



**EVERY  
BUSINESS  
TELLS  
A STORY**



**55TH ANNUAL REPORT  
2012 - 2013**



**Grauer & Weil (I) Limited**



*A* legacy... a heritage... a passion... that has built bright futures for over five decades.

Since its inception, Growel has built lasting relationships with all of its associates, based on consistent high-quality products, service, delivery, trust and confidence.

Our strive for excellence is achieved by adhering to the most stringent standards for Quality Assurance and International best practices, like continuous product innovation, backward integration and latest technical upgradation in a pollution free environment.

Modern, state-of-the-art laboratories, manned by highly qualified and experienced team of motivated researchers have brought many industry firsts to our credit.

The prestigious Indian Council of Science and Technology has even recognized Growel's Chemical & Paints R&D Division. The research centre of both these divisions, are equipped with sophisticated analytical facilities and, supported by a full scale Pilot Plant. The Engineering division of the company comprises of a strong team of engineers, who work relentlessly to consolidate the latest technologies and offer the advantage of innovative designs to our valued customers.

Today, Growel is selling well beyond Indian shores exporting to over 50 countries, with branch offices established in Shanghai – China and Bangkok – Thailand.

The national sales network of the company is supported by over 35 sales offices and, over 100 dealers & distributors, spread uniformly throughout the Indian sub-continent. These branches are well equipped with highly skilled technical personnel and service laboratories, to provide efficient after sales support to all of Growel's valued customers.

Grauer & Weil is the only company in India and one of the few in the world, to offer a complete package of corrosion protection solutions, consisting of electroplating chemicals and plants, industrial and high performance protective coatings, top coats & lacquers, zinc flake coatings, phosphating, anodizing and speciality chemicals, effluent treatment plants and waste water recovery systems, all under one roof making it uniquely a one-stop-shop for the surface finishing industry.

Embracing new age possibilities, Grauer & Weil has created world class facilities where research, design and innovation meets customer delight globally.

# GROWEL GROUP - CSR INITIATIVES

Every business enterprise carries the solemn responsibility to raise the living standards of mankind. We at the 'Growel Group' individually and collectively remain dedicated to this cause and shall relentlessly strive to build the highest standard of goods, at the most economical cost.



Road Rage Activity - Growel's 101 Mall



Eye Camp 2012- G&W (Dadra Plant)



Blood Donation Camp - G&W (Dadra Plant)



Early Cancer Detection Camp  
G&W (Dadra Plant)



Pollution Prevention Week  
G&W (Barotiwala Plant)



Blood Donation Camp  
G&W (Barotiwala Plant)



Polythene Hatao - Paryavaran Bachao G&W (Barotiwala Plant)

## GROWEL'S 101 MALL - REWARDS & RECOGNITION

'TATA Power Energy Conservation Award 2012'

Most Admired Shopping Centre of the Year: Socially Responsible (2013) - FINALIST

Most Admired Shopping Centre of the Year: Marketing & Consumer Promotions (2013) - FINALIST

Most Admired Shopping Center of the Year: Metros-West Region (2013) - FINALIST



Sr. Vice President - Santosh Pandey - 'Most Admired Shopping Centre Manager of the Year (2013) India' - Images Shopping Center Awards





# FESTIVE SHOPPERTAINMENT



*All Year Long!*



Happy Treewali - Diwali Celebrations



TV Super-hero Balveer



Live - Europa Calling II



Mid-night Sale - Flat 50% Off



Bye Bye Vegas - Casino Event



John Abraham - Skybags Launch



Barbie & Hotwheels - Summer Carnival

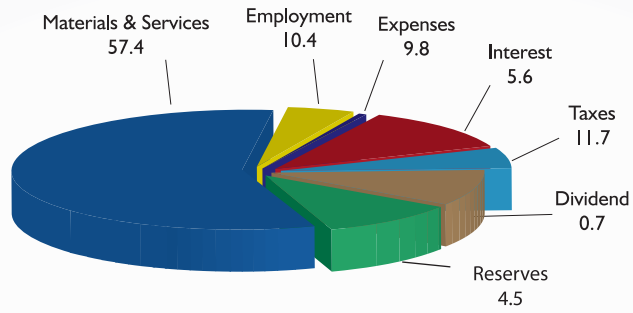


Eco-friendly Ganesha

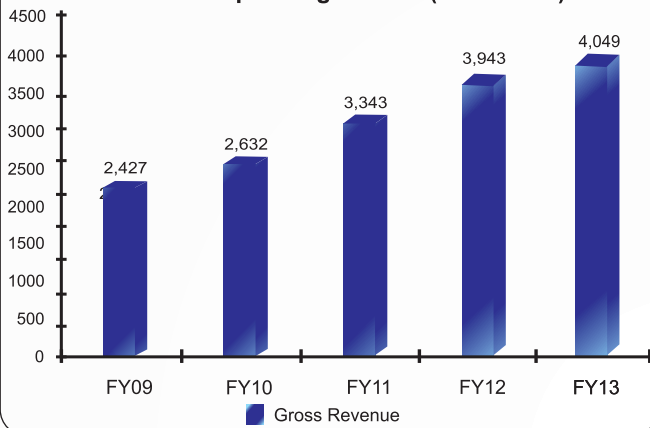


Its Snowing - Growel Snowell

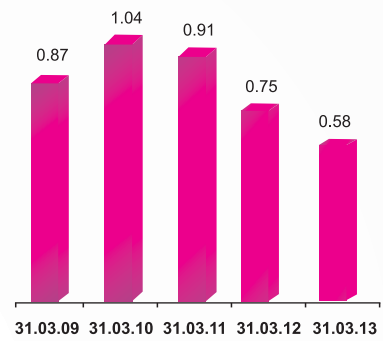
### Income Distribution 2012-13



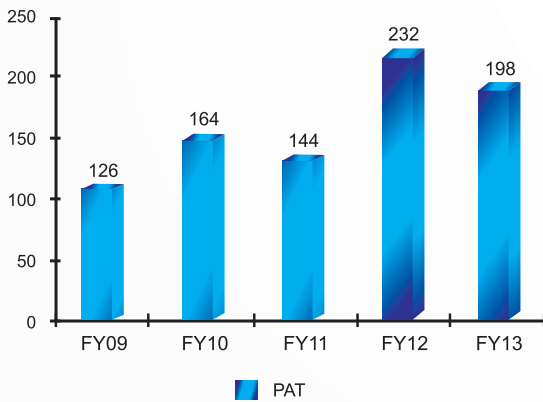
### Gross Sale & Operating Income (Rs. Million)



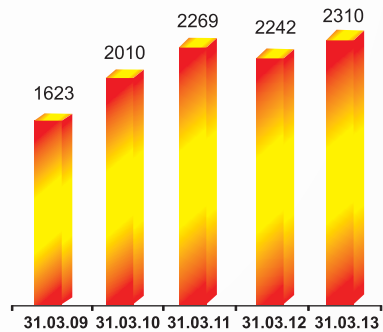
### Debt: Equity Ratio



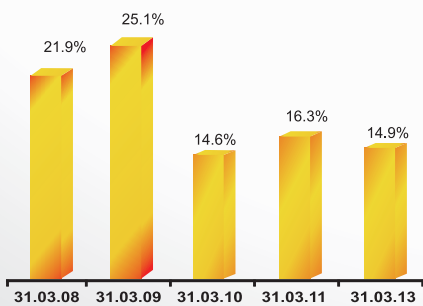
### PAT (Rs. in Million)



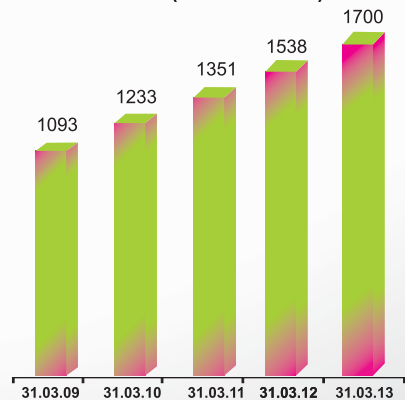
### Net Fixed Assets (Rs. in Million)



### Ratio of Net Working Capital to Net Income (%)



### Net Worth (Rs. in Million)





**BOARD OF DIRECTORS**

Umeshkumar More	Chairman
Nirajkumar More	Managing Director
Vinod Haritwal	CEO & Whole Time Director
Rohitkumar More	Whole Time Director
Suresh Pareek	Director
K. C. Srivastava	Director
Madan Mohan Chaturvedi	Director
Yogesh Samat	Director

**COMMITTEES****AUDIT COMMITTEE**

Suresh Pareek	Chairman
Nirajkumar More	Member
Madan Mohan Chaturvedi	Member
K. C. Srivastava	Member
Yogesh Samat	Member (w.e.f. 30-05-2013)

**SHAREHOLDERS COMMITTEE**

Nirajkumar More	Chairman
Rohitkumar More	Member
K. C. Srivastava	Member
Vinod Haritwal	Member (w.e.f. 30-05-2013)

**SELECTION & REMUNERATION COMMITTEE**

Umeshkumar More	Chairman
Suresh Pareek	Member
Madan Mohan Chaturvedi	Member
K. C. Srivastava	Member

**SENIOR PRESIDENT**

Rajender Guleria

**PRESIDENTS**

Pallavi More	Mala Singh	P. S. Khanolkar
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**SR. VICE PRESIDENTS**

Kamlesh Karwa	Sanjay Tamhankar	Sujit Kumar Sinha
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**VICE PRESIDENTS**

Gopal Bagaria	Krishna Bhandari	D. K. Bhardwaj
Subrata Chakraborty	Sharad Jhunjunwala	Jagdish Kadam
Rattan Kewalramani	Dipesh Mehta	Santosh Pandey
Dipen Parikh	M. S. Seetharam	Rattan Sharma
R. S. Singh		

**AUDITORS**

M. M. Nissim And Co.	Chartered Accountants
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**BANKERS**

Punjab National Bank	The Saraswat Co-op. Bank Ltd
Axis Bank	Bank of Bahrain & Kuwait B.S.C.
Citi Bank	

**REGISTERED OFFICE**

Growel House, Akurli Road, Kandivli (East), Mumbai – 400101.

**PLANTS**

Dadra	Chemicals - Finished Products
Barotiwala (H.P.)	Chemicals - Finished Products and Oils & Lubricants
Vapi	Chemicals - Intermediates
Samba (Jammu)	Chemicals - Finished Products
Alandi (Pune)	Engineering
Chembur (Mumbai)	Paints

**MALL**

Kandivli (Mumbai)

Visit us at: [www.growel.com](http://www.growel.com)

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## NOTICE TO THE MEMBERS

NOTICE is hereby given that the 55<sup>th</sup> Annual General Meeting of the Members of **GRAUER & WEIL [INDIA] LIMITED** will be held on Thursday, July 25, 2013 at 4.00 p.m. at Growel's 101 Mall, Growel House, Akurli Road, Kandivli (East), Mumbai – 400101 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Profit and Loss Account for the year ended March 31, 2013 and the Balance Sheet as at that date together with the Report of the Directors and the Auditors thereon.
2. To declare a Dividend on Equity Shares for the year ended March 31, 2013.
3. To appoint a Director in place of Shri Rohitkumar More, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Madan Mohan Chaturvedi, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

### Registered Office:

Growel House, Akurli Road,  
Kandivli [East], Mumbai - 400 101

Date : 30-05-2013

**For & on behalf of the Board of  
Grauer & Weil [India] Limited**

**Nirajkumar U. More**  
Managing Director

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING.
2. Corporate Members, Societies etc., intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from July 20, 2013 to July 25, 2013. (Both days inclusive).
4. The Dividend on Equity Shares as recommended by the Directors for the year ended March 31, 2013, if declared at the Meeting of the Company will be paid on or after July 29, 2013
  - (a) To those members whose names appear on the Company's Register of members, after giving effect to all the valid share transfers in physical form lodged with Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent of the Company on or before July 19, 2013.
  - (b) In respect of shares held in electronic form, to those 'Deemed Members' whose names appear in the statements of beneficial ownership furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as at the opening hours of July 20, 2013.
5. Pursuant to the provisions of Section 205(A) read with Section 205(C) of the Companies Act, 1956, Unclaimed Dividend up to the year ended March 31, 2005 has been transferred to the Investors Education & Protection Fund (IEPF). Members are hereby informed that Dividends, which remain unclaimed / unpaid for a period of 7 years from the respective dates of declaration have to be transferred to the Investors Education & Protection Fund (IEPF) on the dates given in the table below:

Financial Year	Date of declaration of Dividend	Last date for claiming unpaid Dividend	Due Date for transfer to IEPF
2005-06	19.08.2006	18.09.2013	17.10.2013
2006-07	16.08.2007	15.09.2014	14.10.2014
2007-08	21.08.2008	20.09.2015	19.10.2015
2008-09	17.11.2009	16.12.2016	15.01.2017
2009-10	29.09.2010	28.10.2017	27.11.2017
2010-11	30.09.2011	29.10.2018	28.11.2018
2011-12	30.08.2012	29.09.2019	28.10.2019

Members who have not yet encashed their Dividend Warrant(s) for the Financial Years as indicated above are requested to claim the amounts forthwith from the Company.

6. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company, at least seven days before the date of the Meeting, so that the requested information can be made available at the time of the Meeting.



7. Members / Proxies are requested to please bring their copies of Annual Report to the Meeting, since copies of the Annual Report will not be distributed at the Meeting.
8. The Company has listed its shares on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 under Security Code No. 505710. The Company is regular in payment of the Listing Fees to the Exchange.
9. Members holding Shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below and in case their shares are held in dematerialised form, this information should be passed on directly to their respective Depository Participants and not to the Company.

**M/s. LINK INTIME INDIA PRIVATE LIMITED**

[Unit: Grauer & Weil (India) Limited]

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (West), Mumbai - 400 078.

Phones: (022) 2594 6970. Fax: (022) 2594 6969.

Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) ; URL: [www.linkintime.co.in](http://www.linkintime.co.in)

10. (a) Members are informed that in order to avoid fraudulent encashment of Dividend Warrants, they should send to the Registrar and Transfer Agent of the Company, at the address given above, under the signature of the Sole / First Joint holder, the information relating to the Name and Address of the Banker along with the Pin Code Number and Bank Account Number to print on the Dividend Warrants.
- (b) Members desirous of availing the facility of Electronic Credit of Dividend are requested to send NECS Form to the Registrar and Transfer Agent of the Company at the address given above. NECS form is available on the website of the Company [www.growel.com](http://www.growel.com).
- (c) Members holding shares in dematerialized form and desirous to change or correct the Bank Account details should send the same immediately to the concerned Depository Participant. Members are also requested to give MICR Code to the Depository Participant.
11. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all working days except public holidays between 10.00 a.m. and 12.00 noon up to the date of the Annual General Meeting i.e. July 25, 2013.
12. For the convenience of Members / Proxies and for proper conduct of the Meeting, entry to the Meeting venue will be permitted against Attendance slips only, which is enclosed herewith in the Annual Report. Members are requested to sign at the place provided on the Attendance slip and hand it over at the entrance of the venue.
13. Members who are holding shares in Dematerialised form are requested to bring their Client ID and DP ID Numbers for easy identification at the Meeting.
14. In all correspondence with the Company, Members are requested to quote their Folio Number and in case their shares are held in Dematerialised form, they must quote their DP ID and Client ID Numbers.
15. Pursuant to the Circular No. 17/2011 Dated 21.04.2011 and Circular No. 18/2011 Dated 29.04.2011 issued by the Ministry of Corporate Affairs (MCA), Company has taken a "Green Initiative in Corporate Governance" and requested / are requesting the Shareholders who hold the shares in dematerialised form, to intimate their email ID to their Depository Participant (DP) and those who hold the shares in physical form, to intimate their email ID and Folio No. by sending mail on [grauernweilgogreen@linkintime.co.in](mailto:grauernweilgogreen@linkintime.co.in) or by submitting filled **E-Communication Registration Form attached at the end of this Report (Also available on our website [www.growel.com](http://www.growel.com)) to M/s. Link Intime India Private Limited.** The members holding shares in electronic form are requested to register their email address with their depository participants only. Even after registering for E-Communication, Shareholders are entitled to receive such communication in physical form upon specific request.
16. Securities and Exchange Board of India (SEBI) vide circular Ref. No. MRD/DoP/CIR-05/2007 dated April 27, 2007 made PAN, the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market / private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company / RTA for registration of such transfer of shares.
17. As per the provisions of the Companies Act, 1956, facility for making nominations is now available to individuals holding shares of the Company. The Nomination Form 2B prescribed by the Government can be obtained from the Secretarial Department of the Company at its Registered Office. The same is also available on the website of the Company [www.growel.com](http://www.growel.com).

**LISTING REQUIREMENTS**

As required under Clause 49(IV)(G) of the Listing Agreement, given below are the details of the Directors who retire by rotation and are eligible for re-appointment. (Resolutions at Item Nos. 3 & 4):

**DIRECTORS RETIRING BY ROTATION:**

**A. Name : SHRI ROHITKUMAR MORE**  
 Age : 40 Years [Date of Birth: 07/01/1973]  
 Qualifications : B.E. - Mechanical.

Shri Rohitkumar More is associated with the Company since March 14, 2003 and is a Whole Time Director of the Company based at Pune, looking after the day to day operations of the Engineering Division of the Company.

**Other Directorships:**

- Poona Bottling Company Pvt. Ltd.
- Growel Goema (India) Pvt. Ltd.
- Waluj Beverages Pvt. Ltd.

Shareholders Committee : Grauer & Weil [India] Limited.

Shareholding in the Company : NIL (Holding 7500 Shares as second holder)

**B. Name : SHRI MADAN MOHAN CHATURVEDI**  
 Age : 58 Years [Date of Birth: 11/07/1955]  
 Qualifications : B.Com, FCA.

Shri Madan Mohan Chaturvedi is associated with the Company since 30th March, 2004. He is a Chartered Accountant having an experience of about 32 Years in Management consultancy, Taxation, Finance and Accounts.

**Other Directorships:**

- MMC Financial Services Pvt. Ltd.
- Varah Securities Pvt. Ltd.

**Committee Memberships :**

Audit Committee : Grauer & Weil [India] Limited.

Shareholding in the Company : 3120 Equity Shares

**Registered Office:**

Growel House, Akurli Road,  
 Kandivli [East], Mumbai - 400 101

Date : 30-05-2013

**For & on behalf of the Board of  
 Grauer & Weil [India] Limited**

**Nirajkumar U. More**  
 Managing Director

## Summary of Key Financial Data and Ratios for Last 5 Years

	Rs. Million				
Financial Year ended / As on	31.03.09	31.03.10	31.03.11	31.03.12	31.03.13
Gross Sale	2,332.26	2,559.99	3,213.58	3,735.50	3,797.11
Other Operating Income	95.21	71.66	129.16	207.79	251.51
<b>Gross Operating Income</b>	<b>2,427.47</b>	<b>2,631.66</b>	<b>3,342.74</b>	<b>3,943.29</b>	<b>4,048.62</b>
Other Misc. Income	18.12	5.02	14.16	28.51	21.08
<b>Gross Total Income</b>	<b>2,445.59</b>	<b>2,636.67</b>	<b>3,356.90</b>	<b>3,971.80</b>	<b>4,069.70</b>
Trade Discounts	196.74	225.37	287.19	346.99	382.65
Excise Duty	201.29	148.68	234.21	264.01	315.89
<b>Net Income</b>	<b>2,047.56</b>	<b>2,262.62</b>	<b>2,835.50</b>	<b>3,360.81</b>	<b>3,371.16</b>
Cost of Material	1,145.69	1,256.58	1,571.59	1,796.75	1,781.85
Salaries, Wages & Benenfits	199.30	206.87	251.81	301.38	381.67
Other Expenses	440.78	426.81	578.48	649.51	653.74
<b>Total Expenditure</b>	<b>1,785.77</b>	<b>1,890.26</b>	<b>2,401.88</b>	<b>2,747.64</b>	<b>2,817.26</b>
<b>EBDIT</b>	<b>261.79</b>	<b>372.36</b>	<b>433.63</b>	<b>613.16</b>	<b>553.90</b>
Depreciation	40.42	43.92	72.56	98.83	109.94
<b>EBIT</b>	<b>221.37</b>	<b>328.44</b>	<b>361.07</b>	<b>514.33</b>	<b>443.96</b>
Interest	86.46	99.07	158.21	211.91	205.40
% to Net Income	0.13	0.16	0.15	0.18	0.16
<b>Profit Before Tax (PBT)</b>	<b>134.91</b>	<b>229.37</b>	<b>202.86</b>	<b>302.43</b>	<b>238.56</b>
Tax (Current, Deferred, and FBT)	9.21	65.14	58.74	70.35	40.28
<b>Net Profit After Tax (PAT)</b>	<b>125.71</b>	<b>164.23</b>	<b>144.12</b>	<b>232.08</b>	<b>198.28</b>
Equity Share Capital	226.71	226.71	226.71	226.71	226.71
Reserves & Surplus	866.12	1,006.22	1,124.14	1,311.58	1,472.93
<b>Networth</b>	<b>1,092.83</b>	<b>1,232.93</b>	<b>1,350.85</b>	<b>1,538.29</b>	<b>1,699.64</b>
<b>Total Debt</b>	<b>947.25</b>	<b>1,283.37</b>	<b>1,228.63</b>	<b>1,146.10</b>	<b>991.62</b>
Deferred Tax Liabilities	48.36	78.80	119.63	144.01	169.13
<b>Total Sources of Funds</b>	<b>2,088.43</b>	<b>2,595.10</b>	<b>2,699.09</b>	<b>2,828.40</b>	<b>2,860.39</b>
<b>Net Fixed Assets</b>	<b>1,622.83</b>	<b>2,009.95</b>	<b>2,268.84</b>	<b>2,242.26</b>	<b>2,309.55</b>
<b>Investments</b>	<b>16.44</b>	<b>16.41</b>	<b>16.40</b>	<b>39.07</b>	<b>47.50</b>
Current Assets	984.72	1,057.90	1,516.29	1,604.41	1,781.17
Less: Current Liabilities	535.55	489.16	1,102.43	1,057.34	1,277.83
<b>Net Current Assets</b>	<b>449.17</b>	<b>568.74</b>	<b>413.86</b>	<b>547.07</b>	<b>503.34</b>
Misc. Expenditure					
<b>Total Uses of Funds</b>	<b>2,088.43</b>	<b>2,595.10</b>	<b>2,699.09</b>	<b>2,828.40</b>	<b>2,860.39</b>
<b>Ratios</b>					
EPS (Rs.)*	0.55**	0.72	0.64	1.02	0.87
Book Value per Share (Rs.)*	4.82	5.44	5.96	6.79	7.50
Return on Capital Employed (ROCE)	10.6%	12.7%	13.4%	18.2%	15.5%
Return on Networth (RONW)	11.5%	13.3%	10.7%	15.1%	11.7%
Debt: Equity Ratio	0.87	1.04	0.91	0.75	0.58
Ratio of Net working Capital to Net Income	21.9%	25.1%	14.6%	16.3%	14.9%

\* on face value of Rs 1/- per share

\*\* EPS on expanded capital, post merger

## DIRECTORS' REPORT TO THE SHAREHOLDERS

Your Directors have pleasure in presenting their 55<sup>th</sup> Annual Report together with the Audited Annual Accounts of the Company for the financial year ended March 31, 2013.

### FINANCIAL RESULTS

Particulars	2012-13	2011-12
	Rs. Million	Rs. Million
Gross Total Revenue	4069.7	3971.8
Net Revenue	3371.2	3360.8
Earning before Interest, Depreciation, Tax & Amortizations (EBIDTA)	553.9	613.2
Profit Before Tax	238.6	302.4
Provision for Tax (FBT, Current & Deferred Tax)	40.3	70.4
Net Profit after Tax	198.3	232.1
Add: Profit brought forward from previous year	38.1	345.5
Profit available for disposal	236.4	577.6
Proposed Dividend and Tax thereon	31.8	39.5
Transfer to General Reserve	160.0	500.0
Profit carried forward	44.6	38.1

### DIVIDEND

Your Board has recommended payment of Dividend for the year ended March 31, 2013 at 12% i.e. 12 paise on Equity Shares of Re. 1/- each and seeks your approval for the same.

