

DREAM.
BELIEVE.
ACHIEVE.



GLOSTER LIMITED



16 | 17

ANNUAL REPORT

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“DREAMS ARE THE SEEDS OF CHANGE.
NOTHING EVER GROWS WITHOUT A
SEED AND NOTHING EVER CHANGES
WITHOUT A DREAM.”

- Debby Boone





We at Gloster
continue progressing
with passion in our
hearts, ideas in our
brains and
dreams in our eyes.

At Gloster,
finding direction
represented a
tipping point in
the history of our
existence.

Our 25-year long journey is rife with instances in which we have constantly empowered our farmers with a renewed focus on grassroots' empowerment and transitions from the margins to the mainstream and believed in the power of people and relationships.

At Gloster, we believe in our achievements only when we have been successful in achieving the desires of our different stakeholders for a life worth living.

Today, with new energy, we seek to sow the seeds for better tomorrow through developing innovative, eco-smart and environment-friendly solutions.

Standing where we are today,
we feel our journey has just begun...



About us

Founded in the year 1872, Gloster's mills is a global provider of innovative, industrial, consumer jute products and packaging solutions.

How our capacities are streamlined to benefit your business

Located in West Bengal, Gloster is headquartered at 21, Strand Road, Kolkata, Gloster Ltd. has its mills across the river at Bauria, Howrah, West Bengal, where it has two business units. The manufacturing facilities sprawl across more than 175 acres and employ around 4,500 people. Gloster is capable of annually producing about 50,000 metric tons of jute textiles and products.

Versatile product mix

Gloster manufactures hessian, double warp cloth, sacking cloth, tarpauline cloth, canvas cloth, scrim cloth, hessian bags, sacking bags, double warp bags, lifestyle products, yarn, geo textiles, soil savers, non-woven, jute tape, nursery liners and sheets and other specialty downstream products. Gloster is a self-sustained business model that can manufacture in tandem with customer's specific requirements.

Business priorities

- ▶ Embrace a 'green' focus to make the world a better place
- ▶ Grow our value-added products' segments
- ▶ Offer our customers an optimized product portfolio

Approach to sustainability

For Gloster, sustainable development makes good business sense and is intrinsic to the every day working of the Company. The Company fulfills its role by creating value in communities, looking for ways to achieve more from less, increasing resource and process efficiencies and communicating the value of the sustainable product solutions offered.

Differentiating capabilities

- ▶ Ideation and innovation
- ▶ Insights and market alignment
- ▶ Quality and service excellence
- ▶ Supply chain integration

VISION

Promote the principles of sustainability in our operations and activities.

Be committed to our workforce, consumers, suppliers, shareholders and other stakeholders, at large.

Make our business a part of the society and contribute to the welfare of the larger community.

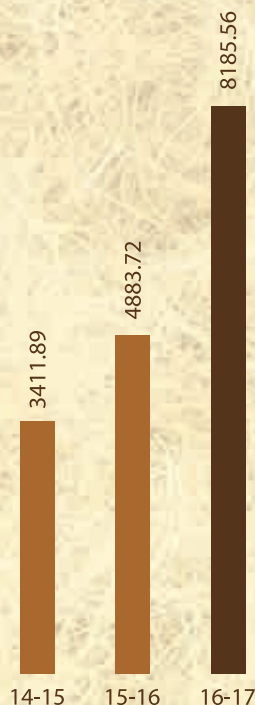
INCOME FROM OPERATIONS

(₹ in lakhs)



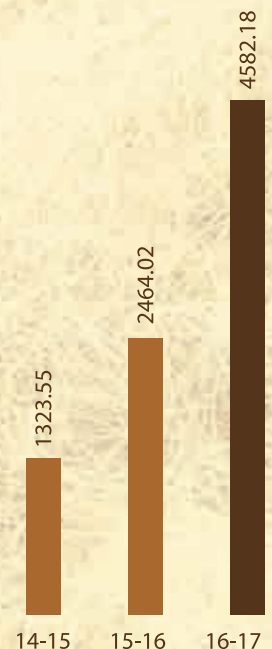
EBITDA

(₹ in lakhs)



PROFIT AFTER TAX

(₹ in lakhs)





MISSION

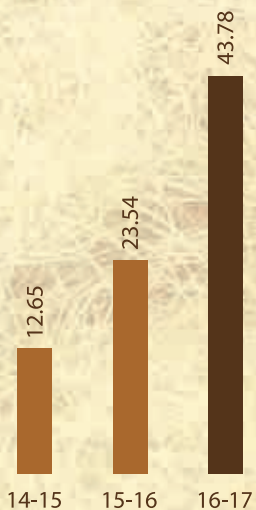
Creating a satisfied customer base.

Win recognition as a producer of quality jute and allied products.

Provide products at a competitive price.

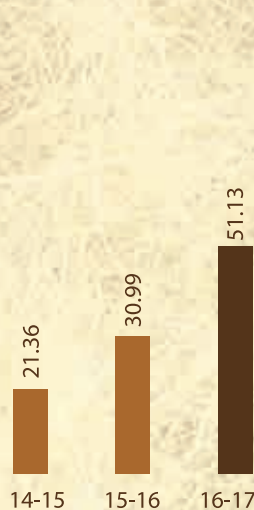
EARNING PER SHARE

(₹)



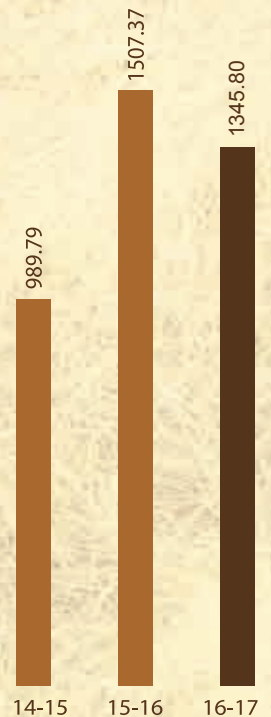
CASH EARNING PER SHARE

(₹)



CAPITAL INVESTMENT

(₹ in lakhs)





THE DREAM



In 1992, the jute division of the house of Bangurs carved itself out in the form of Gloster Limited, under the outstanding stewardship of Late Sri Gopal Das Bangur having an extraordinary vision to make Gloster the most dynamic jute company in the world, with a reputation unrivalled.

BELIEVE

Armed with the zeal to learn and the zest to live, Gloster started its journey welcoming great things coming its way. Over the years, Gloster undertook a



number of modernization initiatives and invest in new technologies to emerge as one of the most dynamic player within its industry space and help narrow the technological gap and ensure a bright and prosperous future for the company.

Gloster has always believed in its ability to transform itself into a superior business entity with a learning and knowledge-based business culture and environment. We believed that Jute has the ability to adapt to ever-changing consumer demands. Led by this belief, we underwent various modernization processes.

Gloster's modernization initiative helped spur overall productivity and efficiency thus enabling us to improve our performance. At the core of this was our belief that it could always meet demands of the customers by manufacturing goods and providing solutions that were innovative, catering to the requirements of the customer.

Gloster has always sincerely believed that jute's future prospect was bright. We always believed that our employees could adapt and evolve themselves with the changing times and set new benchmarks for efficiency and productivity within the industry.

ACHIEVE



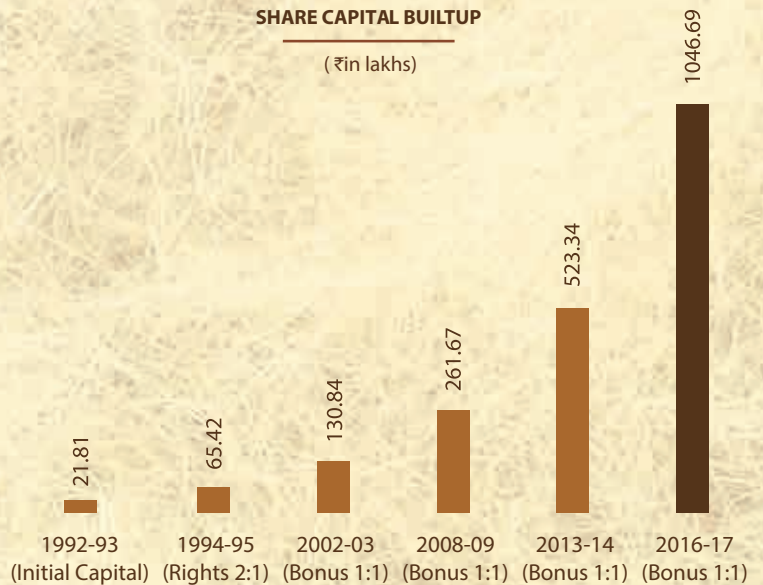
At Gloster, we have always strived to be the best. This never-settle-for-less attitude has helped usher in positive change in the lives of thousands that we touch every day. In the 21st century, Gloster has charted a growth trajectory that has been driven by unwavering focus, uncompromising quality, enduring values and the highest level of ethical standards and operational excellence. This aptly forms the foundation of the Company's success. Some of the tangible and intangible achievements are :

- ▶ Developing innovative products there by expanding existing and opening new export markets
- ▶ Engaging with the work force resulting in lower attrition and self actualization of their abilities
- ▶ Developing processes, improving working environment and putting in place strict quality controls, thereby achieving recognition by way of certification for quality, health, environment and safety
- ▶ Implementing various community development initiatives and programmes, resulting in sustainable improvement of local community

- ▶ Transparent, well communicated and inclusive vendor policies resulting in longstanding association with vendors
- ▶ Adapting the highest levels of Corporate Governance and sharing the growth of the Company by way of dividends and bonus shares

SHARE CAPITAL BUILTUP

(₹in lakhs)



GLOSTER IS COMMITTED TO CREATING SUSTAINABLE VALUE.
THESE ARE SOME OF OUR IMMEDIATE PRIORITY FOCUS AREAS:

Investing in the long-term growth and development of our business.

Maximising our contribution to climate change with the philosophy of investing for a better tomorrow.

Finding inventive, innovative and advanced solutions that meet our customers' needs.

Creating and sustaining meaningful employment, recognising diversity and creating a working environment where opportunities unfold for our people.

Working diligently to ensure the safety and well-being of our employees and contractors.

Engaging in active stewardship of our raw material and other utility ecosystems to maintain biodiversity.

Enhancing the eco-efficiency of our products through resource efficiency and responsible use of materials throughout their life-cycle.

Contributing to the development of people and communities around our operations.

OUR ENVIRONMENTAL CONSCIOUSNESS



Gloster is a company with a soul. We recognise that we must manage our manufacturing processes with the objective to minimise emissions and make the neighbouring vicinity absolutely safe for all living beings. We have always maintained an eco-friendly relation with nature and have steered to be one of the most sustainable nature-friendly companies that not only extracts from nature but also gives back.

Our focus has always been to protect the earth from damage and we have adopted every means to ensure our strong foothold to minimize our carbon footprints on the environments - our strong belief over long-period of existence and operation. Fuelled by this belief, Gloster has undertaken the following eco-friendly initiatives:

- ▶ An Electrostatic Precipitator to collect and precipitate dust emissions from the exhaust flue gases of boilers, preventing air pollution
- ▶ Installed overhead conveyor system for drying wet processed fibre by means of wind and solar energy
- ▶ Installed Voltaic Solar Panel System on roof top to save fossil fuel electricity
- ▶ The old coal-fired Lancashire boilers were replaced with multi-fuel boilers, thereby enabling usage of jute process waste as fuel for boilers
- ▶ Installed battery-operated material handling equipments
- ▶ Installed humidification system for providing better room air to the workers and dust free working environment
- ▶ Installed Effluent Treatment Plant having recycling system for effluents



Financial Highlights

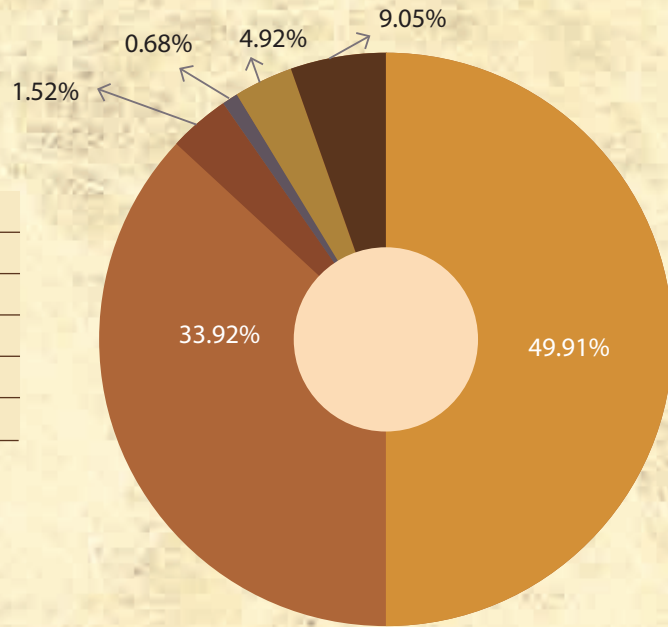
Year Ended	Share Capital (₹ lakhs)	Reserves (₹ lakhs)	Net Worth (₹ lakhs)	Income From Operations (₹ lakhs)	Net Profit (₹ lakhs)	Cash Profit (₹ lakhs)	Earnings Per Share (₹)		Cash Earnings Per Share (₹)		Book Value Per Share (₹)		Dividend (%)
							Original Capital	Expanded Capital	Original Capital	Expanded Capital	Original Capital	Expanded Capital	
31-03-1993	22	26	48	3,909	30	65	14	0	30	1	22	0	20%
31-03-1998	65	773	838	6,983	331	390	51	3	60	4	128	8	35%
31-03-2003	131	1,744	1,875	11,052	377	505	29	4	39	5	143	18	35%
31-03-2009	262	4,875	5,137	16,794	908	1,419	35	9	54	14	196	49	50%
31-03-2010	262	26,251	26,513	19,529	975	1,515	37	9	58	14	1,013	253	60%
31-03-2011	262	26,653	26,915	30,686	1,408	2,010	54	13	77	19	1,029	257	70%
31-03-2012	262	27,254	27,516	30,860	1,894	2,536	72	18	97	24	1,052	263	200%
31-03-2013	262	39,775	40,037	34,623	2,021	2,732	77	19	104	26	1,530	383	100%
31-03-2014	523	38,893	39,416	33,602	1,408	2,163	27	13	41	21	753	377	60%
31-03-2015	523	35,749	36,272	32,542	1,324	2,237	25	13	43	21	693	347	60%
31-03-2016	523	32,436	32,959	42,711	2,464	3,244	47	24	62	31	630	315	30%
31-03-2017	1,047	36,494	37,541	50,373	4,582	5,351	44	44	51	51	359	359	75%

➤ Reserves, Networth includes Revaluation Reserves arising on revaluation of Fixed Assets.



