

annual report
2013-2014



**CHEMICALS
ENGINEERING
PAINTS
LUBE
REAL ESTATE**



Grauer & Weil (India) Limited

limitless
passion
unlimited
possibilities

For past 60 years, Grauer & Weil is the only company in India and one of the few in the world to offer as wide an array of solutions in Chemicals, Engineering, Paints, Lube and Real Estate, all under one roof.

With state-of-the-art IMS certified production units, sophisticated R&D facilities and laboratories, highly qualified and experienced workforce, Grauer & Weil operates on global scale.

- Chemicals** - Pioneers and the market leaders in the field of Electroplating Chemicals
- Engineering** - Manufactures and markets a complete range of Engineering Plants and Auxiliary Equipment's, tailor-made to meet the specific surface finishing requirements of every industry
- Paints** - Accredited as being one of the main suppliers of Super Build Surface Tolerant & High Chemical Resistant Coating systems
- Lube** - Offers a wide range of Specialised Lubricants and Oils for varied industrial applications
- Real Estate** - Successfully built and runs 7,50,000 sqft of Growel's 101 Mall in the heart of Mumbai City



corporate
social
responsibility

“Corporate Social Responsibility (CSR) is a company’s sense of responsibility towards the community and environment (both ecological and social) in which it operates. Companies express this citizenship through their waste and pollution reduction processes and contributing educational and social programs.”



Grauer and Weil (India) Limited’s corporate social responsibility (CSR) activities reflect its philosophy of implementing sound business practices; innovating to realise products and services that inspire and excite; assisting the communities in which we operate; and helping to shape a better, more sustainable society. Grauer and Weil (India) Limited believes that these activities both benefit society and enhance corporate value. A few of its initiatives are mentioned below:



Grauel’s 101 Mall donated 101 solar lanterns to tribals at SGNP, Mumbai



Dadra factory team planted 56 trees around the unit on the world environment day



35 bottles of blood was collected and donated to Indian Red Cross Society, Silvassa



Go Green initiative take up by Barotiwala Plant



Free eye checkup camp organised by Dadra Plant for local community

growel's
101 Mall



Christmas Event 2013



WOW Sale Event 2013

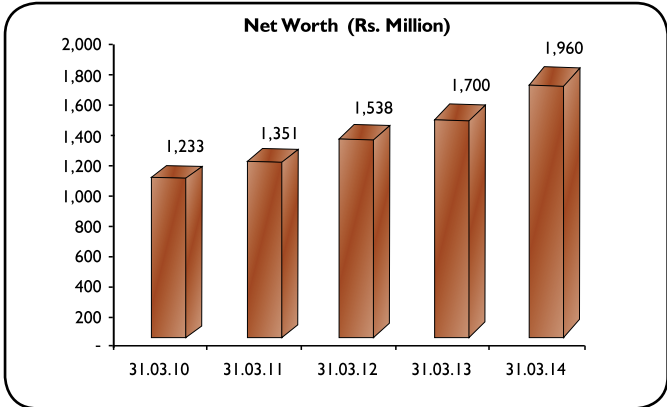
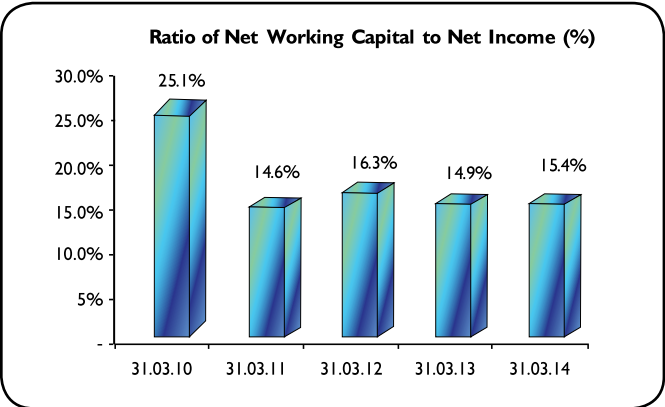
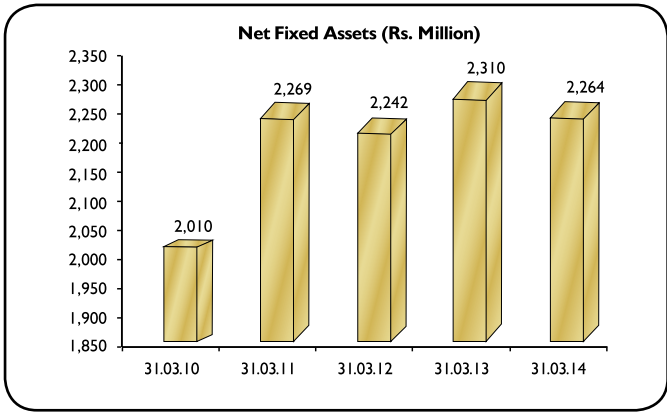
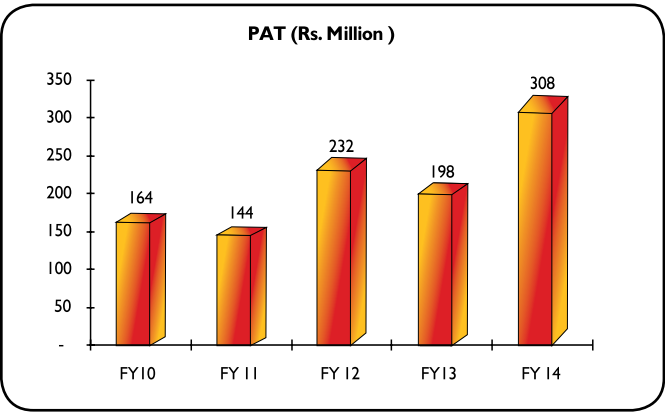
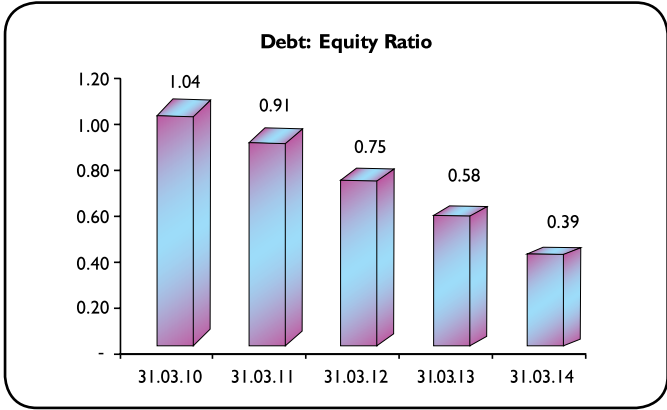
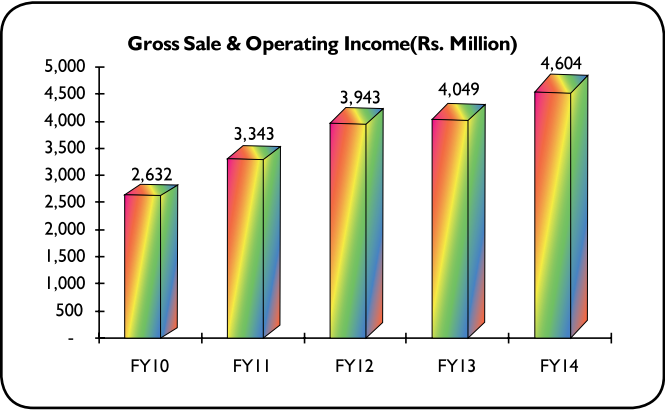
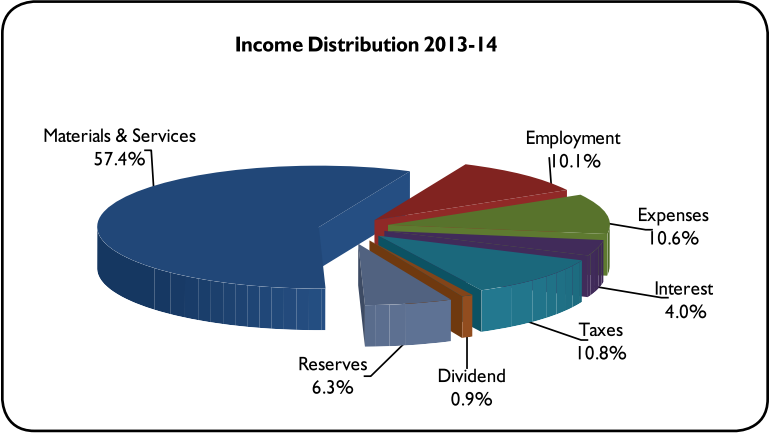


Europa Calling 2013



ArtiSTREE Event 2014





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BOARD OF DIRECTORS

Umeshkumar More	Chairman
Nirajkumar More	Managing Director
Vinod Haritwal	CEO & Whole Time Director
Rohitkumar More	Whole Time Director
Suresh Pareek	Director
Karunchandra Srivastava	Director
Madan Mohan Chaturvedi	Director
Yogesh Samat	Director
Tarun Govil	Director (w.e.f. 30-05-2014)

COMMITTEES

AUDIT COMMITTEE

Suresh Pareek	Chairman
Nirajkumar More	Member
Madan Mohan Chaturvedi	Member
Karunchandra Srivastava	Member
Yogesh Samat	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Tarun Govil	Chairman
Nirajkumar More	Member
Vinod Haritwal	Member

NOMINATION & REMUNERATION COMMITTEE

Madan Mohan Chaturvedi	Chairman
Umeshkumar More	Member
Suresh Pareek	Member

CSR COMMITTEE

Nirajkumar More	Chairman
Tarun Govil	Member
Vinod Haritwal	Member

MANAGEMENT TEAM

Rajender Guleria*	Sr. President	Sanjay Tamhankar	Chief Operating Officer (Engineering)
Pallavi More	President	Rajiv Bhatia	Chief Operating Officer (Real Estate)
Mala Singh	President	Jagdish Kadam	Chief Financial Officer
P S Khanolkar	President (Paints)	Chintan K. Gandhi	Company Secretary

*Since resigned

AUDITORS

M. M. Nissim And Co.	Chartered Accountants
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BANKERS

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

REGISTERED OFFICE

Growel House, Akurli Road, Kandivli (East), Mumbai – 400 101.

PLANTS

Dadra	Chemicals, Lubricants and Paints
Barotiwala (H.P.)	Chemicals and Lubricants
Vapi	Chemical Intermediates, Lubricants and Paints
Samba (Jammu)	Chemicals
Alandi (Pune)	Engineering
Chembur (Mumbai)	Paints

MALL

Kandivli, Mumbai

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the 56th Annual General Meeting of the members of **GRAUER & WEIL [INDIA] LIMITED** will be held on Thursday, July 31, 2014 at 3.00 p.m. at Growel's 101 Mall, Growel House, Akurli Road, Kandivli (East), Mumbai – 400 101 to transact with or without modification[s], the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Standalone and Consolidated Audited Profit and Loss Account for the year ended March 31, 2014 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, 2014.
3. To appoint a Director in place of Shri Vinod Haritwal, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Karunchandra Srivastava, 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.

SPECIAL BUSINESS:

6. Appointment of Shri Suresh Pareek (DIN: 00757066) as an Independent Director :

To Consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Suresh Pareek (DIN: 00757066), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years i.e. up to July 30, 2019, not liable to retire by rotation.”

7. Appointment of Shri Madan Mohan Chaturvedi (DIN: 00314472) as an Independent Director :

To Consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Madan Mohan Chaturvedi (DIN: 00314472), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years i.e. up to July 30, 2019, not liable to retire by rotation.”

8. Appointment of Shri Karunchandra Srivastava (DIN: 00314951) as an Independent Director :

To Consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Karunchandra Srivastava (DIN: 00314951), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years i.e. up to July 30, 2019, not liable to retire by rotation.”

9. Appointment of Shri Tarun Govil as an Independent Director :

To Consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Tarun Govil, who was appointed as an Additional Director of Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013, in the Board Meeting held on May 30, 2014, to hold office from the date on which DIN will be allotted by the Ministry of Corporate Affairs, up to the date of next Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Tarun Govil, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years i.e. up to July 30, 2019, not liable to retire by rotation.”

10. To rectify the remuneration of Cost Auditors for the financial year ending March 31, 2015 :

To Consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of Chemicals, Paints, Engineering and Lubricant Divisions of the Company and all other connected / incidental matters, for the financial year ending March 31, 2015, be paid aggregate Professional Fees of Rs. 1,30,000/- Per Annum (Rupees One Lac Thirty Thousands only) or such other fees as may be decided by the Board from time to time plus Service Tax and Actual Out of Pocket Expenses incurred in connection with the Audit.

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

11. To borrow in excess of limits specified u/s 180(1)(c) of the Companies Act, 2013 :

To Consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General Meeting of the Shareholders of the Company held on August 21, 2008, the Consent of the Company be and is hereby accorded under provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of the Company for borrowing from time to time any sum or sums of money for the purpose of the Company upon such terms and conditions and with or without security as the Board of Directors may at its discretion think fit notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however, that the total amount of such borrowings by the Board of Directors shall not at any time exceed Rs. 300 Crores.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and are hereby authorised to take all steps and give directions as may be necessary or desirable and to settle any question or difficulty whatsoever that may arise herein as they may in their absolute discretion deem fit.”

12. To Lease / create charge on the properties of the Company u/s 180(1)(a) of the Companies Act, 2013 :

To Consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General Meeting of the Shareholders of the Company held on August 21, 2008, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of the Company (including any committee thereof) to lease or otherwise dispose of the whole or substantially the whole of the undertakings of the Company or to create such mortgages, charges and hypothecations in addition to the existing mortgages, charges and hypothecations created by the Company, as the Board may direct, on such of the assets of the Company, both present and future, in such manner as the Board may direct to or in favour of all or any of the Financial Institutions/Banks/any other investing agencies/trustees for the holders of debentures/bonds/other instruments which may be issued to and subscribed by all or any other person(s)/bodies corporate by way of private placement or otherwise, to secure rupee/foreign currency loans, debentures, bonds or other instruments of an equivalent aggregate value not exceeding Rs. 300 Crores together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under Agreements/Arrangements entered into/to be entered into by the Company in respect of the said loans/debentures/bonds or other instruments.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company (including any committee thereof) for giving any of the properties of the Company on lease basis on such terms and conditions and in such manner as the Board may think fit and proper from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with the aforesaid parties or any of them, the documents of lease or for creating the mortgages / charges / hypothecations and accepting or making any alterations, changes, variations to or in the terms and conditions and to do all such acts, deeds, matters and things and to execute all such documents and writings, as it may consider necessary, for the purpose of giving effect to this Resolution.”

13. Acceptance of Deposits :

To Consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 73, 76 and all other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company or its duly constituted committee, to accept Deposits, both secured as well as unsecured or a combination thereof from Public, not exceeding the limits specified from time to time in this behalf (hereinafter referred to as ‘Public Deposits’).

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to the Board of Directors of the Company for mortgaging / charging all or any of the immovable and movable assets of the Company, both present and future, on such terms and conditions, as may be agreed to between the Board and Trustees for the depositors to secure an amount not less than the amount of secured deposits accepted from time to time, which is in addition to the limits approved under Section 180(1)(a) of the Companies Act, 2013 to create charge on assets of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted Committee, be and is hereby authorised to do and perform all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper, desirable and expedient to give effect to this Resolution and / or to comply with any statutory requirements as may be prescribed in this behalf from time to time and to settle any question, difficulty, doubt that may arise in acceptance of aforesaid public deposits.”

14. Related Party Transactions :

To Consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions contained in Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into any contract, arrangement or transaction with Related Parties from time to time, if such contracts, arrangements or transactions are in accordance with the Guidelines framed / modified by the Audit Committee and the Board of Directors of the Company for entering into such contracts, arrangements or transactions with Related Parties.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this Resolution and for the matters connected herewith or incidental hereto.”

15. Variation in terms of Appointment of Shri Umeshkumar More :

To Consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** in partial modification of Resolution No. 9 passed at the Annual General Meeting of the Company held on September 29, 2010 for the appointment and terms of remuneration of Shri Umeshkumar More as an Executive Chairman of the Company and in accordance with the provisions of Sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company, hereby approves the revision in the maximum amount of Consolidated Salary payable to Shri Umeshkumar More (including the salary to be paid in the event of loss or inadequacy of profits in any financial year), w.e.f. 01-08-2013, for the residual period of his term i.e. up to 31-12-2015 as follows.

a) **Salary and Allowances** : Rs. 5.00 Lacs p.m.

b) **Perquisites** :

In addition to the Salary and Allowance, Shri Umeshkumar More shall be entitled to the perquisites up to Rs. 2.00 Lacs p.m. including

- i) Medical Allowance.
- ii) Leave with full pay and all allowances as per the rules of the company.
- iii) Leave Travel Concession / Allowance for self and family including dependants as per the rules of the company.
- iv) Encashment of leave as per the rules of the company.
- v) Contribution to Provident Fund, Super Annuation Fund, Gratuity Fund etc. as per the rules of the company.
- vi) Use of Cars with Drivers.
- vii) Premium for personal accident insurance and medical insurance for self and family as per rules of the Company.
- viii) Clubs fees.
- ix) Accommodation (Furnished or otherwise) or House Rent Allowance together with reimbursement of expenses or allowance for utilization of Gas, Electricity, Water, Furnishing, Repairing etc.
- x) All other payments in the nature of perquisites and benefits as agreed by the Board of Directors from time to time.

c) **Reimbursement of Medical expenses**

In arriving at the value of perquisites, in so far as there exist a provision for valuation of such perquisites under the Income Tax Rules, the value shall be determined on the basis of the Income Tax Rules in force from time to time.

FURTHER RESOLVED THAT except for the revision in the Consolidated Salary as stated above, all other terms and conditions of his appointment as an Executive Chairman of the Company as decided by Resolution passed in the Annual General Meeting of the Company held on September 29, 2010 shall remain unchanged.”

16. Payment of Commission to Non Whole-time Directors of the Company :

To Consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Non-Executive Directors of the Company (i.e. Directors other than the Managing Director and the Whole-time Directors) be paid remuneration for each financial year, not exceeding one (1) percent of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to all such Directors together, in addition to the sitting fees for attending the meetings of the Board of Directors and/or Committees thereof, as the Board of Directors may determine from time to time as remuneration.”

Registered Office:

Growel House,
Akurli Road, Kandivli (East),
Mumbai - 400 101

Date: 30th May, 2014

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

**Nirajkumar More
Managing Director**

NOTES:

- A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy(ies) to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy, duly completed, should be deposited at the registered office of the Company not less than forty - eight hours before the commencement of the Meeting.**
- A person can act as a proxy on behalf of members not exceeding Fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
- Corporate Members, Societies etc., intending to send their Authorised Representative to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 with respect to Special Business set out in the Notice is annexed.
- The Register of Members and Share Transfer Books of the Company will remain closed from July 26, 2014 to July 31, 2014. (Both days inclusive).
- The Dividend on Equity Shares as recommended by the Directors for the year ended March 31, 2014, if declared at the Meeting of the Company, will be paid within a period of 30 days from the date of declaration:
 - to those members whose names appear on the Company’s Register of members, after giving effect to all 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 25, 2014.
 - 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 closing hours of July 25, 2014.
- Pursuant to the provisions of Section 205(A) read with Section 205(C) of the erstwhile Companies Act, 1956, Unclaimed Dividend up to the year ended March 31, 2006 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
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
2012-13	25.07.2013	24.08.2020	23.09.2020

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.

8. Pursuant to Clause 49 of the Listing Agreement with BSE Ltd., additional Information of Directors seeking appointment / reappointment at the AGM are furnished and forms a part of the Notice.
9. In compliance with the provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Members are provided with an alternate facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice. The instructions for e-voting are provided alongwith Attendance Sheet.
10. 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 meeting.
11. Members / Proxies are requested to bring the duly filled attendance slip along with the copy of Annual Report to the meeting, since copies of the Annual Report will not be distributed at the Meeting.
12. The Company has listed its shares on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 under Security Code No. 505710. The Company is regular in payment of the Listing Fees to the Exchange.
13. 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.