### OPERATIONS

During the period under review, Company recorded a marginal growth in revenues. However net profit of the Company declined by 14.56%.

A full analysis and discussion on the business outlook is included in this Annual Report under the heading 'Management Discussion and Analysis' as Annexure A to this Report.

### RESEARCH & DEVELOPMENT

The Company lays a strong emphasis on R&D. Apart from the steady flow of updation and addition of products in the Chemical and Engineering divisions, of the Company took significant steps to strengthen the R&D activity in the Paints and oils & Lubricants division. The Company expects these steps to yield dividends in near future.

### TECHNICAL COLLABORATION

The Company signed a Technology License Agreement with Herbert Schmidt GmbH & Co. KG (HSO) of Germany under which HSO will make available its technical expertise in the area of surface finishing with emphasis on plating on plastics.

### CORPORATE SOCIAL RESPONSIBILITY

Your Company is fully cognizant of its social responsibilities as a corporate citizen. We regularly undertake projects for the welfare and upliftment of the people, especially in the areas surrounding our operations in different parts of the country. Some of the projects were:

1. Blood Donation Camps were held at Dadra and Samba plants.
2. Early Cancer detection camp was organized in association with Lions, Red Cross Society & Krishna Cancer Detection Centre at Red Cross Bhavan, Silvassa.
3. A Bhandara was organized on the occasion of Hanuman Jayanti at Hanuman Temple, Dunga and nearly 8000 to 10000 peoples took benefit of free meal served.
4. On the World Environment Day, Environmental Awareness Camp was organized at Kali Bari, Samba and Tree Plantation activity was also carried out at Samba and Dadra Plants.
5. A Yoga Camp was Organised at Dadra for the benefit of general public.
6. RCC Cement benches were donated to Van Ganga Garden, Dadra.
7. Public Water hut and Toilets were constructed near Barotiwala - Haripur Road Bus Stop for use of general public.
8. At Dadra and Barotiwala, the Company maintains public gardens for the benefit of local people.



9. Free Medical Check up Camp was organized at Rakh Amb Tali, Samba in collaboration with NYBO and Government Ayurvedic Hospital, Jammu for the needy and poor people residing in the interior parts of the village.
10. A Seminar on 'ROAD RAGE' was organised at Growel 101 Mall, Kandivli. Prominent personalities from different fields namely - Dr. Mohankumar Dahikar, Deputy Commissioner of Police (Traffic), Ms. Armin Wandrewala (Founder & Author - Sanity On Our Roads, SOOR) and Dr. Sajid Ali Khan of Kohinoor Hospital a noted Clinical Psychologist attended and addressed the event.

#### **FIXED DEPOSITS**

The Company's balance of Deposits as on March 31, 2013 was Rs.19.43 Million (Previous Year : Rs. 15.88 Million). During the year under review, Unclaimed Matured Fixed Deposits of Rs. 15,000/- which were unclaimed as on March 31, 2012 were transferred to Investor Education & Protection Fund.

#### **BOARD OF DIRECTORS**

As per the provisions of the Companies Act, 1956 and in terms of the Articles of Association of the Company, Shri Rohitkumar More and Shri Madan Mohan Chaturvedi, Directors of your Company, retire by rotation and being eligible, have offered themselves for re-appointment.

#### **AUDIT COMMITTEE**

In accordance with the provisions of the Listing Agreement and Corporate Governance, the Company has constituted an Audit Committee. The Committee comprised of following Directors viz., Shri Suresh Pareek (Chairman), Shri Nirajkumar More, Shri Madan Mohan Chaturvedi and Shri K. C. Srivastava as members.

The Board of Directors in its Meeting held on 30th May, 2013 appointed Shri Yogesh Samat as a Member of the Audit Committee.

The Audit Committee acts in accordance with the terms of reference specified from time to time by the Board.

#### **CORPORATE GOVERNANCE**

Your Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Report.

The requisite Certificate from the Statutory Auditors of the Company confirming Compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49 is attached to this Report.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that:

- a) In the preparations of the Annual Accounts, the applicable Accounting Standards have been followed.
- b) Appropriate policies have been selected and applied consistently and judgments and estimates wherever made 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, 2013.
- c) Proper and sufficient care has been taken for the maintenance of adequate Accounting Records in accordance with the provisions of the Companies Act, 1956, for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The Annual Accounts have been prepared on a going concern basis.

#### **SUBSIDIARY COMPANIES**

The Consolidated Financial Statements presented by the Companies include financial information of its subsidiaries prepared in compliance with the applicable Accounting Standards. The Ministry of Corporate Affairs, Government of India vide its Circular No. 5/12/2007-CL-III dated February 08, 2011 has granted general exemption under section 212(8) of the Companies Act, 1956, from attaching the Balance Sheet, Profit and Loss Account and other documents to the Balance Sheet of the Company provided certain conditions are fulfilled. Any Member of the Holding and the Subsidiary Companies is entitled to seek detailed information at any point of time. The Annual Accounts of the Subsidiary Companies have also been kept for inspection by any investor at the Registered Office of the Company.

Details of the Subsidiaries are covered in this Annual Report.

#### **CONSOLIDATED FINANCIAL STATEMENTS**

As stipulated by Clause 32 of the Listing Agreement with the Stock Exchange, the Consolidated Financial Statements have been prepared by your Company in accordance with the requirements of Accounting Standard 21 on Consolidated Financial Statements issued by the Institute of Chartered Accountants of India. The Audited Consolidated Financial Statements together with Auditor's Report thereon forms part of the Annual Report.

#### **AUDITORS**

M/s. M. M. Nissim And Co., Chartered Accountants, Auditors of the Company retire at the ensuing Annual General Meeting. They are eligible for re-appointment and have expressed their willingness to act as an auditors of the Company if re-appointed. The Company has received a letter from them to the effect that their reappointment, if made, would be within the limits specified under section 224(1B) of the Companies Act, 1956. Members are requested to consider their appointment at a remuneration to be decided by the Board of Directors for the Financial Year ending March 31, 2014, as set out in the Notice convening the Meeting.

**AUDITORS' OBSERVATIONS**

The observations of the auditors contained in their Report have been adequately dealt with in the Note No. '27' to the Accounts which are self explanatory and therefore, do not call for any further comments.

**PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

The information pursuant to section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are given in 'Annexure C' to this Report.

**PARTICULARS OF EMPLOYEES**

The information required u/s 217(2A) of the Companies Act, 1956, read with the rules framed hereunder form part of this report. However, as per provisions of Section 219(1)(b)(iv) of the Act, the report and accounts are being sent to all the shareholders excluding the statement of particulars of employees under section 217(2A) of the Act. Any shareholder interested in obtaining a copy of the statement may write to the Secretarial Department at the Company's Registered Office Address and the same is available for inspection by Members at the Registered Office of the Company on any working days between 10:00 a.m to 12.00 noon upto the date of the ensuing AGM.

**SAFETY, ENVIRONMENTAL CONTROL AND PROTECTION**

The Company has taken all the necessary steps for safety, environmental control and protection at all its plants. All plants of the Company fully comply with the laws, regulations and requirements stipulated by the concerned Pollution Control Boards.

**LISTING**

The Equity Shares of the Company are at present listed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. The Company is regular in payment of listing fees.

**APPRECIATION**

The Directors wish to put on record their appreciation for the support of all our Bankers and the dedication and support of all our members and associates. Their efforts continue to be integral to our Company's ongoing success.

**Registered Office:**

Growel House, Akurli Road,  
Kandivli [East], Mumbai - 400 101

Date : 30-05-2013

**For & on behalf of the Board of  
Grauer & Weil [India] Limited**

**Nirajkumar U. More**  
Managing Director

## ANNEXURE – ‘A’: TO DIRECTORS’ REPORT

### MANAGEMENT DISCUSSION AND ANALYSIS

#### I. AN OVERVIEW OF BUSINESS PERFORMANCE

During the year 2012-13, the Net Revenue of the Company remained more or less unchanged at Rs. 3371 Million (Rs. 3361 Million in previous year). However, due to increase in fixed costs, the Net Profit declined by 14.6%. An overview of the performance of different business segments of the Company is as under:

- a) **Chemical Segment:** Your Company continues to be the industry leader in the segment of surface treatment chemicals, their intermediates and other specialty chemicals. On one hand some of the industries that use our products witnessed declines or stagnation, on the other hand competition from international companies intensified. The Company’s recent forays into manufacture of Industrial Lubricants, Anodizing and Phosphating chemicals proved fruitful with a healthy growth in sales. The Net Revenue of this division grew by 5% from Rs. 2229 Million to Rs. 2349 Million. The Company continued to focus on excellence and its plant at Jammu achieved certification under IMS and ISO 14000 program in addition to the plants at Dadra and Barotiwala which are already certified.
- b) **Engineering Segment:** Your Company is a leading manufacturers and provider of turnkey solutions for Electroplating Plants and their components, Effluent and Waste Water Treatment Plants and other engineering products, from its plant located at Alandi, Pune. After two years of significant growth, this division was not able to repeat the same fete this year. The Net Revenue remained unchanged at Rs. 399 Million.
- c) **Mall Segment:** The general economic uncertainties posed some challenges for the Retail segment, however, the Company was quick to respond with innovative measures to increase footfall as well as trading levels. The efforts of the management team were recognized by the Retail fraternity when it conferred the Most Admired Mall Manager of the year award on Mr. Santosh Pandey, the Head of our Mall Division and nominated the Mall as a finalist in four award categories. During the year, the Net Revenue grew by 9% from Rs. 71 Million to Rs. 94 Million.
- d) **Paints Segment:** This business segment witnessed a decline in Net Revenue from Rs. 550 Million to Rs. 438 Million. Some of the unprofitable contracts and products were discontinued. The renewed efforts at growing the business have taken longer than expected to show results.

#### 2. EXPORTS DEVELOPMENT

Exports continue to be a high focus area of the Company’s sales efforts. The economic uncertainties in Europe and USA and political instability in the Middle East continued unabated. Despite them, the Company managed to retain its customers and grow the export sales albeit at a marginal rate of 9%.

#### 3. FINANCIAL PERFORMANCE

The highlights of financial performance of the Company for the year under review are as under:

- a. The Net Profit after Tax for the year declined by 14.6% to Rs. 198 Million. The operating margin remained constant, however the fixed costs (mainly the cost of manpower) increased significantly.
- b. The Company spent Capital Expenditure of Rs. 178 Million.
- c. The Long Term Borrowings decreased by Rs. 105 Million mainly on account of part repayment of Loans raised for the Mall project.
- d. The Working Capital (Net Current Assets) increased by Rs. 14 million.
- e. The Debt Equity Ratio of the Company further improved to 0.58 (from 0.75).

#### 4. OPPORTUNITIES, THREATS, RISKS, CONCERNS AND OUTLOOK

The continuing economic and political uncertainties both in India and globally and their impact on the Indian currency combined with cost inflation and economic slowdown present a daunting challenge. In its main business segment of chemicals, your Company faces stiff competition from almost all the international manufacturers who are now operating in the Indian market. However, your Company’s fundamental strengths of market leadership, extensive distribution network, strong R & D and procurement strength place it in relatively stronger position in the Chemical segment. We have recently signed a Technology Licensing Agreement with Herbert Schmidt GmbH & Co. KG (HSO) of Germany for accessing their technical expertise. This collaboration, combined with the other already existing ones will add to the Company’s technical strengths.

The Company’s recent diversification into oils & lubricants through its Joint Venture Growel Sidasa Industries Pvt. Ltd., is now gaining significance. The Company has successfully added some specialty lubricants to its product portfolio and some reputed customers to its sales portfolio. This business segment offers a lucrative long term opportunity.

Since the close of the financial year 2012-13, the Engineering Division has executed some significant export orders and the current order book is reasonably encouraging. The new market synergies developed by this division provide a good opportunity for additional growth to this business in coming years.

While the Company has taken some bold steps and entered an aggressive phase in the high potential Paints business, it is fully cognizant of the fact that this is a highly competitive business and your Company is pitched against the strengths of the giants well established in the segment. If the Company succeeds in its plans then this segment can contribute a high level of growth in its business.

Since your Company's Mall enjoys the advantage of relatively weak competition in its immediate catchment, it has been able to increase the footfall as well as sales with innovative and aggressive steps. The Mall still has some unoccupied space which can offer additional revenue when leased.

## 5. FUTURE PROSPECTS

The apparent slowdown in the growth of our economy in the last year has affected the business of industrial products being manufactured by the company for e.g. Surface Treatment chemicals, Paints, Industrial Lubricants etc. The real estate and retail markets have also been stagnant. To overcome such pressures, with a view to cut cost and standardize productions, the company has intensified its Research & Development work focused on backward integration and taken assistance of international Companies through technology licensing. Special emphasis is being laid on high thrust areas like Paints and Industrial Lubricants where we are seeking to diversify into newer market segments. Efforts are underway to develop new product lines in respect of surface finishes including paints, to pave the way for entry into decorative and other synergistic market segments.

The current outlook for exports continues to be moderate in view of the prevailing recessionary trends in the world markets. The company is making all efforts to expand its network of distributors to reach hitherto untapped markets.

The engineering division of the company is adopting new technologies for specialized processes in plating as well as waste water treatment. This division has also forged alliances with some international partners creating new market synergies and has bagged orders in export markets.

Considering its large potential, an aggressive plan has been drawn up to provide a major push to the Paint segment of the business. The senior management team has been fortified with appointment of experienced technical, marketing and operations personnel. At the same time, a major re-furbishing has been undertaken at the main plant of the Company.

## 6. HUMAN RESOURCES

Your Company's emphasis on Human Resources is increasing every year. New systems and measures for training, development, up gradation of quality and skills are being deployed. These plans aim to enhance and update the skills and knowledge of its human resources at all locations through many in house and external training programs.

The Company continues to link rewards with performance and success with reference to Key Result Areas. Succession planning is being used to ensure smooth transitions and career planning is used to help retain and utilize talent more meaningfully. The Company has under its employment a pool of over 700 talented officers and workmen.

## 7. INTERNAL CONTROL SYSTEMS AND RISK MANAGEMENT FRAME WORK

The Company has appropriate internal control systems and risk management frame work and these are designed to ensure the reliability of financial and other records and accountability of executive actions to the management's authorization as well as to identify and initiate actions to mitigate risks. The Statutory Auditors have evaluated the system of internal controls of the Company and have reported that the same are adequate and commensurate with the size of the Company and nature of its business. To improve the efficiency and effectiveness of the internal control systems, the Company has already implemented at all its locations SAP, an ERP system which provides for checks and balances and improvements in controls. The internal control systems/frameworks are reviewed by the Top Management and by the Audit Committee of the Board and proper follow up actions are ensured wherever required.

## 8. CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, estimates or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, input availability and prices, changes in Government regulations, tax laws, economic developments within the country and other incidental factors. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, events or information.



## ANNEXURE – ‘B’: TO DIRECTORS’ REPORT

### REPORT ON CORPORATE GOVERNANCE

#### **INTRODUCTION:**

Corporate Governance is based on the principal of integrity, fairness, equity, transparency, accountability and commitment to values. Good Governance Practices stems from the culture and mindset of the organization.

A detailed report on implementation by the Company of the Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with BSE Ltd. is set out below.

#### **COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE:**

GROWEL is committed to good Corporate Governance Practices that create long term sustainable shareholders value in the true spirit, at all times. Our governance practices are a product of self desire and reflected in our strategic thought process.

The Company is fully compliant with the recommendations of the prevailing and applicable Corporate Governance Code. Our Company’s compliance with requirements is presented in the subsequent sections of the report.

#### **BOARD OF DIRECTORS:**

The Company’s Board as of date consists of 8 Directors, the Chairman being an Executive Director. As per the Listing Agreement, the Company should have 4 [Four] Independent Directors.

Your Company is in compliance with the provisions of Listing Agreement of the Stock Exchange and the Companies Act, 1956. The Board has 4 (Four) Independent Directors and has an optimum combination of Executive and Non-Executive Directors.

The Board of your Company has 4 [Four] Executive Directors and 4 [Four] Non-Executive Directors.

During the financial year ended March 31, 2013, 5 [Five] Board meetings were held on 14.05.2012, 26.07.2012, 14.08.2012, 12.11.2012 and 14.02.2013.

The details of composition of the Board, category, attendance of Directors at Board Meetings during the financial year and at last Annual General Meeting, number of other Directorships and other Committee Memberships are given below:

Name of Directors	Category	No. of Board Meetings attended	Attendance at Last AGM	No. of other Directorships held	Outside Committee Positions held
Shri Umeshkumar More	Chairman	2	Yes	8	None
Shri Nirajkumar More	MD	5	Yes	9	None
Shri Vinod Haritwal	CEO & WTD	4	Yes	3	None
Shri Rohitkumar More	WTD	2	No	3	None
Shri Suresh Pareek	NED	4	No	3	None
Shri M. M. Chaturvedi	NED	3	No	2	None
Shri K. C. Srivastava	NED	4	Yes	5	None
Shri Yogesh Samat	NED	4	Yes	1	None

MD stands for Managing Director

CEO stands for Chief Executive Officer

NED stands for Non-Executive Director

WTD stands for Whole-Time Director

#### **INFORMATION SUPPLIED TO THE BOARD:**

Among others, this includes:

- Review of Annual operating plans of business, capital budgets and updates.
- Quarterly results of the Company and its operating divisions.
- Minutes of Meeting of Audit Committee and other Committees.
- Information on recruitment and remuneration of senior officers just below the Board level.
- General notices of interest.
- Materially important show cause, demand, prosecution and penalty notices.
- Fatal or serious accidents or dangerous occurrences.
- Details of any Joint Venture or Collaboration Agreement.
- Sale of materials, nature of investments, subsidiaries, assets which are not in the normal course of business.
- Foreign Exchange exposure and the steps taken by the management to limit the risk of adverse exchange rate movements.

- Any materially significant effluent or pollution problems.
- Any issue which involves possible public or product liability claims of a substantial nature.
- Significant developments in the human resource and industrial relations fronts.

The Board is routinely presented with all information under the above heads, whenever applicable and materially significant. These are submitted either as part of the agenda of Board Meetings or are placed during the course of the Meeting.

#### **MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:**

There are no material transactions with related parties that require a separate disclosure. A comprehensive list of related party transactions as required by the Accounting Standard [AS] 18 issued by the Institute of Chartered Accountants of India, is given in 'Note No. 27 (O)' to the Accounts in the Annual Report.

#### **COMMITTEES OF THE BOARD:**

The Board has constituted Committees of Directors, which confirm to the requirements of clause 49 of the Listing Agreement with the Stock Exchange and the Companies Act, 1956, to take informed decisions in the best interests of the Company. These Committees monitor the activities falling within their terms of reference.

#### **AUDIT COMMITTEE:**

The Company has constituted an Audit Committee at the Board level. The scope of the activities of the Audit Committee is in compliance with Clause 49 of the Listing Agreement with the Stock Exchange read with Section 292A of the Companies Act, 1956.

The Committee acts as a link between the Management, the Statutory Auditors and the Board of Directors and oversees the financial reporting process of the Company.

During the financial year 2012-2013, 5 [Five] Audit Committee Meetings were held.

The names of members of Committee and their attendance are as follows:

Name of the Members	Status	No. of Meetings Held	No. of Meetings Attended
Shri Suresh Pareek	Chairman	5	4
Shri Nirajkumar More	Member	5	5
Shri M. M. Chaturvedi	Member	5	3
Shri K. C. Srivastava	Member	5	4

All the members of the Audit Committee have Financial, Accounting and Management expertise.

The Board in their meeting held on May 30, 2013 appointed Shri Yogesh Samat – Independent Director as a member of the Audit Committee.

The Meetings of the Audit Committee are also attended by Head of Accounts and Finance Department and representatives of the Statutory Auditors.

Shri Noel Jacob, Company Secretary acted as a Secretary of the Committee.

#### **SELECTION & REMUNERATION COMMITTEE :**

The Company has constituted a Remuneration & Selection Committee (being a non-mandatory requirement) which meets, as and when required. All matters relating to review and approval of compensation / remuneration payable to Senior Management Personnel, Relatives of Directors, Executive and Non-Executive Directors are examined by the Committee and recommended to the Board for their approval.

During the year under review, Selection and Remuneration Committee meeting was held on November 12, 2012 to consider and approve the reappointment and revised Remuneration package of Shri Nirajkumar More, Shri Vinod Haritwal and Shri Rohitkumar More.

The Company pays remuneration to its Chairman, Managing Director, Whole Time Directors and one Relative of Director by way of salary, commissions, perquisites and allowances.

The remuneration has been paid as approved by the Board, in accordance with the approval of the Shareholders and within the overall ceiling prescribed under Section 198 and 309 of the Companies Act, 1956.

Given below are the details of remuneration paid to Directors during the financial year 2012-13 and shareholding as on 31-03-2013:

(Amt. in Rs.)

Directors	Sitting Fees	Salary & Allowances	Perquisites	Share Holding as on 31-03-2013 (In Nos.)
Shri Umeshkumar More	---	12,43,200	79,200	2,31,68,570
Shri Nirajkumar More	---	58,13,100	1,14,200	1,75,21,530
Shri Vinod Haritwal	---	56,37,985	32,400	3,120
Shri Rohitkumar More	---	18,12,361	39,600	--

Shri M. M. Chaturvedi	30,000	---	---	3,120
Shri K. C. Srivastava	40,000	---	---	--
Shri Suresh Pareek	40,000	---	---	19,95,120
Shri Yogesh Samat	40,000	---	---	2,500

**SHAREHOLDERS COMMITTEE:**

The Company has constituted a Shareholders Committee at Board level to strengthen the investor relations and to inter-alia look into issues relating to Shareholder Grievances pertaining to transfer / transmission of shares, non receipt of declared dividends, non receipt of Annual Report, issues concerning de-materialization, re-materialization etc.

The Shareholders Committee met 4 [Four] times during the year ended March 31, 2013.

The composition of the Shareholders Committee and details of the meetings attended by the Directors during the year 2012-13 are given below:

Name of the Members	Status	No. of Meetings Held	No. of Meetings Attended
Shri Nirajkumar More	Chairman	4	4
Shri K. C. Srivastava	Member	4	3
Shri Rohitkumar More	Member	4	1

The Board in their meeting held on May 30, 2013 appointed Shri Vinod Haritwal as a member of the Shareholder Committee.

Shri Noel Jacob, Company Secretary acted as a Secretary of the Committee.

**DETAILS OF INVESTORS COMPLAINTS / REQUESTS RECEIVED DURING THE YEAR:**

Sr. No.	Nature of Complaints / Requests	Received	Disposed	Pending
1	Non-receipt / Renewal of Dividend Warrants	6	6	---
2	Non-receipt of Annual Report	13	13	---
3	Non-receipt of Demat Credit / Remat Certificate	---	---	---
4	Non-receipt of Rejected DRFs	---	---	---
5	Request of Transfer / Transmission of Shares	1	1	----
6	Request for Change of Address / Bank details	2	2	----
	<b>Total</b>	<b>22</b>	<b>22</b>	<b>---</b>

Two complaints received from the shareholders relating to non-receipt of dividend / bonus shares are under investigation by authorities as there are claims to the title of the same shares from multiple shareholders.