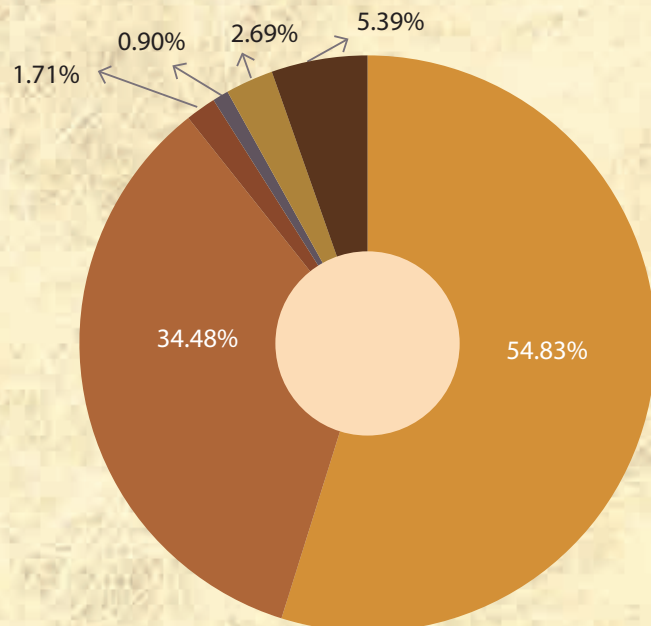
Distribution of Revenue for the year 2016-17

Cost of Raw Material	49.91%
Mfg. & Other Expenses	33.92%
Depreciation	1.52%
Finance Cost	0.68%
Tax	4.92%
Profit (PAT)	9.05%



Distribution of Revenue for the year 2015-16

Cost of Raw Material	54.83%
Mfg. & Other Expenses	34.48%
Depreciation	1.71%
Finance Cost	0.90%
Tax	2.69%
Profit (PAT)	5.39%





CORPORATE INFORMATION

Board of Directors	:	Hemant Bangur – <i>Executive Chairman</i> D.C. Baheti - <i>Managing Director</i> Nandita Sen S.N. Bhattacharya K. Mahapatra Dr. Prabir Ray
Company Secretary	:	Ajay Kumar Agarwal
Chief Financial Officer	:	Shankar Lal Kedia
Bankers	:	State Bank of India Yes Bank Ltd. Bank of Baroda HDFC Bank ICICI Bank Ltd.
Auditors	:	Lovelock & Lewes <i>Chartered Accountants</i> Kolkata
Registrar & Share Transfer Agents	:	Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road, 5th Floor Kolkata – 700 001 Phone : +91 33 2243 5809 Fax : +91 33 2248 4787 E-mail : mdpldc@yahoo.com
Registered & Administrative Office	:	21, Strand Road Kolkata – 700 001 (India) Corporate Identity No. L17119WB1992PLC054454 Phone : +91 33 2230 9601 (4 lines) Fax : +91 2210 6167, 2231 4222 E-mail : info@glosterjute.com Website : www.glosterjute.com
Mills	:	P.O. Fort Gloster Bauria, Howrah – 711 310 West Bengal (India) Phone : +91 33 2661 8327 / 8271 Fax : +91 33 2661 8940



DIRECTORS' REPORT

TO THE MEMBERS

Your Directors take pleasure in presenting the Twenty Fifth Annual Report of your Company together with the Audited Accounts for the year ended 31st March, 2017.

FINANCIAL RESULTS

The highlights of the financial results of the Company for the year ended 31st March, 2017 are as under: (₹ lakhs)

Particulars	Standalone		Consolidated	
	Year Ended 31.3.2017	Year Ended 31.3.2016	Year Ended 31.3.2017	Year Ended 31.3.2016
Revenue from operations	50,372.94	42,710.70	50,372.94	42,710.70
Total Expenses	43,587.72	38,994.11	43,600.77	38,995.81
Operating Profit Before Depreciation & Finance Costs	6,785.22	3,716.59	6,772.17	3,714.89
Finance Costs	341.75	411.50	357.94	478.97
Depreciation/Amortization	769.23	780.03	769.23	780.03
Operating Profit After Depreciation & Finance Costs	5,674.24	2,525.06	5,645.00	2,455.89
Other Income	1,400.34	1,167.13	1,526.87	1,342.46
Gross Profit before Tax & Exceptional Items	7,074.58	3,692.19	7,171.87	3,798.35
Tax Expense (including Deferred Tax)	2,492.40	1,228.17	2,514.00	1,246.93
Profit for the year	4,582.18	2,464.02	4,657.87	2,551.42
Balance brought forward from previous year	509.29	423.20	850.54	677.05
Amount available for appropriation	5,091.47	2,887.22	5,508.41	3,228.47
Appropriations:				
Provision for Proposed Dividend	-	314.01	-	314.01
Dividend Tax	-	63.92	-	63.92
Transfer to General Reserve	2,000.00	2,000.00	2,000.00	2,000.00
Balance carried forward	3,091.47	509.29	3,508.41	850.54

DIVIDEND AND RESERVES

Your Directors are pleased to recommend for your approval a dividend of 50% i.e ₹5/- per equity share for the year ended 31st March, 2017 and a special dividend for "25 years of Gloster's Operations" of 25% i.e ₹2.50 per equity share making a total dividend of 75% i.e ₹7.50 per equity share. The total outflow for dividend will be ₹944.83 lakhs including ₹159.81 lakhs by way of dividend tax.

During the year under review, a sum of ₹2,000 lakhs was transferred to General Reserve carrying forward balance amount of ₹3,091.47 lakhs in the statement of Profit & Loss.

BONUS

During the year, the Company has also allotted 52,33,440 fully-paid-up equity shares of face value of ₹10/- each to the shareholders of the Company in the ratio of 1:1 and consequently, the number of shares increased from 52,33,440

to 1,04,66,880. The proposed dividend is therefore on the enhanced capital base.

OPERATIONS & STATE OF COMPANY'S AFFAIRS

The production during the year under review has been 49,279MT in comparison to 49,158 MT in the previous year.

Sales and turnover for the year under review stood at 49,051MT & ₹49,150 lakhs as against 48,604 MT & ₹42,213 lakhs respectively in the previous year. For the year under review, net profit of the Company stood at ₹4,582 lakhs as against ₹2,464 lakhs registering an increase of around 86% over last year.

The financial year 2016-17 witnessed firm demand from Government and other quarters.

The raw jute crop in the forthcoming jute season is expected to be lower than current jute season but availability of the fiber will be sufficient due to high carryover stock. Hence price of raw jute in the forthcoming jute season is likely to be stable.



EXPORTS

Your Company's continuous research on product development coupled with thrust on development of new overseas market has resulted in increase in its export performance from ₹10,632.88 lakhs in the year 2015-16 to ₹12,083.73 lakhs in the year 2016-17 i.e increase by 13.65%.

CREDIT RATING

Various bank facilities of the Company are rated by CRISIL Limited based on Basel II norms followed by the banks under the guidelines of Reserve Bank of India.

During the year ratings for all existing & proposed bank facilities have been reviewed and rated by CRISIL Limited revising its rating for long-term bank facilities from CRISIL A/ Stable to CRISIL A/Positive and reaffirming it for short-term bank facilities at CRISIL A1.

The rating reflects the consistency in Company's business risk profile marked by sustained scale of operations and profitability.

CHANGE IN NATURE OF BUSINESS, IF ANY

During the year, there was no change in the nature of business of the Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

SCHEME OF ARRANGEMENT BETWEEN "THE COMPANY" AND KETTLEWELL BULLEN & COMPANY LIMITED

The Company's Board of Directors at its meeting held on March 29, 2016 had approved the Scheme of Arrangement between "the Company" and Kettlewell Bullen & Company Limited in terms of the provisions of Section 391 to 394 and other applicable provisions of the Companies Act, 1956 & Companies Act, 2013, to the extent applicable. Upon the coming into effect of the Scheme and with effect from the Appointed Date i.e. 1st January, 2015, the Undertaking of Gloster Limited will be and shall stand transferred to and vested in and/or be deemed to have been transferred to and vested in Kettlewell Bullen & Company Limited, as a going concern, in accordance with Section 2(1B) of the Income Tax Act. The Company has since received No Objection Certificate from BSE Ltd. & Calcutta Stock Exchange Ltd. with regard to the Scheme and application has been filed before the National Company Law Tribunal for approval.

SUBSIDIARY COMPANIES

Gloster Lifestyle Limited and Gloster Specialities Limited continue to be wholly owned subsidiaries of your Company.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, and Accounting Standard-21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the financial statement of its subsidiaries.

Further, a separate statement containing the salient features of the financial statements of subsidiaries of the Company in the prescribed Form AOC 1 is attached with this Report.

The Annual accounts of the subsidiary companies and other related detailed information will be kept at the Registered Office of the Company and also at the Registered Office of the subsidiary company and will be available to the investors seeking information at any time during the working hours of the Company except Saturdays. Further as per section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of the subsidiaries are available at Company's website at www.glosterjute.com/Acctssubco.html/. A Policy has been formulated for determining the Material Subsidiaries of the Company pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The said Policy has been posted on the Company's website at the weblink www.glosterjute.com/documents/PDMS/pdf.

PERFORMANCE OF SUBSIDIARY COMPANIES

Gloster Lifestyle Limited

The Gross revenue of the Company stood at ₹68.93 lakhs (Previous Year ₹87.79 lakhs). Profit after tax for the year stood at ₹42.24 Lakhs (Previous Year ₹42.95 lakhs).

Gloster Specialities Limited

The Gross revenue of the Company stood at ₹57.60 lakhs (Previous Year ₹89.07 lakhs). Profit after tax for the year stood at ₹33.43lakhs (Previous Year ₹44.46 lakhs).

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements is prepared in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (accounts) Rules, 2014 forms part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report, as required under the Listing Regulation, is attached as **Annexure -I** and forms part of this Report.



CORPORATE GOVERNANCE

The Company has been practicing the principles of good corporate governance over the years and lays strong emphasis on transparency, accountability and integrity.

As per Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the detailed report on Corporate Governance and a certificate from the practising Company Secretary, confirming compliance with the requirements of the Corporate Governance is separately attached and forms part of this Annual Report.

SHARE CAPITAL

The Paid-up share capital of the Company as on 31st March, 2017 stood at ₹1,046.69 lakhs compared to ₹523.34 lakhs as at 31st March, 2016. During the year under review, the Company has not granted any stock options or sweat equity. As on 31st March, 2017, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

NUMBER OF BOARD MEETINGS HELD

During the financial year ended 31st March, 2017, four Board Meetings were held on 14th May, 2016, 12th August, 2016, 11th November, 2016 and 31st January, 2017. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The details of number of meetings of the Board held during the Financial Year 2016-17 forms part of Corporate Governance Report.

MEETINGS OF INDEPENDENT DIRECTORS

During the financial year 2016-17, the Independent Directors met separately on 31st January, 2017, and inter-alia discussed the following:

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

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have carried out an annual evaluation of its own performance, of the directors individually along with that of its various committees and details of such evaluation has been mentioned in the Corporate Governance Report.

The Board of Directors expressed their satisfaction with the evaluation process.

COMMITTEES OF THE BOARD

Audit Committee: The composition and terms of reference of the Audit Committee have been furnished in the Corporate Governance Report forming a part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

Nomination and Remuneration Committee

The composition and terms of reference of the Nomination and Remuneration committee have been furnished in the Corporate Governance Report forming part of this Annual Report.

Stakeholders Relationship Committee:

The composition and terms of reference of the Stakeholder Relationship committee have been furnished in the Corporate Governance Report forming part of this Annual Report.

The details pertaining to Audit Committee, Nomination & Remuneration Committee and Stakeholder's Relationship Committee are included in the Corporate Governance Report which forms part of this Annual Report.

DIRECTORS & KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Company's Articles of Association Shri Hemant Bangur, Executive Chairman (DIN 00040903) retires by rotation at the forthcoming Annual General Meeting and, being eligible offers himself for re-appointment.

As per the provisions of Section 149(1) of the Companies Act, 2013 and Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has one Woman Director on its Board.

The independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A Formal Letter setting out the terms and conditions of appointment has been issued to all the Independent Directors as per the provisions of Companies Act, 2013 and the Listing Regulation. The same has been hosted on the Company's website and can be accessed at <http://www.glosterjute.com/documents/appntdir.pdf>.

None of the Directors of the Company are disqualified for being appointed as Directors, as specified in section 164(2) of the Companies Act, 2013 and rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules 2014.