Phone: (022) 25946970; Fax: (022) 25946969; Email: rnt.helpdesk@linkintime.co.in; URL: www.linkintime.co.in

14. (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
- (c) Members holding shares in dematerialised 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 and IFSC to the Depository Participant.
15. 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 31, 2014.
16. 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.
17. 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.
18. 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 Number.
19. Shareholders who have not registered their email address till date are requested to register the same for receiving all communication from the Company electronically. Shareholders who hold the shares in dematerialised form are requested 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 secretarial@growel.com or by submitting filled **E-Communication Registration Form (available on our website www.growel.com) to the Company / M/s. Link Intime India Private Limited**. Even after registering for E-Communication, shareholders are entitled to receive such communication in physical form upon specific request.
20. 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.
21. The Nomination Form No. SH-13 and SH-14 as prescribed under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 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

LISTING REQUIREMENTS

As required under Clause 49(IV)(G) of the Listing Agreement, given below are the details of the Directors :

- A. Name : SHRI VINOD HARITWAL**
 Age : 56 Years [Date of Birth: 15/09/1957]
 Qualifications : B.Com, LLB, CA, CS

Shri Vinod Haritwal is a qualified Chartered Accountant and Company Secretary with an added qualification of LLB, with a total corporate exposure of over 33 years in different field of Industries.

Other Directorships:

- Aayur Med Biotech Pvt. Ltd.
- Team Personnel Solutions Pvt. Ltd.
- Sushruta Vishranthi Dhama Ltd.

Committee Memberships :

Member of Stakeholders Relationship Committee of Grauer & Weil (India) Ltd.

Member of CSR Committee of Grauer & Weil (India) Ltd.

Shareholding in the Company : 3,120 Equity Shares

- B. Name : SHRI KARUNCHANDRA SRIVASTAVA**
 Age : 70 Years [Date of Birth: 10/02/1944]
 Qualifications : M.A.
 Expertise : Exposure of about 44 Years in Management Consultancy & Government Administration

Shri Karunchandra Srivastava is associated with the Company Since March 29, 2006. He is retired Municipal Commissioner of the Municipal Corporation of Greater Mumbai and is an ex-collector of Thane and Sangli. He has also served as a Director and in other capacity of various Government Departments and Ministries.

Other Directorships :

- Chhattisgarh Power Ventures Pvt. Ltd.
- Liberty Videocon General Insurance Company Ltd.
- Suasth Health Care (India) Pvt. Ltd.
- Videocon Oil Ventures Ltd.
- Bharat Business Channel Ltd.

Committee Memberships :

Name of the Company	Name of the Committee
Grauer & Weil (India) Ltd.	Audit Committee - Member
Bharat Business Channel Ltd.	Audit Committee – Chairman Remuneration and Compensation Committee - Chairman Shareholder / Investors' Grievances Committee – Member IPO Committee – Member Finance and General Affairs Committee - Member
Videocon Oil Ventures Ltd.	Audit Committee - Member
Liberty Videocon General Insurance Company Ltd.	Investment Committee – Member Remuneration Committee - Member

Shareholding in the Company : NIL

- C. Name : SHRI SURESH PAREEK**
 Age : 58 Years [Date of Birth: 10/04/1956]
 Qualifications : B.Com, FCA
 Expertise : Finance

Shri Suresh Pareek is associated with the Company since September 29, 2006. He is an Industrialist engaged in Pharmaceuticals and related Products. He has about 30 years of experience in various field of different industries.

Other Directorships :

- Ideal Cures Pvt. Ltd.
- RS Global Infotech Ltd.
- Saryu Life Sciences Pvt. Ltd.

Committee Memberships :

Chairman of Audit Committee of Grauer & Weil (India) Ltd.

Member of Nomination and Remuneration Committee of Grauer & Weil (India) Ltd.

Shareholding in the Company : 19,95,120 Equity Shares

- D. 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 March 30, 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 :

Member of Audit Committee of Grauer & Weil (India) Ltd.

Chairman of Nomination and Remuneration Committee of Grauer & Weil (India) Ltd.

Shareholding in the Company : 3120 Equity Shares

- E. Name : SHRI TARUN GOVIL**
 Age : 53 Years [Date of Birth: 08/03/1961]
 Qualifications : B.Com, LLB, PGDBM, ICWA.

Shri Tarun Govil is a Practicing Advocate primarily dealing with Indirect Taxes Foreign Trade Laws, FEMA etc. He has been a member of Indian Revenue Service (Customs and Central Excise, Group A). He has an experience of over 25 years in the field of Customs, Central Excise, Service Tax and VAT related works at major Industrial hubs in the Country.

Other Directorships : NIL

Committee Memberships : NIL

Shareholding in the Company : NIL

Registered Office:

Growel House,
 Akurli Road, Kandivli (East),
 Mumbai - 400 101

Date: 30th May, 2014

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

**Nirajkumar More
 Managing Director**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(I) OF THE COMPANIES ACT, 2013:

Item No. 6 to 8 :

Pursuant to the provisions of Clause 49 of the Listing Agreement entered into with BSE Ltd., the Company had, at various point of times appointed Shri Suresh Pareek, Shri Madan Mohan Chaturvedi and Shri Karunchandra Srivastava, as an Independent Directors of the Company, who are liable to retire by rotation.

However as per the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Company is required to have at least half of the total number of Directors as Independent Directors, who are not liable to retire by rotation and can hold office for a term up to five consecutive years.

Shri Suresh Pareek, Shri Madan Mohan Chaturvedi and Shri Karunchandra Srivastava have given declarations to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Selection and Remuneration Committee has also recommended the appointment of these Directors as Independent Directors for a term of 5 years from the date of Annual General Meeting i.e. up to July 30, 2019.

In the opinion of the Board, each of these Directors possesses appropriate skills, experience and knowledge and fulfils the conditions specified in the Act, the Rules framed thereunder and the Listing Agreement for appointment as Independent Director and they are independent of the Management. Accordingly, Board recommends the Ordinary Resolutions at Item No. 6 to 8 for the approval of the Members.

Brief resumes of each of the above Independent Directors, nature of their expertise and names of the companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between the Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange forms part of the Notice of the Annual General Meeting and is annexed to this Annual Report.

The terms and conditions of appointment of the above Directors 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 31, 2014.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

None of the Directors, KMP and their relatives except above referred Directors and their relatives to the extent of their shareholding interest, if any, in the Company, is / are in any way concerned / interested in the Resolutions as the same is pertaining to their individual appointments.

Item No. 9 :

The Board of Directors at their Meeting held on May 30, 2014, appointed Shri Tarun Govil as an Additional Director of the Company with effect from the date on which DIN will be allotted by the Ministry of Corporate Affairs, up to the date of this Annual General Meeting.

The Company has, in terms of provisions of Section 160 of the Companies Act, 2013, received a Notice in writing along with the deposit of requisite amount from a Member proposing his candidature for the office of Director of the Company.

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

Shri Tarun Govil is B.Com (Hons), PGDBM from IIM, Ahmedabad, LLB from Gujarat University and ICWA. He has been a member of Indian Revenue Service (Customs and Central Excise - Group A). He has an experience of over 25 years and has an in-depth knowledge and understanding of law governing Indirect Taxes and also related laws like Foreign Trade Policy, Antidumping Duties, Safeguard Duties etc.

Accordingly it is proposed to appoint him as a Director of the Company.

Shri Tarun Govil has given declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Selection and Remuneration Committee has also recommended his appointment as Independent Director for a term of 5 years from the date of Annual General Meeting i.e. up to July 30, 2019.

In the opinion of the Board, Shri Tarun Govil possesses appropriate skills, experience and knowledge and fulfils the conditions specified in the Act, the Rules framed thereunder and Clause 49 of the Listing Agreement for appointment as Independent Director and he is independent of the Management. Accordingly Board recommends the Ordinary Resolution at Item No. 9 for the approval of the Members.

Brief resume of Shri Tarun Govil, nature of his expertise and names of the companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between the Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange forms part of the Notice of the Annual General Meeting and is annexed to this Annual Report.

The terms and conditions of appointment of Shri Tarun Govil 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 31, 2014.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

None of the Directors, KMP and their relatives except Shri Tarun Govil and his relatives to the extent of their shareholding interest, if any, in the Company, is / are in any way concerned / interested in the Resolution as the same is pertaining to his own appointment.

Item No. 10 :

On the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 30, 2014 reappointed M/s V. J. Talati & Co., Cost Accountants as Cost Auditors of the Company to conduct the audit of the cost records of Chemicals, Paints, Engineering and Lubricant Divisions of the Company and all other connected / incidental matters for the financial year ending March 31, 2015 at an aggregate Professional Fees of Rs. 1,30,000/- Per Annum (Rupees One Lac Thirty Thousands only) or such other fees as may be decided by the Board from time to time plus Service Tax and Actual Out of Pocket Expenses incurred in connection with the Audit.

However, as per the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, Board recommends the Ordinary Resolutions at Item No. 10 for the approval of the Members.

None of the Directors, KMP and their relatives is / are in any way concerned / interested in the Resolution.

Item No. 11 and 12 :

Pursuant to the provisions of Sections 293(1)(a) and 293(1)(d) of the erstwhile Companies Act, 1956, the Members by passing Ordinary Resolutions in its 50th Annual General Meeting held on August 21, 2008, approved the

1. Borrowing of monies in excess of the aggregate of Paid-up Share Capital and free Reserve of the Company provided that the total amount of such borrowings by the Board of Directors shall not, at any time, exceed Rs. 300 Crores.
2. Creation by the Board of Directors of the Company, of mortgages, charges and hypothecations on the Company's Assets in favour of lending agencies / trustees to an aggregate value not exceeding Rs. 300 Crores together with interest, charges etc. payable thereon.

However as per the provisions of Section 180 of the Companies Act, 2013, the Board can exercise such powers only with the consent of the Members of the Company by way of Special Resolutions.

Accordingly the approval of the Members is being sought by way of Special Resolution authorising the Board to borrow the monies as set out in Item No.11 of the Notice and secure the same by creation of charge and lease the properties of the Company in a manner as set out in Item No.12 of the Notice.

None of the Directors, KMP and their relatives is / are in any way concerned / interested in the Resolutions.

Item No. 13 :

As per the provisions of Sections 73 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, prior consent of the Members by way of Special Resolution is required for acceptance / renewal of any deposits from Public w.e.f. April 1, 2014.

As on March 31, 2014, Company has a balance of deposits from public including Members of Rs. 22.88 Million. Though the Company has stopped the acceptance of Deposits from Members and Public, w.e.f. April 1, 2014, the Board is of an opinion that prior approval of the Members be obtained for acceptance of Deposits from Members and Public, so that the Company can accept the Deposits in future, if required.

Accordingly, Board recommends Item No.13 for the approval of the Members by way of Special Resolution.

None of the Directors, KMP and their relatives is / are in any way concerned / interested in the Resolution.

Item No. 14 :

As per the provisions of Section 188 of the Companies Act, 2013, Company is required to obtain prior consent of the Members by way of Special Resolution for entering into specific contracts / arrangements with related parties except such contracts / arrangements which are in the ordinary course of business and on an arm's length basis.

The Board and the Audit Committee has also framed and approved the policy for entering into contracts / arrangements with related parties, to ensure that all related party transactions entered into by the Company are on arm's length basis.

Though all the transactions entered into with related parties are in the ordinary course of business and on an arm's length basis, to avoid any future ambiguity and legal dispute, Board is of the opinion that prior approval of the Members be obtained.

The detailed list of all related parties as updated from time to time is available 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 31, 2014.

Accordingly, Board recommends Item No. 14 for the approval of the Members by way of Special Resolution.

None of the Directors, KMP and their relatives is / are in any way concerned / interested in the Resolution.

Item No. 15 :

The Members, by passing a Resolution in the 52nd Annual General Meeting of the Company held on September 29, 2010, appointed Shri Umeshkumar More as an Executive Chairman of the Company w.e.f. January 1, 2011 for a period of 5 (Five) years on a consolidated salary of Rs.1,00,000/- p.m., with the authority to the Board of Directors to fix / revise his salary.

On the recommendation of the Selection and Remuneration Committee and subject to the approvals of the Members at the ensuing Annual General Meeting and other regulatory approvals, if required, Board of Directors has, at its Meeting held on November 14, 2013, inter-alia,

approved the revision in the terms and conditions of the appointment of Shri Umeshkumar More as detailed in the Resolution No.15 of the Notice, w.e.f. August 1, 2013, for the residual period of his term i.e. up to 31-12-2015.

Shri Umeshkumar More is associated with the Company for the last 40 years and has a Diploma in Auto Engineering. He is mainly responsible for the growth, expansion and diversification of the business of the Company to its current status of being a market leader in the Electroplating Industry.

All other terms and conditions of his appointment remain unchanged.

Abstract pursuant to Section 302 of the Companies Act, 1956 regarding revision in salary has already been forwarded to all the Members of the Company.

In the interest of the Company, the Board recommends the Resolution as set out at Item No.15 of the Notice for the approval of the Members.

The detailed terms and conditions of revision in the Remuneration of Shri Umeshkumar More 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 31, 2014.

Shri Umeshkumar More is concerned or interested in this Resolution as it relates to his own revision of salary and his relatives may be deemed to be concerned or interested in the Resolution. None of the other Directors, KMP and their relatives is / are in any way concerned / interested in the Resolution.

Item No. 16 :

The Company has an optimum combination of Executive and Non-Executive Directors with 5 (Five) Non-Executive Independent Directors and 4 (Four) Executive Directors. At present, Company does not pay any remuneration to its Non-Executive Directors except Sitting Fees of Rs. 20,000/- per Meeting of the Board attended by them.

Non-Executive Directors, though not involved in the day-to-day functioning and management of the Company, play an important role in the management of the Company by providing valuable inputs, expert advice and guidance and constructive suggestions.

With the coming into effect of new Companies Act, 2013 and revised Clause 49 of the Listing Agreement, role, responsibilities, duties and liabilities of the Non-Executive and Independent Directors have increased manifold.

In view of the above and subject to the approval of Shareholders, it is proposed to pay remuneration to Non- Executive Directors of the Company, not exceeding one (1) percent of the net profits of the Company, for each Financial Year, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013. The remuneration will be paid in such a manner as is decided by the Board of Directors of the Company from time to time.

The aforesaid remuneration is exclusive of any fees payable to Directors by way of fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in such meetings, as may be decided by the Board from time to time.

Accordingly, Board recommends Item No. 16 for approval of the members by way of Ordinary Resolution.

Other than Non-Executive Directors and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, KMP and their relatives is / are in any way concerned / interested in the Resolution.

Summary of Key Financial Data and Ratios for Last 5 Years

Financial Year ended / As on	31.03.10	31.03.11	31.03.12	31.03.13	31.03.14
	Rs. Million				
Gross Sale	2,559.99	3,213.58	3,735.50	3,797.11	4,322.47
Other Operating Income	71.66	129.16	207.79	251.53	281.09
Gross Operating Income	2,631.66	3,342.74	3,943.29	4,048.64	4,603.56
Other Misc. Income	5.02	14.16	28.51	21.08	34.15
Gross Total Income	2,636.67	3,356.90	3,971.80	4,069.72	4,637.71
Trade Discounts	225.37	287.19	346.99	382.65	407.62
Excise Duty	148.68	234.21	264.01	315.89	337.32
Net Income	2,262.62	2,835.50	3,360.81	3,371.18	3,892.77
Cost of Material	1,256.58	1,571.59	1,796.75	1,781.85	2,081.65
Salaries, Wages & Benefits	206.87	251.81	301.38	381.67	427.96
Other Expenses	426.81	578.48	649.51	653.74	742.37
Total Expenditure	1,890.26	2,401.88	2,747.64	2,817.26	3,251.98
EBDIT	372.36	433.63	613.16	553.92	640.79
Depreciation	43.92	72.56	98.83	109.94	114.92
EBIT	328.44	361.07	514.33	443.98	525.87
Interest	99.07	158.21	211.91	205.40	167.40
% to Net Income	0.16	0.15	0.18	0.16	0.16
Profit Before Tax (PBT)	229.37	202.86	302.43	238.58	358.47
Tax (Current, Deferred, and FBT)	65.14	58.74	70.35	40.29	50.55
Net Profit After Tax (PAT)	164.23	144.12	232.08	198.29	307.92
Equity Share Capital	226.71	226.71	226.71	226.71	226.71
Reserves & Surplus	1,006.22	1,124.14	1,311.58	1,472.92	1,733.28
Networth	1,232.93	1,350.85	1,538.29	1,699.63	1,959.99
Total Debt	1,283.37	1,228.63	1,146.10	991.62	771.41
Deferred Tax Liabilities	78.80	119.63	144.01	169.13	178.47
Total Sources of Funds	2,595.10	2,699.09	2,828.40	2,860.38	2,909.87
Net Fixed Assets	2,009.95	2,268.84	2,242.26	2,309.54	2,264.16
Investments	16.41	16.40	39.07	47.50	47.01
Current Assets	1,057.90	1,516.29	1,604.41	1,781.18	1,945.57
Less: Current Liabilities	489.16	1,102.43	1,057.34	1,277.84	1,346.87
Net Current Assets	568.74	413.86	547.07	503.34	598.70
Misc. Expenditure	-	-	-	-	-
Total Uses of Funds	2,595.10	2,699.09	2,828.40	2,860.38	2,909.87
Ratios					
EPS (Rs.)*	0.72	0.64	1.02	0.87	1.36
Book Value per Share (Rs.)*	5.44	5.96	6.79	7.50	8.65
Return on Capital Employed (ROCE)	12.7%	13.4%	18.2%	15.5%	18.1%
Return on Networth (RONW)	13.3%	10.7%	15.1%	11.7%	15.7%
Debt: Equity Ratio	1.04	0.91	0.75	0.58	0.39
Ratio of Net Working Capital to Net Income	25.1%	14.6%	16.3%	14.9%	15.4%

* 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 56th Annual Report together with the Audited Annual Accounts of the Company for the financial year ended March 31, 2014.

FINANCIAL RESULTS

Particulars	2013-14	2012-13
	Rs. Million	Rs. Million
Gross Total Revenue	4637.7	4069.7
Net Revenue	3892.8	3371.2
Earning before Interest, Depreciation, Tax & Amortizations (EBIDTA)	640.8	553.9
Profit Before Tax	358.5	238.6
Provision for Tax (FBT, Current & Deferred Tax)	50.6	40.3
Net Profit after Tax	307.9	198.3
Add: Profit brought forward from previous year	44.6	38.1
Profit available for disposal	352.5	236.4
Proposed Dividend and Tax thereon	42.4	31.8
Transfer to General Reserve	300.0	160.0
Profit carried forward	10.1	44.6

DIVIDEND

Your Board has recommended payment of Dividend for the year ended March 31, 2014 at 16% i.e. 16 paise on Equity Shares of Re.1/- each and seeks your approval for the same.

OPERATIONS

During the period under review, Company recorded a 15.5% growth in net revenues. However net profit of the Company improved by 55%.

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. The Company's R&D facility at Mumbai is approved by the Department of Science & Technology, Government of India. The Company regularly updates and adds new products in the Chemical, Engineering, Paints as well as Lubricant areas.

TECHNICAL COLLABORATION

The Company signed a Technology License Agreement with SIDASA, Division of Cromogenia Units SA, Spain under which SIDASA will make available its technical expertise in the area of industrial oils and lubricants.

