>-</b>	<b>192.26</b>	<b>47.79</b>	<b>37.36</b>	<b>-</b>	<b>107.11</b>
<b>TOTAL (A + B)</b>	<b>1,25,348.46</b>	<b>2,596.48</b>	<b>24.70</b>	<b>1,27,920.24</b>	<b>2,738.97</b>	<b>1,384.83</b>	<b>17.83</b>	<b>1,23,814.27</b>
<b>Capital Work-in-Progress, Refer Note 2 (a)</b>								<b>1,059.16</b>

Refer Note No. 28 (d) for disclosure of contractual commitments for Property, Plant and Equipment.

Refer Note No. 13 for Property pledged as security.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 2. PROPERTY, PLANT AND EQUIPMENT

Description	Gross Carrying Amount				Depreciation / Amortisation				Net Carrying Amount
	Gross Carrying Amount as at April 1, 2017	Additions / Adjustments during the year	Disposal / Adjustments during the year	As at March 31, 2018	Up to April 1, 2017	Charge for the year	Disposal during the year	Up to March 31, 2018	
<b>Property, Plant &amp; Equipment :-</b>									
Land (Freehold)	77,066.97	-	-	77,066.97	-	-	-	-	77,066.97
Land (Leasehold)	23,580.99	-	-	23,580.99	-	-	-	-	23,580.99
Buildings	5,010.07	23.72	-	5,033.79	244.44	251.82	-	496.26	4,537.53
Plant & Machinery	17,135.97	460.22	-	17,596.19	758.94	773.59	-	1,532.53	16,063.66
Electrical Installations	51.14	32.61	-	83.75	18.87	7.23	-	26.10	57.65
Laboratory Equipments	243.54	43.73	-	287.27	29.88	32.98	-	62.86	224.41
Furniture & Fixtures	271.76	44.57	-	316.33	99.18	35.13	-	134.31	182.02
Office Equipments	134.65	21.51	-	156.16	32.74	33.85	-	66.59	89.57
Vehicles	19.51	6.65	-	26.16	5.19	5.61	-	10.80	15.36
Vehicles on Finance Lease	611.72	151.19	-	762.91	67.84	113.67	-	181.51	581.40
Capital Expenditure on Research & Development	15.36	-	-	15.36	1.76	1.77	-	3.53	11.83
Data Processing Equipments	85.84	20.27	-	106.11	29.12	25.97	-	55.09	51.02
Data Processing Equipments on Finance Lease	135.18	-	0.30	134.88	67.86	53.96	0.22	121.60	13.28
<b>TOTAL (A)</b>	<b>1,24,362.70</b>	<b>804.47</b>	<b>0.30</b>	<b>1,25,166.87</b>	<b>1,355.82</b>	<b>1,335.58</b>	<b>0.22</b>	<b>2,691.18</b>	<b>122,475.69</b>
<b>Intangible Assets :-</b>									
Software	78.73	102.86	-	181.59	20.08	27.71	-	47.79	133.80
<b>TOTAL (B)</b>	<b>78.73</b>	<b>102.86</b>	<b>-</b>	<b>181.59</b>	<b>20.08</b>	<b>27.71</b>	<b>-</b>	<b>47.79</b>	<b>133.80</b>
<b>TOTAL (A + B)</b>	<b>1,24,441.43</b>	<b>907.33</b>	<b>0.30</b>	<b>1,25,348.46</b>	<b>1,375.90</b>	<b>1,363.29</b>	<b>0.22</b>	<b>2,738.97</b>	<b>122,609.49</b>
<b>Capital Work-in-Progress, Refer Note 2 (a)</b>									<b>972.55</b>

## 2. (a) The breakup of expenses shown under Capital Work-in-Progress (Pending allocation) as on March 31, 2019 is as under :

Particulars	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
Opening Balance	972.55	815.88
Additions during the year	2,212.79	604.09
Less: Capitalised during the year	(2,158.19)	(452.45)
Finance Charges	32.01	5.03
Closing Balance #	1,059.16	972.55

[Note : Includes Intangible Assets under development ₹ Nil (March 31, 2018 ₹ Nil)]

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

3. (a) NON - CURRENT INVESTMENTS	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>Investment at Fair Value Through Other Comprehensive Income (FVTOCI) in Quoted Equity Instruments</b>		
262,543 (March 31, 2018 - 262,543) Equity Shares of Garware Technical Fibres Limited, (Formerly Garware Wall Ropes Ltd.) of the face value of ₹ 10/- each, fully paid-up.	2,969.79	2,414.40
<b>Investment at Fair Value Through Profit and Loss (FVTPL) in Unquoted Equity Instruments</b>		
500 (March 31, 2018 - 500 ) Equity Shares of The Co-Operative Stores Ltd. (New Delhi), of the face value of ₹ 10/- each, fully paid-up.	0.05	0.05
10,000 (March 31, 2018 - 10,000 ) Equity Shares of S I C O M Ltd., of the face value of ₹ 10/- each fully paid-up.	8.00	8.00
100 (March 31, 2018 - 100 ) Equity Shares of Cosmos Co-Operative Bank Ltd., of the face value of ₹ 10/- each fully paid-up.	0.02	0.02
25 (March 31, 2018 - 25 ) Equity Shares of Shamrao Vithhal Co-Operative Bank Ltd, of the face value of ₹ 25/- each fully paid-up.	0.01	0.01
<b>TOTAL</b>	<b>2,977.87</b>	<b>2,422.48</b>
Aggregate Amount of Quoted Investments	2,969.79	2,414.40
Aggregate Amount of Unquoted Investments	8.08	8.08
<b>3. (b) CURRENT INVESTMENTS</b>	<b>As at March 31, 2019 ₹ In Lakhs</b>	<b>As at March 31, 2018 ₹ In Lakhs</b>
<b>Investment at Fair Value Through Profit and Loss (FVTPL) In Quoted Mutual Funds</b>		
57,50,760 Units In Aditya Birla Sunlife Enhance Arbitrage Fund Regular Plan of Dividend Reinvestment (Previous year 54,33,696 Units)	616.08	586.62
1,70,54,388 Units In HDFC Arbitrage Fund Regular Plan of Dividend Reinvestment (Previous year 52,81,003 Units)	1,839.83	574.73
1,79,913 Units in HDFC Liquid Mutual Fund (Previous year Nil)	6,585.35	-
<b>TOTAL</b>	<b>9,041.26</b>	<b>1,161.35</b>
Aggregate Cost of Quoted Investments	9,048.13	1,166.91
Aggregate Fair Value of Quoted Investments (NAV)	9,041.26	1,161.35
<b>4. OTHER FINANCIAL ASSETS - NON - CURRENT</b>	<b>As at March 31, 2019 ₹ In Lakhs</b>	<b>As at March 31, 2018 ₹ In Lakhs</b>
Security Deposits (Unsecured, Considered Good)	210.28	176.62
<b>TOTAL</b>	<b>210.28</b>	<b>176.62</b>
Security deposit includes rental deposits of ₹ 64.50 Lakhs given to Directors (March 31, 2018 ₹ 64.50 Lakhs) and ₹ 43.50 Lakhs given to Companies in which Directors are a Director / Member (March 31, 2018 ₹ 43.50 Lakhs).		
<b>5. TRADE RECEIVABLES</b>	<b>As at March 31, 2019 ₹ In Lakhs</b>	<b>As at March 31, 2018 ₹ In Lakhs</b>
Unsecured, Considered Good	5,627.86	3,861.92
Credit Impaired	20.86	251.83
Less: Allowance for Doubtful Debts	(20.86)	(251.83)
<b>TOTAL</b>	<b>5,627.86</b>	<b>3,861.92</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

The Carrying Amounts of Trade Receivables Discounted are as follows:

	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
Total Trade Receivables Discounted	-	1,241.71
Corresponding Borrowings against Trade Receivables Discounted (Refer note 13 b)	-	1,241.71
<b>6. (a) CASH AND CASH EQUIVALENTS</b>		
	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>Balances with Banks</b>		
In Current Accounts	2,162.96	1,741.00
In Deposit Accounts	1,199.22	2,414.37
<b>Cash on Hand</b>	7.91	4.97
<b>TOTAL</b>	<b>3,370.09</b>	<b>4,160.34</b>
<b>6. (b) OTHER BANK BALANCES</b>		
	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>In Earmarked Accounts</b>		
Unclaimed Dividend Accounts	23.26	52.55
Margin Money Deposit	879.65	367.45
<b>TOTAL</b>	<b>902.91</b>	<b>420.00</b>
<b>7. LOANS - CURRENT</b>		
	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
Loans and Advances to Employees - Considered Good, Unsecured	26.28	53.59
<b>TOTAL</b>	<b>26.28</b>	<b>53.59</b>
<b>8. OTHER FINANCIAL ASSETS - CURRENT</b>		
	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
Interest Accrued on Fixed Deposits	2.98	2.84
Derivative Financial Instrument	55.31	-
Other Receivables	115.81	207.61
<b>TOTAL</b>	<b>174.10</b>	<b>210.45</b>
(Other Receivables Includes Insurance Claim and Discount Receivable from Vendors.)		
<b>9. INVENTORIES</b>		
	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
Stores, Spares and Packing Materials	2,368.04	2,478.16
Stores, Spares and Packing Materials - In Transit	-	89.63
Raw Materials	1,827.26	1,738.48
Raw Materials - In Transit	-	547.69
Finished Goods	131.50	198.03
Finished Goods - In Transit	1,014.64	1,053.61
Semi-Finished Goods	3,201.22	3,392.44
<b>TOTAL</b>	<b>8,542.66</b>	<b>9,498.04</b>