A brief resume of the Directors seeking re-appointment at the ensuing Annual General Meeting is incorporated in the Notice calling the said meeting.

During the year the Company had four Key Managerial Personnel, Shri Hemant Bangur - Executive Chairman, Shri Dharam Chand Baheti - Managing Director, Shri Ajay Kumar Agarwal - Company Secretary and Shri Shankar Lal Kedia - CFO.



NOMINATION & REMUNERATION POLICY

The Nomination and Remuneration Committee has formulated a policy relating to the remuneration for the Directors, Key Managerial Personnel and Senior Managerial Personnel. The philosophy for remuneration is based on the commitment of fostering a culture of leadership with trust. The remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013, Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination & Remuneration Policy is attached as **Annexure-II** and forms part of this report.

FAMILIARIZATION PROGRAMME

The Independent Directors have been familiarized with the nature of operations of the Company & the industry in which it operates, business model of the Company. Periodical Board Meeting generally once a year is held at the factory, preceded by visit of various processes, operations and general tour of the factory by the Directors. On an ongoing basis as part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's and its subsidiaries/ associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. The details of familiarization programme have been posted in the website of the Company and can be accessed at <http://www.glosterjute.com/documents/FPID.pdf>.

WHISTLE BLOWER POLICY

The Company has adopted a Vigil Mechanism / Whistle Blower Policy and has established the necessary mechanism, for employees to report concerns about unethical behavior or suspected fraud in violation of Company's Code of Conduct or any other point of concern. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

The policy has been uploaded in the website of the Company and can be accessed at <http://www.glosterjute.com/documents/WBPolicy.pdf>.

RELATED PARTY TRANSACTIONS

The contracts/arrangements/transactions entered into by the Company with the related parties during the financial year under reporting were in ordinary course of business and were negotiated on an arms' length basis with the intention to further the Company's interest. No material Contracts or arrangement with related parties were entered into during the year under review. There are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. Accordingly, no transactions are being reported in Form No. AOC – 2 in terms of section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014.

All Related Party Transactions are placed before the Audit

Committee as also to the Board for approval. Where required, prior omnibus approval of the Audit Committee is obtained for transactions which are of a foreseen and repetitive in nature and the corresponding actual transactions become a subject of review at subsequent Audit Committee Meetings.

The policy on Related Party Transactions has been uploaded on the website of the Company and can be accessed at <http://www.glosterjute.com/documents/RPTPolicy.pdf>.

The details of the transactions with related parties during 2016-17 are provided in the accompanying financial statements.

None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of your Company has constituted a CSR Committee and has simultaneously approved and adopted a CSR policy based on the recommendations of the CSR Committee. The said policy is available on the website of your Company and can be accessed at <http://www.glosterjute.com/documents/CSRPpolicy.pdf>.

As on 31st March, 2017 the Committee consists of four Members, comprising:

Name of the Members	Category
Shri Hemant Bangur	Executive Chairman
Shri Dharam Chand Baheti	Managing Director
Smt Nandita Sen	Independent Director
Shri Krutibas Mahapatra	Independent Director

The Report on CSR activities as required under Companies (Corporate Social Responsibility Policy) Rules, 2014 is given in **Annexure III** and forms part of this Report.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has effective internal controls in place which are constantly reviewed. The Company's internal control system is commensurate with its size, scale and operations. Detailed procedures are in place to ensure that all assets are safeguarded and protected against loss.

The Internal Audit for the year ended was carried on by M/s. S.S. Kothari & Co. Chartered Accountants (now renamed as RBSC & Co.). The Internal Audit function gives thrust to test and review controls and systems that are in place. The Audit Committee of the Board also reviews the Internal Audit functions.

The Audit Committee of the Board reviews the Internal Audit Report and corrective actions taken on the findings are also reported to the Audit Committee.

RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns.



The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. The Company has been addressing various risks impacting the Company through a Risk Management procedure in place. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

AUDITORS & AUDITOR'S REPORT

Messrs Lovelock & Lewes, Chartered Accountants, (Firm Registration No.-301056E) Statutory Auditors of the Company hold office up to the ensuing 25th Annual General Meeting of the Company and are not eligible for re-appointment due to expiry of the maximum permissible tenure as the Auditors of the Company. The Board places on record its deep appreciation for their valuable contributions during the long association with the Company.

Pursuant to provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendation of the Audit Committee. M/s. S.S. Kothari & Co. Chartered Accountants (now renamed as RBSC & Co.), (Firm Registration No. – 302034E) are proposed to be appointed as the Statutory Auditors of the Company in place of the retiring Auditors Messrs. Lovelock & Lewes, Chartered Accountants, to hold office from the conclusion of the 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company, subject to ratification by the shareholders annually, at a remuneration to be fixed by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of out of pocket expenses incurred by them for the purpose of audit.

The Company has received a certificate from M/s. S.S. Kothari & Co. Chartered Accountants (now renamed as RBSC & Co.) confirming their eligibility to be appointed as Auditors of the Company in terms of section 141 of the Companies Act, 2013 and the rules framed thereunder.

The Auditor's Report on the financial statements for the year 2016-17 does not contain any qualifications, reservations or adverse remarks.

COST AUDITORS

The Board of Directors have appointed M/s D. Radhakrishnan & Co. Cost Accountants as Cost Auditors for conducting the audit of cost records of the Company for the financial year 2017-18.

In accordance with section 148 of the Companies Act, 2013 read with rule 14 of the Companies (Audit and Auditors) rules, 2014, the remuneration payable to the Cost Auditors for the financial year 2016-17 would be placed at the ensuing Annual General Meeting for ratification.

SECRETARIAL AUDIT

Pursuant to provisions of Section 204 of the Companies Act, 2013, and rules made there under, the Board has appointed M/s. M K B & Associates, Company Secretaries, to conduct Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report for the financial year ended 31st March, 2017 is attached as **Annexure IV** and forms part of this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

EXTRACT OF THE ANNUAL RETURN

The extracts of Annual return in Form MGT 9 pursuant to Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is attached as **Annexure V** and forms part of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO.

Information required under section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is attached as **Annexure VI** and forms part of this Report.

PARTICULARS OF EMPLOYEEES

The information required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure VII** and forms part of this Report.

The details of employees prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the Annual Report.

However with regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the said information is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

DEPOSITS

Your company has not accepted deposits from public as envisaged under Section 73 to 76 of Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements. The loans have been advanced by the Company for normal business purposes of the borrower.



SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

DIRECTORS RESPONSIBILITY STATEMENT

In terms of provisions of Section 134(3)(c) of the Companies Act, 2013 your Directors confirm that :

- i) In the preparation of Annual Accounts, the applicable Standards have been followed and that there are no material departures;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The annual accounts have been prepared on a going concern basis;
- v) The Directors have laid down internal financial controls for the Company which are adequate and are operating effectively;
- vi) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires the conduct of all operations in such manner so as to ensure safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources to the extent possible.

TRADE RELATIONS

The Board desires to place on record its appreciation for the support and co-operation that the Company has received from suppliers, brokers, customers and others associated with the Company as its enterprise partners. The Company has always looked upon them as partners in its progress and has happily shared with them rewards of growth. It will be Company's endeavor to build and nurture strong links with trade, based on mutuality, respect and co-operation with each other.

DEPOSITORY SYSTEM

As the members are aware, your Company's shares are tradable compulsorily in electronic form. In view of the numerous advantages offered by the Depository system, members are requested to avail of the facility of dematerialization of the Company's shares either in National Securities Depository Ltd or Central Depository Services (India) Ltd.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

The Company has zero tolerance for sexual harassment at work place and has adopted a policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and the Rules thereunder for prevention, prohibition and redressal of complaints of sexual harassment at workplace. During the year, no complaint was lodged with the Internal Complaints Committee.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the contribution made by the employees at all levels but for whose hard work, solidarity, and support, your Company's achievements would not have been possible. Your Directors also wish to thank its customers, brokers dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the Company.

The enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the industry despite increased competition from several existing and new players.

Your Directors take this opportunity to thank all investors, customers, vendors, bankers, regulatory and government authorities and stock exchanges, for their continued support and faith reposed in the Company.

For & on behalf of the Board

Hemant Bangur -Executive Chairman
Dharam Chand Baheti -Managing Director

Place : Kolkata

Dated : 12th May, 2017



ANNEXURE-I TO THE DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

a) Industry structure and developments

By a notification during the year under review the Government of India has maintained the compulsory packing norms for food grains and sugar under Jute Packaging Materials (Compulsory use for Packing Commodities) Act, 1987 (JPMA) at the 90% & 20% of production respectively. The said notification is valid up to 30th June, 2017 and is under review.

b) Opportunities and Threats/Risks & Concerns

Opportunities

- More & more concerns are being shown for reducing carbon foot prints world over and this opens doors for use of more biodegradable & sustainable products made from natural fibers;
- Demand for company's industrial as well as promotional Jute goods like Hessian & Sacking, lifestyle products & other made ups have grown over the years and is expected to see further increase;
- Different incentive schemes covering the industry like the following:
 - i. Government of India, Ministry of Textiles have launched a new scheme "Amended Technology Upgradation Fund Scheme (ATUFS)", which provides 15% Capital Investment Subsidy on eligible machines with a Capital Investment Subsidy per individual entity of ₹30.00 crores for the period 13.01.2016 to 31.03.2022

- ii. Incentive Scheme for Acquisition of Plants & Machinery (ISAPM) from National Jute Board effective upto 31st March, 2017 has been extended further for a period of three year. The incentive shall be 20% of cost of Plant & Machinery with a ceiling of ₹2.50 Crores per jute mill during the period.
- iii. The Government is giving export incentive scheme named as Merchandise Exports from India Scheme (MEIS) for export of specified goods to specified countries. Incentive under MEIS is payable as percentage of realised FOB value in free foreign currency in the form of duty free scrips of 5% on products exported by the Company .

Risk & Concern/ Threat

- Further dilution of compulsory Jute Packing Order and lower order from government quarters can adversely affect the market of jute products;
- Ever increasing employee cost may overall result into higher conversion cost;
- Stiff competition from Bangladesh jute goods and synthetic packaging materials;

c) Segment-wise or product-wise performance

The Company is engaged in the business of manufacturing Jute goods and is managed organizationally as a single unit. Accordingly the company has only one business. However, the Company has customers in India as well as outside India and thus segment reporting on the Geographical location of its customers is as below:

(₹ lakhs)

Particulars	Inside India		Outside India		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
Segment revenue by location of customers	37,066.28	31,580.00	12,083.73	10,632.88	49,150.01	42,212.88
Carrying amount of segment assets	1,282.82	2,044.08	676.49	508.44	1,959.31	2,552.52
Additions to tangible and intangible assets	1,345.80	1,507.37	-	-	1,345.80	1,507.37



d) Outlook

The raw jute crop in the forthcoming jute season is expected to be lower than current jute season but availability of the fiber will be sufficient due to high carryover stock. Hence price of raw jute in the forthcoming jute season is likely to be stable.

e) Internal control systems and their adequacy

The Company has adequate internal control system commensurate with the size, scale and complexity of its operations which provides reasonable assurance with regard to safeguarding the Company's assets, promoting operational efficiency by cost control, preventing revenue leakages and ensuring adequate financial and accounting controls and compliance with various statutory provisions. A qualified and independent Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvements for strengthening them.

A summary of Internal Audit observations and Action Taken Reports are placed before the Audit Committee on a periodical basis, for review.

f) Discussion on financial performance with respect to operational performance

The following are the significant areas of financial performance:

₹ lakhs

Particulars	2016-17	2015-16	Increase/ (Decrease)
Revenue from operations	50,372.94	42,710.70	7,662.24
Raw material cost	25,259.75	25,030.46	229.29
Finance costs	341.75	411.50	(69.75)
Profit for the year	4,582.18	2,464.02	2,118.16

g) Human Resources & Industrial Relations

The Company is continuing its efforts through training to enhance competence of its manpower to make them more resourceful in their present job and also to prepare them for future roles. The Company has also introduced staff welfare schemes under which benefits are provided to deserving members of staff.

h) Cautionary statement

Statements made in this section of the report are based on assumptions and expectations of future events. Actual results could however differ materially from those expressed or implied. Important factors that could make a difference include finished goods prices, raw material cost and its availability, change in Government regulations, tax laws, economic developments within the country, currency fluctuation and other factors such as litigation.



ANNEXURE-II TO THE DIRECTORS' REPORT

NOMINATION & REMUNERATION POLICY

1. Preamble

1.1 The remuneration policy provides a framework for remuneration paid to the members of the Board of Directors ("Board") Key Managerial Personnel ("KMP") and Senior Managerial Personnel ("SMP"). The expression 'Senior Management Personnel' means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive Directors, including the functional heads. In terms of Section 178 of the Companies Act, 2013 this Policy is being framed and formulated for laying down criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of Executives.

2. Aims & Objectives

The aims and objectives of this nomination & remuneration policy ("Policy") may be summarized as follows:

- 2.1 The Policy aims to enable the company to attract, retain and motivate highly qualified members for the Board, KMP and SMP.
- 2.2 The Policy aims to enable the Company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.
- 2.3 The Policy seeks to ensure that the interests of Board members, KMP and SMP are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the company and will be consistent with the "pay-for-performance" principle.
- 2.4 The policy will ensure that remuneration to Directors involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

3. Principles of remuneration

3.1 Support for Strategic Objectives: Remuneration and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company's vision and strategy.

3.2 Transparency: The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.

3.3 Internal equity: The Company shall remunerate the Board members, KMP and SMP in terms of their roles within the organisation.