**GENERAL BODY MEETINGS:**

(a) The last three Annual General Meetings were held as under:

Particulars	31.03.2012	31.03.2011	31.03.2010
<b>Date and Time</b>	30.08.2012 at 10.30 a.m.	30.09.2011 at 03.00 p.m.	29.09.2010 at 10.30 a.m.
<b>Venue</b>	Growel's 101 Mall, Growel House, Akurli Road, Kandivli (East), Mumbai – 400101	Growel's 101 Mall, Growel House, Akurli Road, Kandivli (East), Mumbai – 400101	Growel's 101 Mall, Growel House, Akurli Road, Kandivli (East), Mumbai – 400101
<b>Any Special Resolution passed</b>	Yes	Yes	Yes

Company has also passed the Resolutions for Splitting / subdivision of 1 (One) Equity Shares of Face Value of Rs. 10/- (Rupees Ten) each into 10 (Ten) Equity Shares of Face Value of Re. 1/- (Rupee One) each by Postal Ballot, results of which were declared by the Chairman of the Company on July 26, 2011.

**DISCLOSURES:**

- There were no transactions of material nature other than reported under Related Party Disclosures that have been entered into by the Company with the promoters, Directors, their Relatives and the Management and in any Company in which they are interested, that may have potential conflict with the interest of the Company.
- Details on the use of proceeds from public issues, right issues, and preferential issues etc.  
No funds have been raised through issue of equity or debt in the form of public or rights or preferential issues during the year under review.
- Details of information on appointment of new / re-appointment of Directors

A brief resume, nature of expertise in specific functional areas, names of Companies in which the person already holds Directorships and Memberships of the Committees of the Board and his shareholding in the Company forms part of the Notice of the Annual General Meeting and is annexed to this Annual Report.

4. Details of non-compliances, penalties etc. imposed on the Company by SEBI or Stock Exchange or any other Statutory Authority on any matter related to Capital Market, during the last Three Years:

The Company has complied with the requirements of the Stock Exchange, SEBI, and other Statutory Authorities on all matters relating to Capital Markets during the last Three Years. Redressal of 2 (Two) Complaints pending with SEBI have since been attended.

#### **MEANS OF COMMUNICATION:**

- Quarterly Results are published in prominent daily newspapers viz., Free Press Journal and Navshakti.
- All items required to be covered in the Management Discussion and Analysis Report have been included in the Annexure 'A' to the Director's Report.
- The Company has its own website and all the vital information relating to the Company and its products are displayed on the web site. Address of the website is [www.growel.com](http://www.growel.com)

#### **GENERAL SHAREHOLDERS INFORMATION :**

- ANNUAL GENERAL MEETING** : 55<sup>th</sup> Annual General Meeting.  
**DAY & DATE** : Thursday, July 25, 2013  
**TIME** : 04:00 P.M.  
**VENUE** : Growel's 101 Mall, Growel House, Akurli Road, Kandivli (East), Mumbai – 400101.

- FINANCIAL CALENDAR** :

- \* Financial reporting for the Quarter ended June 30, 2013: By the end of August 14, 2013.
- \* Financial reporting for the Quarter ended Sept. 30, 2013: By the end of November 14, 2013.
- \* Financial reporting for the Quarter ended Dec. 31, 2013: By the end of February 14, 2014.
- \* Financial reporting for the Year ended March 31, 2014: By the end of May 30, 2014.

- DATES OF BOOK CLOSURE** : July 20, 2013 to July 25, 2013  
[Both days inclusive]

- RECORD DATE OF PAYMENT OF DIVIDEND:** July 19, 2013

- SHARE TRANSFER SYSTEM:**

The Company's Shares being in compulsory dematerialized (Demat) list are transferable through the depository system.

Shares in physical mode are processed by the Registrar and Share Transfer Agent [RTA]. The RTA has been authorized to process, approve and effect transfer of shares on behalf of the Company at fortnightly intervals.

- REGISTRAR AND TRANSFER AGENT:**

The Company has appointed the below mentioned agency as Registrars and Share Transfer Agent (RTA) for both physical and demat segment of Equity Shares of the Company:

**M/s. LINK INTIME INDIA PRIVATE LIMITED**

[Unit: Grauer & Weil (India) Limited]

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (West),

Mumbai - 400 078.

Phones: (022) 2594 6970. Fax: (022) 2594 6969.

Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) ; URL: [www.linkintime.co.in](http://www.linkintime.co.in)

- COMPLIANCE OFFICER:**

Shri Vinod Haritwal

- ADDRESS FOR CORRESPONDENCE:**

Share Department:

GRAUER & WEIL [INDIA] LIMITED

'Growel House', Akurli Road,

Kandivli [East],

Mumbai - 400 101.

Tel: 022-6699 3000. Fax : 022-6699 3010.

E-mail: [secretarial@growel.com](mailto:secretarial@growel.com)



**9. LISTING:**

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001.  
Tel: 022-2272 1234. Fax: 022-2272 1919.

**10. STOCK CODE OF THE COMPANY:**

BSE Limited  
Scrip Name: GRAUER & WEIL [INDIA] LIMITED  
Scrip Code: 505710.  
Electronic Mode: INE266D01021.

**11. DEPOSITORY CONNECTIVITY:** NSDL and CDSL**12. ISIN NO. FOR THE COMPANY'S SECURITY:** INE266D01021**13. DEMATERIALISATION OF SHARES:**

As on March 31, 2013, a total of 21,83,05,610 Shares representing 96.29% of the paid up capital of the Company were held in dematerialized form with NSDL and CDSL. Member can hold shares in electronic forms and trade the same in Depository System. However, they may hold the same in physical form also.

**14. STOCK PRICE DATA:**

Stock Market price data for the year of Company's Share:

Month	High Price	Low Price	No. of Shares
April, 12	6.21	5.59	3,65,018
May, 12	5.9	5	6,05,934
June, 12	5.8	5	7,11,763
July, 12	5.68	5.06	5,83,575
August, 12	6.96	5.2	10,76,241
September, 12	6.5	5.46	5,29,186
October, 12	6.7	5.9	8,70,972
November, 12	6.4	5.12	6,27,734
December, 12	6.9	5.6	8,31,263
January, 13	6.05	5.52	4,47,101
February, 13	5.73	4.85	3,50,329
March, 13	5.17	3.7	11,57,705

**15. SHAREHOLDING PATTERN AS ON MARCH 31, 2013:**

Category	No. of shares held	% of shareholding
Promoters / Directors & Associates	15,69,04,430	69.2106
Mutual Funds & UTI	20,620	0.0091
Banks & Financial Institutions	22,000	0.0097
Private Body Corporates	1,16,77,593	5.1510
Indian Public/Others	55896519	24.6559
NRI/OCBs	21,84,588	0.9637
<b>Total</b>	<b>22,67,05,750</b>	<b>100.00</b>

**16. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2013:**

No. of Equity Shares held	No. of Shareholders	No. of Shares held	% of Equity Share Capital
Upto 500	2,778	7,88,902	0.3480
501-1000	2,060	19,04,547	0.8401
1001-2000	1,505	25,65,527	1.1317
2001-3000	708	18,97,210	0.8369
3001-4000	659	24,51,941	1.0816
4001-5000	491	23,86,691	1.0528
5001-10000	916	71,69,641	3.1625
10001 & above	1,146	20,75,41,291	91.5465
<b>Total</b>	<b>10263</b>	<b>22,67,05,750</b>	<b>100.0000</b>

**17. PLANT LOCATIONS :**

- a. 215/1, Plot No. 10, Dadra Industrial Estate, Dadra - 396 191. [Dadra & Nagar Haveli -U.T.]
- b. 407, GIDC Industrial Estate, Vapi - 396 195. [Gujarat]
- c. Plot No. 31 & 32, Industrial Estate, Barotiwala - 174 103. [H. P.]
- d. Survey No. 66, Village- Dhanore, Taluka - Khed, District – Pune [Maharashtra]
- e. SIDCO Industrial Complex, Phase II, Samba [J & K]
- f. B. D. Patil Marg, Chembur, Mumbai – 400074.

**18. MALL:**

Growel's 101 Mall, Growel House, Akurli Road, Kandivli (East), Mumbai – 400101

**19. COMPLIANCE:**

A certificate has been obtained from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance and is attached to this report.

**Registered Office:**

Growel House, Akurli Road,  
Kandivli [East], Mumbai - 400 101

Date : 30-05-2013

**For & on behalf of the Board of  
Grauer & Weil [India] Limited**

**Nirajkumar U. More**  
Managing Director

**DECLARATION**

In accordance with Clause 49(l)(D) of the Listing Agreement with the Stock Exchange, I hereby confirm that all the members of the Board of Directors and the Senior Management Personnel have affirmed compliance with their respective Codes of Conduct, as applicable to them, for the year ended March 31, 2013.

**Registered Office:**

Growel House, Akurli Road,  
Kandivli [East], Mumbai - 400 101

Date : 30-05-2013

**For & on behalf of the Board of  
Grauer & Weil [India] Limited**

**Nirajkumar U. More**  
Managing Director

**AUDITOR'S CERTIFICATE**

To,

The Members,

**GRAUER & WEIL (INDIA) LIMITED**

We have examined the compliance of conditions of Corporate Governance by GRAUER & WEIL [INDIA] LIMITED, (the Company) for the year ended March 31, 2013, as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s).

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement.

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

**For M. M. Nissim And Co.**

Chartered Accountants

**N.KASHINATH**

Partner

M. No: 36490

Mumbai

Date : 30-05-2013

**ANNEXURE – ‘C’ TO DIRECTOR’S REPORT****COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988****A. CONSERVATION OF ENERGY:****(1) ENERGY CONSERVATION MEASURES TAKEN:**

- i) Regular closing of Condenser Tubes with Speciality Chemicals
- ii) Installation of additional and optimum capacity of capacitor Banks.
- iii) Installation of Movement Sensors to avoid wastage of water.
- iv) Training on regular basis to the staff for energy conservation.
- v) Designing of Plants and Work area in such a way to ensure that there are maximum circulation of air and light.
- vi) Ponds are constructed for drying liquid and semi solid sludge

**(2) ADDITIONAL INVESTMENTS AND PROPOSALS, IF ANY, BEING IMPLEMENTED FOR REDUCTION OF CONSUMPTION OF ENERGY:**

- a) Usage of Water cooled chiller with 100% efficiency
- b) Incentives for maintaining the Power Factor at 0.99
- c) Installation of Movement Sensors
- d) Weekly Power Savings ( Demand Response Program)
- e) Split AC power saver.
- f) Water cooler power saver.
- g) Solar lights for Street lights

**(3) IMPACT OF THE ABOVE MEASURES:**

- a) Energy saving of 544308 kwh due to usage of Water cooled chiller with 100% efficiency
- b) Energy saving of 19800 kwh due to Installation of Movement Sensors
- c) Cost saving of estimated Rs. 22.06 Lacs due to Incentives for maintaining the Power Factor at 0.99

**(4) TOTAL ENERGY CONSUMPTION AND ENERGY CONSUMPTION PER UNIT OF PRODUCTION**

as per Form 'A'

**B. TECHNOLOGY ABSORPTION:**

Efforts made in technology absorption as per Form 'B'

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO:****(1) Activities relating to exports, initiatives taken to develop export markets:**

The Company has been taking various initiatives for export developments e.g. identification of new markets, new products introduction and expansion of distribution network overseas. As a result, the exports in 2012-2013 grew by 26% to Rs.480.18 Million, as compared to Rs. 381.40 Million in 2011-2012.

**(2) Total foreign exchange used and earned:****(Rs. in Millions)**

(i) Total foreign exchange used	
(a) On import of raw materials, components, spare parts and capital goods	492.83
(b) Expenditure in foreign currencies for Business Travel, Seminars, Dividend and Royalties etc.	15.36
(ii) Total foreign exchange earned	415.45

**Registered Office:**

Growel House, Akurli Road,  
Kandivli [East], Mumbai - 400 101

**For & on behalf of the Board of  
Grauer & Weil [India] Limited**

**Nirajkumar U. More**  
Managing Director

Date : 30-05-2013

**FORM - 'A'****FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY 2012-2013**

<b>PARTICULARS</b>	<b>2012-2013</b>	<b>2011-2012</b>
<b>A. POWER AND FUEL CONSUMPTION</b>		
<b>1. ELECTRICITY</b>		
a) Purchased Units	91,83,020	86,78,923
Total amount (Rs.)	7,32,74,656	6,28,64,921
Average Rate/Unit (Rs.)	7.98	7.24
b) Own generation : Limited electric power was generated through D.G. Sets installed exclusively for the purpose of emergency supply whenever there was power shortage to keep the system working.		
<b>2. FURNACE/OTHER OIL</b>		
Quantity (Litres)	3,26,913	3,10,469.89
Total Cost (Rs.)	1,01,95,315	82,02,736.50
Average Rate (Rs. per litre)	31.19	26.42
<b>B. CONSUMPTION PER UNIT OF PRODUCTION:</b>		
As the Company manufactures different types of custom - built plants and chemicals for various applications, it is impracticable to work out the cost of usage of energy on a per unit basis.		

**FORM - 'B'****FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION 2012-2013****A. RESEARCH & DEVELOPMENT:****1) Specific areas in which R&D is carried out by the company:**

- Top coats & passivation
- Tin plating process.
- Lacquers.
- Cyanide free plating.
- Trivalent chrome based chromating.

**2) Benefits derived as a result of the above R&D:**

- Environment friendly processes.
- Cyanide free processes.
- Processes for high corrosion resistance.
- High speed plating processes.

**3) Future plan of action:**

- Processes to replace hard chrome plating.
- Lead and Cadmium free plating process.
- Cyanide free brass plating.
- Immersion silver (silver free) process.
- Yellow bronze plating free from hazard ingredients.
- Pre-treatment of magnesium and its alloys for electroplating.

**4) Expenditure on R & D:**

	<b>2012-2013</b>	<b>2011-2012</b>
	(Rs. in '000)	(Rs. in '000)
a) Capital	4,384	6,061
b) Recurring	42,650	31,438
c) Total	47,034	37,499
d) Total R & D expenditure as a percentage of total Turnover	1.40%	1.13%

**B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:****1) Efforts, in brief made towards technology absorption, adaptation and innovation:**

The indigenous developments specifically in the areas of environment friendly processes have been adapted and applied for Surface treatment.

**2) Benefits derived as a result of the above efforts:**

- New processes have been introduced with emphasis on environment and recycling
- Specialised processes developed with high resistance to abrasion and corrosion, more specifically for the fast growing automotive industry.

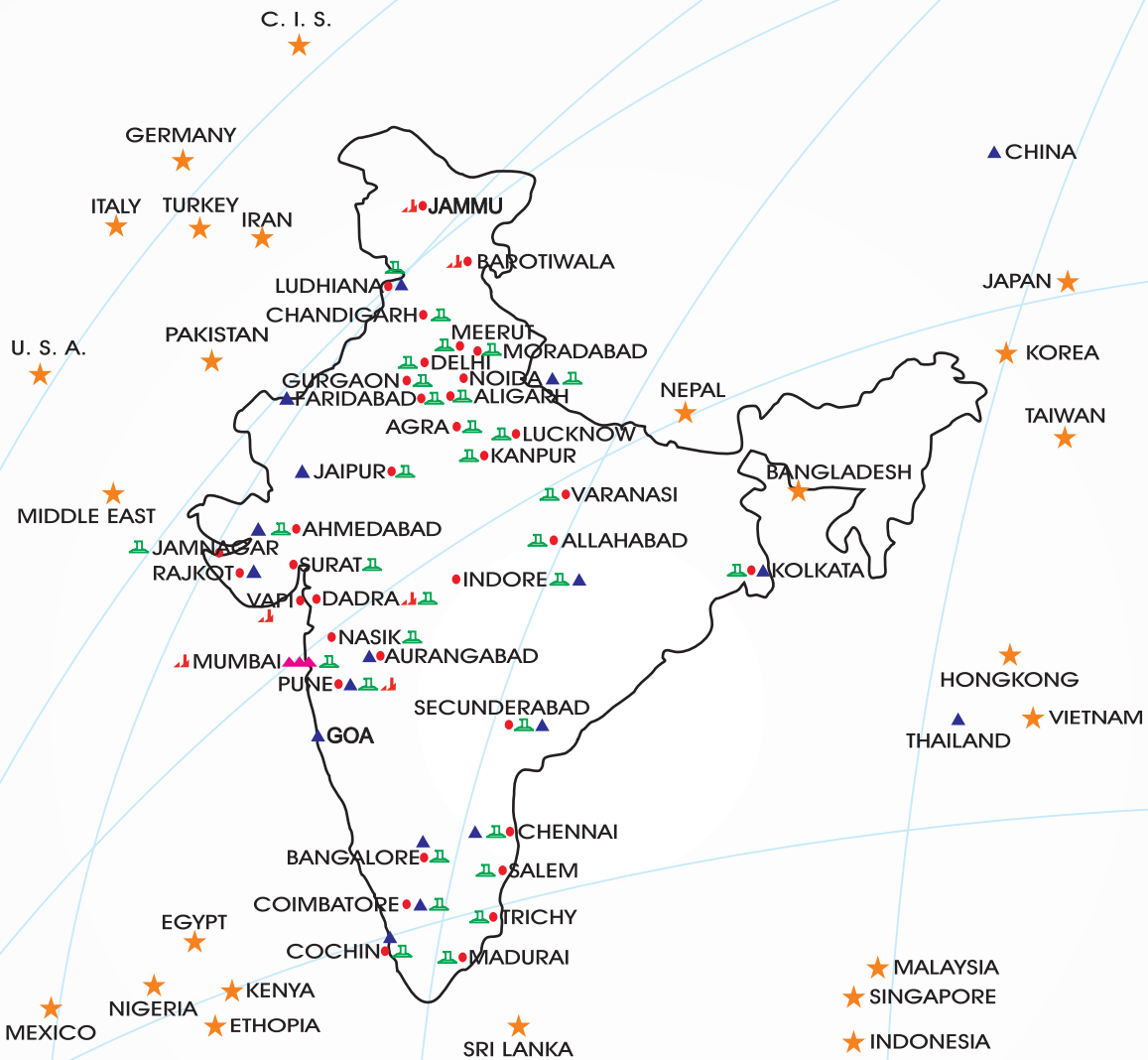
**3) Particulars of technologies imported:****a) Technology imported:**






In the last month of the year, an agreement was signed with HSO Germany for import of technology for plating on plastics. The import was made after the close of the year.

**b) Year imported: N.A.****c) Has technology been fully absorbed: Will be absorbed in coming years.**



# GROWEL NETWORK



	Factory
	Branch Office
	Technical Service
	Exports
	Corporate Head Office

PAINTS DIVISION Certified by



CHEMICAL DIVISION Certified by





## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF GRAUER & WEIL (INDIA) LIMITED

#### Report on the Financial Statements

We have audited the accompanying Financial Statements of GRAUER & WEIL (INDIA) LIMITED (the 'Company'), which comprise the Balance Sheet as at March, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and the explanatory information.

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

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ('the act'). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required by the Act and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) In the case of Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

#### Emphasis of Matter

We draw attention to Note no. 27 (L) to the accounts on non provision for diminution in the value of investments relating to investments in equity shares of a subsidiary and associates. The management considers these investments as strategic investments and based upon projected future earnings expect the diminution in value to be temporary, upon which, we have placed our reliance.

Our opinion is not qualified in respect of the aforesaid matter.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 (the 'Act') we give in the annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. Further to our comments referred to in paragraph 1 above.
  - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account, as required by law, have been kept by the Company so far as appears from our examination of those books;
  - c. The Balance Sheet, Statement of Profit & Loss and Cash Flow statement dealt with by this report are in agreement with the books of account;

- d. In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Act;
- e. On the basis of written representations received from the Directors as on 31st March 2013 and taken on record by the Board of Directors of the Company and on the basis of examination and records of the company, we report and certify that none of the Directors is disqualified as on 31 March, 2013 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Act, on the said date;

**For M. M. Nissim And Co.**  
**Chartered Accountants**  
**(Firm Reg No: 107122W)**

**N. KASHINATH**  
**Partner**  
**Mem. No. 36490**  
**Mumbai**  
**30<sup>th</sup> May, 2013**

**ANNEXURE TO THE AUDITORS' REPORT**

**(Referred to in our report of even date to the members of Grauer & Weil (India) Ltd. as at and for the year ended 31<sup>st</sup> March, 2013)**

- i. In respect of its fixed assets:
  - (a) The Company has compiled itemwise lists of all its fixed assets. Showing full particulars including quantitative details and location of fixed assets.
  - (b) As explained to us, all the assets have been physically verified by the management in accordance with a phased programme of verification which in our opinion is reasonable, considering the size and nature of its business. We are informed that there are no major discrepancies, as regards Plant and Machinery and in respect of other assets, discrepancies, if any, will then be dealt with in the accounts once the process of reconciliation is complete.
  - (c) The Company has not disposed off any substantial part of its Fixed Assets so as to affect its going concern.
- ii. In respect of its inventories:
  - (a) The Inventory, excluding goods in transit has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As regards goods lying with third parties, confirmations have been obtained.
  - (b) The procedures of physical verification of Inventories followed by the management are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) On the basis of our examination of the inventory records of the Company, we are of the opinion that the Company is maintaining proper records of its inventory. The discrepancies noticed on verification between the physical stocks and book records have been properly dealt with in the books of account.
- iii.
  - (a) The Company has during the year granted unsecured loans to a Company listed in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 50 Lacs (50.00 Lacs) and the year end balance of Loans granted to such party was Rs. 50 Lacs (50.00 Lacs).
  - (b) In our opinion, the rate of interest where applicable and other terms and conditions on which unsecured loans have been granted to Companies listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the Company.
  - (c) The Companies have repaid the principal amounts as stipulated and have been regular in the payment of interest where applicable.
  - (d) There is no overdue amount of loans granted to Companies listed in the register maintained under section 301 of the Companies Act, 1956.
  - (e) The company has taken unsecured loans from 5 Companies and a Director, covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 533.50 Lacs (508.50 Lacs) and the year end balance of such loans taken was Rs.533.50 Lacs (458.50 Lacs).
  - (f) The rate of interest, where applicable and other terms and conditions of unsecured loans taken by the Company, are not prima facie prejudicial to the interest of the Company.
  - (g) The Company has repaid the principal amounts as stipulated and has been regular in the payment of interest, where applicable.
- iv. In our opinion, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and for sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- v.
  - (a) Based on the audit procedure applied by us and according to the information, explanations and representation given to us, we are of the opinion that particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 that need to be entered in the register maintained under that section have been so entered.
  - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding the value of rupees five lacs in respect of each party during the year have been made at prices which are prima-facie, reasonable having regard to prevailing market prices at that time except that in respect of certain specialized services availed no comparison of prices could be made as we were informed that there are no prevailing market prices.
- vi. The Company has complied with the provisions of Section 58A, 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rule, 1975 with regards to deposits accepted from the public. We are informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other tribunal in respect of aforesaid deposits.
- vii. The Company does not have a formal internal audit system. However, in our opinion, there are adequate internal control procedures commensurate with the size and nature of its business.
- viii. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 in respect of the Company's products to which the said rules are applicable and are of the opinion that prima facie the prescribed accounts have been made and maintained. We have however, not made a detailed examination of the records with a view to determining whether they are accurate, or complete.