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 10. (a) OTHER NON CURRENT ASSETS

	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>Capital Advances</b>		
Secured, Considered Good	2.73	-
Unsecured, Considered Good	416.29	9.21
	<b>419.02</b>	<b>9.21</b>
<b>Advances Other than Capital Advances</b>		
Balances with Government Authorities [Includes ₹ 1,178.30 Lakhs towards CST receivable (Previous year ₹ 1,178.30 Lakhs)]	1,447.61	1,754.25
<b>TOTAL</b>	<b>1,866.63</b>	<b>1,763.46</b>

## 10. (b) OTHER CURRENT ASSETS

	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
Prepaid Expenses	255.90	221.58
Balances with Government Authorities.	1,426.52	2,929.24
Advances Paid to Suppliers / Vendors	603.56	603.55
<b>TOTAL</b>	<b>2,285.98</b>	<b>3,754.37</b>

## 11. (a) DEFERRED TAX ASSETS

The Balance of Deferred Tax Comprises Temporary Differences Attributable to:

	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>Deferred Tax Assets</b>		
Expenses Allowed on Payment Basis	373.74	243.85
Minimum Alternate Tax Credit Entitlement	7,183.03	7,984.58
Unrealised Profits on Inter Companies Stock	210.28	226.62
Others	5.95	89.01
<b>TOTAL (a)</b>	<b>7,773.00</b>	<b>8,544.06</b>
<b>Deferred Tax Liabilities</b>		
Excess of Written Down Value as per Books and as per Income Tax Act, 1961	3,039.76	2,578.70
Remeasurement of Post Defined Benefit Obligations	(21.44)	27.00
Deferred Tax on Fair Valuation on Equity Instrument	20.62	-
<b>TOTAL (b)</b>	<b>3,038.94</b>	<b>2,605.70</b>
<b>Deferred Tax Assets (Net)</b>	<b>TOTAL (a-b)</b>	<b>4,734.06</b>
		<b>5,938.36</b>

Changes in Deferred Tax Assets / (Liabilities) in Statement of Profit and Loss [(Charged) / Credited during the year]

	Year Ended	
	March 31, 2019 ₹ In Lakhs	March 31, 2018 ₹ In Lakhs
Expenses Allowed on Payment Basis	129.89	(68.43)
Others	(83.06)	(201.74)
Minimum Alternate Tax Credit Entitlement	(801.55)	240.60
Reversal of MAT Credit Entitlement of Previous Year	(18.45)	7.40
Unrealised Profits on Inter Companies Stock	(16.34)	189.42
Excess of Written Down Value as per Books and as per Income Tax Act, 1961	(461.07)	(405.46)
<b>TOTAL</b>	<b>(1,250.58)</b>	<b>(238.21)</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 11. (b) INCOME TAXES

The Major Components of Income Tax Expense for the year ended are:

Statement of Profit and Loss	Year ended March 31, 2019	Year ended March 31, 2018
Profit and Loss Section	₹ In Lakhs	₹ In Lakhs
<b>Current Income Tax</b>		
Current Tax on Profit for the Current Year	2,580.26	1,445.41
Short / (Excess) Tax of Earlier Year	(7.50)	(12.50)
<b>Deferred Tax</b>		
Deferred Tax	430.58	486.21
MAT Credit Entitlement	820.00	(248.00)
<b>Income Tax Expense Reported in the Statement of Profit or Loss</b>	<b>3,823.34</b>	<b>1,671.12</b>
<b>Other Comprehensive Income Section</b>		
Deferred Tax Relating to Remeasurements of Post-Employment Benefit Obligations and Gain on Fair Valuation of Equity Instruments	(27.82)	4.78
<b>Income Tax Charged to OCI</b>	<b>(27.82)</b>	<b>4.78</b>

**Movement in income Tax (Assets) / Liabilities (Net)**

	As at March 31, 2019	As at March 31, 2018
	₹ In Lakhs	₹ In Lakhs
Opening Balance [Payable/ (Receivable)]	228.15	(119.82)
Add : Current Tax Payable for the year	2,580.26	1,445.41
Add : Prior Period Income Tax Refund	(7.50)	(12.50)
Less : Taxes Paid	(2,370.54)	(1,240.15)
Less : Prior Period Refund / (Payment) (Net)	(152.19)	155.21
<b>Closing Balance [Payable / (Receivable)]</b>	<b>278.18</b>	<b>228.15</b>

**Reconciliation of Tax Expense and Accounting Profit for the year:**

	Year ended March 31, 2019	Year ended March 31, 2018
	₹ In Lakhs	₹ In Lakhs
Accounting Profit Before Tax	11,988.34	4,983.50
Tax at Statutory Income Tax Rate of @ 34.944%	4,189.21	1,724.69
Tax Effect of Amounts which are Not Deductible (Taxable) in Calculating Taxable Income		
Dividend Income	(41.28)	(24.24)
Donations	19.66	13.41
Research and Development Expenditure	(21.86)	(22.24)
Short / (Excess) Tax of earlier year	(7.50)	(12.50)
Leave Encashment	(215.74)	-
Other Items	(30.03)	(6.18)
Difference in Tax Rates of Subsidiaries	(69.14)	(1.82)
<b>Income - Tax Expense</b>	<b>3,823.32</b>	<b>1,671.12</b>

## 12. (a) EQUITY AND SHARE CAPITAL

	As at March 31, 2019	As at March 31, 2018
	₹ In Lakhs	₹ In Lakhs
<b>Authorised Equity Share Capital:</b>		
40,000,000 (March 31, 2018: 40,000,000 ) Equity Shares of ₹ 10/- each	4,000	4,000
6,000,000 (March 31, 2018: 6,000,000 ) Preference Shares of ₹ 100/- each	6,000	6,000
<b>TOTAL</b>	<b>10,000</b>	<b>10,000</b>
<b>Issued, Subscribed and Paid up :</b>		
23,232,394 (March 31, 2018: 23,232,394 ) Equity Shares of ₹ 10/- each	2,323.24	2,323.24
<b>TOTAL</b>	<b>2,323.24</b>	<b>2,323.24</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## (i) Reconciliation of Number of Equity Shares

	As at March 31, 2019	As at March 31, 2018
Shares Outstanding at the Beginning of the year	23,232,394	23,232,394
Outstanding at the end of the year	23,232,394	23,232,394

## (ii) Terms / Rights Attached to Equity Shares

The Company has only one class of Equity Shares having a par value of ₹ 10/-. Each shareholder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining Assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders. The Company declares and pays Dividend in Indian (₹).

Final Dividend of ₹ 10 /- per Equity Share for the Financial year ended 31st March 2019 proposed by board of directors in its meeting held on 29th May 2019 is subject to approval of shareholders in the ensuing Annual General Meeting and if approved, would result in Cash outflow of ₹ 2,800.79 Lakhs including dividend distribution tax of ₹ 477.55 Lakhs.

## (iii) Details of Equity Shares held by Shareholders holding more than 5% of the Aggregate Shares in the Company.

Name of the Shareholder	As at March 31, 2019		As at March 31, 2018	
	% holding	No. of Shares	% holding	No. of Shares
S. B. Garware Family Trust	38.09%	88,49,867	38.09%	88,49,867
B. D. Garware Research Centre	5.35%	12,42,216	5.35%	12,42,216
Shri S. B. Garware	5.01%	11,63,001	5.01%	11,63,001
Minal Bharat Patel	8.08%	18,76,284	-	-
Finquest Securities Pvt. Ltd.	-	-	8.02%	18,62,284

## 12. (b) OTHER EQUITY

	Capital Redemption Reserve	Securities Premium Account	Capital Reserve	General Reserve	Retained Earnings	Foreign Currency Translation Reserve	FVTOCI - Equity Instruments	Total ₹ In Lakhs
<b>As at March 31, 2018</b>	5,446.00	592.14	76,389.38	6,909.91	35,145.96	3.26	2,376.97	1,26,863.62
Profit for the year	-	-	-	-	8,165.00	-	-	8,165.00
Other Comprehensive Income:								
a) Remeasurement of Post Employment Benefit Obligations (Net of Tax)	-	-	-	-	(90.19)	-	-	(90.19)
b) Changes in Fair Value of Equity Instruments Through OCI	-	-	-	-	-	-	534.77	534.77
Currency Translation Adjustments Relating to Subsidiaries	-	-	-	-	-	(18.92)	-	(18.92)
Reductions during the year:								
Dividends Paid (Including Tax thereon)	-	-	-	-	(560.16)	-	-	(560.16)
<b>As at March 31, 2019</b>	5,446.00	592.14	76,389.38	6,909.91	42,660.61	(15.66)	2,911.74	1,34,894.12

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

	Capital Redemption Reserve	Securities Premium Account	Capital Reserve	General Reserve	Retained Earnings	Foreign Currency Translation Reserve	FVTOCI - Equity Instruments	Total ₹ In Lakhs
<b>As at March 31, 2017</b>	5,446.00	592.14	76,389.38	6,909.91	31,012.21	(83.39)	2,791.55	<b>1,23,057.80</b>
Profit for the year	-	-	-	-	3,312.38	-	-	<b>3,312.38</b>
Other Comprehensive Income:								
a) Remeasurement of Post Employment Benefit Obligations (Net of Tax)	-	-	-	-	9.04	-	-	<b>9.04</b>
b) Changes In Fair Value of Equity Instruments Through OCI (Net of Tax)	-	-	-	-	-	-	677.37	<b>677.37</b>
c) Realised Gain on Equity Instruments Carried at Fair Value Through OCI	-	-	-	-	1,091.95	-	(1,091.95)	-
Currency Translation Adjustments Relating to Subsidiaries	-	-	-	-	-	86.65	-	<b>86.65</b>
Reductions during the year:								
Dividends Paid (Including Tax thereon)	-	-	-	-	(279.62)	-	-	<b>(279.62)</b>
<b>As at March 31, 2018</b>	<b>5,446.00</b>	<b>592.14</b>	<b>76,389.38</b>	<b>6,909.91</b>	<b>35,145.96</b>	<b>3.26</b>	<b>2,376.97</b>	<b>1,26,863.62</b>

**Nature and Purpose of Other Reserves:****1 Capital Redemption Reserve**

Capital Redemption Reserve is towards the redemption of Preference Shares allotted to Industrial Development Bank of India (IDBI) in FY 2014 - 15.