3.4 External equity: The Company shall strive to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Reference to external market norms will be made using appropriate market sources, including relevant and comparative survey data, as determined to have meaning to the Company's remuneration practices at that time.

3.5 Flexibility: Remuneration shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.

3.6 Performance-Driven Remuneration: The Company shall entrench a culture of performance driven remuneration.

3.7 Affordability and Sustainability: The Company shall ensure that remuneration is affordable on a sustainable basis.

4. Policy for selection and appointment of the Board Members and determining Directors' independence

4.1 Board membership criteria

4.1.1 The Nomination & Remuneration Committee, along with the Board shall review on an annual basis, appropriate skills, characteristics and experience required of the Board Members for the better management of the Company. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's global operations.

4.1.2 In evaluating the suitability of individual Board members, the Committee will take into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements.

4.1.3 The policy seeks to ensure that Directors should possess the highest personal and professional ethics, integrity and values. They should be able to balance the legitimate interest and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency. The Board



members are expected to have adequate time and expertise and experience to contribute to effective Board performance.

- 4.1.4 The Directors must devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.
- 4.1.5 The proposed appointee shall also fulfill the following requirements:
- 4.1.5.1 Shall not be disqualified under the Companies Act, 2013;
 - 4.1.5.2 Shall give his written consent to act as a Director;
 - 4.1.5.3 Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
 - 4.1.5.4 Shall abide by the Code of Conduct established by the Company for Directors, KMP and SMP;
 - 4.1.5.5 Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals.
- 4.1.6 The Nomination and Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.
- 4.1.7 The Nomination and Remuneration Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

4.2 Selection of Board Members/ extending invitation to a potential director to join the Board

The Nomination & Remuneration Committee will periodically identify competency gaps in the Board, evaluate potential candidates as per the criteria laid above, ascertain their availability and make suitable recommendations to the Board. The objective is to ensure that the Company's Board is appropriate at all points of time to be able to take decisions commensurate with the size and scale of operations of the Company. The Nomination & Remuneration Committee shall also identify suitable

candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board member. Based on the recommendations of the Committee, the Board will evaluate the candidate(s) and decide on the selection of the appropriate member.

5. Compensation Structure

5.1 Remuneration to Non-Executive Directors:

The Non-executive Directors of the Company will be paid remuneration by way of sitting fees for attending the meetings of the Board of Directors and its Committees. The said sitting fees paid to the Non-executive Directors for the Board Meetings and Committee meetings will be fixed by the Board and reviewed from time to time in accordance with applicable law. The Non-executive Directors may be paid such commission as the Board may approve from time to time subject to limits prescribed from time to time in the Act or Rules made thereunder.

5.2 Remuneration to Executive Directors, KMPs & SMP:

The Company has a credible and transparent framework in determining and accounting for the remuneration of the Managing Director / Whole Time Directors (MD/ WTDs), KMP and SMP. Their remuneration are governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards.

The remuneration determined for Managing Director / Whole Time Directors (MD/WTDs), is approved by the Board of Directors, by the members at the next general meeting of the Company and by the Central Government if required.

6. Supplementary provisions

- 6.1 Any matters not provided for in this Policy shall be handled in accordance with relevant State laws and regulations and the Company's Articles of Association. If this Policy conflict with any laws or regulations subsequently promulgated by the state or with the Company's Articles of Association as amended pursuant to lawful procedure, the relevant State laws and regulations and the Company's Articles of Association shall prevail, and this Policy shall be amended in a timely manner and submitted to the Board of Directors for review and adoption.
- 6.2 The right to interpret this Policy vests in the Board of Directors of the Company.



ANNEXURE-III TO THE DIRECTORS' REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES/ INITIATIVES

[Pursuant to Section 135 of the Act & Rules made thereunder]

1. The Company is conscious of its social responsibilities and acts as a responsible corporate citizen. The Company believes that integrating social, environmental and ethical responsibilities into the governance of businesses ensures their long term success, competitiveness and sustainability. In terms of section 135 of the Companies Act, 2013, the Board of Directors of the Company has constituted a CSR Committee.

The CSR Committee has developed a CSR Policy which lays down basic principles and the general framework of action for the Company to fulfill its CSR obligations in accordance with the framework of the Companies Act, 2013. The CSR policy is available on the website of the Company and can be accessed at <http://www.glosterjute.com/documents/CSRPolicy.pdf>.

During the year the CSR activities of the Company focused on Eradicating hunger, poverty, malnutrition, promoting health care including preventive health care, Promoting education, including special education and setting up old age homes, day care centers and such other facilities for senior citizens . The Company will continue to give thrust on the activities initiated during the year under review.

2. The Composition of the CSR Committee is as under:

Name of the Director	Position
Shri Hemant Bangur	Chairman
Shri Dharam Chand Baheti	Member
Smt. Nandita Sen	Member
Shri Krutibas Mahapatra	Member

3. Average net profit of the company for last three financial years - ₹3,150.91lakhs

4. Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above) – ₹60.32lakhs

5. Details of CSR spent during the financial year.

a) Total amount to be spent for the financial year - ₹ 60.32lakhs

B) Total Amount spent during the year - ₹246.18 lakhs

C) Amount unspent, if any – Nil

D) Manner in which the amount spent during the financial year is detailed below.

SL No.	CSR Project or activity identified	Sector in which the project is covered (vide schedule VII to the Companies Act, 2013)	Projects or programs Local area or other Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (₹in lakhs)	Amount spent on the projects or programs Sub heads	Cumulative expenditure up to the reporting period	Amount spent: Direct or through implementing agency
A	Eradicating hunger, poverty, malnutrition, promoting health care including preventive health care	Eradicating hunger, poverty, malnutrition, promoting health care including preventive health care	Kolkata & Bauria, West Bengal	128.45	128.45	128.45	Direct
B	Promoting education, including special education	Promoting education, including special education	Kolkata & Bauria, West Bengal Mumbai, Maharashtra	67.73	67.73	67.73	Direct
C	Setting up old age homes, day care centers and such other facilities for senior citizens	Setting up old age homes, day care centers and such other facilities for senior citizens	Kolkata, West Bengal	50.00	50.00	50.00	Direct

The Company has no Committed Unspent Amount towards its CSR activities.

6. The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

Dharam Chand Baheti Managing Director	Hemant Bangur Chairman, CSR Committee
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ANNEXURE-IV TO THE DIRECTORS' REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

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

To
The Members,
GLOSTER LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GLOSTER LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial and other records and for devising proper systems to ensure compliance with the provisions of applicable laws and Regulations.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017, to the extent applicable, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;
- iii) The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;
- iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings;
- v) The Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act") or by SEBI, to the extent applicable:

- a) The Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011
- b) The Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations 2015
- c) The Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
- e) The Securities & Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008
- f) The Securities & Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- g) The Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- h) The Securities & Exchange Board of India (Buyback of Securities) Regulations, 1998
- vi) Other than fiscal, labour and environmental laws which are generally applicable to all manufacturing companies, the following laws/acts are also, inter alia, applicable to the Company:
 - a) The Jute Packaging Materials (Compulsory Use in Packing Commodities) Act, 1987
 - b) The Jute Manufactures Cess Act, 1983
 - c) The Essential Commodities Act, 1955
 - d) The National Jute Board Act, 2008

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

- a) The Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) Provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except that 11,424 equity shares in the name of a deceased promoter shareholder has not been dematerialized yet.



We further report that

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

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

We further report that during the audit period the Company has passed a resolution by postal ballot for the issue of one bonus share for every share held in the Company, to the shareholders of the Company by capitalization of free reserves pursuant to sections 63, 110 and other applicable provisions of the Companies Act, 2013 read with relevant rules and SEBI regulations.

This report is to be read with our letter of even date which is annexed as **Annexure – 1** which forms an integral part of this report.

For **MKB & Associates**
Company Secretaries

Raj Kumar Banthia
(Partner)

ACS no. 17190

COP no. 18428

FRN: P2010WB042700

Date: 12th May, 2017

Place: Kolkata

Annexure- I

To

**The Members,
Gloster Limited**

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

1. It is management's responsibility to identify the Laws, Rules, Regulations, Guidelines and Directions which are applicable to the Company depending upon the industry in which it operates and to comply and maintain those records with same in letter and in spirit. Our responsibility is to express an opinion on those records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events, etc.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **MKB & Associates**
Company Secretaries

Raj Kumar Banthia
(Partner)

ACS no. 17190

COP no. 18428

FRN: P2010WB042700

Date: 12th May, 2017

Place: Kolkata



ANNEXURE-V TO THE DIRECTORS' REPORT

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on 31.03.2017

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

I. REGISTRATION & OTHER DETAILS :

1. CIN	L17119WB1992PLC054454
2. Registration Date	18.02.1992
3. Name of the Company	Gloster Limited
4. Category/Sub-category of the Company	Public Company limited by Shares
5. Address of the Registered Office & contact details	21, Strand Road, Kolkata 700 001 Phone nos. +91 33 22309601 (4 lines) Fax +91 33 22106167, +91 33 22314222
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any	Maheshwari Datamatics Pvt. Ltd. 23,R.N.Mukherjee Road, 5thfloor, Kolkata 700 001 Phone +91 33 22435029 Email id – mdpldc@yahoo.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Name and Description of main products/services	NIC Code of the products/services	% to total turnover of the Company
Jute Products	1,31, 139	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding / Subsidiary / Associate	% of shares Held	Applicable Section
1.	Gloster Lifestyle Limited 21, Strand Road, Kolkata - 700001	U18100WB2011PLC159678	Subsidiary Company	100%	Section2(87)
2.	Gloster Specialities Limited 21, Strand Road, Kolkata - 700001	U18109WB2011PLC159677	Subsidiary Company	100%	Section2(87)



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

1. Category-wise Share Holding

	Category of Shareholders	No of Shares held at the beginning of the year [As on 1st April,2016]				No of Shares held at the end of the year [As on 31st March,2017]				% change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
(1)	Indian									
a)	Individual/ HUF	8,84,833	5,712	8,90,545	17.01	19,12,050	11,424	19,23,474	18.38	1.37
b)	Central Govt	0	0	0	0	0	0	0	0	0
c)	State Govt(s)	0	0	0	0	0	0	0	0	0
d)	Bodies Corp.	25,88,325	0	25,88,325	49.46	50,58,701	0	50,58,701	48.33	(1.13)
e)	Banks/FI	0	0	0	0	0	0	0	0	0
f)	Any other	0	0	0	0	0	0	0	0	0
	Sub-total (A)(1)	34,73,158	5,712	34,78,870	66.47	69,70,751	11,524	69,82,175	66.71	0.24
(2)	Foreign									
a)	NRIs - Individuals	0	0	0	0	0	0	0	0	0
b)	Other - Individuals	0	0	0	0	0	0	0	0	0
c)	Bodies Corp.	0	0	0	0	0	0	0	0	0
d)	Banks/FI	0	0	0	0	0	0	0	0	0
e)	Any other	0	0	0	0	0	0	0	0	0
	Sub-total (A)(2)	0	0	0	0	0	0	0	0	0
	Total shareholding of Promoter (A)=(A)(1)+(A)(2)	34,73,158	5,712	34,78,870	66.47	69,70,751	11,424	69,82,175	66.71	0.24
B.	Public Shareholding									
1.	Institutions									
a)	Mutual Funds	0	0	0	0	0	0	0	0	0
b)	Banks/FI	2,492	6,042	8,534	0.17	4,984	12,084	17,068	0.17	0
c)	Central Govt	0	0	0	0	0	0	0	0	0
d)	State Govt(s)	0	0	0	0	0	0	0	0	0
e)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
f)	Insurance Companies	11,51,597	0	11,51,597	22.00	23,03,194	0	23,03,194	22.00	0
g)	FIs	0	0	0	0	0	0	0	0	0
h)	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i)	Others (specify)	0	0	0	0	0	0	0	0	0
	Sub-total(B)(1):-	11,54,089	6,042	11,60,131	22.17	23,08,178	12,084	23,20,262	22.17	0



	Category of Shareholders	No of Shares held at the beginning of the year [As on 1st April,2016]				No of Shares held at the end of the year [As on 31st March,2017]				% change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2.	Non-Institutions									
a)	Bodies Corp.									
i)	Indian	1,03,606	7,860	1,11,466	2.13	2,04,190	15,720	2,19,910	2.10	(0.03)
ii)	Overseas	0	0	0	0	0	0	0	0	0
b)	Individuals									
i)	Individual shareholders holding nominal share capital upto ₹ 1 lakh	3,47,543	72,017	4,19,560	8.02	7,00,454	1,39,058	8,39,512	8.02	0
ii)	Individual shareholders holding nominal share capital in excess of ₹1 lakh	26,658	0	26,658	0.51	66,312	0	66,312	0.63	0.12
c)	Others (Specify)									
i)	Non Resident Indians	3,222	2,682	5,904	0.11	14,130	2,804	16,934	0.16	0.05
ii)	Clearing Members	22,087	0	22,087	0.42	4,247	0	4,247	0.04	(0.38)
iii)	Trusts	8,764	0	8,764	0.17	17,528	0	17,528	0.17	0
	Sub-total(B)(2):-	5,11,880	82,559	5,94,439	11.36	10,06,861	1,57,582	11,64,443	11.12	(0.24)
	Total Public Shareholding (B)=(B)(1)+ (B)(2)	16,65,969	88,601	17,54,570	33.53	33,15,039	1,69,666	34,84,705	33.29	(0.24)
	C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	Grand Total (A+B+C)	51,39,127	94,313	52,33,440	100.00	1,02,85,790	1,81,090	1,04,66,880	100.00	0