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 / activities undertaken during the year were:

1. Blood Donation Camp were held at Dadra.
2. As a initiative under 'Lighting Up 101 Lives' Campaign, Company has distributed 101 Solar Lamps to the Adivasi tribals located deep in the forests of Sanjay Gandhi National Park, Borivali, who are still unheard of electricity, cooking gas etc.
3. Kandy Valley Festival, 2013 was organised especially for the kids from the age group of 5 years to 15 years, to understand, realise and recognise the value of money and financial security through saving, investments concepts and financial instruments.
4. On the World Environment Day, Tree Plantation activity was carried out at Samba and Dadra Plants.
5. A Yoga Camp was organised at Dadra for the benefit of general public.
6. At Dadra and Barotiwala, the Company maintains public gardens for the benefit of local people.
7. Free Eye Check up Camp was organised at Dadra in association with Lions Eye Hospital, Vapi to provide medical and surgical aid to the needy and poor people.
8. Company has also contributed to Chief Minister Relief Fund, J & K Police, Bharat Scouts and Guides and for various other social activities carried out by Government, Semi Government and Social Organisations.

FIXED DEPOSITS

The Company's balance of Deposits as on March 31, 2014 was Rs. 22.88 Million (Previous Year : Rs. 19.43 Million).

BOARD OF DIRECTORS

The Board of Directors of the Company at its Meeting held on May 30, 2014 appointed Mr. Tarun Govil as an Additional Director of the Company w.e.f. the date on which, he will be allotted DIN by the Ministry of Corporate Affairs to hold the office till the conclusion of next Annual General Meeting. Being eligible, he offers himself for reappointment. The Board recommend that he be appointed as Independent Director of the Company for a period of 5 (five) consecutive years i.e. up to July 30, 2019, not liable to retire by rotation

As per the provisions of the Companies Act, 1956 and in terms of the Articles of Association of the Company, Shri Vinod Haritwal and Shri Karunchandra Srivastava, 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, Shri Karunchandra Srivastava and Shri Yogesh Samat as members.

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 adheres 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 judgements 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, 2014.
- 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 Company 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 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 Company 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 auditors if re-appointed. The Company has obtained a consent letter from M/s M. M. Nissim And Co. u/s 139(1) of the Companies Act, 2013 along with certificate that appointment, if made will be in accordance with the provisions of Section 141 of the Companies Act, 2013 and they are not disqualified to be appointed as Auditors of the Company u/s 141(3) of the Companies Act, 2013. 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, 2015, 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 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 up to 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: 30th May, 2014

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

**Nirajkumar More
Managing Director**

ANNEXURE – ‘A’: TO DIRECTORS’ REPORT MANAGEMENT DISCUSSION AND ANALYSIS

I. AN OVERVIEW OF BUSINESS PERFORMANCE

During the year 2013-14, the Net Revenue of the Company grew by 15.5% to Rs. 3893 Million (Rs. 3371 Million in previous year). However, the Net Profit improved by 55%. An overview of the performance of different business segments of the Company is as under:

- a) **Chemical Segment:** Your Company continues to maintain its leadership position in the segment of surface treatment chemicals, their intermediates and other specialty chemicals. Competition from international companies intensified further during the year, however, your Company was able to effectively counter the competitive pressure. New products introduced by the Company met with good success. The Company continued to focus on excellence. All its plants manufacturing finished formulations are certified under IMS and ISO 14000.
- b) **Engineering Segment:** This division supplies customised 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. It was able to achieve a growth of approximately 18%, albeit, with a decline in profitability. This division's foray into Pickling Plants for wire manufacturers and export markets met with a reasonably good success.
- c) **Mall Segment:** The general economic slowdown continued to pose some challenges for the Retail business, however, the Company's innovative marketing and promotion strategies achieved higher footfall, trading levels and mall occupancy. Very recently, the Mall received the **Most Admired Marketing and Promotional Award for Western India 2013 - 14**.
- d) **Paints Segment:** Though the business segment recorded a revenue growth of 15.5% over last year, however, efforts are under way to improve the financial performance. The Company's investment in modernizing the R&D and production facilities, induction of fresh senior level management team and an aggressive sales push have begun to pay dividends.

2. EXPORTS DEVELOPMENT

The Company has been placing a higher emphasis on exports for the last few years. It's sales grew by approximately 29% during the year under review.

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 grew by 55% to Rs.308 Million.
- b. The Company spent Rs.87 Million in Capital Expenditure.
- c. The Long Term Borrowings decreased by Rs.199 Million to Rs.380 Million mainly on account of part repayment of Mall Loans.
- d. The Working Capital (Net Current Assets) increased by Rs.119 Million.
- e. The Debt Equity Ratio of the Company further improved to 0.39 (from 0.58).

4. OPPORTUNITIES, THREATS, RISKS, CONCERNS AND OUTLOOK

In its main business segment of chemicals, your Company faces stiff competition from all the international manufacturers in the Indian as well as the international markets. However, your Company's fundamental strengths of market leadership in domestic market, extensive distribution network, strong R & D and procurement strength place it in relatively stronger position. The Company will continue to introduce new products and processes developed in-house or sourced from its technology partners like Herbert Schmidt GmbH & Co. KG of Germany, NOF Metals Coatings, Japan, SIDASA Division of Cromogenia Units SA, Spain.

The Company's diversification into oils & lubricants is now poised for a significant push. The Joint Venture with SIDASA of Spain has since been converted into a Technology Licensing arrangement. This business segment offers an attractive long term opportunity.

The order book at the Engineering Division is reasonably encouraging. Also the enquiries under discussion hold a lot of promise. The new market segments developed by this division provide a good opportunity for additional growth in coming years.

In the area of Paints, the Company has taken some bold steps in terms of setting up a new manufacturing facility at Dadra and installed some equipment at the Vapi plant to produce paints. This will help the fortified technical and marketing teams to enter an aggressive phase of sales growth in the high potential Paints business. These steps have begun to fill the order pipeline, however, the Company is fully cognizant of the fact that this is a highly competitive business dominated by 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 has been able to increase footfall as well as sales with innovative and aggressive steps. It still has some unoccupied space, which can offer additional revenue when leased.

5. FUTURE PROSPECTS

While the phase of political uncertainties in India seems to have ended, the economic situation both in India and globally presents a mixed picture. Since all the products manufactured by us viz. Surface Treatment Chemicals, Paints, Industrial Lubricants, Plants etc. are industrial products, our prospects are linked to the fortunes of the user industries. To overcome the unpredictability and to minimise the risks, the Company has diversified its customer portfolio, product portfolio as well as markets. The Company has also intensified its Research & Development work focused on backward integration and taken assistance of international companies through technology licensing.

With respect to Exports, 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 specialised processes in electroplating, pickling 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.

Special emphasis is being laid on high thrust areas like Paints and Industrial Lubricants where we are seeking to diversify into newer market segments. Considering their large potential, aggressive plans have been drawn up to provide a major push to these segments of the business. The senior management teams have been fortified. Additional manufacturing capacities have been added and steps have been initiated for creating production capacities in the northern part of the Country.

6. HUMAN RESOURCES

Your Company's emphasis on Human Resources is increasing every year. New systems and measures for training, development, upgradation 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.

7. INTERNAL CONTROL SYSTEMS AND RISK MANAGEMENT FRAMEWORK

The Company has appropriate internal control systems and risk management framework and these are designed to ensure the reliability of financial and other records and accountability of executive actions to the management's authorisation as well as to identify and initiate actions to mitigate risks. 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. 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 organisation.

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 stakeholders 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 Board of Directors of the Company at its Meeting held on May 30, 2014 appointed Mr. Tarun Govil as an Additional Director of the Company w.e.f. the date on which, he will be allotted DIN by the Ministry of Corporate Affairs to hold the office till the conclusion of next Annual General Meeting. Being eligible, he offers himself for re-appointment. The Board recommend that he be appointed as Independent Director of the Company for a period of 5 (Five) consecutive years i.e. up to July 30, 2019, not liable to retire by rotation.

Accordingly, as on date Board consists of 9 Directors, the Chairman being an Executive Director, as per the Listing Agreement, the Company should have 5 [Five] Independent Directors.

Your Company is in compliance with the provisions of Listing Agreement of the Stock Exchange and the Companies Act, 2013. The Board has 5 (Five) Independent Directors and has an optimum combination of Executive and Non-Executive Directors.

The Board of your Company has 4 [Four] Executive Directors and 5 [Five] Non-Executive Directors.

As per the provisions of the Companies Act, 1956 and in terms of the Articles of Association of the Company, Shri Vinod Haritwal and Shri Karunchandra Srivastava, Directors of your Company, retire by rotation and being eligible, have offered themselves for re-appointment.

During the financial year ended March 31, 2014, 4 [Four] Board Meetings were held on 30.05.2013, 25.07.2013, 14.11.2013 and 13.02.2014.

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	3	Yes	8	None
Shri Nirajkumar More	MD	4	Yes	9	None
Shri Vinod Haritwal	CEO & WTD	3	Yes	3	None
Shri Rohitkumar More	WTD	2	Yes	4	None
Shri Suresh Pareek	NED	4	Yes	3	None
Shri Madan Mohan Chaturvedi	NED	2	Yes	2	None
Shri Karunchandra Srivastava	NED	3	No	5	8 (Chairman in 3 Committees)
Shri Yogesh Samat	NED	3	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. The transactions with related parties are in the ordinary course of business and on arms length basis. 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 (N)' 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 and Companies Act, 2013, 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 2013-2014, 4 [Four] 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	4	4
Shri Nirajkumar More	Member	4	4
Shri Madan Mohan Chaturvedi	Member	4	2
Shri Karunchandra Srivastava	Member	4	3
Shri Yogesh Samat (w.e.f. 30-05-2013)	Member	4	2

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

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

Shri Chintan K. Gandhi, Company Secretary acted as a Secretary of the Committee.

SELECTION & REMUNERATION COMMITTEE:

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

During the year under review, Selection and Remuneration Committee meetings were held on July 25, 2013 and November 14, 2013 to consider and approve the revised Remuneration package of Shri Umeshkumar More, Shri Nirajkumar More, Shri Rohitkumar More and Smt. Pallavi 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 Sections 198 and 309 of the Companies Act, 1956.

Given below are the details of remuneration paid to Directors during the financial year 2013-14 and shareholding as on 31-03-2014:

(Rs. in Million)

Directors	Sitting Fees	Salary & Allowances	Perquisites	Share Holding as on 31-03-2014 (in Nos.)
Shri Umeshkumar More	---	4.57	0.04	2,33,05,999
Shri Nirajkumar More	---	7.08	0.09	2,73,40,226
Shri Vinod Haritwal	---	7.50	0.04	3,120
Shri Rohitkumar More	---	2.34	0.04	--
Shri Madan Mohan Chaturvedi	0.02	---	---	3,120
Shri Karunchandra Srivastava	0.03	---	---	--
Shri Suresh Pareek	0.04	---	---	19,95,120
Shri Yogesh Samat	0.03	---	---	2,500

Pursuant to the Provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Board of Directors at its Meeting held on May 30, 2013 renamed the existing Selection and Remuneration Committee to Nomination and Remuneration Committee with the following reconstitution :

Shri Madan Mohan Chaturvedi – Chairman

Shri Umeshkumar More – Member

Shri Suresh Pareek – Member

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, 2014.

The composition of the Shareholders Committee and details of the meetings attended by the Directors during the year 2013-14 are given below:

Name of the Members	Status	No. of Meetings Held	No. of Meetings Attended
Shri Nirajkumar More	Chairman	4	4
Shri Karunchandra Srivastava	Member	4	3
Shri Rohitkumar More	Member	4	2
Shri Vinod Haritwal (w.e.f. 30-05-2013)	Member	4	2

Shri Chintan K. Gandhi, 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	25	25	---
2	Non - receipt of Annual Report	9	9	---
3	Non – receipt of Share Certificate	5	5	---
4	Request of Transfer / Transmission of Shares	3	3	---
5	Request for Change of Address / Bank details / Signature etc.	3	3	---
	Total	45	45	---

Pursuant to the Provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Board of Directors at its Meeting held on May 30, 2013 renamed the existing Shareholders Committee to Stakeholders Relationship Committee with the following reconstitution :

Shri Tarun Govil – Chairman

Shri Nirajkumar More – Member

Shri Vinod Haritwal – Member

CSR COMMITTEE :

Pursuant to the Provisions of Section 135 read with Schedule VII of the Companies Act, 2013, Board of Directors at its Meeting held on May 30, 2013 constituted Corporate Social Responsibility (CSR) Committee comprising :

Shri Nirajkumar More – Chairman

Shri Tarun Govil – Member

Shri Vinod Haritwal – Member

The main function of the CSR Committee is to formulate and monitor the CSR policy of the Company and to recommend the Board about the amount of expenditure to be incurred on the various CSR activities.

GENERAL BODY MEETINGS:

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

Particulars	31.03.2013	31.03.2012	31.03.2011
Date and Time	25.07.2013 at 04.00 p.m.	30.08.2012 at 10.30 a.m.	30.09.2011 at 03.00 p.m.
Venue	Growel's 101 Mall, Growel House, Akurli Road, Kandivli (East), Mumbai – 400 101	Growel's 101 Mall, Growel House, Akurli Road, Kandivli (East), Mumbai – 400 101	Growel's 101 Mall, Growel House, Akurli Road, Kandivli (East), Mumbai 400 101
Any Special Resolution passed	No	Yes	Yes

Company has also passed the Resolutions for Splitting / subdivision of 1 (One) Equity Share 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:

1. 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.

2. 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.

3. 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.

MEANS OF COMMUNICATION:

1. Quarterly Results are published in prominent daily newspapers viz., Free Press Journal and Navshakti.

2. 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.

3. The Company has its own website and all the vital information relating to the Company and its products are displayed on the website. Address of the website is www.growel.com

GENERAL SHAREHOLDERS INFORMATION :

1. **ANNUAL GENERAL MEETING** : 56th Annual General Meeting

DAY & DATE : Thursday, July 31, 2014

TIME : 03:00 P.M.

VENUE : Growel's 101 Mall, Growel House, Akurli Road, Kandivli (East), Mumbai – 400 101.

2. **FINANCIAL CALENDAR** :

* Financial reporting for the Quarter ended June 30, 2014: By the end of August 14, 2014.

* Financial reporting for the Quarter ended Sept. 30, 2014: By the end of November 14, 2014.

* Financial reporting for the Quarter ended Dec. 31, 2014: By the end of February 14, 2015.

* Financial reporting for the Year ended March 31, 2015: By the end of May 30, 2015.

3. **DATES OF BOOK CLOSURE** : July 26, 2014 to July 31, 2014
[Both days inclusive]

4. **RECORD DATE OF PAYMENT OF DIVIDEND:** July 25, 2014

5. **SHARE TRANSFER SYSTEM:**

The Company's Shares being in compulsory dematerialised (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 authorised to process, approve and effect transfer of shares on behalf of the Company at fortnightly intervals.

6. 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. LINKINTIME 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) 25946970; Fax: (022) 25946969

Email: rnt.helpdesk@linkintime.co.in ; URL: www.linkintime.co.in

7. COMPANY SECRETARY & COMPLIANCE OFFICER:

Shri Chintan K. Gandhi

8. ADDRESS FOR CORRESPONDENCE:

Share Department:

GRAUER & WEIL [INDIA] LIMITED

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

CIN No.: L74999MH1957PLC010975

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

E-mail: 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, 2014, a total of 21,85,59,250 Shares representing 96.41% of the paid-up capital of the Company were held in dematerialised 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, 2013	4.50	3.90	3,64,896
May, 2013	5.22	4.10	4,57,877
June, 2013	4.73	3.90	5,64,702
July, 2013	4.39	3.86	3,36,927
August, 2013	4.40	3.40	3,48,114
September, 2013	4.90	4.05	4,15,480
October, 2013	4.98	4.30	7,71,488
November, 2013	5.60	4.65	5,49,602
December, 2013	6.00	4.74	11,62,779
January, 2014	7.35	5.45	14,87,352
February, 2014	7.28	5.25	3,72,122
March, 2014	6.19	5.00	9,78,556

15. SHAREHOLDING PATTERN AS ON MARCH 31, 2014:

Category	No. of Shares held	% of Shareholding
Promoters / Directors & Associates	15,57,00,759	68.6797
Mutual Funds & UTI	20,620	0.0091
Banks & Financial Institutions	22,000	0.0097
Private Body Corporates	1,11,76,962	4.9302
Indian Public/Others	5,75,89,682	25.4028
NRI/OCBs	21,95,727	0.9685
Total	22,67,05,750	100.00

16. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2014:

No. of Equity Shares held	No. of Shareholders	No. of Shares held	% of Equity Share Capital
Up to 500	2,760	7,70,187	0.3397
501-1000	1,995	18,46,471	0.8145
1001-2000	1,465	25,02,614	1.1039
2001-3000	681	18,21,780	0.8036
3001-4000	642	23,92,958	1.0555
4001-5000	479	23,26,092	1.0260
5001-10000	899	70,18,885	3.0960
10001 & above	1,151	20,80,26,763	91.7607
Total	10,072	22,67,05,750	100.0000

17. PLANT LOCATIONS :

- 215/1, Plot No. 10, Dadra Industrial Estate, Dadra - 396 191. [Dadra & Nagar Haveli - U.T.]
- 407, GIDC Industrial Estate, Vapi - 396 195. [Gujarat]
- Plot No. 31 & 32, Industrial Estate, Barotiwala - 174 103. [H.P.]
- Survey No. 66, Village - Dhanore, Taluka - Khed, District - Pune. [Maharashtra]
- SIDCO Industrial Complex, Phase II, Samba. [J & K]
- B. D. Patil Marg, Chembur, Mumbai - 400 074.

18. MALL : Growel's 101, Akurli Road, Kandivli (East), Mumbai - 400 101.**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: 30th May, 2014

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

**Nirajkumar 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, 2014.

Registered Office:

Growel House,
Akurli Road, Kandivli (East),
Mumbai - 400 101

Date: 30th May, 2014

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

**Nirajkumar More
Managing Director**

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) Installation of LED lights for Mall atrium.
- ii) Adjustment of Chiller operation timings for Power Savings.
- iii) Setting of Escalator timings to control Escalator operation.
- iv) Reuse of AHU condensate for cooling tower i.e RO Water
- v) Usage of storm water for flushing especially during the Monsoon season.
- vi) Arranged forum with TATA Power for sharing energy conservation tips for retailers.
- vii) Training on regular basis to the staff for energy conservation.
- viii) Designing of Plants and Work area in such a way to ensure that there are maximum circulation of air and light.

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

- a) Installation of Covering Roof glass with transparent Tensile Fabric.
- b) Maximum utilisation of gravity water for Mall.
- c) Installation of 450 TR Cooling tower.
- d) Weekly Power Savings (Demand Response Program).
- e) Split and Window AC power saver.
- f) Solar lights for Street lights.

(3) IMPACT OF THE ABOVE MEASURES:

- a) Energy saving of 1,22,258 kwh due to installation of LED Lights and adjustments of Chiller Operations and Escalator timing.
- b) Cost saving of estimated Rs. 12.78 Lacs due to above referred measure.
- c) Water saving of around 2.00 Lacs litre due to usage of Storm Water for Flushing.
- d) Water saving of around 5,500 KL due to Usage of AHU condensate for RO.

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

As per Form ‘A’

B. TECHNOLOGY ABSORPTION: Efforts made in Technology Absorption are 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 2013-2014 grew by 28.70% to Rs. 617.97 Million, as compared to Rs. 480.18 Million in 2012-2013.