**2 Securities Premium**

Securities Premium is towards the premium on issue of Equity Shares and will be utilised in accordance with the provisions of the Companies Act, 2013.

**3 Capital Reserve**

Capital Reserve of ₹ 4,439.48 was created on demerger of manufacturing business of erstwhile Garware Chemicals Limited (GCL) as per the scheme of arrangement between the Company and GCL under provisions of Section 391 - 394 of the Companies Act, 1956 and ₹ 61,842.43 Lakhs (Net of Deferred Tax) on account of Fair Valuation of Property, Plant and Equipment done as at the transition date of Ind AS. Capital reserve also includes revaluation reserve amounting to ₹ 4,584.49 Lakhs pertains to revaluation of land at Mumbai at Vile Parle in 2007 and ₹ 18,755.94 lakhs revaluation of land situated at Aurangabad and Nashik in FY 2012 - 13 and ₹ (13,235.03) Lakhs pertains to Impairment of Assets taken over from GCL in FY 2012 - 13 and ₹ 2.07 Lakhs amount paid up on cancellation of 82,756 Shares.

**4 Fair Value Through Other Comprehensive Income (FVTOCI) Equity Instruments**

The Company has elected to recognise changes in fair value of certain investments in Equity Instruments Through Other Comprehensive Income. These changes are accumulated within the FVTOCI Equity Instruments Reserve within Equity. The Company transfers amounts from this reserve to retained earnings when the relevant Equity Instruments are derecognised.

**13. (a) NON-CURRENT BORROWINGS**

	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>Secured:</b>		
Term Loans		
Indian Rupee Loans from Banks	13,817.34	14,132.97
Long-Term Maturities of Finance Lease Obligations		
Obligations Under Finance Leases	448.82	601.91
<b>Unsecured:</b>		
Term Loans		
Sales Tax Deferral Loan from SICOM	559.77	749.26
<b>TOTAL</b>	<b>14,825.93</b>	<b>15,484.14</b>
Less: Current Maturities of Long Term Debt (Included in Note 15)	3,367.02	1,619.82
Less: Current Maturities of Finance Lease Obligations (Included in Note 15)	136.67	153.09
<b>TOTAL</b>	<b>11,322.24</b>	<b>13,711.23</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 13. (b) CURRENT BORROWINGS

	As at March 31, 2019	As at March 31, 2018
	₹ In Lakhs	₹ In Lakhs
<b>Cash / Packing Credit from Banks (Secured):</b>		
Indian Rupee Loans from Banks.	424.69	-
Foreign Currency	-	421.60
Payable to Banks (in Respect of Trade Receivables Discounted)	-	1,241.71
<b>TOTAL</b>	<b>424.69</b>	<b>1,663.31</b>

## Terms of Repayment for Borrowings:

Particulars	Terms of Repayment
<b>Non - Current:</b>	
Indian Rupee Loans from Banks	Loan of ₹ 1,175.13 Lakhs is repayable in 20 quarterly installments from quarter June-2018 till Jun 2021 & ₹ 12,642.21 Lakhs is repayable in monthly installments from December 2017 till March 2024. Rate of interest: 9.50% p.a.
Obligations Under Finance Leases	Installments are repayable in 84 monthly installments / 20 quarterly installments from November 2014 to January 2024 Rate of interest: 9 - 11.80% p.a.
Sales Tax Deferral Loan from SICOM	Payable from April 2016 to April 2026
<b>Current:</b>	
Indian Rupee Loans from Banks	Rate of interest: 9 % to 13.83% p.a.
Foreign Currency	Interest is between LIBOR + 2 % to LIBOR + 3.5%
Payable to Banks (In Respect of Trade Receivables Discounted)	Amount payable ranges between 0 to 120 days from the date trade receivables are discounted

## Details of security for the Non - Current and Current Borrowings:

Particulars	Nature of Security
<b>Non - Current:</b>	
Indian Rupee Loans from Banks	First pari - passu charge on Property, Plant and Equipment (present and future) except land and building at Vile Parle, Mumbai and second pari - passu charge on current assets except for ₹ 1,175.13 Lakhs which has first and exclusive charge on machineries and equipments to be purchased out of said term loan.
Obligations Under Finance Leases	Hypothecation of specific Assets
<b>Current:</b>	
Indian Rupees and Foreign Currency and Working Capital Loans	Hypothecation of all the Current Assets Including all Inventory, Book Debts etc. and second charge on Property, Plant and Equipment of the Company excluding property at Vile Parle.
Payable to Banks (In Respect of Trade Receivables Discounted)	Trade receivables are discounted on with recourse basis.

## 14. TRADE PAYABLES

	As at March 31, 2019	As at March 31, 2018
	₹ In Lakhs	₹ In Lakhs
Total Outstanding Dues of Micro Enterprises and Small Enterprises	360.00	417.43
Total Outstanding Dues of Creditors Other than Micro Enterprises and Small Enterprises	7,935.36	5,887.01
<b>TOTAL</b>	<b>8,295.36</b>	<b>6,304.44</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

**Details of Dues to Micro and Small Enterprises as Defined Under the MSMED Act, 2006**

Based on the information and records available with the Company, the disclosures required pursuant to the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED ACT'). The Disclosure pursuant to the said MSMED Act are as follows:

Sr. No.	Particulars	March 31, 2019 ₹ In Lakhs	March 31, 2018 ₹ In Lakhs
a)	Principal amount due to suppliers registered under MSMED Act and remaining unpaid as at the year end	360.00	417.43
b)	Interest due thereon	-	-
c)	Interest paid by the Company in term of Section 16	-	-
d)	Interest due and payable for the period of delay in payment	-	-
e)	Interest accrued and remaining unpaid	-	-
f)	Interest remaining due and payable even in succeeding years	-	-

15. OTHER FINANCIAL LIABILITIES - CURRENT	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
Current Maturities of Long Term Debt	3,367.02	1,619.82
Current Maturities of Finance Lease Obligations	136.67	153.09
Unclaimed Dividend	23.26	52.55
Creditors for Capital Expenditure	155.60	331.69
Payable for Expenses	151.46	71.25
Payable to Employees	520.34	544.91
Deposit from Customers	220.23	201.75
Derivative Financial Instrument.	-	15.83
<b>TOTAL</b>	<b>4,574.58</b>	<b>2,990.89</b>

There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund.

16. (a) NON-CURRENT PROVISIONS	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>Provision for Employee Benefits (Refer Note 29)</b>		
Provision for Compensated Absences	740.95	644.98
<b>TOTAL</b>	<b>740.95</b>	<b>644.98</b>

16. (b) CURRENT PROVISIONS	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
<b>Provision for Employee Benefits (Refer note 29)</b>		
Provision for Gratuity	251.99	43.28
Provision for Compensated Absences	295.66	644.19
<b>TOTAL</b>	<b>547.65</b>	<b>687.47</b>

17. OTHER NON CURRENT LIABILITY (GOVERNMENT GRANT)	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
Interest Free Sales Tax Deferral (SICOM)	31.23	71.90
Less: Current Maturities of SICOM Interest Free Sales Tax Deferral Loan	23.69	40.67
Interest Free Sales Tax Deferral Loan (SICOM)	7.54	31.23



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

18. OTHER CURRENT LIABILITIES	As at March 31, 2019 ₹ In Lakhs	As at March 31, 2018 ₹ In Lakhs
Statutory Liabilities	220.76	204.34
Advances from Customers	980.41	1,309.45
Interest Free Sales Tax Deferral Loan (SICOM)	23.69	40.67
<b>TOTAL</b>	<b>1,224.86</b>	<b>1,554.46</b>
19. REVENUE FROM OPERATIONS	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
<b>Sale of Products</b>	<b>92,470.27</b>	<b>82,268.10</b>
<b>Other Operating Revenue</b>		
Export Incentives	2,083.19	1,719.47
Sale of Scrap and Others	235.57	211.91
<b>TOTAL</b>	<b>94,789.03</b>	<b>84,199.48</b>
Note: Revenue from Operations for the period ended March 31, 2018 includes excise duty which is discontinued w.e.f. July 1, 2017 upon implementation of Goods and Services Tax (GST). Accordingly GST is not included in Revenue from Operations.		
20. OTHER INCOME	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
Interest Income On:		
Bank Deposits	150.36	293.62
Income Tax & Sales Tax Refund	4.39	73.66
Others	3.33	4.40
Dividend from Quoted Equity Investments Measured at Fair Value Through OCI	11.82	13.12
Dividends from Mutual Fund Investments Measured at Fair Value Through Profit and Loss	106.32	56.91
Insurance Claims	46.06	8.52
Profit on Sale of Property, Plant and Equipment	29.43	0.21
Profit on Sale of Investments	197.02	0.05
Excess Provision / Sundry Credit Balances Written Back	77.10	1.51
Gain on Exchange Rate Fluctuations	224.78	-
Net Gain on Financial Asset Measured at Amortised Cost	9.41	10.27
Government Grant (SICOM Sales Tax Deferral)	40.67	58.48
<b>TOTAL</b>	<b>900.69</b>	<b>520.75</b>
21. COST OF MATERIALS CONSUMED	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
Opening Inventory	2,286.17	1,562.84
Add: Purchases	43,781.53	40,424.02
Less: Sales	(77.73)	(104.09)
Less: Closing Inventory	(1,827.26)	(2,286.17)
<b>TOTAL</b>	<b>44,162.71</b>	<b>39,596.60</b>
22. CHANGE IN INVENTORIES OF FINISHED GOODS AND SEMI - FINISHED GOODS	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
<b>Closing Inventory</b>		
Semi - Finished Goods	3,201.22	3,392.44
Finished Goods	1,146.14	1,251.64
	<b>4,347.36</b>	<b>4,644.08</b>
<b>Less: Opening Inventory</b>		
Semi - Finished Goods	3,392.44	6,331.80
Finished Goods	1,251.64	984.12
	<b>4,644.08</b>	<b>7,315.92</b>
<b>Net Change in Inventory</b>	<b>296.72</b>	<b>2,671.84</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