Note: During the year, the total number of shares has increased due to issuance of bonus shares in the ratio 1:1.



ii. Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year [As on 1st April,2016]			Shareholding at the end of the year [As on 31st March,2017]			% change in share holding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	% of Shares Pledged / encumbered to total shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Kettlewell Bullen and Company Limited	8,93,903	17.08	0	17,87,806	17.08	0	0
2	The Oriental Company Limited	7,55,008	14.43	0	15,10,016	14.43	0	0
3	Madhav Trading Corporation Limited	5,91,840	11.31	0	12,08,115	11.54	0	0.23
4	Credwyn Holdings (India) Pvt Limited	3,05,190	5.83	0	5,10,380	4.88	0	(0.95)
5	Pushpa Devi Bangur	3,95,228	7.55	0	8,32,840	7.96	0	0.41
6	Gopal Das Bangur HUF	49,186	0.94	0	98,372	0.94	0	0
7	Hemant Kumar Bangur HUF	1,69,912	3.25	0	4,19,824	4.01	0	0.76
8	Hemant Bangur	1,36,666	2.61	0	2,73,332	2.61	0	0
9	Vinita Bangur	1,33,441	2.55	0	2,86,882	2.74	0	0.19
10	The Cambay Investment Corporation Limited	42,384	0.80	0	42,384	0.40	0	(0.40)
11	Purushottam Dass Bangur	5,712	0.11	0	11,424	0.11	0	0
12	Pranov Bangur	400	0.01	0	800	0.01	0	0

Note: During the year, the total number of shares has increased due to issuance of bonus shares in the ratio 1:1.



iii. Change in Promoters' Shareholding

SI No	Shareholder's Name	Share holding/ Transaction Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Kettlewell Bullen and Company Limited					
	At the beginning of the year	01.04.2016	8,93,903	17.08	8,93,903	17.08
	Acquisition (Bonus Shares)	31.05.2016	8,93,903	-	17,87,806	17.08
	At the end of the year	31.03.2017	-	-	17,87,806	17.08
2	The Oriental Company Limited					
	At the beginning of the year	01.04.2016	7,55,008	14.43	7,55,008	14.43
	Acquisition (Bonus Shares)	31.05.2016	7,55,008	-	15,10,016	14.43
	At the end of the year	31.03.2017	-	-	15,10,016	14.43
3	Madhav Trading Corporation Limited					
	At the beginning of the year	01.04.2016	5,91,840	11.31	5,91,840	11.31
	Acquisition (Bonus Shares)	31.05.2016	5,91,840	-	11,83,680	11.31
	Acquisition	30.06.2016	1,000	0.01	11,84,680	11.32
	Acquisition	08.07.2016	2,857	0.03	11,87,537	11.35
	Acquisition	15.07.2016	10,474	0.10	11,98,011	11.45
	Acquisition	22.07.2016	518	0.00	11,98,529	11.45
	Acquisition	29.07.2016	1,862	0.02	12,00,391	11.47
	Acquisition	05.08.2016	7,724	0.07	12,08,115	11.54
At the end of the year	31.03.2017	-	-	12,08,115	11.54	
4	Credwyn Holdings (India) Pvt Limited					
	At the beginning of the year	01.04.2016	3,05,190	5.83	3,05,190	5.83
	Acquisition (Bonus Shares)	31.05.2016	3,05,190	-	6,10,380	5.83
	Disposal	24.06.2016	(100,000)	(0.96)	5,10,380	4.88
	At the end of the year	31.03.2017	-	-	5,10,380	4.88
5	The Cambay Investment Corporation Limited					
	At the beginning of the year	01.04.2016	42,384	0.80	42,384	0.80
	Acquisition (Bonus Shares)	31.05.2016	42,384	-	84,768	0.80
	Disposal	10.06.2016	(42,384)	(0.40)	42,384	0.40
	At the end of the year	31.03.2017	-	-	42,384	0.40
6	Gopal Das Bangur HUF	01.04.2016	49,186	0.94	49,186	0.94
	Acquisition (Bonus Shares)	31.05.2016	49,186	-	98,372	0.94
	At the end of the year	31.03.2017	-	-	98,372	0.94



SI No	Shareholder's Name	Share holding/ Transaction Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	Hemant Kumar Bangur HUF					
	At the beginning of the year	01.04.2016	1,69,912	3.25	1,69,912	3.25
	Acquisition (Bonus Shares)	31.05.2016	1,69,912	-	3,39,824	3.25
	Acquisition	24.06.2016	80,000	0.76	4,19,824	4.01
	At the end of the year	31.03.2017	-	-	4,19,824	4.01
8	Pushpa Devi Bangur					
	At the beginning of the year	01.04.2016	3,95,228	7.55	3,95,228	7.55
	Acquisition (Bonus Shares)	31.05.2016	3,95,228	-	7,90,456	7.55
	Acquisition	17.06.2016	42,384	0.40	8,32,840	7.96
	At the end of the year	31.03.2017	-	-	8,32,840	7.96
9	Hemant Bangur					
	At the beginning of the year	01.04.2016	1,36,666	2.61	1,36,666	2.61
	Acquisition (Bonus Shares)	31.05.2016	1,36,666	-	2,73,332	2.61
	At the end of the year	31.03.2017	-	-	2,73,332	2.61
10	Vinita Bangur	01.04.2016	1,33,441	2.55	1,33,441	2.55
	Acquisition (Bonus Shares)	31.05.2016	1,33,441	-	2,66,882	2.55
	Acquisition	24.06.2016	20,000	0.19	2,86,882	2.74
	At the end of the year	31.03.2017	-	-	2,86,882	2.74
11	Purushottam Dass Bangur					
	At the beginning of the year	01.04.2016	5,712	0.11	5,712	0.11
	Acquisition (Bonus Shares)	31.05.2016	5,712	-	11,424	0.21
	At the end of the year	31.03.2017	-	-	11,424	0.11
12	Pranov Bangur					
	At the beginning of the year	01.04.2016	400	0.01	400	0.01
	Acquisition (Bonus Shares)	03.06.2016	400	-	800	0.01
	At the end of the year	31.03.2017	-	-	800	0.01

Note: During the year, the total number of shares has increased due to issuance of bonus shares in the ratio 1:1.



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

SI No	For Each of the Top 10 Shareholders	Share holding/ Transaction Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Arcadia Share & Stock Brokers Pvt Ltd					
	At the beginning of the year	01.04.2016	11,795	0.23	11,795	0.23
	Disposal	20.05.2016	(25)	(0.00)	11,770	0.22
	Acquisition	27.05.2016	101	0.00	11,871	0.22
	Acquisition (Bonus Shares)	31.05.2016	11,770	-	23,641	0.23
	Disposal	17.06.2016	(100)	(0.00)	23,541	0.22
	Disposal	22.07.2016	(1)	(0.00)	23,540	0.22
	Acquisition	19.08.2016	180	0.00	23,720	0.23
	Disposal	26.08.2016	(80)	(0.00)	23,640	0.23
	Disposal	02.09.2016	(20)	(0.00)	23,620	0.23
	Acquisition	09.09.2016	70	0.00	23,690	0.23
	Disposal	16.09.2016	(225)	(0.00)	23,465	0.22
	Disposal	23.09.2016	(25)	(0.00)	23,440	0.22
	Acquisition	30.09.2016	50	0.00	23,490	0.22
	Acquisition	07.10.2016	80	0.00	23,570	0.23
	Acquisition	14.10.2016	75	0.00	23,645	0.23
	Acquisition	18.11.2016	50	0.00	23,695	0.23
	Disposal	02.12.2016	(50)	(0.00)	23,645	0.23
	Disposal	23.12.2016	(120)	(0.00)	23,525	0.22
	Acquisition	27.01.2017	110	0.00	23,635	0.23
Acquisition	17.03.2017	50	0.00	23,685	0.23	
Disposal	24.03.2017	(50)	(0.00)	23,635	0.23	
At the end of the year	31.03.2017	-	-	23,635	0.23	
2	BRN Commodities and Trading Co Private Limited					
	At the beginning of the year	01.04.2016	17,100	0.33	17,100	0.33
	Acquisition (Bonus Shares)	31.05.2016	17,100	-	34,200	0.33
	Disposal	17.06.2016	(850)	(0.01)	33,350	0.32
	Disposal	08.07.2016	(3,900)	(0.04)	29,450	0.28
	Disposal	15.07.2016	(932)	(0.01)	28,518	0.27
	Disposal	22.07.2016	(402)	(0.00)	28,116	0.27
	Disposal	29.07.2016	(2,000)	(0.02)	26,116	0.25



SI No	For Each of the Top 10 Shareholders	Share holding/ Transaction Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Disposal	12.08.2016	(591)	(0.01)	25,525	0.24
	Disposal	19.08.2016	(661)	(0.01)	24,864	0.24
	At the end of the year	31.03.2017	-	-	24,864	0.24
3	Life Insurance Corporation of India					
	At the beginning of the year	01.04.2016	11,51,597	22.00	11,51,597	22.00
	Acquisition (Bonus Shares)	31.05.2016	11,51,597	-	23,03,194	22.00
	At the end of the year	31.03.2017	-	-	23,03,194	22.00
4	Wallfort Financial Services Ltd					
	At the beginning of the year	01.04.2016	10,000	0.19	10,000	0.19
	Disposal	22.04.2016	(3,478)	(0.07)	6,522	0.12
	Disposal	29.04.2016	(2,222)	(0.04)	4,300	0.08
	Disposal	13.05.2016	(4,300)	(0.08)	-	-
	Acquisition	30.09.2016	50	0.00	50	0.00
	Disposal	07.10.2016	(50)	(0.00)	-	-
	Acquisition	04.11.2016	25	0.00	25	0.00
	Disposal	11.11.2016	(25)	(0.00)	-	-
	At the end of the year	31.03.2017	-	-	-	-
5	Bhumika Consultancy Pvt. Ltd.					
	At the beginning of the year	01.04.2016	10	0.00	10	0.00
	Acquisition (Bonus Shares)	31.05.2016	10	0.00	20	0.00
	Disposal	26.08.2016	(20)	(0.00)	-	0.00
	Acquisition	30.09.2016	18,933	0.18	18,933	0.18
	Disposal	07.10.2016	(18,933)	(0.18)	-	0.00
	At the end of the year	31.03.2017	-	-	-	0.00
6	Dimensional Securities Pvt. Ltd.					
	At the beginning of the year	01.04.2016	-	-	-	-
	Acquisition	10.06.2016	42,384	0.40	42,384	0.40
	Disposal	17.06.2016	(42,384)	(0.40)	-	-
	Acquisition	13.01.2017	100	0.00	100	0.00
	Disposal	31.03.2017	(100)	(0.00)	-	-
	At the end of the year	31.03.2017	-	-	-	-



SI No	For Each of the Top 10 Shareholders	Share holding/ Transaction Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	KB Capital Markets Pvt. Ltd.					
	At the beginning of the year	01.04.2016	23,930	0.46	23,930	0.46
	Acquisition (Bonus Shares)	31.05.2016	23,930	-	47,860	0.46
	At the end of the year	31.03.2017	-	-	47,860	0.46
8	Sheth Azam Hazi Aref Bham Wakaf					
	At the beginning of the year	01.04.2016	8,744	0.17	8,744	0.17
	Acquisition (Bonus Shares)	31.05.2016	8,744	-	17,488	0.17
	At the end of the year	31.03.2017	-	-	17,488	0.17
9	Nirsau Consultancy LLP					
	At the beginning of the year	01.04.2016	14,459	0.28	14,459	0.28
	Acquisition (Bonus Shares)	31.05.2016	14,459	-	28,918	0.28
	At the end of the year	31.03.2017	28,918	0.28	28,918	0.28
10	Vijay Kumar Agarwala					
	At the beginning of the year	01.04.2016	7,740	0.15	7,740	0.15
	Acquisition (Bonus Shares)	31.05.2016	7,740	-	15,480	0.15
	Acquisition	11.11.2016	300	0.00	15,780	0.15
	Acquisition	30.12.2016	20	0.00	15,800	0.15
	At the end of the year	31.03.2017	-	-	15,800	0.15
11	Harimohan Bangur					
	At the beginning of the year	01.04.2016	15,040	0.29	15,040	0.29
	Acquisition (Bonus Shares)	31.05.2016	15,040	-	30,080	0.29
	At the end of the year	31.03.2017	-	-	30,080	0.29
12	Benu Gopal Bangur					
	At the beginning of the year	01.04.2016	7,808	0.15	7,808	0.15
	Acquisition (Bonus Shares)	31.05.2016	7,808	-	15,616	0.15
	At the end of the year	31.03.2017	-	-	15,616	0.15
13	Jitendra Baldwa					
	At the beginning of the year	01.04.2016	15,451	0.30	15,451	0.30
	Acquisition	08.04.2016	5,322	0.10	20,773	0.40
	Acquisition	22.04.2016	1,483	0.03	22,256	0.43
	Acquisition	29.04.2016	1,529	0.03	23,785	0.45
	Acquisition	06.05.2016	268	0.01	24,053	0.46
	Acquisition	13.05.2016	1,149	0.02	25,202	0.48



SI No	For Each of the Top 10 Shareholders	Share holding/ Transaction Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Disposal	20.05.2016	(2,903)	(0.06)	22,299	0.43
	Disposal	27.05.2016	(4,049)	(0.08)	18,250	0.34
	Acquisition (Bonus Shares)	31.05.2016	9,590	0.09	27,840	0.27
	Disposal	10.06.2016	(8,109)	(0.08)	19,731	0.19
	Disposal	17.06.2016	(9,046)	(0.09)	10,685	0.10
	Disposal	24.06.2016	(1,598)	(0.02)	9,087	0.09
	Disposal	30.06.2016	(3,661)	(0.03)	5,426	0.05
	Disposal	08.07.2016	(3,680)	(0.04)	1,746	0.02
	Disposal	15.07.2016	(1,746)	(0.02)	-	-
	At the end of the year	31.03.2017	-	-	-	-
14	United Commercial Bank					
	At the beginning of the year	01.04.2016	4,800	0.09	4,800	0.09
	Acquisition (Bonus Shares)	31.05.2016	4,800	-	9,600	0.09
	At the end of the year	31.03.2017	9,600	0.09	9,600	0.09

Note: During the year, the total number of shares has increased due to issuance of bonus shares in the ratio 1:1.

v. Shareholding of Directors and Key Managerial Personnel

SI No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding/ Transaction Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Hemant Bangur					
	At the beginning of the year	01.04.2016	1,36,666	2.61	1,36,666	2.61
	Acquisition (Bonus Shares)	31.05.2016	1,36,666	-	2,73,332	2.61
	At the end of the year	31.03.2017	-	-	2,73,332	2.61
2	Dharam Chand Baheti					
	At the beginning of the year	01.04.2016	3,160	0.06	3,160	0.06
	Acquisition (Bonus Shares)	31.05.2016	3,160	-	6,320	0.06
	At the end of the year	31.03.2017	-	-	6,320	0.06
3	Shankar Lal Kedia					
	At the beginning of the year	01.04.2016	600	0.01	600	0.01
	Acquisition (Bonus Shares)	31.05.2016	600	-	1,200	0.01
	At the end of the year	31.03.2017	-	-	1,200	0.01

Note: During the year, the total number of shares has increased due to issuance of bonus shares in the ratio 1:1.