- ix. (a) The Company is regular in depositing undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other Statutory dues with the appropriate authorities, where applicable. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March 2013 for a period of more than six months from the date they became payable.
- (b) According to the records of the company Excise Duty, Sales Tax and Income tax which have not been deposited on account of any disputes, are as detailed below;

Particulars	Period to which the amount related	Forum where the dispute is pending	Amount (Rs. In Lacs)
Excise Duty	1984-85, 1985-86, 1989-90, 1990-91, 1991-92, 1992-93, 1993-94, 1994-95, 1995-96.	Central Excise Gold Appellate Tribunal	27.39
	1989-90, 1990-91, 1993-94, 1996-97, 1997-98, 1998-99, 1999-2000, 2000-01.	Deputy/Assistant Commissioner	16.77
Service Tax	2003-04 to 2010-11, 2011-12, 2012-13	Assistant/ Add. Commissioner (Appeal)	235.21
Sales Tax	1998-99, 2003-2004 and 2005-06	Commissioner (Appeal)/Financial Commissioner.	23.96

- x. The Company has no accumulated losses at the end of the financial year and has not incurred cash losses, in the current financial year and in the immediately preceding financial year.
- xi. The Company has not defaulted in repayment of its dues to banks. The company has not borrowed by way of debentures and from Financial Institutions.
- xii. As explained to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or any other securities.
- xiii. The Company is not a chit fund or nidhi or mutual benefit fund or society and hence the provisions of Clauses 4(xiii) (a) to (d) of the Order, are not applicable to the Company.
- xiv. The Company is not dealing or trading in shares, securities, debentures, and other investments. Accordingly, the provisions of Clause 4 (xiv) of the Order are not applicable to the Company.
- xv. Based on our examination of the records and according to the information and explanations given to us, the company has not given any corporate guarantee for loans taken by others from any bank or financial institution.
- xvi. On the basis of the records examined by us and relying on the information compiled by the Company for co-relating the funds raised to the end use of the terms loans, we have to state that, the Company has, prima-facie, applied the term loans for the purpose for which they were raised.
- xvii. According to the information and explanations, given to us and on an overall examination, of the Financial Statements of the Company, we are of the opinion that, prima-facie; no funds raised on short term basis have been used for long term investments.
- xviii. The Company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- xix. The Company has not issued any debentures during the year.
- xx. The Company has not raised any money through a public issue, during the year.
- xxi. According to the information and explanations given to us and to the best of our knowledge and belief no fraud on or by the Company, has been noticed or reported by the Company during the year.

**For M. M. Nissim And Co.**  
**Chartered Accountants**  
**(Firm Reg No: 107122W)**

**N. KASHINATH**  
**Partner**  
**Mem. No. 36490**  
**Mumbai**  
**30<sup>th</sup> May, 2013**

**BALANCE SHEET AS AT 31ST MARCH 2013**

	Note	Rupees in Lacs	
		As at March 31, 2013	As at March 31, 2012
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	2,267.06	2,267.06
Reserves & Surplus	3	14,729.23	13,115.79
		<b>16,996.29</b>	<b>15,382.85</b>
<b>Non Current liabilities</b>			
Long Term Borrowings	4	5,789.50	7,016.12
Deferred Tax Liabilities (Net)	5	1,691.34	1,440.11
Other Long Term Liabilities	6	1,164.25	996.41
Long Term Provisions	7	810.81	614.49
		<b>9,455.90</b>	<b>10,067.13</b>
<b>Current Liabilities</b>			
Short Term Borrowings	8	4,126.72	4,444.88
Trade Payables	9	4,590.40	3,532.07
Other Current Liabilities	10	5,706.26	4,526.50
Short Term Provisions	7	506.71	903.96
		<b>14,930.09</b>	<b>13,407.41</b>
	Total	<b>41,382.28</b>	<b>38,857.39</b>
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Fixed Assets	11		
Tangible Assets		22,992.37	22,088.73
Intangible Assets		87.47	47.55
Capital Work-in-Progress		15.57	286.33
		<b>23,095.41</b>	<b>22,422.61</b>
Non Current Investments	12	475.05	390.71
Long Term Loans and Advances	13	1,598.51	1,497.23
Other Non Current Assets	14	5.33	3.80
		<b>2,078.89</b>	<b>1,891.74</b>
		<b>25,174.30</b>	<b>24,314.35</b>
<b>Current Assets</b>			
Inventories	15	6,198.94	4,979.81
Trade Receivables	16	7,973.52	7,562.11
Cash and Bank balances	17	566.37	378.95
Short Term Loans and Advances	13	1,247.25	1,394.94
Other Current Assets	14	221.90	227.23
		<b>16,207.98</b>	<b>14,543.04</b>
	Total	<b>41,382.28</b>	<b>38,857.39</b>
Significant Accounting Policies	1		
Other Additional Notes / Information	27		
<b>The notes are an integral part of these financial statements</b>			

This is the Balance Sheet referred to in our report of even date

For M. M. NISSIM AND CO.

Chartered Accountants  
(Firm Reg. No. 107122W)

N. KASHINATH

Partner  
Membership No. 36490

Mumbai, 30th May, 2013

For and on behalf of the Board of Directors

UMESHKUMAR MORE Chairman

NIRAJKUMAR MORE Managing Director

VINOD HARITWAL CEO & Director

Mumbai, 30th May, 2013

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2013**

	Note	Rupees in Lacs	
		2012-2013	2011-2012
<b>INCOME</b>			
Revenue from operations (Gross)	18	36,659.86	35,963.04
Less: Excise Duty		3,158.87	2,640.07
<b>Revenue from operations (Net)</b>		<b>33,500.99</b>	<b>33,322.97</b>
Other Income	19	210.81	285.08
<b>Total Revenue</b>		<b>33,711.80</b>	<b>33,608.05</b>
<b>EXPENSES</b>			
Cost of materials consumed	20	18,451.88	18,068.12
Purchase of Stock in Trade	21	579.71	377.98
Changes in Inventories	22	(1,213.05)	(478.59)
Employee Benefits Expense	23	3,816.73	3,013.84
Finance Costs	24	2,053.96	2,119.06
Depreciation & Amortisation expense	25	1,099.35	988.27
Other Expenses	26	6,537.41	6,495.09
<b>Total Expenses</b>		<b>31,325.99</b>	<b>30,583.77</b>
<b>Profit Before Tax</b>		<b>2,385.81</b>	<b>3,024.28</b>
<b>Tax Expense:</b>			
Current Tax		478.00	609.00
MAT Credit entitlement		(326.36)	(149.38)
Deferred Tax		251.23	243.84
		<b>402.87</b>	<b>703.46</b>
<b>Profit For The Year</b>		<b>1,982.94</b>	<b>2,320.82</b>
<b>Earnings Per Equity Share in Rupees</b>			
Basic		0.87	1.02
Diluted		0.87	1.02
Significant Accounting Policies	1		
Other Additional Notes / Information	27		
<b>The notes are an integral part of these financial statements</b>			

This is the Profit & Loss account referred to in our report of even date

**For M. M. NISSIM AND CO.**  
Chartered Accountants  
(Firm Reg. No. 107122W)

**N. KASHINATH**  
Partner  
Membership No. 36490  
Mumbai, 30th May, 2013

For and on behalf of the Board of Directors

**UMESHKUMAR MORE** Chairman  
**NIRAJKUMAR MORE** Managing Director  
**VINOD HARITWAL** CEO & Director

Mumbai, 30th May, 2013



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2013**

	Rupees in Lacs	
	2012-2013	2011-2012
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
<b>NET PROFIT BEFORE TAX</b>		2385.81
<b>Adjustment for :</b>		
Depreciation	1048.15	988.27
Unrealised Exchange (Gain) / Loss	8.62	(26.47)
Bad Debts written off	31.90	115.03
Interest	2053.97	2,119.05
Income from Investments	(90.63)	(62.23)
Loss / (Gain) on fixed assets sold/discarded (Net)	2.43	0.64
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>5440.25</b>	<b>6,158.60</b>
<b>Adjustment for :</b>		
Trade and other receivables	(357.46)	(1,183.85)
Inventories	(1219.14)	(74.67)
Trade Payable & Provision	2298.20	(548.37)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>6161.85</b>	<b>4,351.71</b>
Direct Taxes paid	(577.97)	(565.77)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>5,583.88</b>	<b>3,785.94</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(1744.61)	(816.86)
Proceeds from sale of Fixed Assets	(29.93)	42.55
Purchase of Investments	(84.34)	(226.71)
Interest & Dividend income	90.50	99.37
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(1768.38)</b>	<b>(901.65)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
(Repayments) / proceeds from Working Capital Facilities (Net)	(393.16)	5.49
Proceeds from Dealers Deposits	152.08	162.79
Short Term Foreign currency loans from banks-Buyers Credit	3.01	(6.05)
Repayment of Term Loans	(1045.52)	(1,295.50)
Hire Purchase Credits repaid	(18.94)	(57.66)
(Repayments) / proceeds from Fixed Deposits (Net)	35.68	69.64
Intercompany Deposits Accepted	-	15.00
Loans taken from Directors	75.00	65.01
Interest paid	(2114.49)	(2,121.77)
Dividend and Corporate Dividend Tax	(389.74)	(209.39)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>(3696.09)</b>	<b>(3,372.44)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>119.42</b>	<b>(488.15)</b>
CASH AND CASH EQUIVALENTS AS AT 31.3.2012	327.83	815.98
CASH AND CASH EQUIVALENTS AS AT 31.3.2013	447.25	327.83

This is the Cashflow Statement referred to in our report of even date

For M. M. NISSIM AND CO.

Chartered Accountants  
(Firm Reg. No. 107122W)

N. KASHINATH

Partner  
Membership No. 36490

Mumbai, 30th May, 2013

For and on behalf of the Board of Directors

UMESHKUMAR MORE Chairman

NIRAJKUMAR MORE Managing Director

VINOD HARITWAL CEO & Director

Mumbai, 30th May, 2013

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013

### NOTE I : SIGNIFICANT ACCOUNTING POLICIES

#### a. Basis of Accounting:

The accounts have been prepared on the accrual basis of accounting, under the historical cost convention and fair valuation of certain assets on merger, in accordance with the Companies Act, 1956 and the applicable Accounting Standards notified by the Companies (Accounting Standard) Rules, 2006.

All assets and liabilities have been classified as Current or Non- Current as per criteria set out in the schedule in to the Companies Act, 1956.

#### b. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect, the reported amount of assets and liabilities on the date of the financial statement and a reported amount of revenues and expenses during the reporting period. Difference between the actual expenses and estimates are recognised in the period in which the results are known / materialized.

#### c. Revenue Recognition:

Revenue from the sale of goods are recognised upon passage of title to the customer which generally coincides with their delivery. Claims, if any, in respect of sales are accounted for as and when settled.

Equipment manufactured by the Engineering Division for use by other divisions are included in the Sales at transfer price and are capitalised by other division.

Benefit on account of entitlement to import duty free materials under the "Duty Entitlement Exemption Certificate" (DEEC) is accounted in the year of import.

Income arising out of Business Conducting/License Fees are accounted at contracted rates, keeping in view the collectability of the resulting receivables is reasonably assured and is disclosed net of indirect taxes, if any.

Revenue from amenities provided is recognized at value of service and is disclosed net of indirect taxes, if any. Recoveries made against common area maintenance expenses are netted of against relevant expenses.

Income from operations in Paints division includes Job Contract receipts, net of payments made to Sub Contractors. The Company follows the "Percentage of Completion Method" of accounting for all contracts. The revenue from the execution of contracts is recognised proportionately with the degree of completion achieved under each contract, matching revenue with expenses incurred.

#### d. Fixed Assets and Depreciation:

I. Tangible Fixed assets are stated at cost of acquisition/fair value including expenditure incurred during construction / erection less accumulated depreciation. The cost of an asset comprises its purchase price and any directly attributed cost of bringing the asset to working condition for its intended use. In respect of qualifying assets, related pre-operational expenses, including borrowing cost are also capitalised.

Intangible assets are stated at acquisition cost, net of accumulated amortisation and provision for impairment, if any.

II. Expenditure incurred during the developmental and preliminary stages of Company's new projects are carried forward under the head capital work in Progress.

III. Depreciation is provided in the manner and at the rates specified in Schedule XIV of the Companies Act, 1956:

- On Written Down Value basis in respect of all assets acquired before 01/04/91 at Kandivli and assets acquired upto 31/12/1986 at its Paints Division.

- On straight line basis in respect of all other assets.

IV. Premium on leasehold land is amortised over its lease period; unless it is a perpetual lease.

V. Intangible assets are being amortised on straight line method over a period of five years.

VI. Additional depreciation arising on fair value of the assets at its Paints division is adjusted against General Reserve.

#### e. Impairment:

Impairment loss is recognised wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognised as an expense in the statement of profit and loss and the carrying amount of the asset is reduced to its recoverable amount. Previously recognised impairment loss is further provided or revised depending on changes in circumstances.

#### f. Investments:

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost or fair value. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

#### g. Inventory:

i. Inventory is valued as follows:

Stores, Spares, Raw Materials, Packing Materials, Finished Goods and Work – In – Progress : At lower of cost and Net Realisable Value.

ii. Cost of Raw Materials, Stores, Spares and Packing Materials is determined on Weighted Average Basis. Cost of Finished Goods and Work – In – Progress is determined by considering materials, labour and other related direct expenses.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013****h. Research and Development:**

Research and Development expenditure of revenue nature is written off in the year in which it is incurred and expenditure of capital nature is included in fixed assets and depreciation is provided on such assets as applicable.

**i. Employee Benefits:**

Short-term employee benefit is accounted in the period during which the services have been rendered.

The Company's contribution to the Provident Fund is remitted to "Employees Provident Fund Organisation" based on fixed percentage of the eligible employee's salary and charged to statement of Profit & Loss.

Superannuation benefits to certain employees, a defined contribution plan, as per Company's scheme, have been funded with Life Insurance Corporation of India and contribution is charged to statement of Profit & Loss, when the contribution to the fund is due.

The Company's Liability towards Gratuity being defined benefit plan is accounted for based on Actuarial valuation done at the year end using the Projected Unit Credit Method. Actuarial gains & losses are charged to statement of Profit & Loss. The Gratuity liability is partly funded through a trust with the Life Insurance Corporation of India for employees of Paints Division.

Compensated leave encashment being other long-term employee benefit is accounted for based on Actuarial valuation done at the year-end using projected unit credit method. Actuarial gains & losses are charged to statement of Profit & Loss.

**j. Foreign Currency Transactions:**

Transactions arising in foreign currencies during the year are recorded at the exchange rates prevailing on the date of the transactions. Foreign currency monetary items are converted into Rupee equivalent at the exchange rates prevailing as on Balance Sheet date. Non-monetary items are carried at historical cost denominated in a foreign currency and are reported using the exchange rate at the date of transaction. Exchange Difference arising on settlement / restatement of monetary items are recognised as income or as expenses in the year in which they arise. Premium or discount on Forward Contracts is amortised over the life of such contracts and is recognised as income or expenses. Any Profit or Loss arising in cancellation or renewal of Forward Contract is recognised as income or as expense for the year.

**k. Customs Duty and Excise Duty:**

Customs Duty and Excise Duty have been accounted on the basis of both payments made in respect of goods cleared as well as on provision made for goods lying in bonded warehouse.

**l. Borrowing Costs:**

Interest and other borrowing costs attributable to the acquisition of or construction of qualifying assets till the date of commercial use of the assets are capitalised. All other borrowing costs are charged to revenue.

**m. Income Taxes:**

Tax expense comprises both current and deferred taxes. Current Tax is provided on the taxable income using the applicable tax rates and tax laws. Deferred tax assets and liabilities arising on account of timing difference and which are capable of reversal in subsequent periods are recognised using the tax rates and tax laws that have been enacted or substantively enacted. Provision for Wealth Tax liability is estimated and provided for. Deferred tax assets pertaining to unabsorbed business loss & depreciation is recognized only to the extent of virtual certainty of its realization.

Minimum Alternative Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

**n. Segment Reporting:****i. Identification of Segments:**

The Company has disclosed Business Segment as the Primary Segment. The Company's operating business are organized and managed separately according to the nature of the products and services provided, with each segment representing strategic business unit that offers different products and serves different markets.

**i. Segment Revenue & Results:**

The Income and Expenses which are not directly attributable to business segment are shown as unallocated income and expenses.

**ii. Segment Assets & Liabilities:**

Segment Assets include all operating assets used by the business segment and consists principally all Fixed Assets, Debtors, Inventories and Advances. Segment Liabilities primarily include Creditors, Other Liabilities / Provisions. Common assets and liabilities that cannot be allocated to any segment are shown as a part of unallocated corporate assets and liabilities.

**o. Leases:**

Operating Lease payments are recognised on a straight line basis over the lease term.

**p. Provision & Contingent Liabilities:**

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosures is made.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013****NOTE 2: SHARE CAPITAL**

Rupees in Lacs

	March 31, 2013	March 31, 2012
<b>Authorised</b>		
500,000,000 Equity Shares of Rs. 1/- each (PY: 500,000,000 Equity Shares of Rs. 1/- each )	<b>5,000.00</b>	5,000.00
	<b>5,000.00</b>	5,000.00
<b>Issued, Subscribed and Fully Paid-up</b>		
226,705,750 Equity Shares of Rs. 1/- each (PY: 226,705,750 shares of Rs. 1/- each)	<b>2,267.06</b>	2,267.06
	<b>2,267.06</b>	2,267.06

**Reconciliation of shares outstanding as at the end of the year;**

	March 31, 2013		March 31, 2012	
	No of Shares	Rupees in Lacs	No of Shares	Rupees in Lacs
As at the beginning of the year	<b>226,705,750</b>	<b>2,267.06</b>	22,670,575	2,267.06
Add: Issued during the year upon sub division of shares	-	-	204,035,175	-
<b>Outstanding at the end of the year</b>	<b>226,705,750</b>	<b>2,267.06</b>	<b>226,705,750</b>	<b>2,267.06</b>

**(a) Rights, preferences and restrictions attached to shares**

The company has one class of equity shares having a par value of Rs. 1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**(b) Shareholders holding more than 5 percent of the Equity shares:**

Name of the Shareholder	No of Shares held	
	March 31, 2013	March 31, 2012
Mr. Umeshkumar More	<b>23,168,570</b>	23,168,570
Mr. Nirajkumar More	<b>27,011,650</b>	27,011,650
Mrs. Premlata More	<b>13,182,710</b>	13,182,710
M/s. Growel Projects Ltd.	<b>12,558,000</b>	12,558,000
M/s. Poona Bottling Co. Pvt. Ltd.	<b>40,975,000</b>	40,975,000
M/s. Ridhi Sidhi Ltd.	<b>32,359,000</b>	32,359,000

**NOTE 3: RESERVES AND SURPLUS**

Rupees in Lacs

	March 31, 2013	March 31, 2012
<b>General Reserve</b>		
As per last Account	<b>12,734.84</b>	7,786.05
Add: Transfer from Statement of Profit & Loss	<b>1,600.00</b>	5,000.00
	<b>14,334.84</b>	12,786.05
Less: Transfer to Statement of Profit & Loss being difference of Depreciation on Original Cost & fair value	<b>51.21</b>	51.21
	<b>14,283.63</b>	12,734.84
Note: General reserve includes surplus in "Amalgamation reserve" on merger after netting of accumulated losses on merger, amalgamation expenses and difference of depreciation on original cost and their fair value, etc, of Rs. 2,210.02 Lacs (PY Rs. 2,261.23 Lacs)		
<b>Surplus / (Deficit) in the Statement of Profit &amp; Loss</b>		
As per last Account	<b>380.95</b>	3,455.38
Profit for the year	<b>1,982.94</b>	2,320.82
<b>Less:- Appropriations</b>		
Proposed Dividend	<b>272.05</b>	340.07
Corporate Tax on Dividend	<b>46.24</b>	55.18
Transfer to General Reserve	<b>1,600.00</b>	5,000.00
<b>Net surplus in the Statement of Profit &amp; Loss</b>	<b>445.60</b>	380.95
	<b>14,729.23</b>	13,115.79

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013****NOTE 4: LONG TERM BORROWINGS**

Rupees in Lacs

	Non Current		Current Maturities	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
<b>Secured</b>				
Term Loans from Banks	<b>5,326.70</b>	6,519.50	<b>1,902.28</b>	1,755.00
<b>Unsecured</b>				
Loans and Advances from related parties	<b>229.50</b>	229.50		
Fixed Deposits	<b>152.36</b>	122.58	<b>42.00</b>	36.10
Others (Hire Purchase Credits)	<b>80.94</b>	144.54	<b>59.08</b>	14.38
Amounts disclosed under the head 'Other Current Liabilities' (Note 10)			<b>(2,003.36)</b>	(1,805.48)
	<b>5,789.50</b>	7,016.12	-	-

**Nature of Security**

(a) Term loans from The Saraswat Co-op Bank are secured by pari-passu first charge by way of joint mortgage of deposit of title deeds of immovable properties of the Company at Kandivli.

**Terms of repayment**

- The Term loan is to be repaid in 70 monthly installments without moratorium, out of which 69 installments will be of Rs. 15.00 lacs each and last installment of Rs. 12.00 lacs.
- The Term Loan is to be repaid in 72 monthly installments after a moratorium of 12 months, 18 installments of Rs. 5.56 lacs each. 53 installments of Rs. 35.19 lacs each and last installment of Rs. 34.85 lacs.
- The Term Loan is to be repaid in 75 monthly installments after a moratorium of 9 months, 74 installments will be of Rs. 75.00 lacs each and last installment will be bullet payment of Rs. 902 lacs.
- The Term loan is to be repaid in 48 monthly installments after a moratorium of 12 months, of Rs. 20.83 lacs each.

**Nature of Security**

(b) Term loans from Axis Bank are secured by pari-passu first charge by way of joint mortgage of deposit of title deeds of immovable properties of the Company at Kandivli.

**Terms of repayment**

- The Term Loan is to be repaid in 60 monthly installments, without moratorium, of Rs. 12.50 lacs each.

**Nature of Security**

(c) Hire purchase credits are secured by hypothecation of specific assets purchased there against.

**Terms of repayment**

- The Hire purchase loan taken from ICICI Bank, Axis Bank and The Saraswat Co-op Bank is against purchase of four cars. The Loan from ICICI Bank is repayable in 30 EMI, each of Rs. 0.62 lacs, ending on September 2015. The loan from Axis Bank is repayable in 29 EMI, each of Rs. 0.71 lacs, ending on August 2015. Second car loan from Axis Bank is repayable in 34 EMI, each of Rs. 2.64 lacs, ending on January 2016. The loan from Saraswat Bank is repayable in 5 monthly EMI, each of Rs. 2.11 lacs, ending on August 2013.

**NOTE 5 : DEFERRED TAX LIABILITIES (NET)**

Rupees in Lacs

	March 31, 2013	March 31, 2012
The breakup of Deferred Tax Liabilities arising on account of timing difference in:		
- Depreciation	<b>2,017.38</b>	1,691.40
- Accrued Expenses allowable on Actual Payments	<b>(326.04)</b>	(251.29)
Deferred Tax Liabilities (Net)	<b>1,691.34</b>	1,440.11

**NOTE 6: OTHER LONG TERM LIABILITIES**

Rupees in Lacs

	March 31, 2013	March 31, 2012
<b>Unsecured</b>		
Deposits from Licensees and Dealers	<b>1,082.62</b>	930.54
Staff Advances	<b>81.63</b>	65.87
	<b>1,164.25</b>	996.41

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013****NOTE 7: PROVISIONS**

Rupees in Lacs

	LONG TERM		SHORT TERM	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
<b>Provision for Employee Benefits</b>				
Leave benefits	116.93	81.01	17.38	19.47
Gratuity	693.88	533.48	131.03	140.55
For Tax (Net of advance Tax paid)			40.02	348.71
Proposed Dividend			272.05	340.06
Corporate Tax on Dividend			46.23	55.17
	<u>810.81</u>	<u>614.49</u>	<u>506.71</u>	<u>903.96</u>

**NOTE 8: SHORT TERM BORROWINGS**

Rupees in Lacs

	March 31, 2013	March 31, 2012
<b>Secured</b>		
Working Capital facilities from Banks	3,822.72	4,215.88
<b>Unsecured</b>		
Loans from related parties	304.00	229.00
	<u>4,126.72</u>	<u>4,444.88</u>

**Nature of Security**

- (a) Working capital facilities are secured by hypothecation of all stocks, moveable assets and book debts by way of first charge on pari-passu basis and are further collaterally secured by second pari-passu charge on the block assets of Shopping Mall at Kandivli, Mumbai. Working Capital facilities from Punjab National Bank are further collaterally secured by first charge on the block of assets of Samba unit.