**23. EMPLOYEE BENEFITS EXPENSE**

	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
Salaries, Wages and Bonus	6,805.39	6,438.27
Contributions to Provident Fund and Other Funds	687.66	685.41
Staff Welfare Expenses	520.85	442.20
<b>TOTAL</b>	<b>8,013.90</b>	<b>7,565.88</b>

**24. FINANCE COSTS**

	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
Interest Expense	1,525.86	1,326.50
Other Borrowing Cost	414.42	1,269.02
Applicable (Gain)/ Loss on Foreign Currency Translation and Transactions	(6.74)	(92.06)
<b>TOTAL</b>	<b>1,933.54</b>	<b>2,503.46</b>

Finance Costs Amounting to ₹ 39.34 Lakhs (March 31, 2018 ₹ 5.03 Lakhs ) is Capitalised in the Cost of Assets during the current year.

**25. DEPRECIATION AND AMORTIZATION EXPENSE**

	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
Depreciation on Property, Plant and Equipment	1,347.47	1,335.58
Amortisation of Intangible Assets	37.36	27.71
<b>TOTAL</b>	<b>1,384.83</b>	<b>1,363.29</b>

**26. OTHER EXPENSES**

	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
Stores, Spares & Packing Materials Consumed	5,501.08	4,910.36
Power and Fuel	8,326.66	6,977.04
Processing Charges	3,261.91	3,086.89
Water Charges	93.42	87.16
Rent, Hire Charges and Compensation	416.36	417.26
Rates, Taxes and License Fees	97.62	62.72
Insurance	204.45	287.02
Freight & Forwarding (Net)	3,166.52	2,832.33
Research and Development Expenses	125.12	128.51
Advertisement Expenses	54.81	128.54
Repairs and Maintenance Expenses:		
Plant and Machinery	997.22	991.72
Building	624.79	579.76
Others	1,020.67	882.26
Travelling & Conveyance	728.06	598.22
Postage, Telegrams & Telephones	78.94	106.36
Commission on Sales	219.08	177.27
Contribution Towards Corporate Social Responsibilities (Refer Note 26a)	55.11	25.50
Donations	61.92	57.16
Legal and Professional Charges*	1,045.41	1,175.58
Auditors Remuneration (Refer Note 26b)	59.19	52.51
Directors Sitting Fees	11.18	9.37
Loss on Exchange Rate Fluctuations	-	3.33
Net Loss on Financial Assets Measured at FVTPL	1.32	5.55
Miscellaneous Expenses	1,758.84	1,588.24
Bad Debts Written Off	230.97	-
Less : Provision for Doubtful Debts	-230.97	-
<b>TOTAL</b>	<b>27,909.68</b>	<b>25,170.66</b>

\*Legal and professional charges include ₹ 3.25 Lakhs (March 31, 2018 ₹ 3.00 Lakhs) paid to a firm in which one of the partner of the auditor's firm is interested as a partner and ₹ 6.80 Lakhs (March 31, 2018 ₹ 9.61 Lakhs) paid to a firm in which one of the Directors is a Proprietor for Corporate Law and Tax Services.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

26.(a) CORPORATE SOCIAL RESPONSIBILITY (CSR)	2018-19	2017-18
	₹ In Lakhs	₹ In Lakhs
Gross Amount required to be spent by the Company during the year	54.68	25.23
<b>TOTAL</b>	<b>54.68</b>	<b>25.23</b>
<b>Amount spent during the year</b>		
a. Construction / Acquisition of any Asset	-	-
b. On Purposes other than (a) above	55.11	25.50
<b>TOTAL</b>	<b>55.11</b>	<b>25.50</b>
<b>26.(b) PAYMENT TO AUDITORS</b>	<b>2018-19</b>	<b>2017-18</b>
<b>As Auditor:</b>	<b>₹ In Lakhs</b>	<b>₹ In Lakhs</b>
Statutory Audit Fees	40.99	36.37
Tax Audit Fees	5.00	5.00
<b>In Other Capacity:</b>		
For Certification / Others	12.11	10.53
Reimbursement of Out of Pocket Expenses	1.09	0.61
<b>TOTAL</b>	<b>59.19</b>	<b>52.51</b>
<b>27. EARNINGS PER SHARE (EPS)</b>	<b>2018-19</b>	<b>2017-18</b>
	<b>₹ In Lakhs</b>	<b>₹ In Lakhs</b>
Net Profit Attributable to the Equity Shareholders of the Company	8,165.00	3,312.38
Weighted Average Number of Equity Shares	2,32,32,394	2,32,32,394
Basic & Diluted Earnings per Share (In ₹)	35.14	14.26
<b>28. CONTINGENCIES AND COMMITMENTS</b>		
a) Contingent Liabilities:	<b>As at</b>	<b>As at</b>
	<b>March 31, 2019</b>	<b>March 31, 2018</b>
	<b>₹ In Lakhs</b>	<b>₹ In Lakhs</b>
Disputed Matters in Appeal / Contested in Respect of:		
Income Tax	-	1,633.17
Excise Duty and Service Tax	40.57	41.40
Maharashtra State Electricity Board (MSEB)	27.72	27.72
<b>TOTAL</b>	<b>68.29</b>	<b>1,702.29</b>
b) The Company has given counter-guarantees for ₹ 6,270.78 Lakhs (March 31, 2018 ₹ 6,101.99 Lakhs) to banks in respect of guarantees given by the banks to third parties for purchase of equipments, supply of goods, clearance of goods from customs, excise bonds, etc.		
c) Letters of Credit opened on behalf of the Company by banks for purchase of materials and equipment amount to ₹ 2,034.10 Lakhs (March 31, 2018 ₹ 1,150.38 Lakhs).		
d) Capital Commitments:		
Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 2,104.21 Lakhs (March 31, 2018 ₹ 203.72 Lakhs) against which an advance of ₹ 419.02 Lakhs (March 31, 2018 ₹ 9.21 Lakhs) has been paid.		

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## e) Finance Leases :

The Company has entered into finance leases arrangements. The future minimum lease payments are as follows:

**Hire Purchase / Finance Leases (Property, Plant and Equipment)**

₹ In Lakhs

Particulars	Future Lease Payments		Present Value of Minimum Future Minimum Lease Payments		Finance Charges	
	2019	2018	2019	2018	2019	2018
As at 31st March,						
Not later than one year	171.95	203.75	136.67	153.08	35.61	50.67
Later than one year and not later than five years	365.35	535.24	312.15	446.46	53.20	88.77
Later than five years	-	2.40	-	2.36	-	0.04

## f) Operating Leases :

The Company has taken various residential / commercial premises and vehicles on operating leases. These operating leases are in the nature of 'cancellable lease' and therefore disclosure as per Ind AS 17 - Leases is not required.

**29. EMPLOYEE BENEFIT OBLIGATIONS**

Particulars	March 31, 2019	March 31, 2018
	₹ In Lakhs	₹ In Lakhs
Gratuity (Refer Note C)	251.99	43.28
Non-Current	-	-
Current	251.99	43.28

**A Defined Contribution Plan**

The Company has certain Defined Contribution Plans. Contributions are made to provident fund for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government, however certain employees are covered under the contributory plans with trust "Garware Polyester Limited Office Staff and Officers Provident Fund". The expense recognised during the period towards Defined Contribution Plan is ₹ 244.24 Lakhs (March 31, 2018 ₹ 225.25 Lakhs).

**B Compensated Absences**

The leave obligations is towards encashment of balance leave. The provision reversed during the year is ₹ 217.47 Lakhs and reversed during the year ended March 31, 2018 is ₹ 151.33 Lakhs.

**C Gratuity**

The Group provides for gratuity for employees as per the Payment of Gratuity Act, 1972. The gratuity plan is a funded plan.