(2) Total foreign exchange used and earned:

(Rs. in Million)

- | | |
|---|--------|
| (i) Total foreign exchange used | |
| (a) On import of raw materials, components, spare parts and capital goods | 536.65 |
| (b) Expenditure in foreign currencies for Business Travel, Seminars, Dividend and Royalties, etc. | 15.70 |
| (ii) Total foreign exchange earned | 626.16 |

Registered Office:

Growel House,
Akurli Road, Kandivli (East),
Mumbai - 400 101

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

Nirajkumar More
Managing Director

Date: 30th May, 2014

FORM - 'A'**FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY 2013-2014**

PARTICULARS	2013-2014	2012-2013
A. POWER AND FUEL CONSUMPTION		
1. ELECTRICITY		
a) Purchased Units (KWH in Million)	9.31	9.19
Total Amount (Rs. in Million)	80.26	72.64
Average Rate / Unit (Rs.)	8.62	7.90
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.		
2. FURNACE/OTHER OIL		
Quantity (Litres in Million)	0.04	0.04
Total Amount (Rs. in Million)	2.05	2.03
Average Rate / Unit (Rs.)	55.07	45.88
3. GAS		
Quantity (SCM in Million)	0.29	0.28
Total Amount (Rs. in Million)	10.91	8.49
Average Rate / Unit (Rs.)	37.45	30.86
B. CONSUMPTION PER UNIT OF PRODUCTION :		

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 2013-2014****A. RESEARCH & DEVELOPMENT :****1. Specific areas in which R&D is carried out by the Company:**

- Passivation for zinc & aluminium.
- Tin plating process.
- Water based Laquer to improve corrosion resistance.
- Cyanide free plating.
- Trivalent chrome based chromatisation.

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

- Environment friendly processes.
- Cyanide free alkaline copper plating process.
- Micro-crack & Micro-porous nickel chrome for high corrosion resistance.
- High speed tin plating.
- Trivalent chrome based passivation process.

3. Future plan of action:

- Lead, Cadmium free electroless nickel plating process.
- Cyanide free brass & white bronze plating.
- Yellow bronze plating free from hazard ingredients.
- Pre-treatment of magnesium and its alloys for electroplating.

4. Expenditure on R & D:	(Rs. in Million)	
	2013 - 2014	2012-2013
a) Capital	4.32	4.38
b) Recurring	56.07	42.65
TOTAL	60.39	47.03
Total R & D expenditure as a percentage of Total Turnover	1.55%	1.40%

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 process have been introduced with emphasis on environment (Go green process) 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: HSO Germany – specifically on plating on plastic.
 - b) Year imported: 1 year.
 - c) Has technology been fully absorbed?: Partly absorbed.

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, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

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

(Firm Reg No. 107122W)

N. KASHINATH

Partner

Membership No. 36490

Mumbai

30th May, 2014

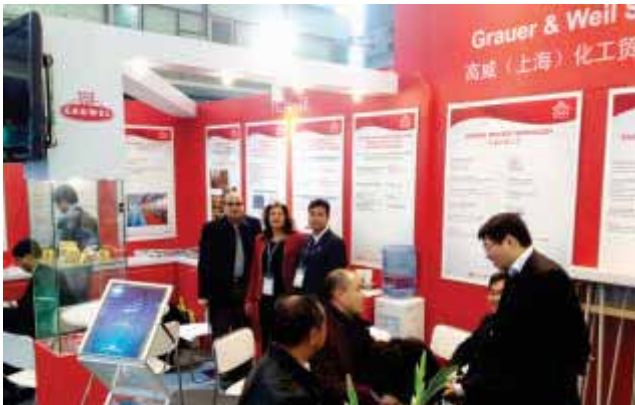
events &
exhibitions



Fastener Fair 2013, Mumbai



Interfinish Seria 2013, Chennai



SF China 2013, China



ISF 2014, Mumbai



Auto Expo 2014, Delhi



India Aviation 2014, Hyderabad

INDEPENDENT AUDITORS' 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 31, 2014, 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 judgement, 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 but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. 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, 2014;
- b) In the case of the 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 in equity shares of a subsidiary and associates whose net worth has eroded. For reasons explained in the said note, including the subsidiary's/associates business plans & growing prospects, such impairment, if any, is considered to be temporary in nature, upon which, we have placed our reliance and no provision is considered necessary in the accounts of the Company.

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 and 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 and 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, 2014 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 Director is disqualified as on 31st March, 2014 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
Membership No. 36490
Mumbai
30th May, 2014

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in our report of even date to the Members of Grauer & Weil (India) Limited as at and for the year ended 31st March, 2014)

- 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 of 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. 50.22 Lacs (Previous Year Rs. 50.00 Lacs) and the year end balance of loans granted to such party was Rs. 50.00 Lacs (Previous Year Rs. 50.00 Lacs).
 - (b) In our opinion, the rate of interest and other terms and conditions on which unsecured loan has been granted to a Company listed in the register maintained under Section 301 of the Companies Act, 1956 is not, prima facie, prejudicial to the interest of the Company.
 - (c) The Company has repaid the principal amounts as stipulated and have been regular in the payment of interest where applicable.
 - (d) There is no overdue amount of loan granted to a Company 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 (Previous Year Rs. 533.50 Lacs) and the year end balance of such loans taken was Rs. 390.50 Lacs (Previous Year Rs. 533.50 Lacs).
 - (f) The rate of interest 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 specialised 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, 2014 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)
Income Tax	2011-12	Commissioner of Income Tax (Appeal)	4.36
Excise Duty	1984-85, 1985-86, 1990-91, 1991-92, 1992-93, 1993-94 and 1994-95.	Central Excise Gold Appellate Tribunal	20.58
	1990-91, 1993-94, 1996-97, 1997-98, 1998-99, 1999-2000 and 2000-01.	Deputy/Assistant Commissioner	11.72
Service Tax	2003-04 to 2010-11, 2011-12 and 2012-13.	Assistant/ Addl. Commissioner (Appeal)	160.20
Sales Tax	1998-99, 2003-04, 2005-06, 2009-10 and 2012-13.	Commissioner (Appeal)/Financial Commissioner	27.87
Customs Duty	2007-08 and 2008-09	Commissioner of Customs (Import)	35.82

- 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
Membership No. 36490

Mumbai
30th May, 2014

BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note	Rupees in Lacs	
		As at March 31, 2014	As at March 31, 2013
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	2,267.06	2,267.06
Reserves & Surplus	3	17,332.84	14,729.23
		19,599.90	16,996.29
Non Current Liabilities			
Long Term Borrowings	4	3,801.32	5,789.50
Deferred Tax Liabilities (Net)	5	1,784.68	1,691.34
Other Long Term Liabilities	6	1,344.43	1,164.25
Long Term Provisions	7	915.36	810.81
		7,845.79	9,455.90
Current Liabilities			
Short Term Borrowings	8	3,912.75	4,126.72
Trade Payables	9	4,494.41	4,590.40
Other Current Liabilities	10	5,895.96	5,706.26
Short Term Provisions	7	818.60	506.71
		15,121.72	14,930.09
Total		42,567.41	41,382.28
ASSETS			
Non Current Assets			
Fixed Assets	11		
Tangible Assets		22,451.64	22,992.37
Intangible Assets		67.85	87.47
Capital Work-in-Progress		122.13	15.57
		22,641.62	23,095.41
Non Current Investments	12	470.11	475.05
Long Term Loans and Advances	13	1,863.07	1,598.21
Other Non Current Assets	14	5.80	5.39
		2,338.98	2,078.65
		24,980.60	25,174.06
Current Assets			
Inventories	15	6,138.63	6,198.94
Trade Receivables	16	9,472.09	7,973.52
Cash and Bank Balances	17	620.90	566.31
Short Term Loans and Advances	13	1,180.11	1,247.25
Other Current Assets	14	175.08	222.20
		17,586.81	16,208.22
Total		42,567.41	41,382.28
Significant Accounting Policies	1		
Explanatory Information & Other Additional Notes	27		
The explanatory 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, 2014

For and on behalf of the Board of Directors

UMESHKUMAR MORE Chairman

NIRAJKUMAR MORE Managing Director

VINOD HARITWAL CEO & Director

CHINTAN K. GANDHI Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note	Rupees in Lacs	
		2013-2014	2012-2013
INCOME			
Revenue from operations (Gross)	18	41,959.38	36,659.86
Less: Excise Duty		3,373.15	3,158.87
Revenue from operations (Net)		38,586.23	33,500.99
Other Income	19	341.50	210.81
Total Revenue		38,927.73	33,711.80
EXPENSES			
Cost of materials consumed	20	19,841.94	18,451.88
Purchase of Stock in Trade	21	388.28	579.71
Changes in Inventories	22	586.28	(1,213.05)
Employee Benefits Expense	23	4,279.62	3,816.73
Finance Costs	24	1,674.03	2,053.96
Depreciation & Amortisation Expense	25	1,149.19	1,099.35
Other Expenses	26	7,423.65	6,537.41
Total Expenses		35,342.99	31,325.99
PROFIT BEFORE TAX		3,584.74	2,385.81
Tax Expense:			
Current Tax		752.11	478.00
MAT Credit entitlement		(339.90)	(326.36)
Deferred Tax		93.34	251.23
		505.55	402.87
PROFIT FOR THE YEAR		3,079.19	1,982.94
Earnings Per Equity Share (in Rupees)			
Basic and Diluted		1.36	0.87
Significant Accounting Policies	1		
Explanatory Information & Other Additional Notes	27		
The explanatory notes are an integral part of these financial statements			

This is the Statement of Profit & Loss 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, 2014

For and on behalf of the Board of Directors

UMESHKUMAR MORE

Chairman

NIRAJKUMAR MORE

Managing Director

VINOD HARITWAL

CEO & Director

CHINTAN K. GANDHI

Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Rupees in Lacs			
	2013-2014		2012-2013	
A. CASH FLOW FROM OPERATING ACTIVITIES				
PROFIT BEFORE TAX		3,584.74		2,385.81
Adjustment for :				
Depreciation	1,149.19		1,099.35	
Bad Debts written off	286.68		31.90	
Finance costs	1,674.03		2,053.96	
Loss / (Gain) on fixed assets sold/discarded (Net)	(23.59)		2.43	
Unrealised Exchange Loss / (Gain)	38.64		(3.17)	
Income from Investments	(85.20)		(90.63)	
Dividend Income	(0.24)	3,039.51	(0.15)	3,093.69
Operating Profit Before Working Capital Changes		6,624.25		5,479.50
Adjustments for Changes in Working Capital				
Trade Receivables	(1,817.88)		(442.73)	
Inventories	60.31		(1,219.14)	
Loans and Advances & Other Assets	85.60		72.86	
Trade Payables	(102.01)		1,060.92	
Other Long Term and Short Term Liabilities	428.70		1,204.76	
Provisions	169.43	(1,175.85)	184.71	861.38
Cash generated from Operations		5,448.40		6,340.88
Less: Direct Taxes Paid		(598.94)		(577.97)
NET CASH FLOW FROM OPERATING ACTIVITIES		4,849.46		5,762.91
B. CASH FLOW FROM INVESTING ACTIVITIES				
Payment towards Capital Expenditure		81.39		25.68
Payment towards Purchase of Fixed Assets		(881.00)		(1,848.69)
Proceeds from Sale of Fixed Assets		157.99		22.90
Sale / (Purchase) of Investment		4.94		(84.34)
Interest and Dividend Income		76.87		90.65
NET CASH FLOW FROM INVESTING ACTIVITIES		(559.81)		(1,793.80)

Particulars	Rupees in Lacs	
	2013-2014	2012-2013
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Long Term Borrowings	(1,843.07)	(1,192.80)
Net Proceeds of Short Term Borrowings	(115.12)	147.28
Net Proceeds of Fixed Deposits	34.39	35.68
Net Repayment of Hire purchase credits	2.94	(18.91)
Net Increase / (Decrease) of Working capital facilities	(203.97)	(393.16)
Loan to Related Parties	0.10	1.39
Proceeds / (Repayment) of Loan from Related Parties	(143.00)	75.00
Interest paid	(1,670.34)	(2,114.49)
Dividend and Corporate Dividend Tax	(315.12)	(389.74)
NET CASH FLOW FROM FINANCING ACTIVITIES	(4,253.19)	(3,849.75)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	36.46	119.36
CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE PERIOD	447.19	327.83
CASH AND CASH EQUIVALENTS AS AT THE END OF THE PERIOD	483.65	447.19

This is the Cash Flow 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, 2014

For and on behalf of the Board of Directors

UMESHKUMAR MORE Chairman

NIRAJKUMAR MORE Managing Director

VINOD HARITWAL CEO & Director

CHINTAN K. GANDHI Company Secretary

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 1: 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 / materialised.

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.

Equipments 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 recognised 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. Government Grants:

Government grants and subsidies are recognised when there is reasonable certainty that the grant/subsidy will be received and all conditions attached thereto will be complied with.

Government grants and subsidies receivable against an expense are deducted from such expense. If it is not related to a specific expenditure, it is taken as income. Grant/subsidy receivable against a specific fixed asset is deducted from cost of the relevant fixed asset.

e. 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 up to 31/12/1986 at its Paints Division.

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

- Assets individually costing Rs. 5000 or less are depreciated fully in the year of purchase.

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.

f. 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.

g. 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.

h. 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.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

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.

i. 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.

j. 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.

k. 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.

l. 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.

m. 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.

n. 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 recognised only to the extent of virtual certainty of its realisation.

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.

o. Segment Reporting:

i. Identification of Segments:

The Company has disclosed Business Segment as the Primary Segment. The Company's operating business are organised 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.

ii. Segment Revenue & Results:

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

iii. 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.

p. Leases:

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

q. Provision & Contingent Liabilities:

The Company recognises 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, 2014

NOTE 2: SHARE CAPITAL

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
Authorised		
50,00,00,000 Equity Shares of Re. 1/- each	5,000.00	5,000.00
	<u>5,000.00</u>	<u>5,000.00</u>
Issued, Subscribed and Fully Paid-up		
22,67,05,750 Equity Shares of Re. 1/- each	2,267.06	2,267.06
	<u>2,267.06</u>	<u>2,267.06</u>

Reconciliation of shares outstanding as at the end of the year:

Particulars	March 31, 2014		March 31, 2013	
	No. of Shares	Rupees in Lacs	No. of Shares	Rupees in Lacs
As at the beginning of the year	22,67,05,750	2,267.06	22,67,05,750	2,267.06
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	<u>22,67,05,750</u>	<u>2,267.06</u>	<u>22,67,05,750</u>	<u>2,267.06</u>

(a) Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Re.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, 2014	March 31, 2013
Mr. Umeshkumar More	2,33,05,999	2,31,68,570
Mr. Nirajkumar More	2,73,40,226	2,70,11,650
Mrs. Premlata More	1,32,24,455	1,31,82,710
M/s Growel Projects Limited	1,25,58,000	1,25,58,000
M/s Poona Bottling Company Private Limited	4,09,75,000	4,09,75,000
M/s Ridhi Sidhi Limited	3,23,59,000	3,23,59,000

NOTE 3: RESERVES AND SURPLUS

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
General Reserve		
As per last Account	14,283.63	12,734.84
Add: Transfer from Statement of Profit & Loss	3,000.00	1,600.00
	<u>17,283.63</u>	<u>14,334.84</u>
Less: Transfer from Statement of Profit & Loss being difference of Depreciation on original cost & fair value	(51.21)	(51.21)
	<u>17,232.42</u>	<u>14,283.63</u>
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. 2,158.81 Lacs (P.Y. Rs. 2,210.02 Lacs).		
Surplus / (Deficit) in the Statement of Profit & Loss		
As per last Account	445.60	380.95
Profit for the year	3,079.19	1,982.94
Less:- Appropriations		
Proposed Dividend (Rs. 0.16 Per share (P.Y. Rs. 0.12 Per share))	362.73	272.05
Corporate Tax on Dividend	61.64	46.24
Transfer to General Reserve	3,000.00	1,600.00
Net surplus in the Statement of Profit & Loss	<u>100.42</u>	<u>445.60</u>
	<u>17,332.84</u>	<u>14,729.23</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 4: LONG TERM BORROWINGS

Rupees in Lacs

Particulars	NON CURRENT		CURRENT MATURITIES	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Secured				
Term Loans from Banks	3,483.63	5,326.70	1,787.16	1,902.28
Unsecured				
Loans and Advances from related parties	96.50	229.50	-	-
Fixed Deposits	148.17	152.36	80.58	42.00
Others (Hire Purchase Credits)	73.02	80.94	69.94	59.08
Amounts disclosed under the head 'Other Current Liabilities' (Note 10)	-	-	(1,937.68)	(2,003.36)
	<u>3,801.32</u>	<u>5,789.50</u>	<u>-</u>	<u>-</u>

Nature of Security

- (a) Term loan from The Saraswat Co-op Bank 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 outstanding as on 31st March, 2014 amounting Rs. 217.48 Lacs is to be repaid in 14 monthly installments of Rs. 15.00 Lacs each and last 15th installment of Rs. 7.48 Lacs.
- ii The Term loan outstanding as on 31st March, 2014 amounting Rs. 2765.76 Lacs is to be repaid in 31 monthly installments of Rs. 75.00 Lacs each and last 32nd installment of Rs. 440.76 Lacs.
- iii The Term loan outstanding as on 31st March, 2014 amounting Rs. 687.55 Lacs is to be repaid in 32 monthly installments of Rs. 20.83 Lacs each and last 33rd installment of Rs. 20.99 Lacs.

- (b) Term loan from Woori Bank is secured by pari-passu first charge along with The Saraswat Co-op Bank 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 outstanding as on 31st March, 2014 amounting Rs. 1600.00 Lacs is to be repaid in 41 monthly installments of Rs. 38.10 Lacs each and last 42nd installment of Rs. 37.90 Lacs.