**NOTE 9: TRADE PAYABLES**

Rupees in Lacs

	March 31, 2013	March 31, 2012
Trade payables (Refer Note 27))	3,718.19	3,427.04
Acceptances	872.21	105.03
	<u>4,590.40</u>	<u>3,532.07</u>

**NOTE 10: OTHER CURRENT LIABILITIES**

Rupees in Lacs

	March 31, 2013	March 31, 2012
Current maturities of long term borrowings (Note 4)	2,003.36	1,805.48
Interest accrued but not due on borrowings	45.28	105.81
Statutory dues:		
Excise Duty	151.76	167.15
Service Tax Payable	307.92	249.76
Others	67.18	81.15
Other payables:		
Employee benefits	253.19	172.39
Unpaid Dividend	23.12	17.63
Unpaid Matured deposits	-	0.15
Sundry creditors for capital goods	91.41	230.95
Discount payable	579.83	315.95
Advances from customers	917.56	609.55
Others	1,265.65	770.53
	<u>5,706.26</u>	<u>4,526.50</u>

There is no amount due and outstanding to be credited to Investor Education and Protection Fund.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013

NOTE 11: FIXED ASSETS

Nature of Fixed Assets	GROSS BLOCK						DEPRECIATION				NET BLOCK	
	Cost as at 01/04/12	Additions	Deductions	Other Adjustments	Cost as at 31/03/13	Upto 31/03/12	Provided during the year	Deductions Adjustments	Upto 31/03/13	As at 31/03/13	As at 31/03/12	
<b>Tangible Assets</b>												
Land												
a) Freehold	1,119.07	368.74			1,487.81	-				1,487.81	1,119.07	
b) Leasehold	1,887.61				1,887.61	131.83	31.20		163.03	1,724.58	1,755.78	
Buildings	13,483.96	833.81			14,317.77	1,444.41	451.89		1,896.30	12,421.47	12,039.55	
Plant & Machinery	6,845.96	620.24	4.41	86.05	7,375.74	2,005.16	403.43	79.68	2,328.91	5,046.83	4,840.80	
Laboratory Equipment	311.87	3.96		4.86	310.97	154.64	14.49		169.13	141.84	157.23	
R&D Equipment	592.05	39.89			631.94	238.40	30.20		268.60	363.34	353.65	
Furniture & Fixtures	1,396.35	65.85	0.29		1,461.91	353.29	89.61	0.11	442.79	1,019.12	1,043.06	
Vehicles	819.32	84.13	26.45	6.57	870.43	275.09	78.67	23.51	330.25	540.18	544.23	
Office Equipment	422.17	34.16			456.33	186.81	22.32		209.13	247.20	235.36	
<b>TOTAL</b>	<b>26,878.36</b>	<b>2,050.78</b>	<b>31.15</b>	<b>97.48</b>	<b>28,800.51</b>	<b>4,789.63</b>	<b>1,121.81</b>	<b>103.30</b>	<b>5,808.14</b>	<b>22,992.37</b>	<b>22,088.73</b>	
Previous year	26,358.61	612.48	78.96	13.77	26,878.36	3,802.35	1,023.04	35.76	4,789.63	22,088.73		
<b>Intangible Assets</b>												
Computer Software	94.37	68.67			163.04	46.82	28.75		75.57	87.47	47.55	
<b>TOTAL</b>	<b>94.37</b>	<b>68.67</b>	<b>-</b>	<b>-</b>	<b>163.04</b>	<b>46.82</b>	<b>28.75</b>	<b>-</b>	<b>75.57</b>	<b>87.47</b>	<b>47.55</b>	
Previous year	87.67	6.70	-	-	94.37	30.38	16.44	-	46.82	47.55		
Capital Work in Progress (Note (a))										15.57	286.33	
										23,095.41	22,472.61	

(a) Details of pre-operative expenses included in Capital Work in Progress:

	March 31, 2013	March 31, 2012
Professional Fees	8.48	0.45
Borrowing Cost	(2.12)	7.75
	6.36	8.20
Add: Brought forward from previous year	9.07	0.87
Less - Capitalised during the year	15.43	9.07
<b>Total</b>	<b>9.80</b>	<b>-</b>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013****NOTE 12: NON CURRENT INVESTMENTS (Non Trade)**

Rupees in Lacs

	March 31, 2013		March 31, 2012	
	Nos.	Rupees	Nos.	Rupees
<b>(at cost less permanent diminution in value)</b>				
<b>Quoted</b>				
In fully paid-up Equity Shares of Rs. 10 each				
Arihant Threads Limited	2,100	0.06	2,100	0.06
Crystal Software Solutions Limited	8,600	0.43	8,600	0.43
Sunflag Iron & Steel Co. Limited	2,000	0.00	2,000	0.00
Ginni Filaments Limited	900	0.14	900	0.14
Indo-French Bio-tech Enterprises Limited	89,800	0.90	89,800	0.90
Punjab National Bank	235	0.92	235	0.92
<b>Unquoted</b>				
<b>In Associates / Joint Ventures</b>				
Poona Bottling Co. Pvt Ltd (Fully paid-up Equity shares of Rs. 100/- each)	91,970	3.90	91,970	3.90
Growel Goema (I) Pvt Limited (Fully paid up Equity shares of Rs. 10/- each)	149,980	15.00	149,980	15.00
Growel Sidasa Industries Pvt Limited (Fully paid up Equity shares of Rs. 10/- each)	1,288,300	128.83	444,900	44.49
Growel Energy Company Ltd (Fully paid-up Equity shares of Rs. 10/- each)	49,400	4.94	49,400	4.94
Grauer & Weil (Thailand) Limited (Fully paid up Equity shares of THB 100 each)	58,800	83.83	58,800	83.83
<b>In Subsidiaries</b>				
Grauer & Weil (Shanghai) Limited	2,328,460	232.85	2,328,460	232.85
Grauer & Weil (U.K) Limited (Fully paid up Equity shares of Sterling Pound of 1 each)	1	0.00	1	0.00
<b>Others</b>				
In fully paid-up Equity Shares of Rs. 10 each				
Shree Vaishnavi Dyeing & Printing Limited	1,500	0.06	1,500	0.06
Saraswat Cooperative Bank Ltd	5,000	0.50	5,000	0.50
Rasik Plast Limited	13,500	0.00	13,500	0.00
Surlux Health Centres Limited	1,000	0.00	1,000	0.00
Shivalik Solid Waste Management Ltd.	20,000	2.00	20,000	2.00
National Savings Certificates		0.69		0.69
	<b>4,111,546</b>	<b>475.05</b>	<b>3,268,146</b>	<b>390.71</b>
	<b>Cost Rs.</b>	<b>Market value Rs.</b>	<b>Cost Rs.</b>	<b>Market value Rs.</b>
Aggregate Market Value Of Quoted Investments	-	2.35	-	2.94
Aggregate Book Value Of Quoted Investments	2.45	-	2.45	-
Aggregate value of Unquoted Investments	472.60	-	388.26	-



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013****NOTE 13: LOANS AND ADVANCES**

Rupees in Lacs

	LONG TERM		SHORT TERM	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
<b>Unsecured - Considered Good</b>				
Capital Advances	289.56	314.94		
Security Deposits	264.34	247.51		
Loans and Advances to related parties	50.00	50.00	1.58	2.98
Loans and advances to employees	12.41	20.23	44.10	24.82
Advance income tax	128.86	337.57		
MAT credit entitlement	853.34	526.98		
Advance to Suppliers			634.50	731.91
<b>Balances with Govt Authorities</b>				
(i) CENVAT			249.23	157.17
(ii) VAT			129.47	99.08
(iii) Service Tax			188.37	378.98
	<u>1,598.51</u>	<u>1,497.23</u>	<u>1,247.25</u>	<u>1,394.94</u>

**NOTE 14: OTHER ASSETS**

Rupees in Lacs

	NON CURRENT		CURRENT	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
<b>(Unsecured - Considered Good)</b>				
Interest accrued on Inter corporate deposits			7.35	7.22
Share application money pending allotment			-	84.34
Prepaid expenses			77.35	51.80
Others			137.20	83.87
Non current Bank balances (Note 17)	5.33	3.80		
	<u>5.33</u>	<u>3.80</u>	<u>221.90</u>	<u>227.23</u>

**NOTE 15: INVENTORIES**

Rupees in Lacs

	March 31, 2013	March 31, 2012
<b>At lower of cost and net realisable value</b>		
Raw materials	2,218.56	2,184.13
Goods-in-transit	331.51	374.59
	<u>2,550.07</u>	<u>2,558.72</u>
Work-in-progress	1,020.40	450.34
Finished goods	2,429.80	1,752.22
Traded Goods	47.05	48.34
	<u>2,476.85</u>	<u>1,800.56</u>
Stores and spares	151.62	170.19
	<u>6,198.94</u>	<u>4,979.81</u>

**NOTE 16: TRADE RECEIVABLES**

Rupees in Lacs

	March 31, 2013	March 31, 2012
<b>Overdue for a period exceeding six months</b>		
Secured Considered Good	328.76	273.47
Unsecured Considered Good	1,687.34	1,026.43
<b>Others</b>		
Secured Considered Good	215.81	249.68
Unsecured Considered Good	5,741.61	6,012.53
	<u>7,973.52</u>	<u>7,562.11</u>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013****NOTE 17: CASH AND BANK BALANCES**

Rupees in Lacs

	NON CURRENT		CURRENT	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
<b>Cash &amp; Cash Equivalents</b>				
<b>Balances with banks</b>				
In Current Accounts			328.67	244.09
In EEFC accounts			91.00	52.74
In deposit accounts			0.06	0.38
Cash on hand			27.52	30.62
			<u>447.25</u>	<u>327.83</u>
<b>In earmarked accounts</b>				
Unpaid dividend accounts			23.12	17.63
<b>Other bank balances</b>				
Margin Money Deposits	5.33	3.80	96.00	33.49
Amount disclosed under 'Non Current Assets' (Note 14)	(5.33)	(3.80)		
	<u>-</u>	<u>-</u>	<u>566.37</u>	<u>378.95</u>

**NOTE 18: REVENUE FROM OPERATIONS**

Rupees in Lacs

	2012-2013	2011-2012
<b>Sale of Goods</b>	37,971.08	37,355.02
Less: Trade Discount	3,826.48	3,469.90
	<u>34,144.60</u>	<u>33,885.12</u>
Business Conducting Fees/Licence Fees and related income	1,928.98	1,765.34
<b>Other Operating Revenues</b>		
Plating and Service charges	166.04	86.91
License Fees	-	4.32
Business Support Fee	82.09	68.00
Excise Duty Refund	187.25	61.01
Scrap Sales	96.63	92.34
Export Duty Drawback	54.27	-
	<u>586.28</u>	<u>312.58</u>
	<u>36,659.86</u>	<u>35,963.04</u>
<b>Details of sales (Gross):</b>		
<b>Class of Goods</b>		
Electroplating Chemicals	23,149.22	23,146.23
Basic Chemicals	1,934.08	1,987.26
Intermediary Chemicals	1,489.27	1,103.91
Electroplating Equipment	4,076.92	4,176.01
Free Samples	3.55	6.96
Paints, Enamels, varnishes and oil bound distempers	4,935.59	5,968.17
Others	2,382.45	966.48
	<u>37,971.08</u>	<u>37,355.02</u>

**NOTE 19: OTHER INCOME**

Rupees in Lacs

	2012-2013	2011-2012
Interest Income	90.63	40.40
Dividend Income		
Other than trade investments	0.15	0.16
Net gain on foreign currency transactions and translation	68.79	184.36
Sundry Balances Written Back	40.70	11.57
Profit on sale of investments	-	21.83
Others	10.54	26.76
	<u>210.81</u>	<u>285.08</u>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013****NOTE 20: COST OF MATERIALS CONSUMED**

Rupees in Lacs

	2012-2013	2011-2012
Opening stock	2,184.13	2,426.75
Add : Purchases	18,486.31	17,825.50
	20,670.44	20,252.25
Less: Closing Stock	2,218.56	2,184.13
	18,451.88	18,068.12
<b>Details of Raw Materials consumed:</b>		
Inorganic Compounds	7,452.67	7,609.21
Organic Compounds	5,997.35	5,487.25
Mild Steel & Angles, Beams Channels, Sheets, Rods and Flats	780.41	468.04
Stainless Steel, Rods, Sheets & Flats	208.63	135.14
Electric Motors	110.61	83.90
Rectifiers	102.06	15.89
Pigments	406.60	429.29
Resins	1,285.17	1,401.51
Solvents	842.42	865.99
Others	1,265.96	1,571.90
	18,451.88	18,068.12

**NOTE 21: PURCHASE OF STOCK IN TRADE**

Rupees in Lacs

	2012-2013	2011-2012
Traded goods	579.71	377.98

**NOTE 22: CHANGES IN INVENTORIES**

Rupees in Lacs

	2012-2013	2011-2012
<b>Closing Stock</b>		
Traded Goods	47.05	48.34
Work in Progress	1,020.40	450.34
Finished Goods	2,429.80	1,752.22
	3,497.25	2,250.90
<b>Less: Opening Stock</b>		
Traded Goods	48.34	44.12
Work in Progress	450.34	363.49
Finished Goods	1,752.22	1,296.53
	2,250.90	1,704.14
	(1,246.35)	(546.76)
Differential Excise Duty on Opening and Closing stock of Finished Goods	33.30	68.17
	(1,213.05)	(478.59)

**Details of Inventory:**

Rupees in Lacs

	Work-in-process		Finished Goods	
	Opening Stock	Closing Stock	Opening Stock	Closing Stock
Electroplating Chemicals	145.15	147.74	866.80	967.27
Basic Chemicals	1.63	0.63	19.02	8.64
Intermediary Chemicals	44.02	49.50	7.25	47.43
Electroplating Equipment	220.50	732.66	7.42	479.79
Paints, Enamels, varnishes and oil bound distempers	39.04	89.87	851.73	926.67
	450.34	1,020.40	1,752.22	2,429.80
	<b>Traded Goods</b>			
	Opening Stock		Closing Stock	
Electroplating Chemicals	4.60		1.57	
Paints, Enamels, varnishes and oil bound distempers	43.74		45.48	
	48.34		47.05	

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013

## NOTE 23: EMPLOYEE BENEFITS EXPENSE

Rupees in Lacs

	2012-2013	2011-2012
Salaries, Wages, Bonus, and Allowances	3,282.92	2,554.95
Contribution to Provident, Gratuity and Other Funds	166.06	145.35
Welfare Expenses	367.75	313.54
	<b>3,816.73</b>	<b>3,013.84</b>
<b>Employee Benefits:</b>		
As Per Accounting Standard 15 "Employee Benefits", the disclosures of Employee benefits as defined in accounting Standard are given below:		
<b>(a) Defined contribution plans:</b>		
Employer's Contribution to Provident Fund*	85.21	71.37
Employer's Contribution to Superannuation Fund*	22.39	21.26
*included in "contribution to Provident & Other funds"		
<b>(b) Defined benefit plans:</b>		
	<b>Gratuity *2012-2013 Partly Funded / Unfunded</b>	<b>Gratuity *2011-2012 Partly Funded / Unfunded</b>
<b>(i) Current Service Cost</b>	49.40	33.82
Gratuity liability payable for retired employees	58.15	-
Interest Cost	61.13	40.42
Expected return on Plan assets	(2.12)	(1.82)
Actuarial (Gain)/Loss	(15.81)	36.78
Net Cost	150.75	109.20
<b>(ii) Reconciliation of benefit obligations and plan assets for the year:</b>		
Present value of defined benefit obligation	851.53	698.66
Fair value of plan assets	(26.61)	(24.63)
Net asset/ (liability) as at 31st March, 2013 recognised in the balance sheet	824.92	674.03
Experience adjustments on plan liabilities		Not available *
Experience adjustments on plan assets		Not available *
The management has relied on the overall actuarial valuation conducted by the actuary. However, experience adjustments on plan liabilities are not readily available hence not disclosed.		
<b>(iii) Change in defined benefit obligation:</b>		
Present value of obligation as at 1st April, 2012	698.66	587.64
Current Service Cost	49.40	33.82
Gratuity liability payable for retired employees	58.15	-
Interest Cost	61.13	40.42
Actuarial (Gain) / Loss	(15.81)	36.78
Present value of obligation as at 31st March, 2013	851.53	698.66

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013

	<b>Gratuity *2012-2013 Partly Funded</b>	Gratuity *2011-2012 Partly Funded
<b>(iv) Change in Plan Assets:</b>		
Opening fair value of plan assets on 1st April, 2012	24.63	22.81
Expected return on plan Assets	2.12	1.82
Actuarial Gains/(loss)	<u>(0.15)</u>	-
Closing fair value of plan assets as on 31st March, 2013	<u>26.60</u>	<u>24.63</u>
<b>(v) Reconciliation of expected return and actual return on plan assets:</b>		
Expected return on plan assets	2.12	1.82
Actuarial Gains/(loss)	<u>(0.15)</u>	-
Actual return on plan assets	<u>1.97</u>	<u>1.82</u>
<b>(vi) Reconciliation of opening and closing net liability /(asset) recognized in the Balance Sheet:</b>	<b>Gratuity *2012-2013 Partly Funded / Unfunded</b>	Gratuity *2011-2012 Partly Funded / Unfunded
Opening net liability as on 1st April, 2012	674.03	564.83
Expenses as recognized in Profit & Loss account	<u>150.89</u>	<u>109.20</u>
Net Liability/ (Assets)	<u>824.92</u>	<u>674.03</u>
<b>(vii) Investments under plan assets as on 31st March, 2013:</b>		
LIC Group Gratuity (Cash Accumulation) Policy -100%		
<b>(viii) The principal actuarial assumptions:</b>		
Discount rate	8.75% p.a	8.75% p.a
Salary escalation rate	5% p.a	5% p.a
Expected rate of return on plan assets	8.60% p.a	8.60% p.a
The estimates of future salary increases considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.		
* included in "Salaries, Wages, Bonus Etc."		

## NOTE 24: FINANCE COSTS

Rupees in Lacs

	2012-2013	2011-2012
Interest	1,631.71	1,731.99
Cash Discount	314.68	285.42
Bank charges	<u>107.57</u>	<u>101.65</u>
	<u>2,053.96</u>	<u>2,119.06</u>

## NOTE 25: DEPRECIATION &amp; AMORTISATION

Rupees in Lacs

	2012-2013	2011-2012
On Tangible Fixed Assets	1,121.81	1,023.04
On Intangible Fixed Assets	<u>28.75</u>	<u>16.44</u>
	1,150.56	1,039.48
Less: Transferred from General Reserve	<u>51.21</u>	<u>51.21</u>
	<u>1,099.35</u>	<u>988.27</u>

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013****NOTE 26: OTHER EXPENSES**

Rupees in Lacs

	2012-2013	2011-2012
Stores and Spares Consumed	534.75	374.41
Packing Materials consumed	1,064.45	1,069.83
Power and Fuel	368.59	328.80
Job work charges	550.08	632.34
Drawings, Designs and Layout Expenses	33.43	38.50
Rent	109.71	104.53
Repairs and Renewals:		
Buildings	216.21	178.77
Plant and Machinery	111.28	113.35
Other Assets	93.83	134.87
	421.32	426.99
Insurance	75.04	66.44
Rates and Taxes	216.17	183.45
Printing and Stationery	60.11	64.30
Travelling & Conveyance	433.84	410.14
Communication Expenses	116.49	123.68
Legal & Professional Charges	261.03	209.39
Auditors' Remuneration:		
As Auditors	2.97	2.75
For Tax Audit	0.81	0.75
For Taxation matters	2.16	2.00
In other capacity for Certificates and other Services	0.81	0.75
Reimbursement of Expenses etc.	0.09	0.98
	6.84	7.23
Cost Auditors Remuneration:		
As Auditors	1.47	0.50
Reimbursement of Expenses	-	0.08
	1.47	0.58
Directors' Fees	1.50	1.80
Loss on fixed assets sold / discarded (Net)	2.43	0.64
Vehicle Expenses	146.67	139.58
Donations & Contributions	3.00	2.43
Business promotion	54.02	50.99
Sales Tax	696.22	662.36
Freight and Forwarding (Net)	592.79	575.99
Bad Debts written off	31.90	115.03
Research And Development Exp	129.97	112.25
Discount And Commission	191.22	177.26
Promotion	125.21	100.15
Guards & Security	105.38	86.61
Unrecovered Common Expenses	(91.65)	99.84
Miscellaneous Expenses	295.43	329.55
	6,537.41	6,495.09

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013****NOTE 27 : OTHER ADDITIONAL NOTES / INFORMATION****A. Contingent Liabilities not provided for:**

	<b>2012-2013</b> <b>(Rupees In lacs)</b>	2011-2012 (Rupees In lacs)
Disputed matters in appeal / contested in respect of;		
- Income Tax	-	0.94
- Excise Duty / Service tax	<b>279.38</b>	231.53
- Sales Tax	<b>23.96</b>	23.96
Bank Guarantees	<b>1048.21</b>	1089.90
Custom Duty	<b>35.82</b>	-

<b>B.</b> Estimated amount of contracts remaining to be executed on Capital account and not provided for (net of advances)	<b>174.06</b>	573.18
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**C. Trade Receivables**

	<b>2012-2013</b> <b>(Rupees In lacs)</b>	2011-2012 (Rupees In lacs)
Debts due from Companies under same Management		
i) Grauer & Weil (Thailand) Limited	<b>247.04</b>	229.10
ii) Growel Sidas Industries Pvt. Limited	<b>272.97</b>	119.43
iii) Growel Goema India Pvt. Limited	<b>224.81</b>	245.17
iv) Grauer & Weil (Shanghai) Limited	<b>307.94</b>	245.95

**D. Loans and Advances includes:**

	<b>2012-2013</b> <b>Rupees In lacs</b>	2011-2012 Rupees In lacs
a) Loan to Associates /Companies Under the same Management		
i) Grauer & Weil (Thailand) Limited - On account of Loan (including interest of Rs.4. lacs)	<b>54.00</b>	54.00
b) Loans due from Associates /Companies under the same Management- On account of expenses		
i) Growel Sidas Industries Pvt. Ltd.	<b>0.38</b>	1.78
ii) Growel Softech Limited	<b>1.19</b>	1.19

**E. Disclosure required by clause 32 of the listing agreement**

Loans due from following parties

**Shares held by the Loanee company**

	Amount Outstanding (Rupees In lacs)	Maximum Balance during the year (Rupees In lacs)	No. of shares held at the year end (Rupees In lacs)	Maximum No. of shares held during the year (Rupees In lacs)
Associates				
a) Grauer & Weil (Thailand) Ltd.	<b>54.00</b> (54.00)	<b>54.00</b> (69.22)	<b>Nil</b> (Nil)	<b>Nil</b> (Nil)
b) Poona Bottling Co. Pvt. Limited	<b>Nil</b> (Nil)	<b>Nil</b> (Nil)	<b>409.75</b> 409.75	<b>409.75</b> 409.75

Notes:

1. All the above loans and advance are interest bearing.
2. Loans to employees as per Companies policies are not considered
3. Previous year figures are in brackets.

**F.** In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated if realised in the ordinary course of the business.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013**

- G. The Company has taken various premises under operating leases. These are generally not non-cancellable, range between 11 months to 3 years and above, and are renewable by mutual consent on mutually agreeable terms. Lease payments are recognised in the statement of Profit and Loss under the head "Rent".

Minimum Lease payments;

Particular	(Rupees In lacs)	
	2012-2013	2011-2012
- Not later than one year	72.56	101.40
- Later than one year, but not later than five year	104.76	229.79
- More than five year	9.74	10.02

- H. Development activities during the year at its R&D Centre at Kandivli

	(Rupees In lacs)	
	2012-2013	2011-2012
i) Salaries, Wages & Benefits	263.14	199.79
ii) Chemicals consumed	75.18	38.33
iii) Traveling & Conveyance	19.59	15.73
iv) Repairs & Maintenance	1.49	2.18
v) Other expenses	22.38	16.94
Total	381.78	272.97
Less : Testing & analysis charges	(5.35)	(3.51)
Total	376.43	269.46

Depreciation includes **Rs- 26.81 lacs** (P.Y. 24.22 lacs ) in respect of Fixed Assets used for Research & Development.