**I The Amounts Recognised in Balance Sheet and Movements in the Net Benefit Obligation over the year are as follows :**

₹ In Lakhs

Particulars	Present Value of Obligation	Fair Value of Plan Assets	Net amount
<b>April 1, 2017</b>	<b>2,397.41</b>	<b>(2,368.60)</b>	<b>28.81</b>
Current Service Cost	125.49	-	125.49
Interest Expense / (Income)	154.58	(158.01)	(3.43)
<b>Total Amount Recognised in Profit or Loss</b>	<b>280.07</b>	<b>(158.01)</b>	<b>122.06</b>
Return on Plan Assets	-	(16.30)	(16.30)
(Gain) / Loss from Experience Changes	17.02	-	17.02
(Gain) / Loss from Change in Financial Assumptions	(14.53)	-	(14.53)
<b>Total Amount Recognised in Other Comprehensive Income</b>	<b>2.49</b>	<b>(16.30)</b>	<b>(13.81)</b>
Employer Contributions	-	(95.85)	(95.85)
Benefits Paid	(275.07)	275.07	-
Mortality Charges and Taxes	-	2.07	2.07
<b>March 31, 2018</b>	<b>2,404.90</b>	<b>(2,361.62)</b>	<b>43.28</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Present Value of Obligation	Fair Value of Plan Assets	₹ In Lakhs
			Net amount
<b>April 1, 2018</b>	<b>2,404.90</b>	<b>(2,361.62)</b>	<b>43.28</b>
Current Service Cost	123.41	-	123.41
Interest Expense / (Income)	179.51	(178.67)	0.84
<b>Total Amount Recognised in Profit or Loss</b>	<b>302.92</b>	<b>(178.67)</b>	<b>124.25</b>
Return on Plan Assets	-	0.32	0.32
(Gain) / Loss from Experience Changes	69.18	-	69.18
(Gain) / Loss from Change in Financial Assumptions	69.13	-	69.13
<b>Total Amount Recognised in Other Comprehensive Income</b>	<b>138.31</b>	<b>0.32</b>	<b>138.63</b>
Employer Contributions	-	(65.00)	(65.00)
Benefits Paid	(207.14)	207.14	-
Mortality Charges and Taxes	-	10.83	10.83
<b>March 31, 2019</b>	<b>2,638.99</b>	<b>(2,387.00)</b>	<b>251.99</b>

## II The Net Liability Disclosed Above Relates to Funded Plans are as Follows :

Particulars	March 31, 2019	March 31, 2018
	₹ In Lakhs	₹ In Lakhs
Present Value of Funded Obligation	<b>2,638.99</b>	2,404.90
Fair Value of Plan Assets	<b>(2,387.00)</b>	(2,361.62)
Deficit	<b>251.99</b>	43.28

## III Estimates

The Actuarial Assumptions were as follows :

Particulars	March 31, 2019	March 31, 2018
Discount Rate	<b>7.20%</b>	7.80%

## IV Sensitivity of Actuarial Assumptions

The sensitivity of defined obligation to changes in the weighted principal assumptions is:

Assumption	Impact on Defined Benefit Obligation	
	March 31, 2019	March 31, 2018
<b>Discount Rate</b>		
1 % Increase	<b>(113.34)</b>	(109.40)
1 % Decrease	<b>123.39</b>	119.20
<b>Future Salary Increase</b>		
1 % Increase	<b>100.15</b>	98.32
1 % Decrease	<b>(93.82)</b>	(92.05)

## Projected Benefits Payable from the Fund in Future years from the date of reporting:

	March 31, 2019	March 31, 2018
	₹ In Lakhs	₹ In Lakhs
Less than a year	<b>437.77</b>	395.67
Between 1 to 2 years	<b>665.42</b>	272.52
Between 2 to 3 years	<b>335.68</b>	616.90
Between 3 to 4 years	<b>327.20</b>	307.19
Between 4 to 5 years	<b>317.04</b>	299.71
Between 6 to 10 years	<b>1,627.23</b>	1,600.60
<b>Total</b>	<b>3,710.34</b>	3,492.59

The weighted duration of the defined benefit obligation is 5.35 year (Previous year 5.63 years.)

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## V The Major Categories of Plan Assets are as follows:

Particulars	March 31, 2019	March 31, 2018
Funds Managed by Insurer	100%	100%

## VI Risk Exposure

- Asset Volatility** : All plan assets are maintained in a trust managed by a public sector insurer viz.LIC of India. LIC has a sovereign guarantee and has been providing consistent and competitive returns over the years. The company has opted for a traditional fund wherein all assets are invested primarily in risk averse markets. The company has no control over the management of funds but this option provides a high level of safety for the total corpus. A single account is maintained for both the investment and claim settlement and hence 100% liquidity is ensured. Also interest rate and inflation risk are taken care of.
- Discount Rate Risk** : Variations in the discount rate used to compute the present value of the liabilities may seem small, but in practice can have a significant impact on the defined benefit liabilities.
- Future Salary Increase and Inflation Risk** : Since price inflation and salary growth are linked economically, they are combined for disclosure purposes. Rising salaries will often result in higher future defined benefit payments resulting in a higher present value of liabilities especially unexpected salary increases provided at management's discretion may lead to uncertainties in estimating this increasing risk.
- Asset-Liability Mismatch Risk** : Risk arises if there is a mismatch in the duration of the assets relative to the liabilities. By matching duration with the defined benefit liabilities, the Company is successfully able to neutralize valuation swings caused by interest rate movements.

## 30. RELATED PARTY TRANSACTIONS - AS PER IND AS 24

## Name of the Related Parties and Nature of Relationship

<b>Key Management Personnel</b>	Shri. S. B. Garware - Chairman and Managing Director Ms. Monika Garware - Vice Chairperson & Joint Managing Director Mrs. Sarita Garware Ramsay - Joint Managing Director Ms. Sonia S. Garware - Director Mr. C. J. Pathak - Whole Time Director Mr. B. D. Doshi - Director Mr. Manoj Gupta - Chief Financial Officer ( Resigned w.e.f. December 03, 2018) Mr. Nimesh Shah - Company Secretary ( Resigned w.e.f. January 22, 2019) Mr. Parag B. Doshi - Company Secretary ( w.e.f. January 24, 2019) Mr. Parag B. Doshi - Chief Financial Officer ( w.e.f. April 05, 2019)
<b>Non Executive Director</b>	Mr. B. Moradian - Non Executive and Independent Director Mr. Ramesh P. Makhija - Non Executive and Independent Director Mr. M. C. Agarwal - Non Executive and Independent Director Mr. T. M. Parikh - Non Executive and Independent Director Mr. Nilesh R. Doshi - Non Executive and Independent Director Mr. N. P. Chapalgaonkar - Non Executive and Independent Director (Resigned w.e.f. May 29, 2018) Mr. V. H. Kamath - Non Executive and Independent Director (w.e.f. August 08, 2018)
<b>Entities in which some of the Directors are interested</b>	Garware Industries Ltd. Great View Real Estates Pvt. Ltd. Shashvat Investment Consultancy & Properties Pvt. Ltd. Garware Community Centre Garware Charitable Trust S. B. Garware Family Trust Monika Garware Benefit Trust Sarita Garware Benefit Trust Sonia Garware Benefit Trust
<b>Post Employment Benefit Plans</b>	Garware Polyester Limited Office Staff and Officers Provident Fund



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 30. TRANSACTIONS WITH RELATED PARTIES

## A Key Management Personnel Compensation

Particulars	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
Short Term Employee Benefits	1,519.21	1,286.42
Post-Employment Benefits	4.60	3.00
<b>Total</b>	<b>1,523.81</b>	<b>1,289.42</b>

The remuneration of ₹ 1,128.82 lakhs (March 31, 2018 ₹ 944.67 Lakhs ) paid to the Managing Director, Joint Managing Directors and Director is as per the sanction received from the Central Government. / Section 197 of the Companies Act, 2013.

Key Managerial Personnel who are under the employment of the Company are entitled to post employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the Financial Statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

## B Transactions with the Related Parties

Particulars	Relationship	2018-19 ₹ In Lakhs	2017-18 ₹ In Lakhs
<b>i) Sale of Goods</b>			
Garware Industries Ltd.	Entities in which some of the Directors are interested	9.13	9.92
<b>ii) Purchase of Materials</b>			
Garware Industries Ltd.	Entities in which some of the Directors are interested	179.63	132.64
<b>iii) Service Received / Processing / Commission / Rent Paid / Reimbursement of Expenses/ Donation &amp; CSR Expenses</b>			
Garware Industries Ltd. (Rent)	Entities in which some of the Directors are interested	190.51	181.88
Garware Industries Ltd. (Processing Charges)	Entities in which some of the Directors are interested	3,198.22	3,037.72
Great View Real Estates Pvt. Ltd. (Rent)	Entities in which some of the Directors are interested	72.00	74.70
Shashvat Investment Consultancy & Properties Pvt. Ltd. (Rent)	Entities in which some of the Directors are interested	30.00	30.08
Ms. Monika Garware (Rent)	Vice Chairperson & Joint Managing Director	72.00	72.00
Mrs. Sarita Garware Ramsay (Rent)	Joint Managing Director	42.00	42.00
Ms. Sonia S. Garware (Rent)	Director	72.00	72.00
Garware Community Centre (Expenses)	Entities in which some of the Directors are trustees	9.62	11.72
Garware Charitable Trust (Donation & CSR)	Entities in which some of the Directors are trustees	112.50	77.50
Garware Polyester Limited Office Staff And Officers Provident Fund ( Employer Contribution)	(Post Employment Benefit Plans)	114.30	103.92
T. M. Parikh & Co. (Legal and Professional Fees)	Director is Proprietor	6.80	9.61
<b>iv) Managerial Remuneration</b>			
Shri. S. B. Garware	Chairman and Managing Director	496.69	412.38
Ms. Monika Garware	Vice Chairperson & Joint Managing Director	311.40	260.33
Mrs. Sarita Garware Ramsay	Joint Managing Director	284.33	237.05
Ms. Sonia S. Garware	Director	294.69	275.56
Mr. M. S. Adsul	Director - Technical	-	18.20
Mr. C. J. Pathak	Whole Time Director	36.40	16.71
Mr. Sunil Dalmia	Chief Financial Officer	-	18.44
Mr. Manoj Gupta	Chief Financial Officer	46.77	14.58
Mr. Nimesh Shah	Company Secretary	45.17	36.17
Mr. Parag Doshi	CFO & Company Secretary	8.35	-