NOTE 5 : DEFERRED TAX LIABILITIES (NET)

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
The breakup of Deferred Tax Liabilities arising on account of timing difference in:		
- Depreciation	2,168.31	2,017.38
- Accrued expenses allowable on actual payments	(383.63)	(326.04)
Deferred Tax Liabilities (Net)	<u>1,784.68</u>	<u>1,691.34</u>

NOTE 6: OTHER LONG TERM LIABILITIES

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
Unsecured		
Deposits from Licensees and Dealers	1,256.05	1,082.62
Staff Recoveries	88.38	81.63
	<u>1,344.43</u>	<u>1,164.25</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 7: PROVISIONS

Rupees in Lacs

Particulars	LONG TERM		SHORT TERM	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Provision for Employee Benefits				
Leave benefits	126.19	116.93	50.48	17.38
Gratuity	789.17	693.88	162.81	131.03
For Tax (Net of Advance Tax paid)	-	-	180.94	40.01
Proposed Dividend	-	-	362.73	272.05
Corporate Tax on Dividend	-	-	61.64	46.24
	<u>915.36</u>	<u>810.81</u>	<u>818.60</u>	<u>506.71</u>

NOTE 8: SHORT TERM BORROWINGS

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
Secured		
Working Capital facilities from Banks	3,618.75	3,822.72
Unsecured		
Loans from related parties	294.00	304.00
	<u>3,912.75</u>	<u>4,126.72</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

Particulars	March 31, 2014	March 31, 2013
Trade payables (Refer Note 27))	4,257.64	3,718.19
Acceptances	236.77	872.21
	<u>4,494.41</u>	<u>4,590.40</u>

NOTE 10: OTHER CURRENT LIABILITIES

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
Current maturities of long term borrowings (Note 4)	1,937.68	2,003.36
Interest accrued and due on borrowings	48.97	45.28
Statutory dues:		
Excise Duty	177.48	151.76
Service Tax Payable	227.45	307.92
Others	345.17	250.95
Other payables:		
Employee benefits	234.11	253.19
Unpaid Dividend*	26.29	23.12
Sundry creditors for capital goods	41.00	91.41
Discount payable	800.98	579.83
Advances from customers	454.80	917.56
Others	1,602.03	1,081.88
	<u>5,895.96</u>	<u>5,706.26</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, 2014

NOTE 11: FIXED ASSETS

Nature of Fixed Assets	GROSS BLOCK				DEPRECIATION			NET BLOCK			
	Cost as at 1/4/2013	Additions	Deductions	Other Adjustments	Cost as at 31/3/2014	Up to 31/3/2013	Provided during the year	Deductions Adjustments	Up to 31/3/2014	As at 31/3/2014	As at 31/3/2013
Tangible Assets											
Land											
a) Freehold	1,487.81	4.28	7.31	-	1,484.78	-	-	-	-	1,484.78	1,487.81
b) Leasehold	1,887.61	-	-	-	1,887.61	163.03	31.20	-	194.23	1,693.38	1,724.58
Buildings	14,317.77	294.24	-	-	14,612.01	1,896.30	470.63	-	2,366.93	12,245.08	12,421.47
Plant & Machinery	7,375.74	258.94	2.88	66.68	7,565.12	2,328.91	428.94	0.99	2,756.86	4,808.26	5,046.83
Laboratory Equipment	310.97	14.48	-	-	325.45	169.13	14.66	-	183.79	141.66	141.84
R&D Equipment	631.94	28.71	-	-	660.65	268.60	31.18	-	299.78	360.87	363.34
Furniture & Fixtures	1,461.91	20.53	0.10	0.00	1,482.34	442.79	92.56	0.03	535.32	947.02	1,019.12
Vehicles	870.43	126.57	156.82	-	840.18	330.25	81.68	98.37	313.56	526.62	540.18
Office Equipment	456.33	19.36	-	0.00	475.69	209.13	22.59	-	231.72	243.97	247.20
TOTAL	28,800.51	767.11	167.11	66.68	29,333.83	5,808.14	1,173.44	99.39	6,882.19	22,451.64	22,992.37
Previous year	26,878.36	2,050.78	31.15	97.48	28,800.51	4,789.63	1,121.81	103.30	5,808.14	22,992.37	
Intangible Assets											
Computer Software	163.04	7.34	-	-	170.38	75.57	26.96	-	102.53	67.85	87.47
TOTAL	163.04	7.34	-	-	170.38	75.57	26.96	-	102.53	67.85	87.47
Previous year	94.37	68.67	-	-	163.04	46.82	28.75	-	75.57	87.47	15.57
Capital Work-in-Progress (Note (a))										122.13	23,095.41

(a)	Details of pre-operative expenses included in Capital Work-in-Progress:	
	March 31, 2014	March 31, 2013
Professional Fees	-	8.48
Borrowing Cost	-	(2.12)
Add: Brought forward from previous year	9.80	6.36
Less - Capitalised during the year	9.80	9.07
Total	9.80	15.43
		(5.63)
	9.80	9.80

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 12: NON CURRENT INVESTMENTS (Non Trade) (at cost less permanent diminution in value)

Rupees in Lacs

Particulars	March 31, 2014		March 31, 2013	
	Nos.	Rupees	Nos.	Rupees
Quoted				
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 Company 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
Unquoted				
In Associates / Joint Ventures				
Poona Bottling Company Private Limited (Fully paid-up Equity Shares of Rs. 100/- each)	91,970	3.90	91,970	3.90
Growel Goema (I) Private Limited (Fully paid-up Equity Shares of Rs. 10/- each)	1,49,980	15.00	1,49,980	15.00
Growel Sidasa Industries Private Limited (Fully paid-up Equity Shares of Rs. 10/- each)	12,88,300	128.83	12,88,300	128.83
Growel Energy Company Limited (Fully paid-up Equity Shares of Rs. 10/- each)	-	-	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
In Subsidiaries				
Grauer & Weil (Shanghai) Limited	23,28,460	232.85	23,28,460	232.85
Grauer & Weil (U.K) Limited (Fully paid-up Equity Shares of Sterling Pound of 1 each)	1	0.00	1	0.00
Others				
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 Limited	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 Limited	20,000	2.00	20,000	2.00
National Savings Certificates		0.69		0.69
		<u>470.11</u>		<u>475.05</u>
	Cost Rs.	Market value Rs.	Cost Rs.	Market value Rs.
Aggregate Market Value of Quoted Investments	-	3.09	-	2.35
Aggregate Book Value of Quoted Investments	2.45	-	2.45	-
Aggregate Book Value of Unquoted Investments	467.66	-	472.60	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 13: LOANS AND ADVANCES

Rupees in Lacs

Particulars	LONG TERM		SHORT TERM	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Unsecured - Considered Good				
Capital Advances	207.87	289.26	-	-
Security Deposits	288.74	264.34	-	-
Loans and Advances to related parties	50.29	50.00	1.19	1.58
Loans and Advances to employees	6.31	12.41	41.78	44.10
Advance Income Tax	116.62	128.86	-	-
MAT credit entitlement	1,193.24	853.34	-	-
Advance to suppliers	-	-	707.35	634.50
Balances with Government Authorities				
(i) CENVAT	-	-	202.04	249.23
(ii) VAT	-	-	120.62	129.47
(iii) Service Tax	-	-	107.13	188.37
	<u>1,863.07</u>	<u>1,598.21</u>	<u>1,180.11</u>	<u>1,247.25</u>

NOTE 14: OTHER ASSETS

Rupees in Lacs

Particulars	NON CURRENT		CURRENT	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Unsecured - Considered Good				
Interest accrued on Inter Corporate Deposits	-	-	15.92	7.35
Prepaid expenses	-	-	51.02	77.35
Others	-	-	108.14	137.50
Non current Bank balances (Note 17)	5.80	5.39	-	-
	<u>5.80</u>	<u>5.39</u>	<u>175.08</u>	<u>222.20</u>

NOTE 15: INVENTORIES

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
At lower of cost and net realisable value		
Raw materials	2,435.15	2,218.56
Goods-in-transit	616.75	331.51
	<u>3,051.90</u>	<u>2,550.07</u>
Work-in-progress	968.67	1,020.40
Finished goods	1,918.04	2,429.80
Traded goods	27.48	47.05
	<u>1,945.52</u>	<u>2,476.85</u>
Stores and spares	172.54	151.62
	<u>6,138.63</u>	<u>6,198.94</u>

NOTE 16: TRADE RECEIVABLES

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
Overdue for a period exceeding six months		
Secured Considered Good	316.50	328.76
Unsecured Considered Good	1,816.52	1,687.34
Others		
Secured Considered Good	381.42	215.81
Unsecured Considered Good	6,957.65	5,741.61
	<u>9,472.09</u>	<u>7,973.52</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 17: CASH AND BANK BALANCES

Rupees in Lacs

Particulars	NON CURRENT		CURRENT	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Cash & Cash Equivalents				
Balances with Banks				
In Current Accounts	-	-	389.79	328.67
In EEFC Accounts	-	-	61.76	91.00
Cash on hand	-	-	32.10	27.52
	-	-	<u>483.65</u>	<u>447.19</u>
In earmarked accounts				
Unpaid dividend accounts	-	-	26.29	23.12
Other bank balances				
Margin Money / Fixed Deposits	5.80	5.39	110.96	96.00
Amount disclosed under 'Non Current Assets' (Note 14)	<u>(5.80)</u>	<u>(5.39)</u>	-	-
	-	-	<u>620.90</u>	<u>566.31</u>

NOTE 18: REVENUE FROM OPERATIONS

Rupees in Lacs

Particulars	2013-2014	2012-2013
Sale of Goods	43,224.68	37,971.08
Less: Trade Discount	4,076.19	3,826.48
	<u>39,148.49</u>	<u>34,144.60</u>
Business Conducting Fees/Licence Fees and related income	2,194.12	1,928.98
Other Operating Revenues		
Plating and Service Charges	101.75	166.04
Business Support Fee	32.58	82.09
Excise Duty Refund	282.89	187.25
Scrap Sales	91.44	96.63
Export Duty Drawback	108.11	54.27
	<u>616.77</u>	<u>586.28</u>
	<u>41,959.38</u>	<u>36,659.86</u>
Details of Sales (Gross):		
Class of Goods		
Electroplating Chemicals	28,205.14	23,149.22
Basic Chemicals	2,006.14	1,934.08
Intermediary Chemicals	1,525.14	1,489.27
Electroplating Equipment	4,835.39	4,076.92
Free Samples	0.77	3.55
Paints, Enamels, Varnishes and Oil Bound Distempers	5,666.74	4,935.59
Others	985.36	2,382.45
	<u>43,224.68</u>	<u>37,971.08</u>

NOTE 19: OTHER INCOME

Rupees in Lacs

Particulars	2013-2014	2012-2013
Interest Income	85.20	90.63
Dividend Income		
Other than trade investments	0.24	0.15
Net gain on sale of fixed assets	23.59	-
Net gain on foreign currency transactions and translation	183.64	68.79
Sundry Balances Written Back	25.28	40.70
Others	23.55	10.54
	<u>341.50</u>	<u>210.81</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 20: COST OF MATERIALS CONSUMED

Rupees in Lacs

Particulars	2013-2014	2012-2013
Opening Stock	2,218.56	2,184.13
Add: Purchases	20,058.53	18,486.31
	<u>22,277.09</u>	<u>20,670.44</u>
Less: Closing Stock	2,435.15	2,218.56
	<u>19,841.94</u>	<u>18,451.88</u>
Details of Raw Materials consumed:		
Inorganic Compounds	8,987.14	7,452.67
Organic Compounds	5,542.69	5,997.35
Mild Steel & Angles, Beams Channels, Sheets, Rods and Flats	772.78	780.41
Stainless Steel, Rods, Sheets & Flats	440.17	208.63
Electric Motors	116.03	110.61
Rectifiers	309.28	102.06
Pigments	571.68	406.60
Resins	1,341.48	1,285.17
Solvents	808.61	842.42
Others	952.08	1,265.96
	<u>19,841.94</u>	<u>18,451.88</u>

NOTE 21: PURCHASE OF STOCK IN TRADE

Rupees in Lacs

Particulars	2013-2014	2012-2013
Traded Goods	388.28	579.71

NOTE 22: CHANGES IN INVENTORIES

Rupees in Lacs

Particulars	2013-2014	2012-2013
Closing Stock		
Traded Goods	27.48	47.05
Work-in-Progress	968.67	1,020.40
Finished Goods	1,918.04	2,429.80
	<u>2,914.19</u>	<u>3,497.25</u>
Less: Opening Stock		
Traded Goods	47.05	48.34
Work-in-Progress	1,020.40	450.34
Finished Goods	2,429.80	1,752.22
	<u>3,497.25</u>	<u>2,250.90</u>
	583.06	(1,246.35)
Differential Excise Duty on Opening and Closing Stock of Finished Goods	3.22	33.30
	<u>586.28</u>	<u>(1,213.05)</u>

Details of Inventory:

Rupees in Lacs

Particulars	Work-in-Progress		Finished Goods	
	Opening Stock	Closing Stock	Opening Stock	Closing Stock
Electroplating Chemicals	147.74	179.66	967.27	805.52
Basic Chemicals	0.63	6.66	8.64	26.32
Intermediary Chemicals	49.50	12.76	47.43	158.08
Electroplating Equipment	732.66	626.73	479.79	10.15
Paints, Enamels, Varnishes and Oil Bound Distempers	89.87	76.58	926.67	868.20
Others	-	66.28	-	49.77
	<u>1,020.40</u>	<u>968.67</u>	<u>2,429.80</u>	<u>1,918.04</u>
			Traded Goods	
			Opening Stock	Closing Stock
Electroplating Chemicals			1.57	7.14
Paints, Enamels, Varnishes and Oil Bound Distempers			45.48	20.34
			<u>47.05</u>	<u>27.48</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 23: EMPLOYEE BENEFITS EXPENSE

Rupees in Lacs

Particulars	2013-2014	2012-2013
Salaries, Wages, Bonus and Allowances	3,724.01	3,282.92
Contribution to Provident, Gratuity and Other Funds	173.63	166.06
Welfare Expenses	381.98	367.75
	4,279.62	3,816.73
Employee Benefits:		
(a) During the year, the Company has recognised the following in the Statement of Profit & Loss:		
(i) Defined contribution plans:		
Employer's Contribution to Provident Fund*	92.05	85.21
Employer's Contribution to Superannuation Fund*	20.31	22.39
*included in "Contribution to Provident & Other funds"		
(ii) Defined benefit plans:		
	Gratuity *Partly Funded / Unfunded	Gratuity *Partly Funded / Unfunded
Current Service Cost	57.50	49.40
Decremental Gratuity liability payable for retired employees	(26.21)	58.15
Interest Cost	65.45	61.13
Expected return on plan assets	(2.31)	(1.98)
Actuarial (Gain)/Loss	32.63	(15.81)
Net Cost	127.06	150.89
(b) Reconciliation of benefit obligations and plan assets for the year:		
Present value of defined benefit obligation	980.38	851.53
Fair value of plan assets	(28.40)	(26.61)
Net Asset/(Liability) as at 31st March, 2014 recognised in the balance sheet	951.98	824.92
Experience adjustments on plan liabilities-(Gains)/Loss	108.57	(45.78)
Experience adjustments on plan assets-(Loss)/Gains	0.52	(0.15)
(c) Change in defined benefit obligation:		
Present value of obligation as at 1st April, 2013	851.53	698.66
Current Service Cost	57.50	49.40
Decremental Gratuity liability payable for retired employees	(26.21)	58.15
Interest Cost	65.46	61.13
Actuarial (Gain)/Loss	32.11	(15.81)
Present value of obligation as at 31st March, 2014	980.39	851.53

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	2013-2014	2012-2013
(d) Change in plan assets:	*Gratuity Partly Funded	*Gratuity Partly Funded
Opening Fair value of plan assets on 1st April, 2013	26.61	24.63
Expected return on plan assets	2.31	2.12
Actuarial Gains/(Loss)	(0.52)	(0.14)
Closing Fair value of plan assets as on 31st March, 2014	28.40	26.61
(e) Reconciliation of expected return and actual return on plan assets:		
Expected return on plan assets	2.31	2.12
Actuarial Gains/(Loss)	(0.52)	(0.14)
Actual return on plan assets	1.79	1.98
(f) Reconciliation of opening and closing net liability/(asset) recognised in the Balance Sheet:	Gratuity *Partly Funded / Unfunded	Gratuity *Partly Funded / Unfunded
Opening net liability as on 1st April, 2013	824.92	674.03
Expenses as recognised in statement of Profit & Loss	127.07	150.89
Net Liability/(Asset)	951.99	824.92
(g) Investments under plan assets as on 31st March, 2014:		
LIC Group Gratuity (Cash Accumulation) Policy -100%		
(h) The principal actuarial assumptions:		
Discount rate	9.31% p.a	8.75% p.a
Salary escalation rate	5% p.a	5% p.a
Expected rate of return on plan assets	8.7% 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.		

NOTE 24: FINANCE COSTS

Particulars	2013-2014	2012-2013
Interest	1,214.26	1,631.71
Cash discount	354.77	314.68
Bank charges	105.00	107.57
	1,674.03	2,053.96

NOTE 25: DEPRECIATION & AMORTISATION

Particulars	2013-2014	2012-2013
On Tangible Fixed Assets	1,173.44	1,121.81
On Intangible Fixed Assets	26.96	28.75
	1,200.40	1,150.56
Less: Transferred to General Reserve	(51.21)	(51.21)
	1,149.19	1,099.35

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 26: OTHER EXPENSES

Rupees in Lacs

Particulars	2013-2014	2012-2013
Stores and Spares consumed	423.90	534.75
Packing Materials consumed	1,233.95	1,064.45
Power and Fuel	418.96	368.59
Job work Charges	594.00	550.08
Drawings, Designs and Layout Expenses	18.26	33.43
Rent	111.78	109.71
Repairs and Renewals:		
Buildings	182.48	216.21
Plant and Machinery	113.46	111.28
Other Assets	79.96	93.83
	375.90	421.32
Insurance	69.44	75.04
Rates and Taxes	526.51	216.17
Printing and Stationery	62.66	60.11
Travelling & Conveyance	441.49	433.84
Communication Expenses	124.45	116.49
Legal & Professional Charges	339.50	261.03
Auditors' Remuneration:		
As Auditors	3.21	2.97
For Tax Audit	0.87	0.81
For Taxation matters	2.33	2.16
For Other services	0.88	0.81
Reimbursement of Expenses etc.	0.31	0.09
	7.60	6.84
Cost Auditors' Remuneration:		
As Auditors	1.93	1.47
Reimbursement of Expenses	0.03	-
	1.96	1.47
Directors' Fees	1.20	1.50
Loss on fixed assets sold / discarded (Net)	-	2.43
Vehicle Expenses	122.77	146.67
Donations & Contributions	4.97	3.00
Business promotion	125.36	54.02
Sales Tax	645.60	696.22
Freight and Forwarding (Net)	581.95	592.79
Bad Debts written off	286.68	31.90
Research and Development Expenses	144.88	129.97
Discount and Commission	118.24	191.22
Promotion	146.15	125.21
Guards & Security	117.67	105.38
Unrecovered Common Area Maintenance Expenses	25.12	(91.65)
Miscellaneous Expenses	352.70	295.43
	7,423.65	6,537.41

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 27 : EXPLANATORY INFORMATION & OTHER ADDITIONAL NOTES

A. Contingent Liabilities not provided for:	Rupees in Lacs	
	2013-2014	2012-2013
Disputed matters in appeal / contested in respect of:		
- Income Tax	4.36	-
- Excise Duty / Service Tax	193.90	279.38
- Sales Tax	27.87	23.96
- Custom Duty (Net of Rs. 51.00 Lacs paid)	35.82	35.82
Bank Guarantees	1201.77	1048.21
B. Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances)	84.82	174.06

C. Trade Receivables	Rupees in Lacs	
	2013-2014	2012-2013
Debts due from Companies under same Management		
i) Grauer & Weil (Thailand) Limited	314.12	247.04
ii) Growel Sidasa Industries Private Limited	-	272.97
iii) Growel Goema (I) Private Limited	154.81	224.81
iv) Grauer & Weil (Shanghai) Limited	365.09	307.94

D. Loans and Advances includes:	Rupees in Lacs	
	2013-2014	2012-2013
a) Loans to Associates/Companies under the same Management - On account of Loan (including interest of Rs.4 Lacs)		
i) Grauer & Weil (Thailand) Limited	54.00	54.00
b) Loans due from Associates/Companies under the same Management - On account of expenses		
i) Growel Sidasa Industries Private Limited	-	0.38
ii) Growel Softech Limited	1.19	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	Maximum Balance during the year	No. of Shares held at the year end	Maximum No. of Shares held during the year
	(Rupees in Lacs)	(Rupees in Lacs)	(in Lacs)	(in Lacs)
Associates				
a) Grauer & Weil (Thailand) Limited	54.00 (54.00)	54.00 (54.00)	Nil (Nil)	Nil (Nil)
b) Poona Bottling Company Private Limited	Nil (Nil)	Nil (Nil)	409.75 (409.75)	409.75 (409.75)

Notes:

- All the above loans and advances are interest bearing.
- Loans to employees as per Companies policies are not considered.
- 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, 2014

- 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:

Particulars	Rupees in Lacs	
	2013-2014	2012-2013
- Not later than one year	74.92	72.56
- Later than one year, but not later than five years	60.14	104.76
- More than five years	9.62	9.74

- H. Research & Development activities during the year at its R&D Centre at Kandivli and at its Paint Division at Chembur:

	Rupees in Lacs	
	2013-2014	2012-2013
i) Salaries, Wages, Bonus & Allowances	371.72	263.14
ii) Chemicals consumed	97.88	75.18
iii) Travelling & Conveyance	30.52	19.59
iv) Repairs & Maintenance	15.67	1.49
v) Other expenses	14.88	22.38
Total	530.67	381.78
Less : Testing & analysis charges	(9.55)	(5.35)
Total	521.12	376.43

Note: Previous year's figures are not comparable, as the current year's figures are inclusive of expenses incurred at its Paint Division.

Depreciation includes Rs. 31.18 Lacs (P.Y. Rs. 26.81 Lacs) in respect of Fixed Assets used for Research & Development.

Capital Expenditure on Research & Development during the year is Rs. 28.71 Lacs (P.Y. Rs. 38.63 Lacs).

During the year the Company has received the approval of In-house Research & Development facility at R&D Centre, Kandivli, Mumbai & B. D. Patil Marg, Chembur, Mumbai granted by Government of India, Ministry of Science & Technology, Department of Scientific & Industrial Research vide their Letter No. TU/IV-15(305)/35(2AB)/3CM/209/2013 dated 13th December, 2013 for the period 1st April, 2012 to 31st March, 2016.