Capital Expenditure on Research & Development during the year is **Rs 38.63 lacs** (P.Y.40.91 lacs).

Pending approval for the year ended 31st March 2013 the information also complies with the terms of approval of In-house Research & Development facility at R&D centre, Kandivli, Mumbai granted by Government of India, Ministry of Science & Technology, Department of Scientific & Industrial Research for the period 1st April, 2009 to 31st March, 2012 vide their letter No. T.U.IV-15 (305)/2009 dated 16th June, 2009.

The Research & Development expenditure incurred during the year at other locations of the company not included in above is as follows:

	(Rupees In lacs)	
	2012-2013	2011-2012
Revenue Expenditure	50.07	44.92
Capital Expenditure	5.21	19.70

- I. The Company enters into forward exchange contracts being derivatives instruments, which are not intended for trading or speculative purposes, but for hedge purposes, to establish the amount of reporting currency required or available at the date of settlement.

- (i) Outstanding position in respect of forward exchange contracts as at 31st March, 2013 is as follows:

Purpose	No. of Contracts	US Dollar	INR
		(Rupees In lacs)	(Rupees In lacs)
Forward Contracts in respect of foreign currency creditors	12	14.98	815.17
	(2)	(2.133)	(109.98)

- (ii) Un-hedged foreign currency exposure is as under:

Particular	JPY	USD	EURO	GBP	HKD	SGD	Total (INR)
	(Rupees In lacs)	(Rupees In lacs)	(Rupees In lacs)	(Rupees In lacs)	(Rupees In lacs)	(Rupees In lacs)	(Rupees In lacs)
Receivable	-	11.21	2.36	0.19	0.07	-	782.49
	(-)	(24.39)	(1.50.)	(-)	(-)	(-)	(1341.19)
Payable	0.56	-	-	-	-	-	0.33
	(1.44)	(-)	(-)	(0.005)	(-)	(-)	(1.33)



**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013****J. Micro, Small and Medium Enterprise Development Act, 2006**

The information given below and that given in Note 9 Trade Payables “regarding Micro, Small and Medium enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

**(Rupees In lacs)**

No	Particular	2012-2013	2011-2012
(i)	Principal amount due to suppliers under MSMED	39.84	14.00
(ii)	Interest accrued and due to suppliers under MSMED on above amount, unpaid	0.23	-
(iii)	Payments made to suppliers (other than interest) beyond the appointed date during the year	258.67	80.63
(iv)	Interest paid to suppliers under the MSMED	-	-
(v)	Interest due and payable towards suppliers under MSMED Act towards payments already made	3.87	0.41
(vi)	Amount of cumulative interest accrued and unpaid as at the year end	4.90	0.77

**K. Details of Contracts in Progress as on 31st March 2013****(Rupees In lacs)**

Sr. No.	Particular	2012-2013	2011-2012
A	Contract Receipt for work done	1133.91	522.47
B	Contract Costs for work done	717.88	336.10
C	Amount of advances received	-	-
D	Amount of retention	66.03	46.87
E	Amount due from Customers for Contract Billing	307.57	125.59
F	Amount due from Sub Contractors for Contract Billing	172.38	104.65
G	Contingencies for Contract	-	-

- L. The company has investment of Rs. 232.85 lacs (P.Y. 232.85 lacs) in equity shares of Grauer & Weil (Shanghai) Ltd, a wholly owned subsidiary company and investment in equity shares of Growel Goema (I) Pvt. Ltd, Growel Sidasa Industries Pvt. Ltd and Grauer & Weil (Thailand) Limited being investment in associates amounting to Rs 227.65 (P.Y. 143.31 lacs). The net worth of these companies have eroded. The management considers these as strategic investments and the company has also during the year infused fresh capital. Based on the projected future earnings, the management is of the opinion that the diminution in value of investments is temporary and that no provision is required, upon which, the auditors being unable to make an informed judgment, have placed their reliance.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013****M Segment reporting**

The following tables present revenue and profit/(loss) information regarding business/ geographical segments for the year ended 31st March, 2013 and certain assets and liabilities information regarding business and geographical segments as at 31st March, 2013

**(a) Primary Segment Reporting by business segments****(Rupees In lacs)**

	<b>Chemical</b>	<b>Engineering</b>	<b>Shoppertainment</b>	<b>Paints</b>	<b>Total</b>
<b>Segment revenue</b>					
<b>Income from operations</b>	<b>22,922.58</b>	<b>3,730.12</b>	<b>1,928.98</b>	<b>4,333.04</b>	<b>32,914.72</b>
	(21,888.50)	(3,861.61)	(1,765.45)	(5,494.94)	(33,010.50)
Less : Inter segment Revenue	-	-	-	-	-
Add : Other Income	<b>434.79</b>	<b>235.04</b>	<b>13.60</b>	<b>50.05</b>	<b>733.48</b>
	(397.62)	(132.01)	(12.03)	(4.02)	(545.68)
Add : Unallocable					<b>63.60</b>
					(49.87)
<b>Total</b>	<b>23,357.37</b>	<b>3,965.16</b>	<b>1,942.58</b>	<b>4,383.09</b>	<b>33,711.80</b>
	(22,286.12)	(3,993.62)	(1,777.48)	(5,498.96)	(33,606.05)
<b>Segment Results</b>	<b>5,009.17</b>	<b>213.47</b>	<b>938.94</b>	<b>(365.88)</b>	<b>5,795.70</b>
	(5,131.00)	(283.40)	(711.87)	(262.27)	(6,388.54)
Less : Finance Cost					<b>2,053.96</b>
					(2,119.06)
Less : Other Unallocable Expenditure net of unallocable Income					<b>1,355.93</b>
					(1,245.20)
<b>Profit Before Tax</b>					<b>2,385.81</b>
					(3,024.28)
Less : Provision for Current and Deferred tax					<b>402.87</b>
					(703.46)
<b>Profit After Tax</b>					<b>1,982.94</b>
					(2,320.82)
Segment Assets	<b>14,063.50</b>	<b>3,406.96</b>	<b>14,033.68</b>	<b>7,024.94</b>	<b>38,529.08</b>
	(12,378.08)	(2,554.51)	(14,380.28)	(6,402.76)	(35,715.63)
Unallocated corporate Assets					<b>2,853.20</b>
					(3,141.76)
<b>Total Assets</b>					<b>41,382.28</b>
					(38,857.39)
Segment Liabilities	<b>4,499.56</b>	<b>2,084.62</b>	<b>1,980.98</b>	<b>2,706.90</b>	<b>11,272.06</b>
	(3,008.02)	(1,519.02)	(977.77)	(1,149.72)	(6,654.53)
Unallocated corporate Liabilities					<b>30,110.22</b>
					(32,202.86)
<b>Total Liabilities</b>					<b>41,382.28</b>
					(38,857.39)
Capital Expenditure	<b>1,613.83</b>	<b>83.79</b>	<b>87.25</b>	<b>29.80</b>	
	(472.47)	(52.33)	(264.37)	(32.35)	
Depreciation	<b>426.29</b>	<b>22.19</b>	<b>564.86</b>	<b>19.58</b>	
	(339.61)	(18.84)	(551.91)	(18.00)	

**(b) Secondary segment reporting by Geographical segment**

	<b>Domestic</b>	<b>Foreign</b>	<b>Total</b>
Revenue	<b>28,909.96</b>	<b>4,801.84</b>	<b>33,711.80</b>
	(29,792.15)	(3,813.90)	(33,606.05)
Total Assets	<b>39,781.06</b>	<b>1,601.22</b>	<b>41,382.28</b>
	(37,284.44)	(1,572.95)	(38,857.39)

Note : Previous year's figures are in brackets

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013****N. Related party disclosures****(i) List of Related Parties****Subsidiaries**

Grauer &amp; Weil (Shanghai) Ltd

Grauer &amp; Weil (UK) Ltd

**Associates**

Growel Goema (I) Pvt Limited

Growel Sidasa Industries Pvt Ltd

Grauer &amp; Weil (Thailand) Limited

Poona Bottling Company Pvt Limited

**Key Management Personnel, their relatives and enterprises where significant influence exists, with whom the company had transactions**

Mr. Umeshkumar N. More

Mr. Rameshkumar R More

Mr. Neerajkumar U More

Mr. Rohitkumar R More

Mr. Vinod Haritwal

Mr. M M Chaturvedi

Mr. Harnish Juthani

Mr. K C Srivastava

Mr. Suresh Pareek

Mr. Yogesh Samat

Growel Softech Limited

Digikore Designs Limited

Digikore Studio Limited

Growel Projects Limited

Ridhi Sidhi Limited

Bubna More &amp; Co Pvt Limited

Radhakishan Nandlal Pvt Limited

Growel Corporate Management Limited

Waluj Beverages Pvt. Ltd

**Relatives of Key Management Personnel**

Mrs. Premlata U More

Wife of Mr. Umeshkumar More

Mrs. Pallavi N More

Wife of Mr. Nirajkumar More

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013

## RELATED PARTY TRANSACTIONS

	Subsidiary		Associates		Enterprise of KMP		KMP		Relatives of KMP		Total	Total
	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12
<b>Directors fees</b>												
Mr.Rameshkumar R More	-	-	-	-	-	-	-	0.10	-	-	-	0.10
Mr. K C Srivastava	-	-	-	-	-	-	0.40	0.60	-	-	0.40	0.60
Mr. Suresh Pareek	-	-	-	-	-	-	0.40	0.60	-	-	0.40	0.60
Mr. M M Chaturvedi	-	-	-	-	-	-	0.30	0.20	-	-	0.30	0.20
Mr. Yogesh Samat	-	-	-	-	-	-	0.40	0.30	-	-	0.40	0.30
<b>Interest Received</b>												
Growel Sidasa Industries Pvt Ltd	-	-	5.85	-	-	-	-	-	-	-	5.85	-
Grauer & Weil (Thailand) Limited	-	-	4.00	4.00	-	-	-	-	-	-	4.00	4.00
<b>Loan Accepted</b>												
Radhakishan Nandlal Pvt Limited	-	-	-	-	-	20.00	-	-	-	-	-	20.00
Poona Bottling Company Pvt Limited	-	-	75.00	135.00	-	-	-	-	-	-	75.00	135.00
<b>Repayment of Loan Accepted</b>												
Mr.Neerajkumar U More	-	-	-	-	-	-	-	20.00	-	-	-	20.00
Mr.Umeshkumar N. More	-	-	-	-	-	-	-	50.00	-	-	-	50.00
Growel Goema (I) Pvt Limited	-	-	-	5.00	-	-	-	-	-	-	-	5.00
<b>Interest Paid</b>												
Growel Goema (I) Pvt Limited	-	-	1.73	2.11	-	-	-	-	-	-	1.73	2.11
Ridhi Sidhi Limited	-	-	-	-	8.63	8.65	-	-	-	-	8.63	8.65
Bubna More & Co Pvt Limited	-	-	-	-	4.60	4.61	-	-	-	-	4.60	4.61
Radhakishan Nandlal Pvt Limited	-	-	-	-	11.44	10.14	-	-	-	-	11.44	10.14
Mr.Neerajkumar U More	-	-	-	-	-	-	10.81	12.18	-	-	10.81	12.18
Mr.Umeshkumar N. More	-	-	-	-	-	-	-	3.39	-	-	-	3.39
Poona Bottling Company Pvt Limited	-	-	19.73	4.24	-	-	-	-	-	-	19.73	4.24
<b>Loan Repayment Received</b>												
Poona Bottling Company Pvt Limited	-	-	-	70.50	-	-	-	-	-	-	-	70.50
<b>Purchases</b>												
Growel Sidasa Industries Pvt Ltd	-	-	13.85	6.24	-	-	-	-	-	-	13.85	6.24
Grauer & Weil (Thailand) Limited	-	-	77.84	-	-	-	-	-	-	-	77.84	-
Growel Projects Limited	-	-	-	-	65.38	-	-	-	-	-	65.38	-
<b>Construction</b>												
Growel Projects Limited	-	-	-	-	-	218.86	-	-	-	-	-	218.86
<b>Rent paid</b>												
Poona Bottling Company Pvt Limited	-	-	6.30	6.30	-	-	-	-	-	-	6.30	6.30
Ridhi Sidhi Limited	-	-	-	-	0.20	1.95	-	-	-	-	0.20	1.95
Mr.Neerajkumar U More	-	-	-	-	-	-	10.56	10.56	-	-	10.56	10.56
Mr.Umeshkumar N. More	-	-	-	-	-	-	0.90	0.90	-	-	0.90	0.90
Mrs. Pallavi N More	-	-	-	-	-	-	-	-	5.16	5.16	5.16	5.16
Mrs. Premlata U More	-	-	-	-	-	-	-	-	5.20	5.40	5.20	5.40
<b>Rent received</b>												
Growel Sidasa Industries Pvt Ltd	-	-	3.13	1.83	-	-	-	-	-	-	3.13	1.83
Ridhi Sidhi Limited	-	-	-	-	1.03	1.03	-	-	-	-	1.03	1.03
<b>Sales</b>												
Grauer & Weil (Shanghai) Ltd	323.24	250.83	-	-	-	-	-	-	-	-	323.24	250.83
Growel Goema (I) Pvt Limited	-	-	-	54.22	-	-	-	-	-	-	-	54.22
Growel Sidasa Industries Pvt Ltd	-	-	493.34	473.52	-	-	-	-	-	-	493.34	473.52
Grauer & Weil (Thailand) Limited	-	-	415.00	403.45	-	-	-	-	-	-	415.00	403.45
<b>Reimbursement of Expenses</b>												
Poona Bottling Company Pvt Limited	-	-	9.98	8.27	-	-	-	-	-	-	9.98	8.27
Growel Goema (I) Pvt Limited	-	-	2.87	9.07	-	-	-	-	-	-	2.87	9.07
Growel Sidasa Industries Pvt Ltd	-	-	42.67	22.40	-	-	-	-	-	-	42.67	22.40

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013

	Subsidiary		Associates		Enterprise of KMP		KMP		Relatives of KMP		Total	Total
	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12	2012-13	2011-12
Growel Projects Limited	-	-	-	-	10.84	23.96	-	-	-	-	10.84	23.96
Ridhi Sidhi Limited	-	-	-	-	8.36	5.54	-	-	-	-	8.36	5.54
Bubna More & Co Pvt Limited	-	-	-	-	1.88	-	-	-	-	-	1.88	-
Radhakishan Nandlal Pvt Limited	-	-	-	-	2.27	-	-	-	-	-	2.27	-
Growel Softech Limited	-	-	-	-	0.30	-	-	-	-	-	0.30	-
Digikore studio Limited	-	-	-	-	0.17	-	-	-	-	-	0.17	-
<b>Services Paid</b>												
Growel Projects Limited	-	-	-	-	24.77	-	-	-	-	-	24.77	-
<b>Sap Expenses - Services</b>												
Growel Softech Limited	-	-	-	-	-	4.81	-	-	-	-	-	4.81
<b>Managerial Remuneration</b>												
Mr.Neerajkumar U More	-	-	-	-	-	-	58.84	32.31	-	-	58.84	32.31
Mr.Umeshkumar N. More	-	-	-	-	-	-	12.79	12.55	-	-	12.79	12.55
Mr.Rohitkumar R More	-	-	-	-	-	-	18.09	7.57	-	-	18.09	7.57
Mr.Vinod Haritwal	-	-	-	-	-	-	56.27	20.11	-	-	56.27	20.11
Mr. Harnish Juthani	-	-	-	-	-	-	-	0.65	-	-	-	0.65
<b>Salary</b>												
Mrs. Pallavi N More	-	-	-	-	-	-	-	-	24.15	24.30	24.15	24.30
<b>Share Investments</b>												
Grauer & Weil (Shanghai) Ltd	-	153.95	-	-	-	-	-	-	-	-	-	153.95
Grauer & Weil (UK) Ltd	-	0.00	-	-	-	-	-	-	-	-	-	0.00
Grauer & Weil (Thailand) Limited	-	-	-	72.84	-	-	-	-	-	-	-	72.84
Growel Sidasa Industries Pvt Ltd	-	-	84.34	-	-	-	-	-	-	-	84.34	-
<b>Sale of Shares</b>												
Mrs. Pallavi N More	-	-	-	-	-	-	-	-	-	22.00	-	22.00
<b>Professional fees</b>												
Growel Corporate Management Limited	-	-	-	-	4.01	3.00	-	-	-	-	4.01	3.00
Mr.Vinod Haritwal	-	-	-	-	-	-	-	3.01	-	-	-	3.01
Mr. Yogesh Samat	-	-	-	-	-	-	-	4.50	-	-	4.50	-
<b>Outstanding Loans &amp; Advances</b>												
Growel Sidasa Industries Pvt Ltd	-	-	0.39	1.78	-	-	-	-	-	-	0.39	1.78
Grauer & Weil (Thailand) Limited	-	-	54.00	54.00	-	-	-	-	-	-	54.00	54.00
Growel Softech Limited	-	-	-	-	1.19	1.19	-	-	-	-	1.19	1.19
<b>Creditors</b>												
Grauer & Weil (Thailand) Limited	-	-	0.02	-	-	-	-	-	-	-	0.02	-
Poona Bottling Company Pvt Limited	-	-	1.21	0.34	-	-	-	-	-	-	1.21	0.34
Digikore Design Limited	-	-	-	-	0.36	-	-	-	-	-	0.36	-
Growel Softech Limited	-	-	-	-	-	0.66	-	-	-	-	-	0.66
Growel Projects Limited	-	-	-	-	127.98	118.11	-	-	-	-	127.98	118.11
Growel Sidasa Industries Pvt Ltd	-	-	7.24	2.08	-	-	-	-	-	-	7.24	2.08
Growel Goema (I) Pvt Limited	-	-	0.01	-	-	-	-	-	-	-	0.01	-
<b>Debtors</b>												
Grauer & Weil (Shanghai) Ltd	307.94	245.95	-	-	-	-	-	-	-	-	307.94	245.95
Growel Goema (I) Pvt Limited	-	-	224.81	245.17	-	-	-	-	-	-	224.81	245.17
Growel Sidasa Industries Pvt Ltd	-	-	272.97	119.43	-	-	-	-	-	-	272.97	119.43
Grauer & Weil (Thailand) Limited	-	-	247.04	229.10	-	-	-	-	-	-	247.04	229.10
Waluj Beverages Pvt. Ltd	-	-	-	-	0.48	-	-	-	-	-	0.48	-
Growel Projects Limited	-	-	-	-	0.21	-	-	-	-	-	0.21	-
<b>Unsecured Loan</b>												
Poona Bottling Company Pvt Limited	-	-	210.00	135.00	-	-	-	-	-	-	210.00	135.00
Growel Goema (I) Pvt Limited	-	-	15.00	15.00	-	-	-	-	-	-	15.00	15.00
Ridhi Sidhi Limited	-	-	-	-	75.00	75.00	-	-	-	-	75.00	75.00
Bubna More & Co Pvt Limited	-	-	-	-	40.00	40.00	-	-	-	-	40.00	40.00
Radhakishan Nandlal Pvt Limited	-	-	-	-	99.50	99.50	-	-	-	-	99.50	99.50
Mr.Neerajkumar U More	-	-	-	-	-	-	94.00	94.00	-	-	94.00	94.00

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013****O EARNINGS PER SHARE**

Calculation of Earnings per share for the year ended 31.03.2013

		<b>31.03.2013</b>	<b>31.03.2012</b>
Profit for the year	(Rupees in lacs)	<b>1,983</b>	2,321
Weighted average number of equity shares (Face Value Rs. 1 per share)	(Nos. in lacs)	<b>2,267</b>	2,267
Basic Earnings per share	Rs.	<b>0.87</b>	1.02

<b>Nos</b>	<b>2012-13</b>	2011-12
	<b>(Rupees in lacs)</b>	(Rupees in lacs)

**P C.I.F. VALUE OF IMPORTS**

(a) Raw Materials	<b>4875.99</b>	3993.53
(b) Components & Spare Parts	<b>4.40</b>	7.21
(c) Capital Goods	<b>47.88</b>	36.49

**Q REMITTANCES IN FOREIGN CURRENCY**

Dividend (Net of Taxes)	<b>1.18</b>	0.63
Number of Non-Resident Shareholders	<b>1</b>	1
Number of Shares held by Non-Residents on which dividend was remitted	<b>(Rupees in lacs)</b>	7.875
Year for which dividend was remitted	<b>2011-12</b>	2010-11

**R EXPENDITURE IN FOREIGN CURRENCY**

(On Payment basis)

(a) Travelling	<b>84.88</b>	62.91
(b) Seminar & exhibition	<b>11.70</b>	7.72
(c) Membership & subscription	<b>0.87</b>	0.27
(d) Testing & Analysis	<b>0.00</b>	1.09
(e) Bank charges	<b>13.62</b>	16.81
(f) Commission	<b>12.42</b>	8.98
(h) Free Samples	<b>0.07</b>	0.08
(i) Licence Fees	<b>15.07</b>	0.00
(j) Books & Magazines	<b>0.00</b>	0.07
(k) Advertisement	<b>0.00</b>	0.35
(l) Interest on Foreign Currency Loan	<b>13.60</b>	-
(m) Professionals Fees	<b>0.21</b>	-

**S EARNINGS IN FOREIGN CURRENCY**

F.O.B. Value of Exports	<b>4154.50</b>	3825.68
(Excluding Deemed Exports)		

**T** During the year company has given donation to a political party:- Republican party of India amounting to Rs. 0.11 Lacs

**U** Previous years figures have been regrouped and reclassified wherever required.

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**Signatures to Notes 1 to 27 which form an integral part of these Financial Statements**

**For M. M. NISSIM AND CO.**  
Chartered Accountants  
(Firm Reg. No. 107122W)

**N. KASHINATH**  
Partner  
Membership No. 36490  
Mumbai, 30th May, 2013

**For and on behalf of the Board of Directors**

**UMESHKUMAR MORE** Chairman

**NIRAJKUMAR MORE** Managing Director

**VINOD HARITWAL** CEO & Director

Mumbai, 30th May, 2013

**STATEMENT ATTACHED TO THE BALANCE SHEET AS AT 31ST MARCH, 2013**

Pursuant to section 212 of the Companies Act, 1956

	<b>Name of the Subsidiary Company</b>	:	<b>GRAUER &amp; WEIL (SHANGHAI) LIMITED</b>	<b>GRAUER &amp; WEIL (UK) LIMITED</b>
<b>1</b>	Financial year ending	:	<b>31-Dec-12</b>	<b>30-Jun-12</b>
<b>2</b>	Date from which it became subsidiary	:	<b>15-Nov-07</b>	<b>3-Jun-11</b>
<b>3</b>	Extent of the holding Company's interest at the financial year end of the subsidiary	:	<b>Rs. 2,32,84,600/- (100%)</b>	<b>Rs. 76 (100%)</b>
<b>4</b>	The Net aggregate amount of the Subsidiary's profits less losses, so far as it concerns the members of the Holding Company and is not dealt within the Holding Company's account:			
	a) For the financial year mentioned against item 1 above.	:	<b>Rs. 35,81,843 (Loss)</b>	<b>NIL</b>
	b) For the previous financial years of the subsidiary since it became the holding Company's Subsidiary	:	<b>Rs. 1,86,73,297 (Loss)</b>	<b>NIL</b>
<b>5</b>	a) The net aggregate amount of the subsidiary's profit less losses for the financial year, mentioned against item 1 above, so far as those profits are dealt within the Holding Company's account.	:	<b>NIL</b>	<b>NIL</b>
	b) The Net aggregate amount of the subsidiary's profits less losses for the previous financial year of the subsidiary, since it became the holding Company's subsidiary, so far as those profits are dealt within the Holding Company's account.	:	<b>NIL</b>	<b>NIL</b>

For and on behalf of the Board of Directors

**UMESHKUMAR MORE**

Chairman

**NIRAJKUMAR MORE**

Managing Director

**VINOD HARITWAL**

CEO &amp; Director

Mumbai, 30th May, 2013



# CONSOLIDATED

Dadra  
Plant



Jammu  
Plant



Barotiwala  
Plant



Vapi  
Plant



Pune  
Plant

Chembur  
Plant



## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF GRAUER & WEIL (INDIA) LIMITED

We have audited the accompanying Consolidated financial statements of GRAUER & WEIL (INDIA) LIMITED ('the Company') and its subsidiaries (the Company and its subsidiaries constitute 'the Group'), which comprise the consolidated Balance Sheet as at March 31, 2013, and the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement of the Group for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the separate audit reports on individual financial statements of the company, its subsidiaries and associates companies as noted below, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) In the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

#### Other Matter

The financial statements of subsidiaries which in the aggregate represent total assets as at December 31, 2012 of Rs. 604.69 Lacs and total revenue for the year ended on that date of Rs. 437.39 Lacs and of an associate which reflect the Group's share of Loss, upto December 31, 2012 of Rs. 112.62 Lacs and upto March 2012 of Rs. 88.75 Lacs have been audited by other auditors and we have relied upon such audited financial statements for the purpose of our examination of the consolidated financial statements.