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

**B Transactions with the Related Parties**

Particulars	Relationship	2018-19	2017-18
		₹ In Lakhs	₹ In Lakhs
<b>v) Director Sitting Fees</b>			
Ms. Sonia S. Garware	Director	0.60	0.30
Mr. B. D. Doshi	Director	2.18	1.20
Mr. N. P. Chapalgaonkar	Independent Director	-	0.10
Mr. B. Moradian	Independent Director	1.55	1.48
Mr. Ramesh P. Makhija	Independent Director	1.00	1.00
Mr. M. C. Agarwal	Independent Director	1.75	2.37
Mr. T. M. Parikh	Independent Director	1.70	1.69
Mr. Nilesh R. Doshi	Independent Director	1.60	1.22
Mr. V. H. Kamath	Independent Director	0.80	-
<b>vi) Net Balances (Dr / Cr)</b>			
Garware Industries Ltd.	Entities in which some of the Directors are interested	(329.83)	104.99
Shashvat Investment Consultancy & Properties Pvt. Ltd. (Rent Deposit)	Entities in which some of the Directors are interested	7.50	7.50
Great View Real Estates Pvt. Ltd. (Rent Deposit)	Entities in which some of the Directors are interested	36.00	36.00
Shri. S. B. Garware (Remuneration Payable)	Chairman and Managing Director	(61.29)	(28.27)
Ms. Sonia S. Garware (Rent Deposit)	Director	36.00	36.00
Ms. Monika Garware (Rent Deposit / Remuneration Payable)	Vice Chairperson & Joint Managing Director	(16.91)	7.94
Mrs. Sarita Garware Ramsay (Rent Deposit / Remuneration Payable)	Joint Managing Director	(23.36)	1.32
T. M. Parikh & Co. (Legal and Professional Fees)	Director is Proprietor	(0.54)	(0.38)

Note : The above figures are Net of Taxes and Duties

**31. SEGMENT REPORTING**

- i) Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of Directors have been identified as the chief operating decision maker.

The Group has organised its operating segments based on product groupings. These operating segments have been aggregated into one reportable business segment: Polyester Films.

- ii) Geographical Segments

The Company is domiciled in India. The amount of its revenue from external customers broken down by location of customers is shown in the table below:

₹ In Lakhs

	Within India		China		Rest of the world		Total	
	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2019	Year ended March 31, 2018
Segment revenue by geographical area based on geographical location of customers	28,277.48	29,997.14	7,129.47	7,968.52	59,382.08	46,233.82	94,789.03	84,199.48

The total of Non-Current Assets (other than Financial Instruments, Deferred Tax Assets and Income Tax Assets) are located in the Company's country of domicile i.e. in India.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 32. (a) INTEREST IN OTHER ENTITIES

## i) Subsidiary and Step Down Subsidiary

Name of the entity	Place of Business	Ownership held by Group		Principal Activities
		As at March 31, 2019	As at March 31, 2018	
<b>Subsidiary</b>				
Garware Polyester International Ltd.	United Kingdom	100%	100%	Trading, marketing and distribution solely for Garware Polyester Limited.
<b>Step down Subsidiary</b>				
Global Pet Films Inc.	USA	100%	100%	Trading, marketing and distribution solely for Garware Polyester Limited.

## 32. (b) ADDITIONAL INFORMATION REQUIRED BY SCHEDULE III

Particulars	Net Assets i.e. Total Assets Minus Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit Or Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Consolidated Total Comprehensive Income	Amount
<b>Parent</b>								
<b>Garware Polyester Limited</b>								
March 31, 2019	99.41%	1,36,404.07	91.04%	7,433.65	100.00%	444.58	91.51%	7,878.23
March 31, 2018	99.92%	1,29,086.00	101.93%	3,376.32	100.00%	686.41	101.60%	4,062.73
<b>Foreign Subsidiary</b>								
<b>Global Pet Films Inc.</b>								
March 31, 2019	0.36%	495.32	6.38%	520.81	-	-	6.05%	520.81
March 31, 2018	0.18%	236.45	6.37%	210.98	-	-	5.28%	210.98
<b>Garware Polyester International Ltd.</b>								
March 31, 2019	1.03%	1,414.43	5.56%	454.08	-	-	5.27%	454.08
March 31, 2018	0.71%	911.33	7.12%	235.72	-	-	5.89%	235.72
<b>Subtotal March 31, 2019</b>	<b>100.80%</b>	<b>1,38,313.82</b>	<b>102.98%</b>	<b>8,408.54</b>	<b>100.00%</b>	<b>444.58</b>	<b>102.83%</b>	<b>8,853.12</b>
<b>Subtotal March 31, 2018</b>	<b>100.81%</b>	<b>1,30,233.78</b>	<b>115.42%</b>	<b>3,823.02</b>	<b>100.00%</b>	<b>686.41</b>	<b>112.77%</b>	<b>4,509.43</b>
Inter company Elimination and Consolidation Adjustment								
March 31, 2019	-0.80%	(1,096.46)	-2.98%	(243.54)	-	-	-2.83%	(243.54)
March 31, 2018	-0.81%	(1,046.92)	-15.42%	(510.64)	-	-	-12.77%	(510.64)
<b>Grand Total</b>								
<b>March 31, 2019</b>	<b>100%</b>	<b>1,37,217.36</b>	<b>100%</b>	<b>8,165.00</b>	<b>100%</b>	<b>444.58</b>	<b>100%</b>	<b>8,609.58</b>
<b>March 31, 2018</b>	<b>100%</b>	<b>1,29,186.86</b>	<b>100%</b>	<b>3,312.38</b>	<b>100%</b>	<b>686.41</b>	<b>100%</b>	<b>3,998.79</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## 33. FAIR VALUE MEASUREMENTS

## Financial Instruments by category

₹ In Lakhs

	March 31, 2019			March 31, 2018		
	Fair Value through Profit and Loss Account	Fair Value Through Other Comprehensive Income	Amortised Cost	Fair Value through Profit and Loss Account	Fair Value Through Other Comprehensive Income	Amortised Cost
<b>Financial Assets:</b>						
Investments in Quoted Equity Instruments	-	2,969.79	-	-	2,414.40	-
Investments in Unquoted Equity Instruments	8.08	-	-	8.08	-	-
Investment in Unquoted Mutual Funds	9,041.26	-	-	1,161.35	-	-
Security Deposits	-	-	210.28	-	-	176.62
Trade Receivables	-	-	5,627.86	-	-	3,861.92
Cash and Cash Equivalents	-	-	3,370.09	-	-	4,160.34
Bank Balances Other than above	-	-	902.91	-	-	420.00
Loans and Advances to Employees	-	-	26.28	-	-	53.59
Interest accrued on Fixed Deposits	-	-	2.98	-	-	2.84
Other Receivables	-	-	115.81	-	-	207.61
Derivative Financial Instrument	55.31	-	-	-	-	-
<b>Total Financial Assets</b>	<b>9,104.65</b>	<b>2,969.79</b>	<b>10,256.21</b>	<b>1,169.43</b>	<b>2,414.40</b>	<b>8,882.92</b>
<b>Financial Liabilities:</b>						
Non Current Borrowings	-	-	10,762.47	-	-	12,961.97
Sales Tax Deferral Loan from SICOM	-	-	559.77	-	-	749.26
Current Borrowings	-	-	424.69	-	-	1,663.31
Trade Payables	-	-	8,295.36	-	-	6,304.44
Current Maturities of Long Term Debt	-	-	3,367.02	-	-	1,619.82
Current Maturities of Finance Lease Obligations	-	-	136.67	-	-	153.09
Unclaimed Dividend	-	-	23.26	-	-	52.55
Creditors for Capital Expenditure	-	-	155.60	-	-	331.69
Payable for Expenses	-	-	151.46	-	-	71.25
Payable to Employees	-	-	520.34	-	-	544.91
Deposit from Customers	-	-	220.23	-	-	201.75
Derivative Financial Instrument	-	-	-	15.83	-	-
<b>Total Financial Liabilities</b>	<b>-</b>	<b>-</b>	<b>24,616.87</b>	<b>15.83</b>	<b>-</b>	<b>24,654.04</b>

Note: Investment in Subsidiary ₹ 133.57 Lakhs (March 31, 2018 ₹ 133.57 Lakhs) has been accounted for as per Ind AS 27.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## i) Fair Value Hierarchy

The fair values of the Financial Instruments that are recognised and measured at fair value are disclosed in the Financial Statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its Financial Instruments into three levels prescribed under the accounting standard.

Financial Assets and Liabilities Measured at Fair Value - Recurring Fair Value Measurements	Notes	Level 1	Level 2	Level 3	Total
<b>At March 31, 2019</b>					
<b>Financial Assets:</b>					
Derivative Financial Instrument (Liability)	8	-	55.31	-	55.31
Investment in Unquoted Mutual Funds	3 (b)	9,041.26	-	-	9,041.26
Investment in Quoted Equity Instruments	3 (a)	2,969.79	-	-	2,969.79
Investments in Unquoted Equity Instruments	3 (a)	-	8.08	-	8.08
Financial Assets and Liabilities Measured at Fair Value - Recurring Fair Value Measurements	Notes	Level 1	Level 2	Level 3	Total
<b>At March 31, 2018</b>					
<b>Financial Assets:</b>					
Derivative Financial Instrument (Liability)	15	-	15.83	-	15.83
Investment in Unquoted Mutual Fund	3 (b)	1,161.35	-	-	1,161.35
Investment in Quoted Equity Instruments	3 (a)	2,414.40	-	-	2,414.40
Investments in Unquoted Equity Instruments	3 (a)	-	8.08	-	8.08

**Level 1:** Level 1 hierarchy includes Financial Instruments measured using quoted prices. This includes Quoted Equity Instruments and mutual funds. The fair value of all the Equity Instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period and the mutual funds are valued using closing NAV.