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

	Rupees in Lacs	
	2013-2014	2012-2013
Revenue Expenditure	39.57	50.07
Capital Expenditure	14.48	5.21

- I. The Company enters into forward exchange contracts being derivative 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, 2014 is as follows:

Purpose	No. of Contracts	US Dollar (in Lacs)	INR (Rupees in Lacs)
Forward Contracts in respect of foreign currency payables	2	3.83	229.93
	(12)	(14.98)	(815.17)

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

Particulars	JPY (in Lacs)	USD (in Lacs)	EURO (in Lacs)	GBP (in Lacs)	HKD (in Lacs)	Total (INR) (Rupees in Lacs)
Receivable	102.41	31.28	1.44	-	-	2034.50
	-	(11.21)	(2.36)	(0.19)	(0.07)	(782.49)
Payable	-	-	-	0.08	-	7.79
	(0.56)	(-)	(-)	(-)	(-)	(0.33)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

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.	Particulars	2013-2014	2012-2013
(i)	Principal amount due to suppliers under MSMED	181.12	39.84
(ii)	Interest accrued and due to suppliers under MSMED on above amount, unpaid	0.31	0.23
(iii)	Payments made to suppliers (other than interest) beyond the appointed date during the year	507.95	258.67
(iv)	Interest paid to suppliers under the MSMED	-	-
(v)	Interest due and payable towards suppliers under MSMED Act towards payments already made	6.98	3.87
(vi)	Amount of cumulative interest accrued and unpaid as at the year-end	12.16	4.87

K. Details of Contracts in Progress as on 31st March, 2014

Rupees in Lacs

Sr. No.	Particulars	2013-2014	2012-2013
A	Contract Receipt for work done	1225.07	1133.91
B	Contract Costs for work done	701.75	717.88
C	Amount of retention	49.61	66.03
D	Amount due from Customers for Contract Billing	382.60	307.57
E	Amount due to Sub Contractors for Contract Billing	228.56	172.38

- L. The Company has investment of Rs.232.85 Lacs (P.Y. Rs. 232.85 Lacs) in the equity shares of Grauer & Weil (Shanghai) Limited, a wholly owned subsidiary company and investment in equity shares of associates viz. Growel Goema (I) Private Limited – Rs. 15.00 Lacs (P.Y. Rs. 15.00 Lacs), Growel Sidasa Industries Private Limited – Rs. 128.83 Lacs (P.Y. Rs. 128.83 Lacs) and Grauer & Weil (Thailand) Limited – Rs. 83.82 Lacs (P.Y. Rs. 83.82 Lacs). The net worth of these companies, except for Growel Sidasa Industries Private Limited has eroded. The management has taken several steps to revive the performance of these companies viz. change in the local management of these companies, more proactive monitoring of performance, linkage of remuneration packages to performance and aggressive sales plans. The management considers these as strategic investments. 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 judgement, have placed their reliance.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

M. Segment Reporting

The following tables present revenue and profit/(loss) information regarding business and geographical segments for the year ended 31st March, 2014 and certain assets and liabilities information regarding business and geographical segments as at 31st March, 2014.

(a) Primary Segment Reporting by Business segments

Rupees in Lacs

	Chemical	Engineering	Shoppertainment	Paints	Total
Segment Revenue					
Income from operations	26,230.87	4,518.82	2,185.12	5,048.52	37,983.33
	(22,922.58)	(3,730.12)	(1,928.98)	(4,333.04)	(32,914.72)
Add : Other Income	660.67	150.52	2.51	14.16	827.86
	(434.79)	(235.04)	(13.60)	(50.05)	(733.48)
Add : Unallocable Income					116.54
					(63.60)
Total	26,891.54	4,669.34	2,187.63	5,062.68	38,927.73
	(23,357.37)	(3,965.16)	(1,942.58)	(4,383.09)	(33,711.80)
Segment Results	6,612.75	36.98	1,095.54	(609.15)	7,136.12
	(5,009.17)	(213.47)	(938.94)	(-365.88)	(5,795.70)
Less : Finance Cost					1,674.03
					(2,053.96)
Less : Other Unallocable Expenditure net of Unallocable Income					1,877.35
					(1,355.93)
Profit Before Tax					3,584.74
					(2,385.81)
Less : Provision for Current and Deferred Tax					505.55
					(402.87)
Profit After Tax					3,079.19
					(1,982.94)
Segment Assets	15,422.06	2,850.91	13,547.27	7,568.78	39,389.02
	(14,063.50)	(3,406.96)	(14,033.68)	(7,024.94)	(38,529.08)
Unallocated Corporate Assets					3,178.39
					(2,853.20)
Total Assets					42,567.41
					(41,382.28)
Segment Liabilities	4,333.43	1,583.68	2,176.58	1,634.72	9,728.41
	(4,499.56)	(2,084.62)	(1,980.98)	(2,706.90)	(11,272.06)
Unallocated Corporate Liabilities					32,839.00
					(30,110.22)
Total Liabilities					42,567.41
					(41,382.28)
Capital Expenditure	521.03	42.67	19.14	153.02	
	(1,613.83)	(83.79)	(87.25)	(29.80)	
Depreciation	459.27	26.01	566.89	23.01	
	(426.29)	(22.19)	(564.86)	(19.58)	

(b) Secondary Segment Reporting by Geographical segments

	Domestic	Foreign	Total
Revenue	32,748.08	6,179.65	38,927.73
	(28,909.96)	(4,801.84)	(33,711.80)
Total Assets	40,211.75	2,355.66	42,567.41
	(39,781.06)	(1,601.22)	(41,382.28)

Note : Previous year's figures are in brackets.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

N. Related Party Disclosures

(i) List of Related Parties

Subsidiaries

Grauer & Weil (Shanghai) Limited

Grauer & Weil (UK) Limited

Associates

Growel Goema (I) Private Limited

Growel Sidasa Industries Private Limited

Grauer & Weil (Thailand) Limited

Poona Bottling Company Private Limited

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

Mr. Umeshkumar More

Mr. Rameshkumar More

Mr. Nirajkumar More

Mr. Rohitkumar More

Mr. Vinod Haritwal

Mr. M M Chaturvedi

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 & Company Private Limited

Radhakishan Nandlal Private Limited

Growel Corporate Management Limited

Waluj Beverages Private Limited

Relatives of Key Management Personnel

Mrs. Premlata More

Wife of Mr. Umeshkumar More

Mrs. Pallavi More

Wife of Mr. Nirajkumar More

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Related Party Transactions

Rupees in Lacs

Particulars	Subsidiary		Associates		Enterprise of KMP		KMP		Relatives of KMP		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Directors Fees												
Mr. K C Srivastava	-	-	-	-	-	-	0.30	0.40	-	-	0.30	0.40
Mr. Suresh Pareek	-	-	-	-	-	-	0.40	0.40	-	-	0.40	0.40
Mr. M M Chaturvedi	-	-	-	-	-	-	0.20	0.30	-	-	0.20	0.30
Mr. Yogesh Samat	-	-	-	-	-	-	0.30	0.40	-	-	0.30	0.40
Interest Received												
Growel Sidasa Industries Private Limited	-	-	14.14	5.85	-	-	-	-	-	-	14.14	5.85
Grauer & Weil (Thailand) Limited	-	-	4.00	4.00	-	-	-	-	-	-	4.00	4.00
Loan Accepted												
Poona Bottling Company Private Limited	-	-	290.00	75.00	-	-	-	-	-	-	290.00	75.00
Repayment of Loan Accepted												
Ridhi Sidhi Limited	-	-	-	-	75.00	-	-	-	-	-	75.00	-
Poona Bottling Company Private Limited	-	-	300.00	-	-	-	-	-	-	-	300.00	-
Bubna More & Company Private Limited	-	-	-	-	28.00	-	-	-	-	-	28.00	-
Radhakishan Nandlal Private Limited	-	-	-	-	30.00	-	-	-	-	-	30.00	-
Interest Paid												
Growel Goema (I) Private Limited	-	-	1.72	1.73	-	-	-	-	-	-	1.72	1.73
Ridhi Sidhi Limited	-	-	-	-	8.21	8.63	-	-	-	-	8.21	8.63
Bubna More & Company Private Limited	-	-	-	-	4.43	4.60	-	-	-	-	4.43	4.60
Radhakishan Nandlal Private Limited	-	-	-	-	11.28	11.44	-	-	-	-	11.28	11.44
Mr. Nirajkumar More	-	-	-	-	-	-	10.81	10.81	-	-	10.81	10.81
Poona Bottling Company Private Limited	-	-	26.33	19.73	-	-	-	-	-	-	26.33	19.73
Purchases												
Growel Sidasa Industries Private Limited	-	-	183.27	13.85	-	-	-	-	-	-	183.27	13.85
Grauer & Weil (Thailand) Limited	-	-	0.95	77.84	-	-	-	-	-	-	0.95	77.84
Growel Projects Limited	-	-	-	-	-	65.38	-	-	-	-	-	65.38
Grauer & Weil (Shanghai) Limited	26.46	-	-	-	-	-	-	-	-	-	26.46	-
Rent Paid												
Poona Bottling Company Private Limited	-	-	7.08	6.30	-	-	-	-	-	-	7.08	6.30
Ridhi Sidhi Limited	-	-	-	-	2.70	0.20	-	-	-	-	2.70	0.20
Mr. Nirajkumar More	-	-	-	-	-	-	8.76	10.56	-	-	8.76	10.56
Mr. Umeshkumar More	-	-	-	-	-	-	0.90	0.90	-	-	0.90	0.90
Mrs. Pallavi More	-	-	-	-	-	-	-	-	5.16	5.16	5.16	5.16
Mrs. Premlata More	-	-	-	-	-	-	-	-	3.60	5.20	3.60	5.20
Rent Received												
Growel Sidasa Industries Private Limited	-	-	1.57	3.13	-	-	-	-	-	-	1.57	3.13
Ridhi Sidhi Limited	-	-	-	-	1.03	1.03	-	-	-	-	1.03	1.03
Sales												
Grauer & Weil (Shanghai) Limited	357.62	323.24	-	-	-	-	-	-	-	-	357.62	323.24
Growel Sidasa Industries Private Limited	-	-	200.35	493.34	-	-	-	-	-	-	200.35	493.34
Grauer & Weil (Thailand) Limited	-	-	409.09	415.00	-	-	-	-	-	-	409.09	415.00
Reimbursement of Expenses												
Poona Bottling Company Private Limited	-	-	7.87	9.98	-	-	-	-	-	-	7.87	9.98
Growel Goema (I) Private Limited	-	-	0.12	2.87	-	-	-	-	-	-	0.12	2.87
Growel Sidasa Industries Private Limited	-	-	43.29	42.67	-	-	-	-	-	-	43.29	42.67
Growel Projects Limited	-	-	-	-	4.14	10.84	-	-	-	-	4.14	10.84
Ridhi Sidhi Limited	-	-	-	-	6.09	8.36	-	-	-	-	6.09	8.36
Growel Corporate Management Limited	-	-	-	-	0.01	-	-	-	-	-	0.01	-
Bubna More & Company Private Limited	-	-	-	-	2.01	1.88	-	-	-	-	2.01	1.88
Radhakishan Nandlal Private Limited	-	-	-	-	2.26	2.27	-	-	-	-	2.26	2.27

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Subsidiary		Associates		Enterprise of KMP		KMP		Relatives of KMP		Total	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Growel Softech Limited	-	-	-	-	3.03	0.30	-	-	-	-	3.03	0.30
Digikore Studio Limited	-	-	-	-	0.35	0.17	-	-	-	-	0.35	0.17
Mr. Nirajkumar More	-	-	-	-	-	-	2.87	-	-	-	2.87	-
Mrs. Pallavi More	-	-	-	-	-	-	-	-	0.74	-	0.74	-
Services Paid												
Growel Projects Limited	-	-	-	-	31.75	24.77	-	-	-	-	31.75	24.77
Managerial Remuneration												
Mr. Nirajkumar More	-	-	-	-	-	-	71.74	58.84	-	-	71.74	58.84
Mr. Umeshkumar More	-	-	-	-	-	-	46.13	12.79	-	-	46.13	12.79
Mr. Rohitkumar More	-	-	-	-	-	-	23.78	18.09	-	-	23.78	18.09
Mr. Vinod Haritwal	-	-	-	-	-	-	75.35	56.27	-	-	75.35	56.27
Salary												
Mrs. Pallavi More	-	-	-	-	-	-	-	-	29.08	24.15	29.08	24.15
Share Investments												
Growel Sidasa Industries Private Limited	-	-	-	84.34	-	-	-	-	-	-	-	84.34
Professional Fees												
Growel Corporate Management Limited	-	-	-	-	1.50	4.01	-	-	-	-	1.50	4.01
Growel Sidasa Industries Private Limited	-	-	17.39	-	-	-	-	-	-	-	17.39	-
Mr. Yogesh Samat	-	-	-	-	-	-	10.11	4.50	-	-	10.11	4.50
Outstanding Loans												
Grauer & Weil (Thailand) Limited *	-	-	54.00	54.00	-	-	-	-	-	-	54.00	54.00
Advances Receivable												
Grauer & Weil (UK) Limited	0.23	-	-	-	-	-	-	-	-	-	0.23	-
Growel Sidasa Industries Private Limited	-	-	-	0.39	-	-	-	-	-	-	-	0.39
Growel Softech Limited	-	-	-	-	1.19	1.19	-	-	-	-	1.19	1.19
Creditors												
Grauer & Weil (Thailand) Limited	-	-	-	0.02	-	-	-	-	-	-	-	0.02
Poona Bottling Company Private Limited	-	-	1.10	1.21	-	-	-	-	-	-	1.10	1.21
Digikore Design Limited	-	-	-	-	0.36	0.36	-	-	-	-	0.36	0.36
Growel Projects Limited	-	-	-	-	0.07	127.98	-	-	-	-	0.07	127.98
Growel Sidasa Industries Private Limited	-	-	-	7.24	-	-	-	-	-	-	-	7.24
Growel Goema (I) Private Limited	-	-	-	0.01	-	-	-	-	-	-	-	0.01
Mr. Vinod Haritwal	-	-	-	-	-	-	1.72	-	-	-	1.72	-
Debtors												
Grauer & Weil (Shanghai) Limited	365.09	307.94	-	-	-	-	-	-	-	-	365.09	307.94
Growel Goema (I) Private Limited	-	-	154.81	224.81	-	-	-	-	-	-	154.81	224.81
Growel Sidasa Industries Private Limited	-	-	-	272.97	-	-	-	-	-	-	-	272.97
Grauer & Weil (Thailand) Limited	-	-	314.12	247.04	-	-	-	-	-	-	314.12	247.04
Digikore Design Limited	-	-	-	-	0.03	-	-	-	-	-	0.03	-
Waluj Beverages Private Limited	-	-	-	-	0.48	0.48	-	-	-	-	0.48	0.48
Growel Projects Limited	-	-	-	-	0.21	0.21	-	-	-	-	0.21	0.21
Unsecured Loan												
Poona Bottling Company Private Limited	-	-	200.00	210.00	-	-	-	-	-	-	200.00	210.00
Growel Goema (I) Private Limited	-	-	15.00	15.00	-	-	-	-	-	-	15.00	15.00
Ridhi Sidhi Limited	-	-	-	-	-	75.00	-	-	-	-	-	75.00
Bubna More & Company Private Limited	-	-	-	-	12.00	40.00	-	-	-	-	12.00	40.00
Radhakishan Nandlal Private Limited	-	-	-	-	69.50	99.50	-	-	-	-	69.50	99.50
Mr. Nirajkumar More	-	-	-	-	-	-	94.00	94.00	-	-	94.00	94.00

* includes interest of Rs. 4 Lacs

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

		Rupees in Lacs	
		2013-14	2012-13
O. Donations to Political Parties			
Maharashtra Nav Nirman Sena		0.15	-
Shiv Sena		0.55	-
Republican Party of India		-	0.11
Total		0.70	0.11
P. Earnings Per Share		31.03.2014	31.03.2013
Profit for the year	(Rupees in Lacs)	3,079.19	1,983.94
Weighted average number of Equity Shares (Face Value Re. 1 per share)	(Nos. in Lacs)	2,267.06	2,267.06
Basic and Diluted Earnings per share	(Rupees)	1.36	0.87
Q. C.I.F. Value of Imports		2013-14	2012-13
(a) Raw Materials		5,350.17	4,875.99
(b) Components & Spare Parts		2.02	4.40
(c) Capital Goods		14.30	47.88
R. Remittances in Foreign Currency		2013-14	2012-13
Dividend (Net of Taxes)	(Rupees in Lacs)	0.95	1.18
Number of Non-Resident Shareholders	(Nos.)	1	1
Number of Shares held by Non-Residents on which dividend was remitted	(Nos. in Lacs)	7.88	7.88
Year for which dividend was remitted		2012-13	2011-12
S. Expenditure in Foreign Currency (On Payment basis)		2013-14	2012-13
(a) Travelling		89.02	84.88
(b) Seminar & exhibition		7.71	11.70
(c) Membership & subscription		1.50	0.87
(d) Testing & Analysis		-	-
(e) Bank charges		14.87	13.62
(f) Commission		14.61	12.42
(g) Royalty		12.06	-
(h) Free Samples		-	0.07
(i) Licence Fees		-	15.07
(j) Interest on Foreign Currency Loan		1.63	13.60
(k) Professional Fees		15.57	0.21

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

	Rupees in Lacs	
	2013-14	2012-13
T. Earnings in Foreign Currency		
F.O.B. Value of Exports	6,074.33	4,154.50
Erection and Commission Charges	13.29	-
Commission received	7.64	9.90
Others	166.29	705.48

U. Previous year figures have been regrouped and reclassified wherever required.

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, 2014

For and on behalf of the Board of Directors

UMESHKUMAR MORE Chairman

NIRAJKUMAR MORE Managing Director

VINOD HARITWAL CEO & Director

CHINTAN K. GANDHI Company Secretary

STATEMENT ATTACHED TO THE BALANCE SHEET AS AT 31ST MARCH, 2014

Pursuant to Section 212 of the Companies Act, 1956

	Name of the Subsidiary Company	: Grauer & Weil (Shanghai) Limited	Grauer & Weil (UK) Limited
1	Financial year ending	: 31-Dec-13	30-Jun-13
2	Date from which it became subsidiary	: 15-Nov-07	3-Jun-11
3	Extent of the Holding Company's interest at the financial year-end of the subsidiary	: Rs. 2,32,84,600/- (100%)	Rs. 76 (100%)
4	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.	: Rs. 51,44,628 (Loss)	NIL
	b) For the previous financial years of the subsidiary since it became the Holding Company's subsidiary	: Rs. 2,22,55,140 (Loss)	NIL
5	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.	: NIL	NIL
	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.	: NIL	NIL

For and on behalf of the Board of Directors

UMESHKUMAR MORE

Chairman

NIRAJKUMAR MORE

Managing Director

VINOD HARITWAL

CEO & Director

CHINTAN K. GANDHI

Company Secretary

Mumbai, 30th May, 2014

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Core strength of Grauer & Weil (India) Limited



INDEPENDENT AUDITORS' 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, 2014, 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 the 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 judgement, 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 but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. 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, 2014;
- 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 subsidiary which in the aggregate represent total assets as at December 31, 2013 of Rs. 715.16 Lacs and total revenue for the year ended on that date of Rs. 532.03 Lacs and net cash outflow of Rs. 9.82 Lacs and of associates which reflect the Group's share of Loss, up to December 31, 2013 of Rs. 95.94 Lacs and up to March 2013 of Rs. 962.87 Lacs respectively, 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.