**For M. M. NISSIM AND CO.**  
Chartered Accountants  
(Firm Regn. No: 107122W)

**N.Kashinath**  
Partner  
Mem. No. 36490

**Mumbai**  
30<sup>th</sup> May, 2013

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2013**

	Note	Rupees in Lacs	
		As at March 31, 2013	As at March 31, 2012
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	2,267.06	2,267.06
Reserves & Surplus	2	14,535.11	13,053.24
		<u>16,802.17</u>	<u>15,320.30</u>
<b>Non Current Liabilities</b>			
Long Term Borrowings	3	5,789.50	7,016.12
Deferred Tax Liabilities (Net)	4	1,691.34	1,440.11
Other Long Term Liabilities	5	1,164.25	996.41
Long Term Provisions	6	810.81	614.49
		<u>9,455.90</u>	<u>10,067.13</u>
<b>Current Liabilities</b>			
Short Term Borrowings	7	4,126.72	4,444.88
Trade Payables	8	4,624.47	3,532.07
Other Current Liabilities	9	5,706.26	4,526.50
Short Term Provisions	6	506.71	903.96
		<u>14,964.16</u>	<u>13,407.41</u>
Total		<u>41,222.23</u>	<u>38,794.84</u>
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Fixed Assets	10		
Tangible Assets		22,995.03	22,093.48
Intangible Assets		87.47	47.55
Capital Work-in-Progress		15.57	286.36
		<u>23,098.07</u>	<u>22,427.39</u>
Non Current Investments	11	275.78	339.02
Long Term Loans and Advances	12	1,598.31	1,497.23
Other Non Current Assets	13	5.33	3.80
		<u>1,879.42</u>	<u>1,840.05</u>
		<u>24,977.49</u>	<u>24,267.44</u>
<b>Current Assets</b>			
Inventories	14	6,357.16	5,072.58
Trade Receivables	15	7,818.85	7,420.99
Cash and Bank balances	16	597.20	409.63
Short Term Loans and Advances	12	1,249.63	1,396.97
Other Current Assets	13	221.90	227.23
		<u>16,244.74</u>	<u>14,527.40</u>
Total		<u>41,222.23</u>	<u>38,794.84</u>
Other Additional Notes / Information	26		

The notes are an integral part of these financial statements

This is the Balance Sheet referred to in our report of even date

For M. M. NISSIM AND CO.

Chartered Accountants

(Firm Reg. No. 107122W)

N. KASHINATH

Partner

Membership No. 36490

Mumbai, 30th May, 2013

For and on behalf of the Board of Directors

UMESHKUMAR MORE

Chairman

NIRAJKUMAR MORE

Managing Director

VINOD HARITWAL

CEO & Director

Mumbai, 30th May, 2013

**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2013**

	Note	Rupees in Lacs	
		2012-2013	2011-2012
<b>INCOME</b>			
Revenue from operations (Gross)	17	36,796.47	36,064.37
Less: Excise Duty		3,158.87	2,640.07
Revenue from operations (Net)		33,637.60	33,424.30
Other Income	18	216.89	285.14
<b>Total Revenue</b>		<b>33,854.49</b>	<b>33,709.44</b>
<b>EXPENSES</b>			
Cost of materials consumed	19	18,451.88	18,068.12
Purchase of Stock in Trade	20	579.71	377.98
Changes in Inventories	21	(1,211.47)	(500.84)
Employee Benefits Expense	22	3,878.92	3,061.60
Finance Costs	23	2,053.84	2,103.70
Depreciation & Amortisation expense	24	1,101.31	989.98
Other Expenses	25	6,616.27	6,563.29
<b>Total Expenses</b>		<b>31,470.46</b>	<b>30,663.83</b>
<b>Profit Before Tax</b>		<b>2,384.03</b>	<b>3,045.61</b>
<b>Tax Expense:</b>			
Current Tax		478.00	609.00
MAT Credit entitlement		(326.36)	(149.38)
Deferred Tax		251.23	243.84
		402.87	703.46
<b>Profit For The Year</b>		<b>1,981.16</b>	<b>2,342.15</b>
<b>Earnings Per Equity Share in Rupees</b>			
Basic		0.87	1.03
Diluted		0.87	1.03
Other Additional Notes / Information	26		
<b>The notes are an integral part of these financial statements</b>			

This is the Profit & Loss account referred to in our report of even date

**For M. M. NISSIM AND CO.**  
Chartered Accountants  
(Firm Reg. No. 107122W)

For and on behalf of the Board of Directors

**UMESHKUMAR MORE** Chairman

**NIRAJKUMAR MORE** Managing Director

**N. KASHINATH**  
Partner  
Membership No. 36490

**VINOD HARITWAL** CEO & Director

Mumbai, 30th May, 2013

Mumbai, 30th May, 2013

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2013**

	Rupees in Lacs			
	2012-2013		2011-2012	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>				
<b>NET PROFIT BEFORE TAX</b>		<b>2384.03</b>		<b>3,045.61</b>
<b>Adjustment for :</b>				
Depreciation	<b>1050.10</b>		989.98	
Unrealised Exchange (Gain) / Loss	<b>(57.70)</b>		(26.47)	
Bad Debts written off	<b>34.32</b>		115.03	
Interest	<b>2053.84</b>		2,119.05	
Income from Investments	<b>(90.63)</b>		(62.23)	
Loss / (Gain) on fixed assets sold/discarded (Net)	<b>2.43</b>	<b>2992.36</b>	0.65	<b>3,136.01</b>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		<b>5376.39</b>		<b>6,181.62</b>
<b>Adjustment for :</b>				
Trade and other receivables	<b>(346.47)</b>		(684.73)	
Inventories	<b>(1284.59)</b>		(96.92)	
Trade Payable & Provision	<b>2332.27</b>	<b>701.21</b>	(679.79)	<b>(1,461.44)</b>
<b>CASH GENERATED FROM OPERATIONS</b>		<b>6077.60</b>		<b>4,720.18</b>
Direct Taxes paid		<b>(577.97)</b>		<b>(565.77)</b>
<b>NET CASH FROM OPERATING ACTIVITIES</b>		<b>5,499.63</b>		<b>4,154.41</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets	<b>(1744.67)</b>		(816.86)	
Proceeds from sale of Fixed Assets	<b>(29.93)</b>		42.55	
Adjustment on cessation of Parent Subsidiary Relationship			(606.42)	
Purchase of Investments			0.32	
Interest & Dividend income	<b>90.50</b>		99.37	
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>(1684.10)</b>		<b>(1,281.04)</b>

	Rupees in Lacs	
	2012-2013	2011-2012
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
(Repayments) / proceeds from Working Capital Facilities (Net)	<b>(393.16)</b>	5.50
Proceeds from Dealers Deposits	<b>152.08</b>	162.79
Short Term Foreign currency loans from banks-Buyers Credit	<b>3.01</b>	-
Repayment of Term Loans	<b>(1045.52)</b>	(1,295.50)
Hire Purchase Credits repaid	<b>(18.94)</b>	(57.66)
(Repayments) / proceeds from Fixed Deposits (Net)	<b>35.68</b>	69.64
Intercorporate Deposits Accepted	-	15.00
Loans taken from Directors	<b>75.00</b>	65.01
Interest paid	<b>(2114.37)</b>	(2,121.77)
Dividend and Corporate Dividend Tax	<b>(389.74)</b>	(209.39)
NET CASH FROM FINANCING ACTIVITIES	<b>(3695.96)</b>	<b>(3,366.37)</b>
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	<b>119.57</b>	(493.00)
CASH AND CASH EQUIVALENTS AS AT 31.3.2012	<b>358.51</b>	851.51
CASH AND CASH EQUIVALENTS AS AT 31.3.2013	<b>478.08</b>	358.51

This is the Cashflow Statement referred to in our report of even date

**For M. M. NISSIM AND CO.**  
Chartered Accountants  
(Firm Reg. No. 107122W)

**N. KASHINATH**  
Partner  
Membership No. 36490

Mumbai, 30th May, 2013

For and on behalf of the Board of Directors

**UMESHKUMAR MORE** Chairman

**NIRAJKUMAR MORE** Managing Director

**VINOD HARITWAL** CEO & Director

Mumbai, 30th May, 2013

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013**

**NOTE 1: SHARE CAPITAL**

Rupees in lacs

	March 31, 2012	March 31, 2011
<b>Authorised</b>		
500,000,000 Equity Shares of Rs. 1/- each (PY: 500,000,000 Equity Shares of Rs. 1/- each)	<b>5,000.00</b>	5,000.00
	<b>5,000.00</b>	5,000.00
<b>Issued, Subscribed and Fully Paid-up</b>		
226,705,750 Equity Shares of Rs. 1/- each (PY: 226,705,750 shares of Rs 1/- each)	<b>2,267.06</b>	2,267.06
	<b>2,267.06</b>	2,267.06

**Reconciliation of shares outstanding as at the end of the year;**

	March 31, 2013		March 31, 2012	
	No of Shares	Rupees in	No of Shares	Rupees in
As at the beginning of the year	<b>226,705,750</b>	<b>2,267.06</b>	18,573,075	1,857.31
Add: Issued during the year upon sub division of shares	-	-	208,132,675	409.75
<b>Outstanding at the end of the year</b>	<b>226,705,750</b>	<b>2,267.06</b>	226,705,750	2,267.06

**(a) Rights, preferences and restrictions attached to shares**

The company has one class of equity shares having a par value of Rs. 1 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**(b) Shareholders holding more than 5 percent of the Equity shares;**

Name of the Shareholder	No of Shares held	
	March 31, 2013	March 31, 2012
Mr. Umeshkumar More	<b>23,168,570</b>	23,168,570
Mr. Nirajkumar More	<b>27,011,650</b>	27,011,650
Mrs. Premlata More	<b>13,182,710</b>	13,182,710
M/s. Growel Projects Ltd.	<b>12,558,000</b>	12,558,000
M/s. Poona Bottling Co. Pvt. Ltd.	<b>40,975,000</b>	40,975,000
M/s. Ridhi Sidhi Ltd.	<b>32,359,000</b>	32,359,000

**NOTE 2: RESERVES AND SURPLUS**

Rupees in lacs

	March 31, 2013	March 31, 2012
<b>General Reserve</b>		
As per last Account	<b>12,734.84</b>	7,330.23
Add: Transfer from Statement of Profit & Loss	<b>1,600.00</b>	5,000.00
Less: Share of Accumulated Profit/(Loss) in respect of Investments in Associates	<b>(63.23)</b>	-
Less: Transfer from Statement of Profit & Loss being difference of Depreciation on Original Cost & fair value	<b>(51.21)</b>	(51.21)
Add: Accretion on account of cessation of parent subsidiary relationship	-	455.82
	<b>14,220.40</b>	12,734.84
<b>Capital Reserve</b>		
As per Last Balance Sheet	<b>91.37</b>	1,333.04
Less: Withdrawn on account of cessation of parent subsidiary relationship	-	(1,329.74)
Add: Capital reserve arising on associates	-	88.07
	<b>91.37</b>	91.37



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013**

	March 31, 2013	March 31, 2012
<b>Revaluation Reserve</b>		
As per Last Balance Sheet	-	40.63
Less: Withdrawn on account of cessation of parent subsidiary relationship	-	(40.63)
	-	-
<b>Foreign Currency Translation Reserve</b>	<b>(79.41)</b>	<b>(12.84)</b>
	<b>14,232.36</b>	<b>12,813.37</b>
Note: General reserve includes surplus in "Amalgamation reserve" on merger after netting of accumulated losses on merger, amalgamation expenses and difference of depreciation on original cost and their fair value, etc, of Rs. 2,210.02 Lacs (PY : Rs. 2,261.23 Lacs)		
<b>Surplus / (Deficit) in the Statement of Profit &amp; Loss</b>		
As per last Account	<b>239.87</b>	1,522.35
Profit for the year	<b>1,981.16</b>	2,342.15
Add: Cessation of subsidiary relationship		1,770.60
<b>Less:- Appropriations</b>		
Proposed Dividend	<b>272.05</b>	340.06
Corporate Tax on Dividend	<b>46.23</b>	55.17
Transfer to General Reserve	<b>1,600.00</b>	5,000.00
<b>Net surplus in the Statement of Profit &amp; Loss</b>	<b>302.75</b>	239.87
	<b>14,535.11</b>	<b>13,053.24</b>

**NOTE 3: LONG TERM BORROWINGS**

Rupees in lacs

	Non Current		Current Maturities	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
<b>Secured</b>				
Term Loan from Banks	<b>5,326.70</b>	6,519.50	<b>1,902.28</b>	1,755.01
<b>Unsecured</b>				
Loans and Advances from related parties	<b>229.50</b>	229.50		
Fixed Deposits	<b>152.36</b>	122.58	<b>42.00</b>	36.10
Others (Hire Purchase Credits)	<b>80.94</b>	144.54	<b>59.08</b>	14.37
Amounts disclosed under the head 'Other Current Liabilities' (Note 9)			<b>(2,003.36)</b>	(1,805.48)
	<b>5,789.50</b>	<b>7,016.12</b>	-	-

**Nature of Security**

(a) Term loans from The Saraswat Co-op Bank are secured by pari-passu first charge by way of joint mortgage of deposit of title deeds of immovable properties of the Company at Kandivli.

**Terms of repayment**

- i The Term loan is to be repaid in 70 monthly installments without moratorium, out of which 69 installments will be of Rs. 15.00 lacs each and last installment of Rs. 12.00 lacs.
- ii The Term Loan is to be repaid in 72 monthly installments after a moratorium of 12 months, 18 installments of Rs. 5.56 lacs each. 53 installments of Rs. 35.19 lacs each and last installment of Rs. 34.85 lacs.
- iii The Term Loan is to be repaid in 75 monthly installments after a moratorium of 9 months, 74 installments will be of Rs. 75.00 lacs each and last installment will be bullet payment of Rs. 902 lacs.
- iv The Term loan is to be repaid in 48 monthly installments after a moratorium of 12 months, of Rs. 20.83 lacs each.

**Nature of Security**

(b) Term loans from Axis Bank are secured by pari-passu first charge by way of joint mortgage of deposit of title deeds of immovable properties of the Company at Kandivli.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013**

**Terms of repayment**

i The Term Loan is to be repaid in 60 monthly installments, without moratorium, of Rs. 12.50 lacs each.

**Nature of Security**

(c) Hire purchase credits are secured by hypothecation of specific assets purchased there against.

**Terms of repayment**

i The Hire purchase loan taken from ICICI Bank, Axis Bank and The Saraswat Co-op Bank is against purchase of four cars. The Loan from ICICI Bank is repayable in 30 EMI, each of Rs. 0.62 lacs, ending on September 2015. The loan from Axis Bank is repayable in 29 EMI, each of Rs. 0.71 lacs, ending on August 2015. Second car loan from Axis Bank is repayable in 34 EMI, each of Rs. 2.64 lacs, ending on January 2016. The loan from Saraswat Bank is repayable in 5 monthly EMI, each of Rs. 2.11 lacs, ending on August 2013.

**NOTE 4 : DEFERRED TAX LIABILITIES (NET)**

**Rupees in lacs**

	<b>March 31, 2013</b>	March 31, 2012
The breakup of Deferred Tax Liabilities arising on account of timing difference in:		
- Depreciation	<b>2,017.38</b>	1,691.40
- Accrued Expenses allowable on Actual Payments	<b>(326.04)</b>	(251.29)
Deferred Tax Liabilities (Net)	<b>1,691.34</b>	1,440.11

**NOTE 5: OTHER LONG TERM LIABILITIES**

**Rupees in lacs**

	<b>March 31, 2013</b>	March 31, 2012
<b>Unsecured</b>		
Deposits from Licensees and Dealers	<b>1,082.62</b>	930.54
Staff Advances	<b>81.63</b>	65.87
	<b>1,164.25</b>	996.41

**NOTE 6: PROVISIONS**

**Rupees in lacs**

	<b>LONG TERM</b>		<b>SHORT TERM</b>	
	<b>March 31, 2013</b>	March 31, 2012	<b>March 31, 2013</b>	March 31, 2012
<b>Provision for Employee Benefits</b>				
Leave benefits	<b>116.93</b>	81.01	<b>17.38</b>	19.47
Gratuity	<b>693.88</b>	533.48	<b>131.03</b>	140.55
For Tax (Net of advance Tax paid)			<b>40.02</b>	348.71
Proposed Dividend			<b>272.05</b>	340.06
Corporate Tax on Dividend			<b>46.23</b>	55.17
	<b>810.81</b>	614.49	<b>506.71</b>	903.96

**NOTE 7: SHORT TERM BORROWINGS**

**Rupees in lacs**

	<b>March 31, 2013</b>	March 31, 2012
<b>Secured</b>		
Working Capital facilities from Banks	<b>3,822.72</b>	4,215.88
<b>Unsecured</b>		
Loans from related parties	<b>304.00</b>	229.00
	<b>4,126.72</b>	4,444.88

**Nature of Security**

(a) Working capital facilities are secured by hypothecation of all stocks, moveable assets and book debts by way of first charge on pari-passu basis and are further collaterally secured by second pari-passu charge on the block assets of Shopping Mall at Kandivli, Mumbai. Working Capital facilities from Punjab National Bank are further collaterally secured by first charge on the block of assets of Samba unit.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013**

**NOTE 8: TRADE PAYABLES**

Rupees in lacs

	<b>March 31, 2013</b>	March 31, 2012
Trade payables	<b>3,752.26</b>	3,427.04
Acceptances	<b>872.21</b>	105.03
	<b>4,624.47</b>	3,532.07

**NOTE 9: OTHER CURRENT LIABILITIES**

Rupees in lacs

	<b>March 31, 2013</b>	March 31, 2012
Current maturities of long term borrowings (Note 3)	<b>2,003.36</b>	1,805.48
Interest accrued but not due on borrowings	<b>45.28</b>	105.81
Statutory dues:		
Excise Duty	<b>151.76</b>	167.15
Service Tax Payable	<b>307.92</b>	249.76
Others	<b>67.18</b>	81.15
Other payables:		
Employee benefits	<b>253.19</b>	172.39
Unpaid Dividend	<b>23.12</b>	17.63
Unpaid Matured deposits	-	0.15
Sundry creditors for capital goods	<b>91.41</b>	230.95
Discount payable	<b>579.83</b>	315.95
Advances from customers	<b>917.56</b>	609.55
Others	<b>1,265.65</b>	770.53
	<b>5,706.26</b>	4,526.50

There is no amount due and outstanding to be credited to Investor Education and Protection Fund.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013**

**NOTE 10: FIXED ASSETS** Rupees in Lacs

Nature of Fixed Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	Cost as at 01/04/12	Additions	Deductions	Other Adjustments	Cost as at 31/03/13	Upto 31/03/12	Provided during the year	Deductions Adjustments	Upto 31/03/13	As at 31/03/13	As at 31/03/12
<b>Tangible Assets</b>											
Land											
a) Freehold	1,119.07	368.74			1,487.81	-				1,487.81	1,119.07
b) Leasehold	1,887.61				1,887.61	131.83	31.20		163.03	1,724.58	1,755.78
Buildings	13,483.95	833.81			14,317.76	1,444.40	451.89		1,896.29	12,421.47	12,039.55
Plant & Machinery	6,845.97	620.24	4.41	86.06	7,375.74	2,005.16	403.43	79.69	2,328.90	5,046.84	4,840.81
Laboratory Equipment	311.87	3.96		4.86	310.97	154.63	14.49		169.12	141.85	157.24
R&D Equipment	592.04	39.89			631.93	238.38	30.20		268.58	363.35	353.66
Furniture & Fixtures	1,396.34	65.85	0.29		1,461.90	353.29	89.61	0.11	442.79	1,019.11	1,043.04
Vehicles	824.34	84.13	26.45	6.57	875.45	277.96	79.60	23.51	334.05	541.40	546.38
Office Equipment	427.63	34.22		0.22	461.63	189.66	23.35		213.01	248.62	237.97
<b>TOTAL</b>	<b>26,888.80</b>	<b>2,050.84</b>	<b>31.15</b>	<b>97.71</b>	<b>28,810.80</b>	<b>4,795.31</b>	<b>1,123.77</b>	<b>103.31</b>	<b>5,815.77</b>	<b>22,995.03</b>	<b>22,093.48</b>
Previous year	26,369.11	612.42	78.96	13.77	26,888.80	3,806.36	1,024.72	35.76	4,795.31	22,093.48	
<b>Intangible Assets</b>											
Computer Software	94.37	68.67			163.04	46.82	28.75		75.57	87.47	47.55
<b>TOTAL</b>	<b>94.37</b>	<b>68.67</b>	<b>-</b>	<b>-</b>	<b>163.04</b>	<b>46.82</b>	<b>28.75</b>	<b>-</b>	<b>75.57</b>	<b>87.47</b>	<b>47.55</b>
Previous year	87.67	6.70	-	-	94.37	30.38	16.44	-	46.82	47.55	
Capital Work in Progress (Note(a))										15.57	286.36
										23,098.07	22,427.39
<b>(a) Details of pre-operative expenses included in Capital Work in Progress:</b>											
Professional Fees										8.48	0.45
Borrowing Cost										(2.12)	7.75
										6.36	8.20
Add: Brought forward from previous year										9.07	0.87
Less - Capitalised during the year										15.43	9.07
<b>Total</b>										<b>9.80</b>	<b>9.07</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013**

**NOTE 11: NON CURRENT INVESTMENTS (Non Trade)**

Rupees in lacs

	March 31, 2013	March 31, 2012
<b>(at cost less permanent diminution in value)</b>		
<b>In Associates</b>		
Fully paid equity shares (Unquoted)	<b>270.08</b>	333.31
(a) Carrying cost of investments in associates (see note below)		
<b>Others</b>		
(a) Fully paid equity shares (Quoted)	<b>2.45</b>	2.46
(b) Fully paid equity shares (Unquoted)	<b>2.56</b>	2.56
(c) National savings Certificates	<b>0.69</b>	0.69
	<b>275.78</b>	339.02

**Note**

The Investments in associates are accounted for in accordance with AS 23 "Accounting for Investments in Associates in Consolidated Financial Statements" These investments have been recorded at cost, as adjusted for share of profit/(loss) of said associate companies. The break-up of Investments is as follows :

Name of Associate	Country of incorporation	No.of shares	Original Cost of Investment	Amt of Goodwill/ (Capital Reserve) in Original Cost	Accumulated Profit/(Loss) as at year end	Carrying cost of Investments
Growel Goema (I) Pvt Ltd	India	2.50	25.02	3.31	(57.32)	-
		(2.50)	(25.02)	(3.31)	(-54.38)	-
Growel Sidasa Industries Pvt.Ltd.	India	12.88	128.83	-	(100.31)	28.52
		(4.45)	(44.49)	-	(-70.52)	-
Grauer & Weil (Thailand) Ltd	Thailand	0.59	83.83	-	(146.59)	-
		(0.59)	(83.83)	-	(-51.27)	(72.84)
Growel Energy Ltd.	India	0.49	4.94	-	-	4.94
		(0.49)	(4.94)	-	-	(4.94)
Poona Bottling Co.Pvt.Ltd	India	0.92	3.90	-	232.72	236.62
		(0.92)	(3.90)	-	(251.63)	(255.53)
<b>TOTAL</b>			<b>246.52</b>			<b>270.08</b>
			(162.18)			(333.31)

Figures in brackets are in respect of previous year.