V. INDEBTEDNESS

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

(₹ In lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtedness at the beginning of the financial year				
i) Principal amount	5,457.71	2,888.00	-	8,345.71
ii) Interest due but not paid	6.51	-	-	6.51
iii) Interest accrued but not due	1.95	7.99	-	9.94
Total (i+ii+iii)	5,466.17	2,895.99	-	8,362.16
Change in Indebtedness during the financial year				
Addition	2.11	112.00	-	114.11
Reduction	2,132.50	2,841.32		4,973.82
Net Change	(2,130.39)	(2,729.32)	-	(4,859.71)
Indebtedness at the end of the financial year				
i) Principal amount	3,333.67	166.67	-	3,500.34
ii) Interest due but not paid	2.11	-	-	2.11
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3,335.78	166.67	-	3,502.45



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ In lakhs)

Sl. No.	Particulars of remuneration	Shri Hemant Bangur, Executive Chairman	Shri Dharam Chand Baheti Managing Director	Total Amount
	Gross salary			
1	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	95.06	110.59	205.65
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	8.19	25.31	33.50
	(c) Profit in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit			
	- others, specify	250.00	125.00	375.00
5	Others, please specify		-	-
	Total (A)	353.25	260.90	614.15
	Ceiling as per the Act (Being 10% of Net profits of the Company as calculated under section 198 of the Companies Act, 2013)			768.65

B. Remuneration to other Directors

(₹ In lakhs)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Smt Nandita Sen	Shri Krutibas Mahapatra	Shri S N Bhattacharya	Dr.Prabir Ray	
1	Independent Directors					
	Fee for attending board/ committee meetings	0.85	0.85	0.30	0.20	2.20
	Commission	9.00	9.00	9.00	9.00	36.00
	Others, please specify	-	-	-	-	-
	Total B (1)	9.85	9.85	9.30	9.20	38.20
2	Other Non-Executive Directors					
	Fee for attending board/ committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total B(2)	-	-	-	-	-



Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Smt Nandita Sen	Shri Krutibas Mahapatra	Shri S N Bhattacharya	Dr.Prabir Ray	
	Total B=(B1+B2)	-	-	-	-	38.20
	Total Managerial Remuneration = A+B					652.35
	Overall Ceiling as per Act(Being 11% of Net profits of the Company as calculated under section 198 of the Companies Act)					845.52

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

(₹ In lakhs)

Sr. No.	Particulars of Remuneration	Shri Ajay Kumar Agarwal	Shri Shankar Lal Kedia	Total Amount
		Company Secretary	CFO	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	26.74	18.45	45.19
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	5.84	4.04	9.88
	(c) Profit in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	
2	Stock Option	-	-	
3	Sweat Equity	-	-	
4	Commission	-	-	-
	- as % of profit			
	- others, specify			
5	Others, please specify	-	-	
	Total	32.58	22.49	55.07

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offence against the Company, its Directors and other Officers in default under the Companies Act, 2013, during the year ended 31st March, 2017.



ANNEXURE-VI TO THE DIRECTORS' REPORT

Information under Section 134(3)(m) of the Companies Act, 2013 read with rule 8 of the Companies (Accounts) Rules, 2014:

A. Conservation of Energy

The steps taken towards Conservation of Energy are enumerated below:

- I. Continued retrofitting and replacement of old motors, pumps, air compressors etc. with modern energy efficient identical.
- II. Continued installation of automated lighting controls & sensors and changing over to more efficient lighting solutions such as Light Emitting Diodes (LED).
- III. Replacement of old air pipelines and fittings by modernised aluminium pipes and fittings.
- IV. Recovery of 100% steam condensate, used in Boiler feed water.
- V. Installed flash steam recovery system in the plant for using the same at Emulsion & Starch preparation plant.
- VI. Installed energy efficient (IE3) motor and AC variable drive in some of the processes
- VII. Replaced all steam traps by CMTD traps

The steps taken by the Company for utilizing alternate sources of energy:

- I. Continued installation of Turbo Ventilators and Solar Day Light system
- II. Installation of additional solar energy based thermal and photovoltaic systems.
- III. 100% use of jute waste in Boilers

The capital investment on energy conservation equipment

- I. ₹237.65 lakhs

B. Technology Absorption

Efforts made towards technology absorption

- I. Replacement of old Spinning Frames with new Spinning Frames.
- II. Continued Replacement of old Looms with modern Shuttless Rapier Looms
- III. Installed 600 KVAR Automatic Power Factor Controller in low voltage distribution system
- IV. Extensive use of modern materials handling equipments for facilitating safe & efficient handling of materials at the factory
- V. Installation of Modern Humidification Systems

Benefits derived

- I. Improvement in working environment
- II. Improvement in productivity & efficiency
- III. Improvement in product quality
- IV. Cost Reduction

C. Foreign exchange earnings and outgo :

- I. Foreign exchange earned in terms of actual inflow : ₹11,881.24 lakhs
- II. Foreign exchange outgo in terms of actual outflow : ₹2,605.26 lakhs



ANNEXURE-VII TO THE DIRECTORS' REPORT

PARTICULARS OF EMPLOYEES

The information required under section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a) **The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year :**

Executive Directors	Ratio to median remuneration*
Shri Hemant Bangur – Executive Chairman	171.56
Shri Dharam Chand Baheti – Managing Director	126.71

Non-Executive Directors	Ratio to median remuneration*
Smt Nandita Sen	4.78
Shri Satyendra Nath Bhattacharya	4.52
Shri Krutibas Mahapatra	4.78
Dr. Prabir Ray	4.47

*Median salary computation is based on a total employee head count of 4,493 employees out of which approximately 4,307 employees are within collective bargaining process.

- b) **The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

Name	% increase in remuneration in the financial year 2016-17
Shri Hemant Bangur – Executive Chairman	103.66
Shri Dharam Chand Baheti – Managing Director	30.01
Smt Nandita Sen – Independent Director	38.73
Shri Satyendra Nath Bhattacharya – Independent Director	45.31
Shri Krutibas Mahapatra – Independent Director	38.73
Dr. Prabir Ray – Independent Director	43.75
Shri Ajay Kumar Agarwal – Company Secretary	12.27
Shri Shankar Lal Kedia – CFO	14.19

- c) **The percentage increase in the median remuneration of employees in the financial year – 2.97%**

- d) **The number of permanent employees on the rolls of company as on 31st March, 2017 is -4,493**

- e) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; percentile may be read as percentage –**

Average percentage increase for other than managerial personnel works to around 2% average percentage increase for managerial personnel works out to around 14.42% ; average percentage increase for all employees works out to 3.71% Percentage increase for different categories / grades are made based on market trends and performance criteria

- f) **Affirmation that the remuneration is as per the remuneration policy of the company**

The Company affirms that the remuneration is as per the Remuneration Policy of the Company.



REPORT ON CORPORATE GOVERNANCE

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance envisages accountability, responsibility and transparency in the conduct of the Company's business and affairs. The Company firmly believes that Corporate Governance is a powerful tool to serve the long term growth of the Company and it continues to give priority to the principles and practice of Corporate Governance. The Company continues to lay great emphasis on the broad principles of Corporate Governance and views corporate governance in its widest sense, almost like trusteeship. The Company's philosophy on corporate governance is to enhance the long-term economic value of the company, sustainable return to its stakeholders i.e. the society at large, by adopting best corporate practices in fair and transparent manner and by aligning interest of the company with that of its shareholders/ other key stakeholders. Corporate governance is not merely compliance and not simply creating checks and balances, it is an ongoing measure of superior delivery of company's objects with a view to translate opportunities into reality.

The names and category of the Directors on the Board, the number of Directorships and Committee memberships held by them in other Companies are given below:

Name of Director	Category of Directorship	Directorship in Other Companies (#)	No. of Board Committees (other than Gloster Ltd) in which Chairman / Chairperson/Member		Shareholding as at 31.03.2017
			Chairman/Chairperson	Member @	
Shri Hemant Bangur	Promoter Executive Chairman	7	Nil	1	2,73,332
Smt. Nandita Sen	Independent Non-Executive	Nil	Nil	Nil	Nil
Shri Krutibas Mahapatra	Independent Non-Executive	Nil	Nil	Nil	Nil
Dr. Prabir Ray	Independent Non-Executive	Nil	Nil	Nil	Nil
Shri Satyendra Nath Bhattacharya	Independent Non-Executive	1	Nil	Nil	Nil
Shri Dharam Chand Baheti	Non-Promoter Managing Director	3	Nil	Nil	6,320

(#) Other Directorships do not include Directorships of private limited companies, section 8 companies and foreign companies and Alternate Directorships.

Only membership of Audit Committee and Stakeholders Relationship Committee is considered.

(@) Member includes Chairman/Chairperson

None of the Directors on the Board is a member of more than ten Committees and Chairman of more than five Committees across all companies in which they are Directors.

No Director is related to any other Director on the Board in terms of the definition of Relative given under the Companies Act, 2013

The Directors of the Company do not serve as Independent Directors in more than seven listed Companies.



INDEPENDENT DIRECTORS

The Non-Executive Independent Directors fulfill the conditions of Independence specified in Section 149 of the Companies Act, 2013 and Regulation 16(b) of the Listing Regulation. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulation has been issued and disclosed on website of the Company and can be accessed at <http://www.glosterjute.com/documents/appntdir.pdf>.

Whenever an Independent Director is inducted on the Board they are briefed about the Company's culture and are also introduced to the organization structure, Board procedures and business strategy.

BOARD PROCEDURE

The Board meets at least once a quarter to review the quarterly business and the financial performance of the company. The yearly calendar of the meetings is finalized before the beginning of the year and additional meetings are held whenever necessary. The Board Meetings are generally scheduled well in advance and the notice of each Board Meeting is given in writing to each Director. The Board papers, comprising the agenda backed by comprehensive background information are circulated to the Directors in advance and in exceptional cases, the same is tabled at the Board Meeting. The Board is also free to recommend the inclusion of any matter for discussion in consultation with the Chairman.

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulation to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting

To enable the Board to discharge its responsibilities effectively, the members of the Board are briefed at every Board Meeting, on the overall performance of the Company.

The Board's function is not limited to matters requiring statutorily the Board's approval. The Board is involved in all the important decisions relating to the company and policy matters, strategic business plans, new avenues of investment and expansion, compliance with statutory/regulatory requirements, major accounting provisions and write-offs are considered by the Board.

The Minutes of the Board Meetings are circulated to all Directors and are signed at subsequent Meeting.

The Minutes of Audit Committee and other Committees of the Board are regularly placed before the Board. The Minutes of the Board Meetings of the subsidiary companies are also regularly placed before the Board.

ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING

During the financial year ended 31st March, 2017, four Board Meetings were held on 14th May, 2016, 12th August, 2016, 11th November, 2016 and 31st January, 2017. The attendance of each Director at Board Meetings and the last Annual General Meeting (AGM) is as under:

Name of the Director	No. of Board Meetings attended	Attendance at last AGM held on 30th August, 2016
Shri Hemant Bangur	4	Yes
Smt Nandita Sen	4	Yes
Shri Krutibas Mahapatra	4	Yes
Dr Prabir Ray	2	No
Shri Satyendra Nath Bhattacharya	3	No
Shri Dharam Chand Baheti	4	Yes

FAMILIARISATION PROGRAMME

The Independent Directors have been familiarized with the nature of operations of the Company & the industry in which it operates, business model of the Company. The details of familiarization programme have been posted in the website of the Company and can be accessed at <http://www.glosterjute.com/documents/FPID.pdf>.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the financial year 2016-17, the Independent Directors met separately on 31st January, 2017 and inter-alia discussed the following:

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

3. AUDIT COMMITTEE

COMPOSITION

As on 31st March 2017, the Audit Committee comprises of three Non-Executive Independent Directors, and one Executive Director. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulation. All the members of the committee are well versed with finance & accounts, legal matters, company law, corporate affairs and general business practices.