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

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

N.Kashinath
Partner
Membership No. 36490

Mumbai
30th May, 2014

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note	Rupees in Lacs	
		As at March 31, 2014	As at March 31, 2013
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	1	2,267.06	2,267.06
Reserves & Surplus	2	17,077.54	14,468.08
		19,344.60	16,735.14
Non Current Liabilities			
Long Term Borrowings	3	3,801.32	5,789.50
Deferred Tax Liabilities (Net)	4	1,784.68	1,691.34
Other Long Term Liabilities	5	1,344.43	1,164.25
Long Term Provisions	6	915.36	810.81
		7,845.79	9,455.90
Current Liabilities			
Short Term Borrowings	7	3,912.75	4,126.72
Trade Payables	8	4,519.68	4,624.47
Other Current Liabilities	9	5,895.96	5,706.26
Short Term Provisions	6	818.60	506.71
		15,146.99	14,964.16
Total		42,337.38	41,155.20
ASSETS			
Non Current Assets			
Fixed Assets			
Tangible Assets			
Tangible Assets	10	22,453.42	22,995.03
Intangible Assets		67.85	87.47
Capital Work-in-Progress		122.13	15.57
		22,643.40	23,098.07
Non Current Investments			
Non Current Investments	11	288.76	275.78
Long Term Loans and Advances	12	1,863.08	1,598.01
Other Non Current Assets	13	5.80	5.39
		2,157.64	1,879.18
		24,801.04	24,977.25
Current Assets			
Inventories	14	6,220.76	6,290.13
Trade Receivables	15	9,311.19	7,818.85
Cash and Bank Balances	16	646.04	597.14
Short Term Loans and Advances	12	1,183.26	1,249.63
Other Current Assets	13	175.09	222.20
		17,536.34	16,177.95
Total		42,337.38	41,155.20
Explanatory Information & Other Additional Notes	26		
The explanatory 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, 2014

For and on behalf of the Board of Directors

UMESHKUMAR MORE

Chairman

NIRAJKUMAR MORE

Managing Director

VINOD HARITWAL

CEO & Director

CHINTAN K. GANDHI

Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note	Rupees in Lacs	
		2013-2014	2012-2013
INCOME			
Revenue from operations (Gross)	17	42,121.30	36,796.47
Less: Excise Duty		3,373.15	3,158.87
Revenue from operations (Net)		38,748.15	33,637.60
Other Income	18	285.33	216.89
Total Revenue		39,033.48	33,854.49
EXPENSES			
Cost of materials consumed	19	19,841.94	18,451.88
Purchase of Stock in Trade	20	361.82	579.71
Changes in Inventories	21	595.34	(1,211.47)
Employee Benefits Expense	22	4,342.93	3,878.92
Finance Costs	23	1,674.03	2,053.84
Depreciation & Amortisation Expense	24	1,150.04	1,101.31
Other Expenses	25	7,531.37	6,616.27
Total Expenses		35,497.47	31,470.46
PROFIT BEFORE TAX		3,536.01	2,384.03
Tax Expense:			
Current Tax		752.11	478.00
MAT credit entitlement		(339.90)	(326.36)
Deferred Tax		93.34	251.23
		505.55	402.87
PROFIT FOR THE YEAR		3,030.46	1,981.16
Earnings Per Equity Share (in Rupees)			
Basic and Diluted		1.34	0.87
Explanatory Information & Other Additional Notes	26		
The explanatory notes are an integral part of these financial statements			

This is the Statement of Profit & Loss 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

VINOD HARITWAL CEO & Director

CHINTAN K. GANDHI Company Secretary

N. KASHINATH

Partner

Membership No. 36490

Mumbai, 30th May, 2014

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Rupees in Lacs			
	2013-2014		2012-2013	
A. CASH FLOW FROM OPERATING ACTIVITIES				
PROFIT BEFORE TAX		3,536.01		2,384.03
Adjustment for :				
Depreciation	1,150.04		1,101.31	
Bad Debts written off	289.13		34.32	
Finance costs	1,674.03		2,053.84	
Loss / (Gain) on fixed assets sold/discarded (Net)	(23.59)		2.43	
Unrealised Exchange Loss / (Gain)	80.24		(136.76)	
Income from Investments	(94.91)		(90.63)	
Dividend Income	(0.24)	<u>3,074.70</u>	(0.15)	<u>2,964.36</u>
Operating Profit Before Working Capital Changes		6,610.71		5,348.39
Adjustments for Changes in Working Capital				
Trade Receivables	(1,814.10)		(431.60)	
Inventories	69.37		(1,217.54)	
Loans and Advances & Other Assets	84.61		72.71	
Trade Payables	(110.80)		1,094.99	
Other Long Term and Short Term Liabilities	428.69		1,204.76	
Provisions	169.43	<u>(1,172.80)</u>	184.71	<u>908.03</u>
Cash generated from Operations		5,437.91		6,256.42
Less: Direct Taxes Paid		<u>(598.93)</u>		<u>(577.97)</u>
NET CASH FLOW FROM OPERATING ACTIVITIES		4,838.98		5,678.45
B. CASH FLOW FROM INVESTING ACTIVITIES				
Payment towards Capital Expenditure		81.39		25.68
Payment towards Purchase of Fixed Assets		(881.44)		(1,848.75)
Proceeds from Sale of Fixed Assets		158.45		23.12
Interest and Dividend income		86.58		90.65
NET CASH FLOW FROM INVESTING ACTIVITIES		(555.02)		(1,709.30)

Particulars	Rupees in Lacs	
	2013-2014	2012-2013
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Long Term Borrowings	(1,843.07)	(1,192.81)
Net Proceeds of Short Term Borrowings	(115.12)	147.28
Net Proceeds of Fixed Deposits	34.39	35.68
Net Repayment of Hire purchase credits	2.94	(18.90)
Net Increase / (Decrease) of Working Capital facilities	(203.97)	(393.16)
Loan to Related Parties	0.10	1.40
Proceeds / (Repayment) of Loan from Related Parties	(143.00)	75.00
Interest paid	(1,670.34)	(2,114.37)
Dividend and Corporate Dividend Tax	(315.12)	(389.76)
NET CASH FLOW FROM FINANCING ACTIVITIES	(4,253.19)	(3,849.64)
NET INCREASE/(DECREASE)IN CASH AND CASH EQUIVALENTS	30.77	119.51
CASH AND CASH EQUIVALENTS AS AT THE BEGINNING OF THE PERIOD	<u>478.02</u>	<u>358.51</u>
CASH AND CASH EQUIVALENTS AS AT THE END OF THE PERIOD	<u>508.79</u>	<u>478.02</u>

This is the Cash Flow 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, 2014

For and on behalf of the Board of Directors

UMESHKUMAR MORE Chairman

NIRAJKUMAR MORE Managing Director

VINOD HARITWAL CEO & Director

CHINTAN K. GANDHI Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 1: SHARE CAPITAL

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
Authorised		
50,00,00,000 Equity Shares of Re. 1/- each	5,000.00	5,000.00
	<u>5,000.00</u>	<u>5,000.00</u>
Issued, Subscribed and Fully Paid-up		
22,67,05,750 Equity Shares of Re. 1/- each	2,267.06	2,267.06
	<u>2,267.06</u>	<u>2,267.06</u>

Reconciliation of shares outstanding as at the end of the year:

Particulars	March 31, 2014		March 31, 2013	
	No. of Shares	Rupees in Lacs	No. of Shares	Rupees in Lacs
As at the beginning of the year	22,67,05,750	2,267.06	22,67,05,750	2,267.06
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	<u>22,67,05,750</u>	<u>2,267.06</u>	<u>22,67,05,750</u>	<u>2,267.06</u>

(a) Rights, preferences and restrictions attached to shares

The Company has one class of Equity Shares having a par value of Re. 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, 2014	March 31, 2013
Mr. Umeshkumar More	2,33,05,999	2,31,68,570
Mr. Nirajkumar More	2,73,40,226	2,70,11,650
Mrs. Premlata More	1,32,24,455	1,31,82,710
M/s Growel Projects Limited	1,25,58,000	1,25,58,000
M/s Poona Bottling Company Private Limited	4,09,75,000	4,09,75,000
M/s Ridhi Sidhi Limited	3,23,59,000	3,23,59,000

NOTE 2: RESERVES AND SURPLUS

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
General Reserve		
As per last Account	14,220.40	12,734.84
Add: Transfer from Statement of Profit & Loss	3,000.00	1,600.00
Less: Share of Accumulated Profit/(Loss) in respect of Investments in Associates	12.98	(63.23)
	<u>17,233.38</u>	<u>14,271.61</u>
Less: Transfer from Statement of Profit & Loss being difference of Depreciation on original cost & fair value	(51.21)	(51.21)
	<u>17,182.17</u>	<u>14,220.40</u>
Capital Reserve		
As per last Balance Sheet	91.37	91.37
	<u>91.37</u>	<u>91.37</u>
Foreign Currency Translation Reserve		
As per last Balance Sheet	(146.41)	(12.82)
Add: Adjustments during the year	41.60	(133.59)
	<u>(104.81)</u>	<u>(146.41)</u>
	<u>17,168.73</u>	<u>14,165.36</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	March 31, 2014	March 31, 2013
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. 2,158.81 Lacs (P.Y. Rs. 2,210.02 Lacs)		
Surplus / (Deficit) in the Statement of Profit & Loss		
As per last Account	302.72	239.85
Profit for the year	3,030.46	1,981.16
Less:- Appropriations		
Proposed Dividend (Rs. 0.16 Per share (P.Y. Rs. 0.12 Per share))	362.73	272.05
Corporate Tax on Dividend	61.64	46.24
Transfer to General Reserve	3,000.00	1,600.00
Net surplus in the Statement of Profit & Loss	(91.19)	302.72
	17,077.54	14,468.08

NOTE 3: LONG TERM BORROWINGS

Rupees in Lacs

Particulars	NON CURRENT		CURRENT MATURITIES	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Secured				
Term Loans from Banks	3,483.63	5,326.70	1,787.16	1,902.28
Unsecured				
Loans and Advances from related parties	96.50	229.50	-	-
Fixed Deposits	148.17	152.36	80.58	42.00
Others (Hire Purchase Credits)	73.02	80.94	69.94	59.08
Amounts disclosed under the head 'Other Current Liabilities' (Note 9)	-	-	(1,937.68)	(2,003.36)
	3,801.32	5,789.50	-	-

Nature of Security

- (a) Term loan from The Saraswat Co-op Bank 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 outstanding as on 31st March, 2014 amounting Rs. 217.48 Lacs is to be repaid in 14 monthly installments of Rs. 15.00 Lacs each and last 15th installment of Rs. 7.48 Lacs.
- The Term loan outstanding as on 31st March, 2014 amounting Rs. 2765.76 Lacs is to be repaid in 31 monthly installments of Rs. 75.00 Lacs each and last 32nd installment of Rs. 440.76 Lacs.
- The Term loan outstanding as on 31st March, 2014 amounting Rs. 687.55 Lacs is to be repaid in 32 monthly installments of Rs. 20.83 Lacs each and last 33rd installment of Rs. 20.99 Lacs.

- (b) Term loan from Woori Bank is secured by pari-passu first charge along with The Saraswat Co-op Bank by way of joint mortgage of deposit of title deeds of immovable properties of the Company at Kandivli.

Terms of repayment

- The Term loan outstanding as on 31st March, 2014 amounting Rs. 1600.00 Lacs is to be repaid in 41 monthly installments of Rs. 38.10 Lacs each and last 42nd installment of Rs. 37.90 Lacs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 4 : DEFERRED TAX LIABILITIES (NET)

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
The breakup of Deferred Tax Liabilities arising on account of timing difference in:		
- Depreciation	2,168.31	2,017.38
- Accrued expenses allowable on actual payments	(383.63)	(326.04)
Deferred Tax Liabilities (Net)	1,784.68	1,691.34

NOTE 5: OTHER LONG TERM LIABILITIES

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
Unsecured		
Deposits from Licensees and Dealers	1,256.05	1,082.62
Staff Recoveries	88.38	81.63
	1,344.43	1,164.25

NOTE 6: PROVISIONS

Rupees in Lacs

Particulars	LONG TERM		SHORT TERM	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Provision for Employee Benefits				
Leave benefits	126.19	116.93	50.48	17.38
Gratuity	789.17	693.88	162.81	131.03
For Tax (Net of Advance Tax paid)	-	-	180.94	40.01
Proposed Dividend	-	-	362.73	272.05
Corporate Tax on Dividend	-	-	61.64	46.24
	915.36	810.81	818.60	506.71

NOTE 7: SHORT TERM BORROWINGS

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
Secured		
Working Capital facilities from Banks	3,618.75	3,822.72
Unsecured		
Loans from related parties	294.00	304.00
	3,912.75	4,126.72

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, 2014

NOTE 8: TRADE PAYABLES

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
Trade payables	4,282.90	3,752.26
Acceptances	236.78	872.21
	<u>4,519.68</u>	<u>4,624.47</u>

NOTE 9: OTHER CURRENT LIABILITIES

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
Current maturities of long term borrowings (Note 3)	1,937.68	2,003.36
Interest accrued and due on borrowings	48.97	45.28
Statutory dues:		
Excise Duty	177.48	151.76
Service Tax Payable	227.45	307.92
Others	345.17	67.18
Other payables:		
Employee benefits	234.11	253.19
Unpaid Dividend*	26.29	23.12
Sundry creditors for capital goods	41.00	91.41
Discount payable	800.98	579.83
Advances from customers	454.80	917.56
Others	1,602.03	1,265.65
	<u>5,895.96</u>	<u>5,706.26</u>

* 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, 2014

NOTE 10: FIXED ASSETS

Rupees in Lacs

Nature of Fixed Assets	GROSS BLOCK			DEPRECIATION			NET BLOCK				
	Cost as at 1/4/2013	Additions	Deductions	Other Adjustments	Cost as at 31/3/2014	Up to 31/3/2013	Provided during the year	Deductions Adjustments	Up to 31/3/2014	As at 31/3/2014	As at 31/3/2013
Tangible Assets											
Land											
a) Freehold	1,487.81	4.28	7.31	-	1,484.78	-	-	-	-	1,484.78	1,487.81
b) Leasehold	1,887.61	-	-	-	1,887.61	163.03	31.20	-	194.23	1,693.38	1,724.58
Buildings	14,317.76	294.24	-	-	14,612.00	1,896.29	470.63	-	2,366.92	12,245.08	12,421.47
Plant & Machinery	7,375.74	258.94	2.89	65.78	7,566.01	2,328.90	428.94	0.99	2,756.85	4,809.16	5,046.84
Laboratory Equipment	310.97	14.48	-	-	325.45	169.12	14.66	-	183.78	141.67	141.85
R&D Equipment	631.93	28.71	-	-	660.64	268.59	31.18	-	299.77	360.87	363.34
Furniture & Fixtures	1,461.91	20.53	0.10	0.00	1,482.34	442.79	92.56	0.03	535.32	947.02	1,019.12
Vehicles	875.46	126.57	162.95	-	839.08	334.06	81.85	103.15	312.76	526.32	541.40
Office Equipment	461.64	19.79	-	0.00	481.43	213.02	23.27	-	236.29	245.14	248.62
TOTAL	28,810.83	767.54	173.25	65.78	29,339.34	5,815.80	1,174.29	104.17	6,885.92	22,453.42	22,995.03
Previous year	26,888.82	2,050.87	31.15	97.71	28,810.83	4,795.34	1,123.77	103.31	5,815.80	22,995.03	
Intangible Assets											
Computer Software	163.04	7.34	-	-	170.38	75.57	26.96	-	102.53	67.85	87.47
TOTAL	163.04	7.34	-	-	170.38	75.57	26.96	-	102.53	67.85	87.47
Previous year	94.37	68.67	-	-	163.04	46.82	28.75	-	75.57	87.47	15.57
Capital Work-in-Progress (Note (a))										122.13	15.57
										22,643.40	23,098.07
(a) Details of pre-operative expenses included in Capital Work-in-Progress:											
Professional Fees											8.48
Borrowing Cost											(2.12)
Add: Brought forward from previous year										9.80	6.36
Less - Capitalised during the year										9.80	9.07
Total											15.43
										9.80	(5.63)
										9.80	9.80

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 11: NON CURRENT INVESTMENTS (Non Trade)

(at cost less permanent diminution in value)

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
(A) In Associates		
Fully paid Equity Shares (Unquoted)		
(a) Carrying cost of investments in Associates (see note below)	283.06	270.08
(B) Others		
(a) Fully paid Equity Shares (Quoted)	2.45	2.45
(b) Fully paid Equity Shares (Unquoted)	2.56	2.56
(c) National Savings Certificates	0.69	0.69
	288.76	275.78

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) Private Limited	India	1.50	15.00	3.31	(34.10)	-
		(2.50)	(25.02)	(3.31)	(-57.32)	-
Growel Sidasa Industries Private Limited	India	12.88	128.83	-	(175.71)	-
		(12.88)	(128.83)	-	(-100.31)	(28.52)
Grauer & Weil (Thailand) Limited	Thailand	0.59	83.83	-	(140.26)	-
		(0.59)	(83.83)	-	(-146.59)	-
Growel Energy Company Limited	India	-	-	-	-	-
		(0.49)	(4.94)	-	-	(4.94)
Poona Bottling Company Private Limited	India	0.92	3.90	-	279.16	283.06
		(0.92)	(3.90)	-	(232.72)	(236.62)
TOTAL			231.56			283.06
			(246.52)			(270.08)

Figures in brackets are in respect of previous year.