**Level 2:** The fair value of derivatives and investment in Unquoted Equity Instruments and Unquoted Mutual Funds is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2. The Mutual Funds are valued using the closing NAV.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

## ii) Valuation Technique used to Determine Fair Value

Specific valuation techniques used to value Financial Instruments include:

The use of quoted market prices or dealer quotes for similar instruments.

The fair value of forward foreign exchange contracts is determined using forward exchange rates at the Balance Sheet date.

The fair value of Mutual Funds is calculated by valuing them at closing NAV.

## iii) Fair Value of Financial Assets and Liabilities Measured at Amortised Cost

The carrying amount of Financial Assets and Financial Liabilities measured at amortised cost in the Financial Statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

## 34. FINANCIAL RISK MANAGEMENT

The Company's activities exposes it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the Company, derivative Financial Instruments, such as foreign exchange forward contracts are taken.

The Company's risk management is carried out by the Company's treasury department under policies approved by the Board of Directors. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative Financial Instruments and non-derivative Financial Instruments, and investment of excess liquidity.

## (A) Credit Risk

Credit risk refers to a risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is exposed to credit risk from its operating activities primarily trade receivables, derivative Financial Instruments, Investment in Mutual Funds, deposits held with banks, loans and other receivables.

The Company has a policy of only dealing with counterparties that have sufficiently high credit rating. The Company's exposure and credit ratings of its customers are continuously monitored and the aggregate value of transactions is reasonably spread amongst the counterparties.

For Investment in Mutual Funds, derivative Financial Instruments and balances held with banks, banks and recognised Financial Institutions with only high credit rating are accepted.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## (i) Trade Receivables

Credit risk arises from the possibility that customer will not be able to settle their obligations as and when agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, analysis of historical bad debts, ageing of accounts receivable and forward looking information. Individual credit limits are set accordingly.

**Movement of provision for Doubtful Debts:**

	₹ In Lakhs
Provision for doubtful debts as on April 1, 2018	251.83
Change during the year	230.97
Provision for doubtful debts as on March 31, 2019	20.86

## (B) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with Financial Instruments that are settled by delivering cash or another Financial Asset. Liquidity risk may result from an inability to sell a Financial Asset quickly at close to its fair value.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying business, the Company's treasury maintains flexibility in funding by maintaining availability under committed credit lines.

## (i) Maturities of Financial Liabilities:

Group's Financial Liabilities into relevant maturity groupings based on their contractual maturities for all non - derivative Financial Liabilities are as follows:

Particulars	Carrying amount as at March 31, 2019	₹ In Lakhs		
		< 1 year	1 to 3 years	> 3 years
Non Current Borrowings	10,994.49	-	8,439.30	2,555.19
Sales Tax Deferral Loan from SICOM	327.75	-	327.75	-
Current Borrowings	424.69	424.69	-	-
Trade Payables	8,295.36	8,295.36	-	-
Current Maturities of Long Term Debt	3,367.02	3,367.02	-	-
Current Maturities of Finance Lease Obligations	136.67	136.67	-	-
Unclaimed Dividend	23.26	23.26	-	-
Creditors for Capital Expenditure	155.60	155.60	-	-
Payable for Expenses	151.46	151.46	-	-
Payable to Employees	520.34	520.34	-	-
Deposit from Customers	220.23	220.23	-	-
<b>Total</b>	<b>24,616.87</b>	<b>13,294.63</b>	<b>8,767.05</b>	<b>2,555.19</b>

Particulars	Carrying amount as at March 31, 2018	₹ In Lakhs		
		< 1 year	1 to 3 years	> 3 years
Non Current Borrowings	13,193.99	-	8,030.23	5,163.76
Sales Tax Deferral Loan from SICOM	517.24	-	517.24	-
Current Borrowings	1,663.31	1,663.31	-	-
Trade Payables	6,304.44	6,304.44	-	-
Current Maturities of Long Term Debt	1,619.82	1,619.82	-	-
Current Maturities of Finance Lease Obligations	153.09	153.09	-	-
Unclaimed Dividend	52.55	52.55	-	-
Creditors for Capital Expenditure	331.69	331.69	-	-
Payable for Expenses	71.25	71.25	-	-
Payable to Employees	544.91	544.91	-	-
Deposit from Customers	201.75	201.75	-	-
Derivative Financial Instruments	15.83	15.83	-	-
<b>Total</b>	<b>24,669.87</b>	<b>10,958.64</b>	<b>8,547.47</b>	<b>5,163.76</b>



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

## (C) Market Risk

## I) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. The company is engaged in international trade and thereby exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and EUR. Foreign exchange risk arises from future commercial transactions and recognised Assets and Liabilities denominated in a currency that is not the company's functional currency (₹). The Company's risk management policy is to hedge sales and purchases. The Company uses foreign exchange forward contracts to hedge its exposure in foreign currency risk.

## i) Foreign Currency Risk Exposure

The Group's exposure to foreign currency risk at the end of the reporting period expressed in ₹ In Lakhs, are as follows :-

	March 31, 2019					March 31, 2018		
	EUR	USD	AED	MYR	GBP	EUR	USD	GBP
<b>Financial Assets:</b>								
Trade Receivables	1,747.24	4,431.23	-	-	422.75	394.97	2,886.62	82.40
Derivative Assets - Foreign Exchange Forward Contracts (Sell Foreign Currency)	(1,092.02)	(3,251.07)	-	-	-	(407.37)	-	-
<b>Net Exposure to Foreign Currency Risk (Assets)</b>	<b>655.22</b>	<b>1,180.16</b>	-	-	<b>422.75</b>	<b>(12.39)</b>	<b>2,886.62</b>	<b>82.40</b>
<b>Financial Liabilities:</b>								
Trade Payables	59.68	439.94	4.34	5.07	123.06	344.99	957.65	181.38
Packing credit in Foreign Currency						347.47	74.13	-
<b>Net Exposure to Foreign Currency Risk (Liabilities)</b>	<b>59.68</b>	<b>439.94</b>	<b>4.34</b>	<b>5.07</b>	<b>123.06</b>	<b>692.46</b>	<b>1,031.78</b>	<b>181.38</b>

## ii) Sensitivity

The sensitivity of profit and loss to changes in the exchange rates arises mainly from foreign currency denominated Financials Instruments:

	Impact on Profit Before Tax	
	March 31, 2019	March 31, 2018
	₹ In Lakhs	₹ In Lakhs
<b>EUR Sensitivity</b>		
₹ / EUR - Increase / Decrease by 5%	29.78	35.24
<b>USD Sensitivity</b>		
₹ / USD - Increase / Decrease by 5%	<b>37.01</b>	<b>92.74</b>
<b>AED sensitivity</b>		
₹ / AED - Increase / Decrease by 5%	0.22	-
<b>MYR sensitivity</b>		
₹ / MYR - Increase / Decrease by 5%	0.25	-
<b>GBP Sensitivity</b>		
₹ / GBP - Increase / Decrease by 5%	14.98	4.95

\* Holding all other variables constant

## II) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a Financial Instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on Financial Liabilities such as borrowings, both non-current and current. The Company has not used any interest rate derivatives. The Company is also exposed to interest rate risk on its Financial Assets that include fixed deposits and liquid investments such as deposits which are part of cash and cash equivalents. Since all these are generally for short durations, the Company believes it has manageable risk for achieving satisfactory returns.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

**35. CAPITAL MANAGEMENT****a) Risk Management**

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital. For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholders value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2019 and March 31, 2018.

**b) Dividends**

₹ In Lakhs

		March 31, 2019	March 31, 2018
<b>(i) Equity Shares</b>			
	Final Dividend Paid for the year ended March 31, 2018 ₹ 2/- (March 31, 2017 of ₹ 1/-) per fully paid share.	560.16	279.62
<b>(ii) Dividends not recognised at the end of the reporting period</b>			
	The Directors have recommended the payment of a final Dividend of ₹ 10/- (March 31, 2018 of ₹ 2/-) per fully paid Equity Share. This proposed Dividend is subject to the approval of shareholders in the ensuing Annual General Meeting.	2,800.79	560.16

36. Previous year figures have been reclassified / regrouped to conform to the this year classification.

As per our report of even date

For **Manubhai & Shah LLP**

Chartered Accountants

(Firm's Registration No. 106041W/ W100136)

**P. N. SHAH**

Partner

M.No.: 001738

Mumbai, May 29, 2019

As per our report of even date

For **Kirtane & Pandit LLP**

Chartered Accountants

(Firm's Registration No. 105215W/ W100057)

**SUHAS DESHPANDE**

Partner

M.No.: 031787

Mumbai, May 29, 2019

For and on behalf of the Board of Directors

**S. B. GARWARE**Chairman &  
Managing Director  
(DIN: 00943822)**T. M. PARIKH**Director  
(DIN: 00049287)**C. J. PATHAK**Whole-Time Director  
(DIN: 00601668)**PARAG DOSHI**Company Secretary &  
Chief Financial Officer