**NOTE 12: LOANS AND ADVANCES:**

Rupees in lacs

	LONG TERM		SHORT TERM	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
<b>Unsecured - Considered Good</b>				
Capital Advances	289.56	314.94		
Security Deposits	264.34	247.51		
Loans and Advances to related parties	50.00	50.00	1.58	2.98
Loans and advances to employees	12.21	20.23	44.10	24.83
Advance income tax	128.86	337.57		
MAT credit entitlement	853.34	526.98		
Advance to Suppliers			634.98	732.68
Pre-paid - Advance recoverable in cash or kind or for value to be received			1.90	1.25
<b>Balances with Govt Authorities</b>				
(i) CENVAT			249.23	157.17
(ii) VAT			129.47	99.08
(iii) Service Tax			188.37	378.98
	<b>1,598.31</b>	1,497.23	<b>1,249.63</b>	1,396.97

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013**

**NOTE 13: OTHER ASSETS**

Rupees in lacs

	NON CURRENT		CURRENT	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
<b>(Unsecured - Considered Good)</b>				
Interest accrued on Inter corporate deposits			7.35	7.22
Share application money pending allotment			-	84.34
Prepaid expenses			77.35	51.80
Others			137.20	83.87
Non current Bank balances (Note 16)	5.33	3.80	-	-
	<u>5.33</u>	<u>3.80</u>	<u>221.90</u>	<u>227.23</u>

**NOTE 14: INVENTORIES**

Rupees in lacs

	March 31, 2013	March 31, 2012
<b>At lower of cost and net realisable value</b>		
Raw materials	2,218.56	2,184.13
Goods-in-transit	331.51	374.59
	<u>2,550.07</u>	<u>2,558.72</u>
Work-in-progress	1,020.40	450.34
Finished goods	2,635.07	1,893.33
	<u>2,635.07</u>	<u>1,893.33</u>
Stores and spares	151.62	170.19
	<u>6,357.16</u>	<u>5,072.58</u>

**NOTE 15: TRADE RECEIVABLES**

Rupees in lacs

	March 31, 2013	March 31, 2012
<b>Overdue for a period exceeding six months</b>		
Secured Considered Good	328.76	273.47
Unsecured Considered Good	1,684.04	1,034.23
<b>Others</b>		
Secured Considered Good	220.31	249.68
Unsecured Considered Good	5,585.74	5,863.61
	<u>7,818.85</u>	<u>7,420.99</u>

**NOTE 16: CASH AND BANK BALANCES**

Rupees in lacs

	NON CURRENT		CURRENT	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
<b>Cash &amp; Cash Equivalents</b>				
<b>Balances with banks</b>				
In Current Accounts			357.36	274.23
In EEFC accounts			91.00	52.74
In deposit accounts			0.06	0.38
Cash on hand			29.66	31.16
			<u>478.08</u>	<u>358.51</u>
<b>In earmarked accounts</b>				
Unpaid dividend accounts			23.12	17.63
<b>Other bank balances</b>				
Margin Money Deposits	5.33	3.80	96.00	33.49
Amount disclosed under 'Non Current Assets' (Note 13)	(5.33)	(3.80)		
	<u>-</u>	<u>-</u>	<u>597.20</u>	<u>409.63</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013**

**NOTE 17: REVENUE FROM OPERATIONS**

Rupees in lacs

	2012-2013	2011-2012
<b>Sale of Goods</b>	<b>38,107.69</b>	37,456.36
Less: Trade Discount	3,826.48	3,469.90
	<b>34,281.21</b>	33,986.46
Business Conducting Fees/Licence Fees and related income	<b>1,928.98</b>	1,765.33
<b>Other Operating Revenues</b>		
Plating and Service charges	166.04	86.91
License Fees	-	4.32
Business Support Fee	82.09	68.00
Excise Duty Refund	187.25	61.01
Scrap Sales	96.63	92.34
Export Duty Drawback	54.27	-
	<b>36,796.47</b>	36,064.37
<b>Details of sales (Gross):</b>		
<b>Class of Goods</b>		
Electroplating Chemicals	23,285.83	23,247.57
Basic Chemicals	1,934.08	1,987.26
Intermeditory Chemicals	1,489.27	1,103.91
Electroplating Equipments	4,076.92	4,176.01
Free Sample	3.55	6.96
Paints, Enamels, vanishes and oil bound distempers	4,935.59	5,968.17
Others	2,382.45	966.48
	<b>38,107.69</b>	37,456.36

**NOTE 18: OTHER INCOME**

Rupees in lacs

	2012-2013	2011-2012
Interest Income	90.63	40.40
Dividend Income		
Other than trade investments	0.15	0.16
Net gain on foreign currency transactions and translation	68.79	184.36
Sundry Balances Written Back	40.70	11.57
Profit on sale of investments	-	10.77
Profit on cessation of parent subsidiary relation ship	-	11.06
Others	16.62	26.82
	<b>216.89</b>	285.14

**NOTE 19: COST OF MATERIALS CONSUMED**

Rupees in lacs

	2012-2013	2011-2012
Opening stock	2,184.13	2,426.75
Add : Purchases	18,486.31	17,825.50
	<b>20,670.44</b>	20,252.25
Less: Closing Stock	2,218.56	2,184.13
	<b>18,451.88</b>	18,068.12
<b>Details of Raw Materials consumed:</b>		
Inorganic Compounds	7,452.67	7,609.21
Organic Compounds	5,997.35	5,487.25
Mild Steel & Angles, Beams Channels, Sheets, Rods and Flats	780.41	468.04
Stainless Steel, Rods, Sheets & Flats	208.63	135.14
Electric Motors	110.61	83.90
Rectifiers	102.06	15.89
Pigments	406.60	429.29
Resins	1,285.17	1,401.51
Solvents	842.42	865.99
Others	1,265.96	1,571.90
	<b>18,451.88</b>	18,068.12

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013**

**NOTE 20: PURCHASE OF STOCK IN TRADE**

Rupees in lacs

	2012-2013	2011-2012
Traded goods	579.71	377.98

**NOTE 21: CHANGES IN INVENTORIES**

	2012-2013	2011-2012
<b>Closing Stock</b>		
Traded Goods	138.24	141.11
Work in Progress	1,020.40	450.34
Finished Goods	2,429.80	1,752.22
	<u>3,588.44</u>	<u>2,343.67</u>
<b>Less: Opening Stock</b>		
Traded Goods	141.11	114.65
Work in Progress	450.34	363.49
Finished Goods	1,752.22	1,296.52
	<u>2,343.67</u>	<u>1,774.66</u>
	(1,244.77)	(569.01)
Differential Excise Duty on Opening and Closing stock of Finished Goods	33.30	68.17
	<u>(1,211.47)</u>	<u>(500.84)</u>

**Details of Inventory:**

Rupees in Lacs

	Work-in-process		Finished Goods	
	Opening Stock	Closing Stock	Opening Stock	Closing Stock
Electroplating Chemicals	145.15	147.74	866.80	967.27
Basic Chemicals	1.63	0.63	19.02	8.64
Intermediary Chemicals	44.02	49.50	7.25	47.43
Electroplating Equipments	220.50	732.66	7.42	479.79
Paints, Enamels, varnishes and oil bound distempers	39.04	89.87	851.73	926.67
	<u>450.34</u>	<u>1,020.40</u>	<u>1,752.22</u>	<u>2,429.80</u>
			Traded Goods	
			Opening Stock	Closing Stock
Electroplating Chemicals			97.37	92.76
Paints, Enamels, varnishes and oil bound distempers			43.74	45.48
			<u>141.11</u>	<u>138.24</u>

**NOTE 22: EMPLOYEE BENEFITS EXPENSE**

Rupees in lacs

	2012-2013	2011-2012
Salaries, Wages, Bonus, and Allowances	3,343.26	2,601.24
Contribution to Provident, Gratuity and Other Funds	166.06	145.35
Welfare Expenses	369.60	315.01
	<u>3,878.92</u>	<u>3,061.60</u>

**NOTE 23: FINANCE COSTS**

Rupees in lacs

	2012-2013	2011-2012
Interest	1,631.59	1,716.63
Cash Discount	314.68	285.42
Bank charges	107.57	101.65
	<u>2,053.84</u>	<u>2,103.70</u>

**NOTE 24: DEPRECIATION & AMORTISATION**

Rupees in lacs

	2012-2013	2011-2012
On Tangible Fixed Assets	1,123.77	1,024.75
On Intangible Fixed Assets	28.75	16.44
	<u>1,152.52</u>	<u>1,041.19</u>
Less: Transferred from General Reserve	51.21	51.21
	<u>1,101.31</u>	<u>989.98</u>



**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013**

**NOTE 25: OTHER EXPENSES**

Rupees in lacs

	2012-2013	2011-2012
Stores and Spares Consumed	534.75	374.41
Packing Materials consumed	1,064.59	1,069.95
Storage / Clearance	9.74	8.30
Power and Fuel	369.46	329.92
Job work charges	550.08	632.34
Drawings, Designs and Layout Expenses	33.43	38.50
Rent	119.00	112.56
Repairs and Renewals:		
Buildings	216.21	178.77
Plant and Machinery	111.28	113.35
Other Assets	93.84	134.90
	421.33	427.02
Insurance	84.69	72.34
Rates and Taxes	216.17	183.45
Printing and Stationery	60.11	64.30
Travelling & Conveyance	446.13	423.71
Communication Expenses	121.02	126.55
Legal & Professional Charges	261.03	209.39
Auditors' Remuneration:		
As Auditors	3.97	4.44
For Tax Audit	0.81	0.75
For Taxation matters	2.16	2.00
In other capacity for Certificates and other Services	0.81	0.75
Reimbursement of Expenses etc.	0.09	0.98
	7.84	8.92
Cost Auditors Remuneration:		
As Auditors	1.47	0.50
Reimbursement of Expenses	-	0.08
	1.47	0.58
Directors' Fees	2.49	2.68
Loss on fixed assets sold / discarded (Net)	2.43	0.64
Vehicle Expenses	155.17	146.73
Donations & Contributions	3.00	2.43
Business promotion	55.21	51.63
Advertisement & Sales Promotion	2.76	2.71
Sales Tax	696.76	662.92
Freight and Forwarding (Net)	607.73	588.33
Exchange Fluctuations	-	2.29
Bad Debts written off	34.32	115.03
Research And Development Exp	129.97	112.25
Discount And Commission	191.22	177.26
Promotion	125.21	100.15
Guards & Security	105.38	86.61
Unrecovered Common Expenses	(91.65)	99.84
Miscellaneous Expenses	295.43	329.55
	6,616.27	6,563.29

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013**

**NOTE 26: OTHER ADDITIONAL NOTES / INFORMATION**

**I. Basis of Consolidation:**

The Consolidated financial statements relate to Grauer & Weil (India) Ltd., ('the Company'), its Subsidiary companies and associates. The Company and its subsidiaries constitute the Group.

**a. Basis of Accounting:**

- i) The financial statements of the subsidiary companies viz Grauer & Weil (Shanghai) Ltd. & Grauer & Weil (UK) Limited used in the consolidation are drawn upto December 31, 2012 and 30 June 2012 respectively.
- ii) The financial statements of the associates have been prepared in compliance with the Companies (Accounting Standard) Rules, 2006, and those of a foreign subsidiaries has been prepared in compliance with the local laws and applicable accounting standards, and necessary adjustment for material differences, if any, in the accounting polices have been made in the consolidated financial statements.

**b. Principles of consolidation:**

The consolidated financial statements have been prepared on the following basis:

- i) The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. The intra-group balances and intra-group transactions and unrealised profits or losses are fully eliminated.
- ii) Investments in associate companies have been accounted under the equity method as per Accounting Standards 'Accounting for Investments in Associates' in Consolidated Financial Statements', notified in the Companies (Accounting Standard) Rules, 2006.
- iii) The excess of cost to the Company of its investments in the subsidiary companies over its share of the equity of the subsidiary companies, at the dates on which the investments in the subsidiary companies is made, is recognised as 'goodwill' being an asset in the consolidated financial statements. Alternatively, where the share of equity in the subsidiary companies as on the date of investment, is in excess of cost of investment of the Company, it is recognised as 'capital reserve' and shown under the head 'Reserves and Surplus' in the consolidated financial statements.

**c. Information on subsidiary companies:**

The following subsidiary companies are considered in the consolidated financial statements:

		% Shares held as at March 31, 2013	% Shares held as at March 31, 2012	Country of Incorporation
i.	Grauer & Weil (Shanghai) Limited	100%	100%	China
ii.	Grauer & Weil (UK) Limited	100%	100%	England

**d. The following Associate Companies are considered in the consolidated financial statements:**

		% Shares held as at March 31, 2012	% Shares held as at March 31, 2012	Country of Incorporation
i.	Growel Goema (India) Pvt. Ltd.	29.99%	29.99%	India
ii.	Grauer & Weil (Thailand) Limited	49.99%	49.99%	Thailand
iii.	Growel Sidasa Industries Pvt. Ltd	49.80%	49.43%	India
iv.	Growel Energy Company Limited	47.94%	47.94%	India
v.	Poona Bottling Company Pvt. Ltd	48.66%	48.66%	India

**2. Accounting Policies**

The accounting policies of the parent company are presented in note I forming part of its standalone financial statement. Difference in accounting policies followed by the subsidiary companies consolidated have been reviewed and no adjustments have been made, since there are no material differences.

- 3. The other notes/additional information to these consolidated financial statements are disclosed to the extent necessary for presenting a true and fair view of the consolidated financial statements.
- 4. Consolidated related party transactions, employee benefit disclosures, capital commitments and contingent liabilities are same as disclosed in the standalone financial statements of the company, except for elimination of related party transactions with subsidiary companies.

**5. Earnings Per Share**

Calculation of Earnings per share for the year ended 31.03.2013

		31.03.2013	31.03.2012
Profit for the year	Rs in lacs	1,981.16	2,342.15
Weighted average number of equity shares (Face Value Rs. 1 per share)	(Nos. in lacs)	2,267.06	2,267.06
Basic Earnings per share	Rs.	0.87	1.03

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013**

**6. Segment reporting**

The following tables present revenue and profit/(loss) information regarding business/ geographical segments for the year ended 31st March, 2013 and certain assets and liabilities information regarding business and geographical segments as at 31st March, 2013

**(a) Primary Segment Reporting by business segments**

Rupees in Lacs

	<b>Chemical</b>	<b>Engineering</b>	<b>Shoppertainment</b>	<b>Paints</b>	<b>Total</b>
<b>Segment revenue</b>					
<b>Income from operations</b>	<b>23,059.18</b>	<b>3,730.12</b>	<b>1,928.98</b>	<b>4,333.04</b>	<b>33,051.32</b>
	(21,989.87)	(3,861.61)	(1,765.45)	(5,494.94)	(33,111.87)
Less : Inter segment Revenue				-	-
				-	-
Add : Other Income	<b>440.88</b>	<b>235.04</b>	<b>13.60</b>	<b>50.05</b>	<b>739.57</b>
	(399.64)	(132.01)	(12.03)	(4.02)	(547.70)
Add : Unallocable					<b>63.60</b>
					(49.87)
<b>Total</b>	<b>23,500.06</b>	<b>3,965.16</b>	<b>1,942.58</b>	<b>4,383.09</b>	<b>33,854.49</b>
	(22,389.51)	(3,993.62)	(1,777.48)	(5,498.95)	(33,709.44)
<b>Segment Results</b>	<b>5,007.27</b>	<b>213.47</b>	<b>938.94</b>	<b>(365.88)</b>	<b>5,793.80</b>
	(5,107.24)	(283.40)	(711.87)	(262.27)	(6,364.78)
Less : Interest					<b>2,053.84</b>
					(2,103.70)
Less : Other Unallocable Expenditure net of unallocable Income					<b>1,355.93</b>
					(1,215.47)
<b>Profit Before Tax</b>					<b>2,384.03</b>
					(3,045.61)
Less : Provision for Current and Deferred tax					<b>402.87</b>
					(703.46)
<b>Profit After Tax</b>					<b>1,981.16</b>
					(2,342.15)
Segment Assets	<b>14,102.70</b>	<b>3,406.96</b>	<b>14,033.68</b>	<b>7,024.94</b>	<b>38,568.28</b>
	(12,621.88)	(2,554.51)	(14,380.28)	(6,402.76)	(35,959.45)
Unallocated corporate Assets					<b>2,653.95</b>
					(2,835.39)
<b>Total Assets</b>					<b>41,222.23</b>
					(38,794.84)
Segment Liabilities	<b>4,533.63</b>	<b>2,084.62</b>	<b>1,980.98</b>	<b>2,706.90</b>	<b>11,306.13</b>
	(3,271.14)	(1,519.02)	(977.77)	(1,149.72)	(6,917.65)
Unallocated corporate Liabilities					<b>29,916.10</b>
					(31,877.19)
<b>Total Liabilities</b>					<b>41,222.23</b>
					(38,794.84)
Capital Expenditure	<b>1,613.83</b>	<b>83.79</b>	<b>87.25</b>	<b>29.80</b>	
	(472.47)	(52.33)	(264.37)	(32.35)	
Depreciation	<b>428.24</b>	<b>22.19</b>	<b>564.86</b>	<b>19.58</b>	
	(339.61)	(18.84)	(551.91)	(18.00)	

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013**

**(b) Secondary segment reporting by Geographical segment**

	<b>Domestic</b>	<b>Foreign</b>	<b>Total</b>
Revenue	<b>29,052.65</b> (29,895.54)	<b>4,801.84</b> (3,813.90)	<b>33,854.49</b> (33,709.44)
Total Assets	<b>39,621.01</b> (37,221.89)	<b>1,601.22</b> (1,572.95)	<b>41,222.23</b> (38,794.84)

Note : Previous year's figures are in brackets

7. Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with the group's financial statement.

**Signatures to Notes I to 26 which form an integral part of these Consolidated Financial Statements**

**For M. M. NISSIM AND CO.**  
Chartered Accountants  
(Firm Reg. No. 107122W)

**N. KASHINATH**  
Partner  
Membership No. 36490  
Mumbai, 30th May, 2013

**For and on behalf of the Board of Directors**  
**UMESHKUMAR MORE** Chairman

**NIRAJKUMAR MORE** Managing Director

**VINOD HARITWAL** CEO & Director

Mumbai, 30th May, 2013

**ATTENDANCE SLIP**

Regd. Office: 'Growel House', Akurli Road, Kandivli (East), Mumbai - 400 101.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint Shareholders may obtain additional Attendance Slips on request.

NAME & ADDRESS OF THE SHAREHOLDER:

DPID No. / L. F. NO.	
No. of Shares held:	

I hereby record my presence at the 55th Annual General Meeting of the Company to be held on Thursday, July 25, 2013 at 04.00 p. m. at Growel's IOI Mall, 'Growel House', Akurli Road, Kandivli (East), Mumbai - 400101.

SIGNATURE OF THE SHAREHOLDERS OR PROXY
--

**PROXY**

Regd. Office: 'Growel House', Akurli Road, Kandivli (East), Mumbai - 400 101.

L. F. No. / DPID No.

I / We \_\_\_\_\_ of

\_\_\_\_\_ being a member / members of GRAUER & WEIL (INDIA) LIMITED hereby

appoint \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to vote for me/us and on my/our behalf at the 55th Annual General Meeting of the Company to be held on Thursday, July 25, 2013 at 04.00 p. m. at Growel's IOI Mall, 'Growel House', Akurli Road, Kandivli (East), Mumbai - 400101.

As witness my/our hand(s) this \_\_\_\_\_ day of ....., 2013.

Affix a Revenue Stamp
-----------------------------

Signed by the said \_\_\_\_\_

Note: The Proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.



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**ELECTROPLATING  
PLANTS &  
EQUIPMENT**

**EFFLUENT  
TREATMENT  
SYSTEMS**

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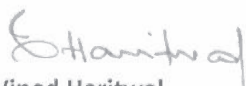


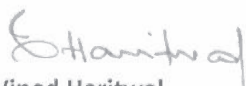


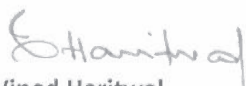


If undelivered please return to GRAUER & WEIL (INDIA) LTD.

'Growel House', Akurli Road, Kandivli (East), Mumbai - 4000101.

T: +91 22 66993000 | F: +91 22 66993010 | E: [hq@growel.com](mailto:hq@growel.com)



**FORM A PURSUANT TO CLAUSE 31(a) OF LISTING AGREEMENT**

1.	Name of the Company	Grauer & Weil (India) Ltd.				
2.	Annual Financial Statements for the year ended	31-03-2013				
3.	Type of Audit observation	<p><b><u>Matter of Emphasis from Auditor's Point of view :</u></b></p> <p>We draw attention to Note No. 27 (L) to the accounts on non provision for diminution in the Value of Investments relating to investments in equity Shares of Subsidiary and Associates. The management considers these investments as strategic investments and based upon projected future earnings expect the diminution in Value to be temporary, upon , which they have placed their reliance. Our opinion is not qualified in respect of the aforesaid matter.</p> <p><b><u>Management View in respect of above matter of Emphasis :</u></b></p> <p><b>Note No. 27 (L) :</b> The company has investment of Rs. 232.85 lacs (P.Y. 232.85 lacs) in equity shares of Grauer &amp; Weil (Shanghai) Ltd, a wholly owned subsidiary company and investment in equity shares of Growel Goema (I) Pvt. Ltd, Growel Sidasa Industries Pvt. Ltd and Grauer &amp; Weil (Thailand) Limited being investment in associates amounting to Rs 227.65 (P.Y. 143.31 lacs). The net worth of these companies have eroded. The management considers these as strategic investments and the company has also during the year infused fresh capital. Based on the projected future earnings, the management is of the opinion that the diminution in value of investments is temporary and that no provision is required, upon which the auditors being unable to make an informed judgment, have placed their reliance.</p>				
4.	Frequency of Observation	Repetitive				
5.	Signature	<table border="0"> <tr> <td> <p>For Grauer &amp; Weil (I) Ltd.</p>  <p>Vinod Haritwal CEO &amp; Whole Time Director</p> </td> <td> <p>For M. M. Nissim And Co.</p>  <p>N. Kashinath Partner (Mem. No. 36490)</p> </td> </tr> <tr> <td>  <p>Suresh Pareek Chairman – Audit Committee</p> </td> <td></td> </tr> </table>	<p>For Grauer &amp; Weil (I) Ltd.</p>  <p>Vinod Haritwal CEO &amp; Whole Time Director</p>	<p>For M. M. Nissim And Co.</p>  <p>N. Kashinath Partner (Mem. No. 36490)</p>	 <p>Suresh Pareek Chairman – Audit Committee</p>	
<p>For Grauer &amp; Weil (I) Ltd.</p>  <p>Vinod Haritwal CEO &amp; Whole Time Director</p>	<p>For M. M. Nissim And Co.</p>  <p>N. Kashinath Partner (Mem. No. 36490)</p>					
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