The composition of the Committee is as follows:

Name of the Director	Position	Category
Smt Nandita Sen	Chairperson	Independent, Non-Executive
Shri Hemant Bangur	Member	Promoter, Executive
Shri Krutibas Mahapatra	Member	Independent, Non-Executive
Shri Prabir Ray*	Member	Independent, Non-Executive

*Appointed as a member to the Committee w.e.f. end of day of 31st January, 2017.

The Chairperson of the Audit Committee is an Independent Director and the Company Secretary acts as the Secretary to the Committee. The Chairperson of the Audit Committee attended the previous Annual General Meeting held on 30th August, 2016.

The Committee is empowered, pursuant to its terms of reference, inter-alia to:

- investigate any activity within its terms of reference or referred to it by the Board
- seek information from any employee
- obtain outside legal or other professional advice
- secure attendance of outsiders with relevant expertise, if it considers necessary
- have full access to information contained in the records of the Company

The Minutes of the Audit Committee Meetings are noted by the Board of Directors at the subsequent Board Meetings.

BROAD TERMS OF REFERENCE

The Audit Committee assists the Board in discharging its responsibilities regarding compliance with legal and regulatory requirements, the quality and integrity of the accounting, auditing, reporting practices & financial disclosures of the company and inter alia performs the following functions:

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b. Recommending to the Board the appointment, remuneration, and terms of appointment of auditors of the company.
- c. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.

- Changes if any, in accounting policies and practices and reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgement by management.
- Significant adjustments made in the financial statements arising out of audit findings.
- Compliance with listing and other legal requirements relating to financial statements.
- Disclosure of any related party transactions.
- Qualifications in the draft audit report.

- e. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- f. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- g. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h. Approval or any subsequent modification of transactions of the Company with related parties;
- i. Scrutiny of inter-corporate loans and investments;
- j. Valuation of undertakings or assets of the Company, wherever it is necessary;
- k. Evaluation of internal financial controls and risk management systems;
- l. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- n. Discussion with internal auditors of any significant findings and follow up there on;
- o. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- p. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r. To review the function of the Whistle Blower mechanism;
- s. Approval of appointment of CFO (i.e. the Wholetime Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;



- t. To carry out any other function as is mandated by the Board from time to time and /or enforced by any statutory notification, amendment or modification, as may be applicable.

The Audit Committee also reviews the following:

- Management discussion and analysis of financial condition and result of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the Audit Committee.

MEETINGS AND ATTENDANCE

During the financial year ended 31st March, 2017, four Audit Committee Meetings were held on 14th May, 2016, 12th August, 2016, 11th November, 2016 and 31st January, 2017. The Audit Committee also met prior to the finalization of accounts for the year ended 31st March, 2017.

The attendance at the Audit Committee Meetings is as under:

Name of the Director	No. of meetings attended
Smt. Nandita Sen	4
Shri Hemant Bangur	4
Shri Krutibas Mahapatra	4
Shri Prabir Ray*	N.A

*Appointed as a member to the Committee w.e.f. end of day of 31st January, 2017.

The Company Secretary was present at all the above meetings.

INTERNAL AUDITORS

For the year ended Company had appointed S.S.Kothari & Co. Chartered Accountants as Internal Auditors to review the internal control systems of the Company and to report thereon. The report of the Internal Auditors is reviewed by the Audit Committee.

4. NOMINATION AND REMUNERATION COMMITTEE: COMPOSITION

As on 31st March 2017, the Nomination & Remuneration Committee comprises of three Directors, all of them are independent, Non-Executive Directors. The composition of the Committee is as follows:

Name of the Director	Position	Category
Shri Krutibas Mahapatra	Chairman	Independent, Non-Executive
Smt Nandita Sen	Member	Independent, Non-Executive
Shri Prabir Ray	Member	Independent, Non-Executive

The Composition of Nomination & Remuneration Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulation.

The Company Secretary acts as a Secretary to the Committee. The Chairman of the Nomination & Remuneration Committee attended the previous Annual General Meeting held on 30th August, 2016.

BROAD TERMS OF REFERENCE

The Terms of Reference of Nomination & Remuneration Committee inter-alia includes following:

- i. Reviewing the overall compensation policy, service agreements and other employment conditions including Annual increments and Commission of Whole-time Directors & Managing Directors.
- ii. Approving the minimum remuneration payable to Whole-time Directors & Managing Directors in accordance with Schedule V of the Companies Act, 2013, in the event of loss or inadequacy of profits.
- iii. Formulating the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board their appointment, removal & a policy, relating to the remuneration of the Directors, Key Managerial personnel and other employees and evaluating every Director's performance
- iv. Formulating the criteria for evaluation of Independent Directors and the Board
- v. Identifying persons who can be appointed as Directors, Key/Senior Managerial personnel & recommend to the Board their appointment & removal
- vi. Devising a policy for Board diversity
- vii. To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable

MEETINGS AND ATTENDANCE

During the financial year ended 31st March, 2017, one Nomination and Remuneration Committee Meeting was held on 14th May, 2016.

The attendance at the Nomination and Remuneration Committee Meeting is as under:

Name of the Director	No. of meeting attended
Shri Krutibas Mahapatra	1
Smt Nandita Sen	1
Shri Prabir Ray	N.A

The Company Secretary was present at all the above meeting.



NOMINATION & REMUNERATION POLICY

A. Remuneration to Non-Executive Directors

The Non-Executive Directors are paid remuneration by way of Commission and Sitting fees. Non-Executive Directors are paid sitting fees - ₹10,000 for each meeting of the Board and ₹5,000 for any Committee meeting thereof.

B. Remuneration to Whole-time Directors / Managing Directors

The Whole-time Directors & Managing Directors are appointed by the Board at such remuneration as recommended by Nomination & Remuneration Committee and approved by the Board subject to approval of the Shareholders in a General Meeting. The remuneration package of Whole-time Directors & Managing Directors comprises of salary, perquisites and allowances, commission and contributions to Provident and other Funds as approved by the shareholders at General Meetings. Annual increments are recommended by the Remuneration Committee and recommended to the Board for approval thereof.

WHOLE-TIME DIRECTORS

Name of the Director	Designation	Salary ₹	Benefits ₹	Commission* ₹	Service Contract	Notice Period	Severance Fees
Shri Hemant Bangur	Executive Chairman	76,35,000	26,89,760	2,50,00,000	3 years w.e.f. 01.09.2015	3 months	Nil
Shri Dharam Chand Baheti	Managing Director	72,85,000	63,04,805	1,25,00,000	5 years w.e.f. 01.07.2016	3 months	Nil

* Payable in 2017-18 for 2016-17

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulation, the Board has carried out a formal process of the annual evaluation of its own performance, its Committees and Directors individually.

The performance was evaluated based on parameters such as Composition and Quality of Board Members, Effectiveness of Board/Committee process and functioning, contribution of the Members, Board Culture and Dynamics, Fulfillment of key responsibilities, Ethics and Compliance etc. A structured questionnaire was prepared covering the above areas of competencies. All the responses were evaluated by the Nomination & Remuneration Committee as well as the Board of Directors and the results reflected high satisfactory performance.

Relationship of Non-Executive Directors with the Company and inter-se: There is no pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the Company and inter-se themselves except for the sitting fees and Commission (upto a maximum of 1% of eligible profits) paid / payable to them for attending the Board and Committee meetings

Presently, the Company does not have any stock option plan or performance linked incentives for its Directors.

DETAILS OF REMUNERATION TO ALL THE DIRECTORS FOR THE YEAR ENDED 31ST MARCH, 2017

NON-EXECUTIVE DIRECTORS

Name of the Director	Commission* ₹	Sitting Fees ₹
Smt Nandita Sen	9,00,000	85,000
Shri Satyendra Nath Bhattacharya	9,00,000#	30,000#
Shri Krutibas Mahapatra	9,00,000	85,000
Dr Prabir Ray	9,00,000	20,000

* Payable in 2017-18 for Financial year 2016-17

Amount paid /payable to LIC of India

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

COMPOSITION

As on 31st March, 2017, the Stakeholders Relationship Committee comprises of three Directors, of whom, two are independent, Non-Executive Directors and one Promoter, Executive Director.

The composition of the Committee is as follows:

Name of the Director	Position	Category
Smt Nandita Sen	Chairperson	Independent, Non-Executive
Shri Hemant Bangur	Member	Promoter, Executive
Shri Krutibas Mahapatra	Member	Independent, Non-Executive

The Company Secretary acts as a Secretary to the Committee.



BROAD TERMS OF REFERENCE

The terms of reference of the Stakeholders Relationship Committee inter alia includes following:

- transfer/transmission/transposition of shares;
- consolidation/splitting of folios;
- issue of share certificates for lost, sub-divided, consolidated, rematerialised, defaced, etc;
- review of shares dematerialised and all other related matters;
- investors' grievances and redressal mechanism and recommend measures to improve the level of investor services.
- over seeing performance of the Company's Registrars and Share Transfer Agents.
- carrying out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

The Committee has delegated its functions to its Registrar & Share Transfer Agents, M/s. Maheshwari Datamatics Pvt Ltd to redress shareholders grievances and provide a periodical report to the said committee at every meeting about the grievances received, solved and pending in addition to their existing functions as follows: -

- to approve share transfers;
- to issue duplicate shares against lost or mutilated share certificates;
- to issue shares against consolidation and sub-division;
- to send a summary of complaints redressed on fortnightly basis;
- to send periodical report on transfers & transmission processed, duplicate share certificates issued.

Share transfer formalities are done within the stipulated time period by the Registrars, M/s. Maheshwari Datamatics Pvt. Ltd. The Compliance Officer is authorised to give effect to share transfers as approved by the Registrars & Share Transfer Agents.

The Share Department of the company and the Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd. attend to all grievances of the shareholders and investors received directly or through SEBI including SEBI Complaints Redress System (SCORES), Stock Exchanges, Department of Company Affairs, Registrar of Companies etc.

The Minutes of the Stakeholders Relationship Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and e-mail addresses to facilitate prompt action

MEETING AND ATTENDANCE

During the financial year ended 31st March 2017, four Stakeholders Relationship Committee meetings were held on 14th May, 2016, 12th August, 2016, 11th November, 2016, and 31st January, 2017.

The attendance of the Stakeholders Relationship Committee meetings is as under:

Name of the Director	No. of meetings attended
Smt. Nandita Sen	4
Shri Hemant Bangur	4
Shri Krutibas Mahapatra	4

DETAILS OF SHAREHOLDERS' COMPLAINTS RECEIVED, NOT SOLVED AND PENDING SHARE TRANSFERS

During the year 2016-17 the company has not received any complaints from the shareholders and no complaints were outstanding as on 31st March, 2017. The number of share transfers and requests for dematerialization pending as on 31st March, 2017 were Nil.

Name, Designation & Address of the Compliance Officer

Mr. Ajay Kumar Agarwal ,Company Secretary
 Gloster Limited
 21, Strand Road
 Kolkata-700001
 Telephone : 033-22309601(4 lines)
 E-mail id: shares@glosterjute.com

Shareholders'/ Investors' complaints and other correspondence are attended to within the stipulated time period except where constrained by disputes or legal impediments.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Board of Directors of your Company has constituted a CSR Committee and has simultaneously approved and adopted a CSR policy based on the recommendations of the CSR Committee.

As on 31st March, 2017 the Committee consists of four Members, comprising:

Name of the Members	Category
Shri Hemant Bangur	Promoter Executive Chairman
Shri Dharam Chand Baheti	Managing Director
Smt Nandita Sen	Independent Director
Shri Krutibas Mahapatra	Independent Director

During the financial year ended 31st March 2017, a CSR Committee meeting was held on 14th May, 2016.

The attendance at the CSR Committee meeting is as under:

Name of the Director	No. of meeting attended
Shri Hemant Bangur	1
Shri Dharam Chand Baheti	1
Smt Nandita Sen	1
Shri Krutibas Mahapatra	1



6. SUBSIDIARY COMPANIES

The Company does not have any material Subsidiary Company as defined under Listing Regulation.

However, the Company has formulated the Policy for determining material subsidiaries which is uploaded on the website of the Company and can be accessed at <http://www.glosterjute.com/documents/PDMS.pdf>.

7. CEO/CFO CERTIFICATION

In accordance with Part B of Schedule II to the Listing Regulation, the CEO/CFO Certificate signed by Shri Dharam Chand Baheti, CEO and Shri Shankar Lal Kedia, CFO was placed before the Board of Directors at their meeting held on 12th May, 2017.

8. GENERAL BODY MEETINGS

A. Venue and time, where last three Annual General Meetings (AGM) were held is given below:

Financial Year	Day, Date & Time	Venue of the Meeting	Special resolution passed
2013-14	Saturday, 6th September, 2014 At 11.00 A.M	Kala Kunj 48 Shakespeare Sarani, Kolkata 700 017	1. Amendment in Article 125 of Articles of Association of the Company 2. Consent under Section 180(1) (a) of the Companies Act, 2013 to create mortgage/charges/hypothecation for amount not exceeding ₹ 250 crore. 3. Consent under Section 180(1) (c) of the Companies Act, 2013 for borrowing not exceeding ₹ 250 crore
2014-15	Saturday, 26th September, 2015 At 11.00 A.M	Shripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700 020	NIL
2015-16	Tuesday, 30th August, 2016 At 2.00 P.M	Shripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700 020	NIL

B. Passing of Resolutions by Postal Ballot

During the year under review no Special Resolution has been passed through postal ballot process.

c. No extra-ordinary general meeting of the shareholders was held during the year.

D. Postal Ballot

No resolution requiring postal ballot is being proposed at the ensuing Annual General Meeting.