Statement Pursuant to first provision to Sub-Section (3) of Section 129 of the Companies Act 2013, with Rule 5 of the Companies (Accounts) Rules, 2014 in the prescribed Form AOC - 1 relating to Subsidiary Companies

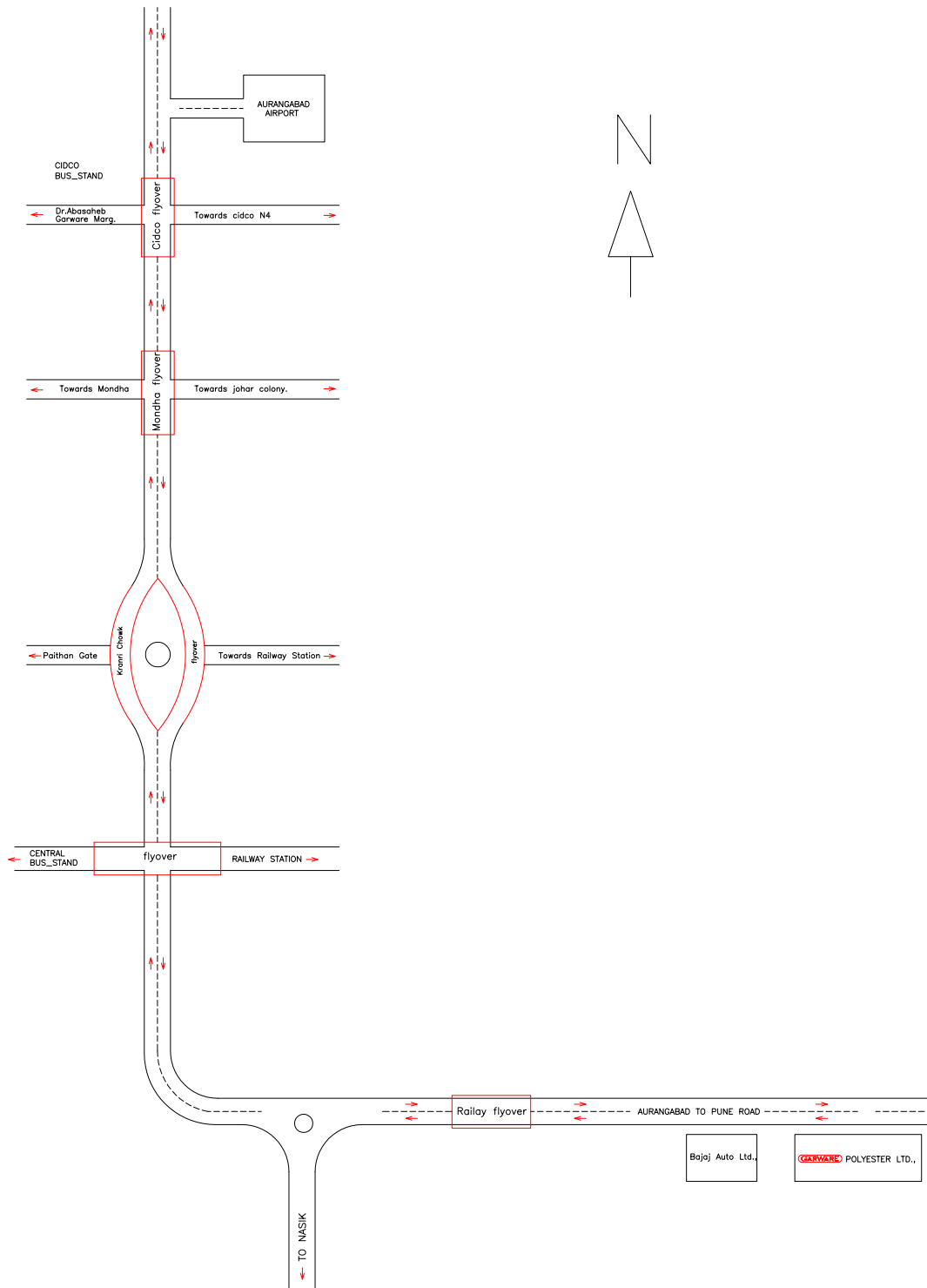
₹ In Lakhs

Sr. No.	Particulars	Garware Polyester International Limited (GPIL) (100% wholly owned by the Company)	Global Pet Films Inc. (100% wholly owned by GPIL)
		2018-19	2018-19
1	Reporting Currency	GBP	USD
2	Exchange Rate considered at the close of the year	90.48	69.17
3	Share Capital	226.19	69.17
4	Reserves & Surplus	1,263.88	455.84
5	Total Assets	2,016.02	888.12
6	Total Liabilities	2,016.02	888.12
7	Investment	0.00	0.00
8	Turnover & Other Income	5,408.36	14,561.41
9	Profit / (Loss) Before Taxation	489.79	730.54
10	Provision for Taxation	41.73	216.06
11	Profit / (Loss) after Taxation	448.07	514.48
12	Dividend Proposed / Paid	0.00	276.69
13	Country	UK	USA

**Notes :-**

- 1 The final Audited accounts of Garware Polyester International Limited are in Great Britain Pounds (GBP) and translated at closing rate as on 31.03.2019 (₹ 90.4756 = 1 GBP)
- 2 The final Audited accounts of Global Pet Films Inc. are in U S Dollars (USD) and translated at closing rate as on 31.03.2019 (₹ 69.1713 = 1 USD)

### ROUTE MAP FOR AGM



VENUE: AGM Hall, GARWARE POLYESTER LIMITED.,  
WALUJ, AURANGABAD.



# GARWARE POLYESTER LIMITED

CIN: L10889MH1957PLC010889

Regd. Office : Naigaon, Post Waluj, Aurangabad - 431 133.

## ATTENDANCE SLIP (To be presented at the entrance)

Name of the Shareholder or Proxy \_\_\_\_\_

DP ID \_\_\_\_\_ Folio No. / Client ID \_\_\_\_\_

/We hereby record my/our presence at the 62<sup>nd</sup> **ANNUAL GENERAL MEETING** of the Company held at the Registered Office of the Company at Naigaon, Post Waluj, Aurangabad – 431 133 on Wednesday, 25<sup>th</sup> September, 2019 at 11.30 a.m.

\_\_\_\_\_  
Signature of the Member/Proxy

✂.....✂

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules , 2014]

# GARWARE POLYESTER LIMITED

CIN: L10889MH1957PLC010889

Regd. Office : Naigaon, Post Waluj, Aurangabad - 431 133.

Name of the Member(s) : .....

Registered Address : .....

E-mail Id : .....

Folio No./Client ID No./DP ID No. : .....

I / We, being the member(s) of ..... Shares of GARWARE POLYESTER LIMITED, hereby appoint

1. Name : ..... E-mail Id : .....

Address : ..... Signature : .....

.....

or failing him/her

2. Name : ..... E-mail Id : .....

Address : ..... Signature : .....

.....

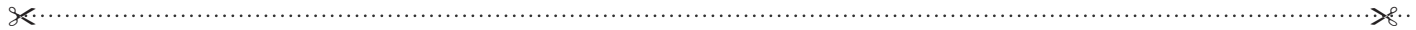
or failing him/her

3. Name : ..... E-mail Id : .....

Address : ..... Signature : .....

.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 62<sup>nd</sup> Annual General Meeting of the Company, to be held on Wednesday, 25<sup>th</sup> September, 2019 at 11.30 a.m. at Naigaon, Post Waluj, Aurangabad – 431 133 and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	RESOLUTIONS	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2019 with reports		
2.	Declaration of Dividend on Equity Shares.		
3.	Re- appointment of Ms. Monika Garware, who retires by rotation.		
4.	Re-appointment of M/s. Manubhai & Shah, LLP, Chartered Accountants, as Statutory Auditors of the Company for a second term of five consecutive years i.e. from the conclusion of this Annual General Meeting till the conclusion of the sixty seventh Annual General Meeting of the Company		
5.	Re-Appointment of M/s. Kirtane & Pandit LLP, Chartered Accountants as Joint Statutory Auditor of the Company for a further period of two (2) years i.e. from the conclusion of 63 <sup>rd</sup> Annual General Meeting till the conclusion of the 65 <sup>th</sup> Annual General Meeting of the Company.		
<b>Special Business</b>			
6.	Ratification of Cost Auditor Remuneration.		
7.	Re-Appointment and payment of remuneration to Shri S. B. Garware – Chairman and Managing Director of the Company for a further period of five years with effect from 1 <sup>st</sup> November, 2019.		
8.	Re-appointment of Mr. Nilesh R. Doshi as a Non-Executive & Independent Director of the Company for a second term of five consecutive years with effect from 1 <sup>st</sup> November, 2019 to 31 <sup>st</sup> October, 2024.		
9.	Re-appointment and payment of remuneration to Mr. C. J. Pathak as Whole Time Director of the Company for a further period of five years with effect from 1 <sup>st</sup> October, 2019.		
10.	Appointment of Mr. B. D. Doshi as Non-Executive and Non-Independent Director of the Company for a period of 5 years i.e. from the conclusion of 62 <sup>nd</sup> Annual General Meeting till the conclusion of the 67 <sup>th</sup> Annual General Meeting of the Company, pursuant to the provisions of section 161 of the Companies Act, 2013 and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 and relevant rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force,		

Signed this .....day of .....2019

Signature of Shareholder .....

Signature of Proxy holder(s).....

Affix  
Revenue  
Stamp  
Of Rs.1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 62<sup>nd</sup> Annual General Meeting.
3. \*It is optional to put a ' X ' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of members(s) in above box before submission.
5. Appointment of Proxy does not prevent a member from personally attending in person if he/she wishes.
6. In case of joint holder, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.