NOTE 12: LOANS AND ADVANCES

Rupees in Lacs

Particulars	LONG TERM		SHORT TERM	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Unsecured - Considered Good				
Capital Advances	207.87	289.26	-	-
Security Deposits	288.75	264.34	-	-
Loans and Advances to related parties	50.29	50.00	1.19	1.58
Loans and Advances to employees	6.31	12.21	41.78	44.10
Advance income tax	116.62	128.86	-	-
MAT credit entitlement	1,193.24	853.34	-	-
Advance to Suppliers	-	-	709.04	634.98
Prepaid - Advance recoverable in cash or kind or for value to be received	-	-	1.46	1.90
Balances with Government Authorities				
(i) CENVAT	-	-	202.04	249.23
(ii) VAT	-	-	120.62	129.47
(iii) Service Tax	-	-	107.13	188.37
	1,863.08	1,598.01	1,183.26	1,249.63

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 13: OTHER ASSETS

Rupees in Lacs

Particulars	NON CURRENT		CURRENT	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Unsecured - Considered Good				
Interest accrued on Inter Corporate Deposits	-	-	15.92	7.35
Prepaid expenses	-	-	51.03	77.35
Others	-	-	108.14	137.50
Non current Bank balances (Note 16)	5.80	5.39	-	-
	<u>5.80</u>	<u>5.39</u>	<u>175.09</u>	<u>222.20</u>

NOTE 14: INVENTORIES

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
At lower of cost and net realisable value		
Raw materials	2,435.15	2,218.56
Goods-in-transit	616.75	331.51
	<u>3,051.90</u>	<u>2,550.07</u>
Work-in-progress	968.67	1,020.40
Finished goods	1,918.04	2,429.80
Traded goods	109.61	138.24
	<u>2,027.65</u>	<u>2,568.04</u>
Stores and spares	172.54	151.62
	<u>6,220.76</u>	<u>6,290.13</u>

NOTE 15: TRADE RECEIVABLES

Rupees in Lacs

Particulars	March 31, 2014	March 31, 2013
Overdue for a period exceeding six months		
Secured Considered Good	316.50	328.76
Unsecured Considered Good	1,828.70	1,684.04
Others		
Secured Considered Good	387.56	220.31
Unsecured Considered Good	6,778.43	5,585.74
	<u>9,311.19</u>	<u>7,818.85</u>

NOTE 16: CASH AND BANK BALANCES

Rupees in Lacs

Particulars	NON CURRENT		CURRENT	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Cash & Cash Equivalents				
Balances with banks				
In Current Accounts	-	-	413.00	357.36
In EEFC Accounts	-	-	61.76	91.00
Cash on hand	-	-	34.03	29.66
	-	-	<u>508.79</u>	<u>478.02</u>
In earmarked accounts				
Unpaid dividend accounts	-	-	26.29	23.12
Other bank balances				
Margin Money / Fixed Deposits	5.80	5.39	110.96	96.00
Amount disclosed under 'Non Current Assets' (Note 13)	(5.80)	(5.39)	-	-
	-	-	<u>646.04</u>	<u>597.14</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 17: REVENUE FROM OPERATIONS

Rupees in Lacs

Particulars	2013-2014	2012-2013
Sale of Goods	43,386.60	38,107.69
Less: Trade Discount	4,076.19	3,826.48
	39,310.41	34,281.21
Business Conducting Fees/Licence Fees and related income	2,194.12	1,928.98
Other Operating Revenues		
Plating and Service Charges	101.75	166.04
Business Support Fee	32.58	82.09
Excise Duty Refund	282.89	187.25
Scrap Sales	91.44	96.63
Export Duty Drawback	108.11	54.27
	616.77	586.28
	42,121.30	36,796.47
Details of Sales (Gross):		
Class of Goods		
Electroplating Chemicals	28,367.06	23,285.83
Basic Chemicals	2,006.14	1,934.08
Intermediary Chemicals	1,525.14	1,489.27
Electroplating Equipment	4,835.39	4,076.92
Free Samples	0.77	3.55
Paints, Enamels, Varnishes and Oil Bound Distempers	5,666.74	4,935.59
Others	985.36	2,382.45
	43,386.60	38,107.69

NOTE 18: OTHER INCOME

Rupees in Lacs

Particulars	2013-2014	2012-2013
Interest Income	94.91	90.63
Dividend Income		
Other than trade investments	0.24	0.15
Net gain on sale of fixed assets	23.59	-
Net gain on foreign currency transactions and translation	117.76	68.79
Sundry Balances Written Back	25.28	40.70
Others	23.55	16.62
	285.33	216.89

NOTE 19: COST OF MATERIALS CONSUMED

Rupees in Lacs

Particulars	2013-2014	2012-2013
Opening Stock	2,218.56	2,184.13
Add: Purchases	20,058.53	18,486.31
	22,277.09	20,670.44
Less: Closing Stock	2,435.15	2,218.56
	19,841.94	18,451.88
Details of Raw Materials consumed:		
Inorganic Compounds	8,987.14	7,452.67
Organic Compounds	5,542.69	5,997.35
Mild Steel & Angles, Beams, Channels, Sheets, Rods and Flats	772.78	780.41
Stainless Steel, Rods, Sheets & Flats	440.17	208.63
Electric Motors	116.03	110.61
Rectifiers	309.28	102.06
Pigments	571.68	406.60
Resins	1,341.48	1,285.17
Solvents	808.61	842.42
Others	952.08	1,265.96
	19,841.94	18,451.88

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 20: PURCHASE OF STOCK IN TRADE

Rupees in Lacs

Particulars	2013-2014	2012-2013
Traded Goods	361.82	579.71

NOTE 21: CHANGES IN INVENTORIES

Rupees in Lacs

Particulars	2013-2014	2012-2013
Closing Stock		
Traded Goods	109.61	138.24
Work-in-Progress	968.67	1,020.40
Finished Goods	1,918.04	2,429.80
	<u>2,996.32</u>	<u>3,588.44</u>
Less: Opening Stock		
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>
	592.12	(1,244.77)
Differential Excise Duty on Opening and Closing Stock of Finished Goods	3.22	33.30
	<u>595.34</u>	<u>(1,211.47)</u>

Details of Inventory:

Particulars	Work-in-Progress		Finished Goods	
	Opening Stock	Closing Stock	Opening Stock	Closing Stock
Electroplating Chemicals	147.74	179.66	967.27	805.52
Basic Chemicals	0.63	6.66	8.64	26.32
Intermediatory Chemicals	49.50	12.76	47.43	158.08
Electroplating Equipment	732.66	626.73	479.79	10.15
Paints, Enamels, Varnishes and Oil Bound Distempers	89.87	76.58	926.67	868.20
Others	-	66.28	-	49.77
	<u>1,020.40</u>	<u>968.67</u>	<u>2,429.80</u>	<u>1,918.04</u>

Particulars	Traded Goods	
	Opening Stock	Closing Stock
Electroplating Chemicals	92.76	89.27
Paints, Enamels, Varnishes and Oil Bound Distempers	45.48	20.34
	<u>138.24</u>	<u>109.61</u>

NOTE 22: EMPLOYEE BENEFITS EXPENSE

Rupees in Lacs

Particulars	2013-2014	2012-2013
Salaries, Wages, Bonus, and Allowances	3,783.70	3,343.26
Contribution to Provident, Gratuity and Other Funds	173.63	166.06
Welfare Expenses	385.60	369.60
	<u>4,342.93</u>	<u>3,878.92</u>

NOTE 23: FINANCE COSTS

Rupees in Lacs

Particulars	2013-2014	2012-2013
Interest	1,214.26	1,631.59
Cash discount	354.77	314.68
Bank charges	105.00	107.57
	<u>1,674.03</u>	<u>2,053.84</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 24: DEPRECIATION & AMORTISATION

Rupees in Lacs

Particulars	2013-2014	2012-2013
On Tangible Fixed Assets	1,174.29	1,123.77
On Intangible Fixed Assets	26.96	28.75
	<u>1,201.25</u>	<u>1,152.52</u>
Less: Transferred to General Reserve	(51.21)	(51.21)
	<u>1,150.04</u>	<u>1,101.31</u>

NOTE 25: OTHER EXPENSES

Rupees in Lacs

Particulars	2013-2014	2012-2013
Stores and Spares Consumed	423.90	534.75
Packing Materials Consumed	1,234.03	1,064.59
Storage / Clearance	15.57	9.74
Power and Fuel	419.91	369.46
Job work charges	594.00	550.08
Drawings, Designs and Layout Expenses	18.26	33.43
Rent	122.60	119.00
Repairs and Renewals:		
Buildings	182.48	216.21
Plant and Machinery	113.46	111.28
Other Assets	80.00	93.84
	<u>375.94</u>	<u>421.33</u>
Insurance	84.95	84.69
Rates and Taxes	526.52	216.17
Printing and Stationery	62.66	60.11
Travelling & Conveyance	453.65	446.13
Communication Expenses	132.44	121.02
Legal & Professional Charges	339.50	261.03
Auditors' Remuneration:		
As Auditors	3.78	3.97
For Tax Audit	0.87	0.81
For Taxation matters	2.33	2.16
For Other services	0.88	0.81
Reimbursement of Expenses etc.	0.31	0.09
	<u>8.17</u>	<u>7.84</u>
Cost Auditors' Remuneration:		
As Auditors	1.93	1.47
Reimbursement of Expenses	0.03	-
	<u>1.96</u>	<u>1.47</u>
Directors' Fees	1.20	2.49
Loss on fixed assets sold / discarded (Net)	-	2.43
Vehicle Expenses	130.52	155.17
Donations & Contributions	4.97	3.00
Business promotion	128.45	55.21
Advertisement & Sales Promotion	8.91	2.76
Sales Tax	647.02	696.76
Freight and Forwarding (Net)	599.45	607.73
Bad Debts written off	289.13	34.32
Research and Development Expenses	144.88	129.97
Discount and Commission	118.24	191.22
Promotion Expenses	146.15	125.21
Guards & Security	117.67	105.38
Unrecovered Common Area Maintenance Expenses	25.12	(91.65)
Miscellaneous Expenses	355.60	295.43
	<u>7,531.37</u>	<u>6,616.27</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

NOTE 26: EXPLANATORY INFORMATION AND OTHER ADDITIONAL NOTES

A. Basis of Consolidation:

The Consolidated Financial Statements relate to Grauer & Weil (India) Limited, ('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) Limited & Grauer & Weil (UK) Limited used in the consolidation are drawn up to December 31, 2013 and June 30, 2013 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:

Sr. No.	Particulars	% Shares held as at March 31, 2014	% Shares held as at March 31, 2013	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:

Sr. No.	Particulars	% Shares held as at March 31, 2014	% Shares held as at March 31, 2013	Country of Incorporation
i.	Growel Goema (I) Private Limited	29.99%	29.99%	India
ii.	Grauer & Weil (Thailand) Limited	49.00%	49.00%	Thailand
iii.	Growel Sidasa Industries Private Limited	49.80%	49.80%	India
iv.	Growel Energy Company Limited	-	47.94%	India
v.	Poona Bottling Company Private Limited	48.66%	48.66%	India

B. 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.

- C. The explanatory information and other additional notes to this Consolidated Financial Statements are disclosed to the extent necessary for presenting a true and fair view of the Consolidated Financial Statements.
- D. 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

E. Earnings Per Share:

Particulars		31.03.2014	31.03.2013
Profit for the year	(Rs. in Lacs)	3,030.46	1,981.16
Weighted average number of Equity Shares (Face Value Re. 1 per share)	(Nos. in Lacs)	2,267.06	2,267.06
Basic and Diluted Earnings per share	(Rs.)	1.34	0.87

F. Segment Reporting

The following tables present revenue and profit/(loss) information regarding business and geographical segments for the year ended 31st March, 2014 and certain assets and liabilities information regarding business and geographical segments as at 31st March, 2014.

(a) Primary Segment Reporting by Business segments

Rupees in Lacs

	Chemical	Engineering	Shoppertainment	Paints	Total
Segment Revenue					
Income from operations	26,378.92	4,518.82	2,185.12	5,048.52	38,131.38
	(23,059.18)	(3,730.12)	(1,928.98)	(4,333.04)	(33,051.32)
Add : Other Income	618.37	150.52	2.51	14.16	785.56
	(440.88)	(235.04)	(13.60)	(50.05)	(739.57)
Add : Unallocable Income					116.54
					(63.60)
Total	26,997.29	4,669.34	2,187.63	5,062.68	39,033.48
	(23,500.06)	(3,965.16)	(1,942.58)	(4,383.09)	(33,854.49)
Segment Results	6,564.02	36.98	1,095.54	(609.15)	7,087.39
	(5,007.27)	(213.47)	(938.94)	(-365.88)	(5,793.80)
Less : Finance Cost					1,674.03
					(2,053.84)
Less : Other Unallocable Expenditure net of Unallocable Income					1,877.35
					(1,355.93)
Profit Before Tax					3,536.01
					(2,384.03)
Less : Provision for Current and Deferred Tax					505.55
					(402.87)
Profit After Tax					3,030.46
					(1,981.16)
Segment Assets	15,373.38	2,850.91	13,547.27	7,568.78	39,340.34
	(14,035.69)	(3,406.96)	(14,033.68)	(7,024.94)	(38,501.27)
Unallocated Corporate Assets					2,997.04
					(2,653.93)
Total Assets					42,337.38
					(41,155.20)
Segment Liabilities	4,358.70	1,583.68	2,176.58	1,634.72	9,753.68
	(4,533.63)	(2,084.62)	(1,980.98)	(2,706.90)	(11,306.13)
Unallocated Corporate Liabilities					32,583.70
					(29,849.07)
Total Liabilities					42,337.38
					(41,155.20)
Capital Expenditure	521.03	42.67	19.14	153.02	
	(1,613.83)	(83.79)	(87.25)	(29.80)	
Depreciation	460.12	26.01	566.89	23.01	
	(428.25)	(22.19)	(564.86)	(19.58)	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

(b) Secondary Segment Reporting by Geographical segments

	Domestic	Foreign	Total
Revenue	32,853.83 (29,052.65)	6,179.65 (4,801.84)	39,033.48 (33,854.49)
Total Assets	39,981.72 (39,553.98)	2,355.66 (1,601.22)	42,337.38 (41,155.20)

Note : Previous year's figures are in brackets.

- G.** Figures pertaining to the previous year / subsidiary companies have been reclassified wherever necessary to bring them in line with the group's financial statement.

Signatures to Notes 1 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, 2014

For and on behalf of the Board of Directors

UMESHKUMAR MORE Chairman
NIRAJKUMAR MORE Managing Director
VINOD HARITWAL CEO & Director
CHINTAN K. GANDHI Company Secretary



Since 1957

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

CIN: L74999MH1957PLC010975

Green Initiative in Corporate Governance

Dear Shareholder,

In case you have not registered your e-mail address for receiving communication from the Company in electronic mode, you may submit the Registration Form given below to the registrar Link Intime India Pvt. Ltd. Shareholders holding shares in demat mode are requested to register their e-mail address with the Depository Participant only.

E-COMMUNICATION REGISTRATION FORM

(In terms of circular no. 17/2011 dated 21.04.2011 and circular no. 18/2011 dated 29.04.2011 issued by the Ministry of Corporate Affairs)

Folio No./DP ID & Client ID : _____

Name of 1st Registered Holder : _____

Name of Joint Holder(s) : _____

Registered Address : _____

E-mail Address (to be registered) : _____

I/We shareholder(s) of Grauer & Weil (India) Ltd. agree to receive communication from the Company in electronic mode. Please register my/our above e-mail address in your records for sending communication through e-mail.

Date : _____

Signature : _____

Note : Shareholder(s) are requested to keep the Company/Depository Participant informed as and when there is any change in the e-mail address.

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

CIN: L74999MH1957PLC010975

ATTENDANCE SLIP

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 56th Annual General Meeting of the Company to be held on Thursday, July 31, 2014 at 03.00 p.m. at Growel's IOI Mall, 'Growel House', Akurli Road, Kandivli (East), Mumbai - 400 101.

SIGNATURE OF THE SHAREHOLDERS OR PROXY

The instructions for members for voting electronically are as under:-

A. In case of members receiving e-mail:

- (i) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab and select the "Grauer & Weil (India) Limited" from the drop down menu and click on "SUBMIT"
- (iii) Now Enter your User ID (For CDSL : 16 digits beneficiary ID, For NSDL : 8 Character DP ID followed by 8 Digits Client ID and For Members holding shares in Physical Form : Folio Number registered with the Company) and Image Verification as displayed and Click on Login.
- (iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (v) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. * In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. # Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the Electronic Voting Sequence Number (EVSN) for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see Resolution description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the Resolution file link, if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) a. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to register themselves as Corporates on <https://www.evotingindia.com> and submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
b. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on and list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
c. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy:

- (i) Please follow all steps from sl. no. (i) to sl. no. (xv) above to cast vote.

C. Other Instructions:

- (i) The voting period begins on July 25, 2014 at 9.00 a.m. IST and ends on July 27, 2014 at 6.00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date June 30, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- (ii) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on June 30, 2014.
- (iii) The Scrutinizer appointed by the Company shall, within a period not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (iv) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.growel.com and on the website of CDSL www.evotingindia.co.in within two days of the passing of the resolutions at the 56th AGM of the Company on July 31, 2014 and communicated to the BSE Limited, where the shares of the Company are listed.

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

CIN: L74999MH1957PLC010975

PROXY FORM

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

Name & Address of the Member (s):	Folio No. / Client ID:	
	DP ID:	
	e-mail Address:	

I/We, being the member(s) of _____ shares of Grauer & Weil (India) Limited, hereby appoint:

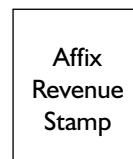
- 1) _____ of _____
having e-mail address _____ or failing him
- 2) _____ of _____
having e-mail address _____ or failing him
- 3) _____ of _____
having e-mail address _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 56th Annual General Meeting of the Company to be held on Thursday, July 31, 2014 at 03.00 p.m. at Growel's IOI Mall, 'Growel House', Akurli Road, Kandivli (East), Mumbai - 400 101 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
1. Consider and adopt the standalone and consolidated Financial Statements of the Company for the year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors' thereon.		
2. Declaration of Dividend on Equity Shares for the year ended March 31, 2014.		
3. Appointment of Director in place of Shri Vinod Haritwal, who retires by rotation and being eligible, offers himself for re-appointment.		
4. Appointment of Director in place of Shri Karunchandra Srivastava, who retires by rotation and being eligible, offers himself for re-appointment.		
5. Appointment of Statutory Auditors of the Company.		
6. Appointment of Shri Suresh Pareek as an Independent Director.		
7. Appointment of Shri Madan Mohan Chaturvedi as an Independent Director.		
8. Appointment of Shri Karunchandra Srivastava as an Independent Director.		
9. Appointment of Shri Tarun Govil as an Independent Director.		
10. Rectification of Remuneration of Cost Auditors for the Financial Year ending March 31, 2015.		
11. To borrow in excess of limits specified u/s 180(1)(c) of the Companies Act, 2013.		
12. To Lease / create charge on the properties of the Company u/s 180(1)(a) of the Companies Act, 2013.		
13. Acceptance of Deposits.		
14. Approvals of Related Party Transactions.		
15. Variation in terms of Appointment of Shri Umeshkumar More.		
16. Payment of Commission to Non Whole-time Directors of the Company.		

Signed this..... day of.....2014

Signature of shareholder



Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



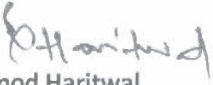


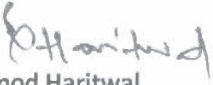


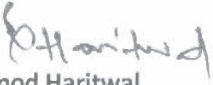


SINCE 1957

Grauer & Weil (India) Limited

Growel House, Akurli Road, Kandivli (E), Mumbai 400101, India
T 91 22 66993000 **F** 91 22 66993010 **E** hq@growel.com **W** growel.com

Chemicals | Engineering | Paints | Lube | Real Estate

Form 'A' pursuant to Clause 31(a) of the Listing Agreement

1.	Name of the Company	Grauer & Weil (India) Ltd.		
2.	Annual Financial Statements for the year ended	31-03-2014		
3.	Type of Audit Observation	<p><u>Matter of Emphasis from Auditor's Point of view:</u></p> <p>We draw attention to Note No. 27(L) to the accounts on non provision for diminution in the value of investments in equity shares of a subsidiary and associates whose net worth has eroded. For reasons explained in the said note, including the subsidiary's / associates business plans & growing prospects, such impairment, if any, is considered to be temporary in nature, upon which, we have placed our reliance and no provision is considered necessary in the accounts of the Company. Our opinion is not qualified in respect of the aforesaid matter.</p> <p><u>Management View in respect of above Matter of Emphasis:</u></p> <p>Note No. 27(L) : The Company has investment of Rs. 232.85 Lacs (P.Y. Rs. 232.85 Lacs) in the equity shares of Grauer & Weil (Shanghai) Limited, a wholly owned subsidiary company and investment in equity shares of associates viz. Growel Goema (I) Private Limited – Rs. 15.00 Lacs (P.Y. Rs. 15.00 Lacs), Growel Sidasa Industries Private Limited – Rs. 128.83 Lacs (P.Y. Rs. 128.83 Lacs) and Grauer & Weil (Thailand) Limited – Rs. 83.82 Lacs (P.Y. Rs. 83.82 Lacs). The net worth of these companies, except for Growel Sidasa Industries Private Limited has eroded. The management has taken several steps to revive the performance of these companies viz. change in the local management of these companies, more proactive monitoring of performance, linkage of remuneration packages to performance and aggressive sales plans. The management considers these as strategic investments. 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 & Weil (India) Ltd.</p>  <p>Vinod Haritwal CEO & Whole Time Director</p>  <p>Suresh Pareek Chairman – Audit Committee</p> </td> <td> <p>For M. M. Nissim and Co.</p>  <p>N. Kashinath Partner (Mem. No.36490)</p> </td> </tr> </table>	<p>For Grauer & Weil (India) Ltd.</p>  <p>Vinod Haritwal CEO & Whole Time Director</p>  <p>Suresh Pareek Chairman – Audit Committee</p>	<p>For M. M. Nissim and Co.</p>  <p>N. Kashinath Partner (Mem. No.36490)</p>
<p>For Grauer & Weil (India) Ltd.</p>  <p>Vinod Haritwal CEO & Whole Time Director</p>  <p>Suresh Pareek Chairman – Audit Committee</p>	<p>For M. M. Nissim and Co.</p>  <p>N. Kashinath Partner (Mem. No.36490)</p>			