Your Company will comply with the requirements of postal ballot as and when such matters arise requiring approval of shareholders by such process under the Companies Act, 2013 & rules made thereunder, if any.

9. CODE OF CONDUCT

The Board of Directors has adopted the Code of Conduct and Ethics for Directors and Senior Management. The said Code has been communicated to the Directors and the members of the Senior Management. The Code has also been displayed on the Company's website-www.glosterjute.com. All the members of the Board and the senior management personnel have affirmed compliance with the Code for the year ended 31st March, 2017 and a declaration to this effect signed by Shri Dharam Chand Baheti, Managing Director forms part of this report.



10. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

In compliance with the Securities & Exchange Board of India (Prevention of Insider Trading) Regulations, 2015, the Company has adopted a "Code of Practices for Fair Disclosure" and "Code of Conduct for Insider Trading" for prevention of Insider Trading by Company insiders.

11. DISCLOSURES

a. All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulation during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with Related Parties during the financial year. Transactions with related parties as per requirements of Accounting Standard AS 18 are disclosed in Note No.34 to the Accounts in the Annual Report.

A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval. As required under Regulation 23(1) of the Listing Regulation, the Company has formulated a policy on dealing with Related Party Transactions.

The policy on Related Party Transactions has been uploaded on the website of the Company and can be accessed at <http://www.glosterjute.com/documents/RPTPolicy.pdf>.

All the transactions are in the ordinary course of business and have no potential conflict with the interest of the Company at large and are carried out on an arm's length basis.

- b. The Company has complied with all requirements of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.
- c. Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulation, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct any other point of concern. The policy has been uploaded in the website of the Company and can be accessed at <http://www.glosterjute.com/documents/WBPolicy.pdf>. No personnel has been denied access to the Audit Committee.
- d. The Company has adopted sexual harassment policy and has established necessary mechanism for protection of women from sexual harassment at work place.
- e. The financial statements for the year 2016-2017 have been prepared in accordance with the applicable accounting standards prescribed by the Institute of Chartered Accountants of India and there are no deviations.

f. Disclosure of Compliance of Non-mandatory requirements as specified in Part 3 of Schedule II of Listing Regulations are as under:

- Non-Executive Chairman's Office: The Company has an executive Chairman.
- Shareholder's Rights: As the quarterly and half yearly financial performance along with significant events are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders separately.
- Modified opinion in Auditors Report : Company's financial statement for the year 2016-17 does not contain any modified audit opinion.
- Separate posts of Chairperson and Chief Executive Officer : Company is having separate posts of Chairman designated as Executive Chairman and Chief Executive Officer designated as Managing Director.
- Reporting of Internal Auditors : The Internal Auditors of the Company submit reports to the Audit Committee.

12. MEANS OF COMMUNICATION

- (i) The Unaudited quarterly/half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulation.
- (ii) The approved financial results are forthwith sent to the Stock Exchanges and are generally published in Economic Times & Ei Samay. Presently the same are not sent to the shareholders separately.
- (iii) The Company's Annual Reports, financial results and official news releases are displayed on the Company's website www.glosterjute.com.
- (iv) No formal presentations were made to the institutional investors and analysts during the year under review.
- (v) Management Discussion and Analysis forms part of the Annual Report, which is posted to the shareholders of the Company.
- (vi) The Company has an exclusive e-mail id for Shareholders/ Investors and they may write to the Company at shares@glosterjute.com.

13. GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in the section 'Shareholder Information' which forms part of this Annual Report.



14. CERTIFICATE OF COMPLIANCE WITH CODE OF CONDUCT

ANNUAL DECLARATION UNDER REGULATION 34(3) READ WITH PART D OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I declare that in terms of Schedule V under Regulation 34(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company has received affirmation of Compliance with Code of Conduct from all Board Members and Senior Management Personnel of the Company for the financial year ended 31st March, 2017.

Place : Kolkata

Date: 12th May, 2017

For Gloster Limited
Dharam Chand Baheti
Managing Director

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To The Members of Gloster Limited

I have examined the compliance of conditions of Corporate Governance by Gloster Limited ('the Company'), for the year ended 31st March 2017, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, pursuant to the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to 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 my opinion and based on the relevant records and documents maintained by the Company and furnished to me for the review and information and explanations given to me by the the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with the Stock Exchanges.

I 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.

Place : Kolkata

Date : 12th May, 2017

Sweety Kapoor
Practising Company Secretary
FCS 6410, COP No. 5738



SHAREHOLDER INFORMATION

REGISTERED OFFICE

21, Strand Road,
Kolkata – 700 001.
CIN – L17119WB1992PLC054454
Telephone no : +91 33-2230-9601(4 lines)

ANNUAL GENERAL MEETING

Date and Time : 21st September, 2017 at 3.00 P.M

Venue : Kala kunj
48, Shakespeare Sarani,
Kolkata - 700017

FINANCIAL YEAR

1st April, 2017 to 31st March, 2018

TENTATIVE FINANCIAL CALENDAR

Financial reporting for the quarter ending June 30, 2017	: By 14th September, 2017
Financial reporting for the half year ending September 30, 2017	: By 14th November, 2017
Financial reporting for the quarter ending December 31, 2017	: By 14th February, 2018
Financial reporting for the year ending March 31, 2018	: By 30th May, 2018

DATE OF BOOK CLOSURE

15th September, 2017 to 21st September, 2017(both days inclusive)

DIVIDEND

The dividend as recommended by the Board of Directors, if approved by the members at the ensuing Annual General Meeting, will be payable after 21st September, 2017(date of AGM) to the eligible members.

LISTING ON STOCK EXCHANGE:

The Equity shares of the Company are listed on BSE Ltd. and The Calcutta Stock Exchange Ltd.

Annual Listing Fees as prescribed have been paid to BSE Ltd. and The Calcutta Stock Exchange Ltd. for the year 2017-2018.

STOCK MARKET INFORMATION

STOCK CODE : CSE –10017076
BSE-- 538595
Demat ISIN No. For NSDL and
CDSL - INE652C01016

STOCK MARKET DATA:

There were no transactions in the equity shares of the Company listed at the Calcutta Stock Exchange Ltd., hence monthly high and low quotations and volume of shares traded on the BSE Ltd. during the year are only given.

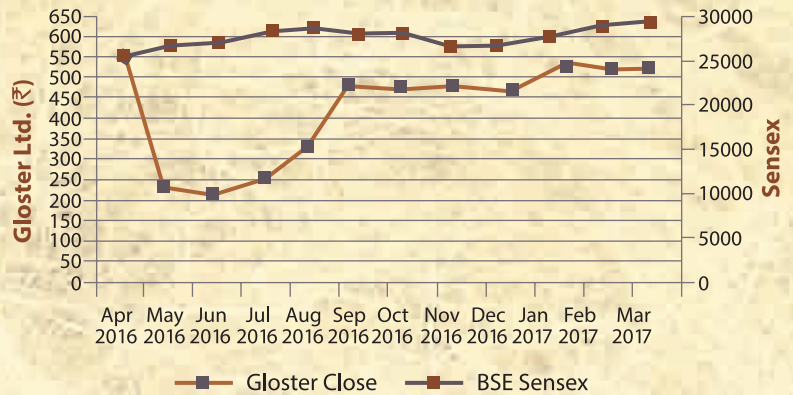
MONTH	BSE		
	HIGH (₹)	LOW (₹)	VOLUME (NO OF SHARES)
APRIL, 2016	620.00	562.25	16,929
MAY, 2016	650.00	213.10	59,886
JUNE, 2016	252.95	200.60	2,29,755
JULY, 2016	280.00	214.00	61,363
AUGUST, 2016	339.90	251.00	1,05,052
SEPTEMBER, 2016	509.00	320.00	3,26,884
OCTOBER, 2016	495.00	420.50	1,02,341
NOVEMBER, 2016	534.00	398.00	1,20,189
DECEMBER, 2016	528.35	457.00	36,281
JANUARY, 2017	575.05	466.10	1,43,059
FEBRUARY, 2017	572.00	500.05	27,214
MARCH, 2017	545.00	505.50	42,319



PERFORMANCE AT BSE DURING THE FINANCIAL YEAR 2015-16

No. of Shares traded	12,71,272
Highest Share Price (₹)	650.00
Lowest Share Price (₹)	200.60
Closing share price as on 31st March, 2017 (₹)	526.50
Market Capitalisation as on 31st March, 2017 (₹)	55,108.12 lakhs

GLOSTER VS SENSEX



DEPOSITORY CONNECTIVITY

National Securities Depository Limited
Central Depository Services (India) Ltd

REGISTRAR AND SHARE TRANSFER AGENTS

Maheshwari Datamatics Pvt. Ltd.
23,R.N.Mukherjee Road, 5th floor,
Kolkata 700 001
Tel : +91 33 2243 5029
Fax : +91 33 2248 4787
e-mail : mdpldc@yahoo.com

SHARE TRANSFER SYSTEM

The transfer of shares in physical form is processed and completed by M/s. Maheshwari Datamatics Pvt. Ltd. within the stipulated time period, provided all the documents are

in order. In case of shares in electronic form, the transfers are processed by National Securities Depository Limited and Central Depository Services (India) Limited through respective Depository Participants. In compliance with the Listing Regulation, a practicing Company Secretary carries out audit of the System of Transfer and a Certificate to that effect is issued.

INVESTOR GRIEVANCE REDRESSAL SYSTEM

The Investor grievances / shareholders complaints are handled by the Company’s Registrars and Share Transfer Agent M/s Maheshwari Datamatics Pvt. Ltd. Kolkata, in consultation with the Secretarial department of the Company.

Periodical review meetings are held between the officials of the Registrar and Share Transfer Agent and the Company to discuss the various issues relating to share transfer and other allied matters, dematerialization of shares, Investor complaints, etc.

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2017

NO. OF EQUITY SHARES HELD	NO. OF SHARE HOLDERS	% OF SHARE HOLDERS	NO. OF SHARES HELD	% OF SHARE HOLDING
Upto 500	2,968	87.27	2,57,766	2.46
501 to 1000	205	6.03	1,49,727	1.43
1001 to 2000	122	3.59	1,81,599	1.74
2001 to 3000	30	0.88	75,153	0.72
3001 to 4000	16	0.47	53,766	0.51
4001 to 5000	15	0.44	68,128	0.65
5001 to 10000	24	0.70	1,66,146	1.59
10001 and above	21	0.62	95,14,595	90.90
GRAND TOTAL	3,401	100.00	1,04,66,880	100.00

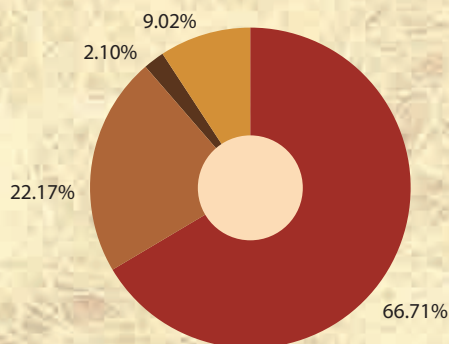


RECONCILIATION OF SHARE CAPITAL AUDIT

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

SHAREHOLDING PATTERN AS ON 31ST MARCH, 2017

CATEGORY	NO. OF SHARES HELD	% OF SHARE CAPITAL
A. PROMOTER'S HOLDING		
Promoters		
a. Indian Promoters	69,82,175	66.71
b. Foreign Promoters	-	-
Sub-total	69,82,175	66.71
B. NON-PROMOTER'S HOLDING		
1. Institutional Investors		
a. Mutual Funds and UTI	-	-
b. Banks, Financial Institutions, Insurance Companies	23,20,262	22.17
c. FIs	-	-
Sub-total	23,20,262	22.17
2. OTHERS		
a. Bodies Corporate	2,19,910	2.10
b. Indian Public	9,05,824	8.65
c. Others	38,709	0.37
Sub-total	11,64,443	11.12
GRAND TOTAL	1,04,66,880	100.00



Promoters	66.71%
Banks, Financial Institutions and Insurance Companies	22.17%
Bodies Corporate	2.10%
General Public and Others	9.02%

DEMATERIALIZATION OF SHARES AND LIQUIDITY

98.27% of the equity shares of the Company have been dematerialized as on 31st March, 2017. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have the option to dematerialize their shares with either of the depositories.

STATUS OF DEMATERIALIZATION AS ON 31ST MARCH, 2017

PARTICULARS	NO. OF SHARES	% TO TOTAL CAPITAL	NO. OF ACCOUNTS
National Securities Depository Limited	75,63,573	72.26	1,881
Central Depository Services (India) Limited	27,22,217	26.01	1,070
Total Dematerialised	1,02,85,790	98.27	2,951
Physical	1,81,090	1.73	450
Grand Total	1,04,66,880	100.00	3,401

OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

- NOT APPLICABLE

Commodity Price Risk/Foreign Exchange Risk & Hedging Activities

The Company is exposed to the foreign exchange risk for import of raw material, stores & Capital Goods and export of finished goods and engages in foreign currency hedging with Banks / Stock Exchanges by way of currency forward contracts and currency futures in order to protect its foreign currency exposure from exchange fluctuations.

UNCLAIMED DIVIDENDS / SHARE CERTIFICATES

UNCLAIMED DIVIDENDS

Dividends that are unpaid / unclaimed for a period of seven years from the date they became due for payment are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Given below are the dates of declaration of dividend and corresponding dates when unpaid/unclaimed dividends are due for transfer to IEPF:



Financial Year	Date of declaration of dividend	Due Date for transfer to IEPF
2009-2010	29th September, 2010	4th November, 2017
2010-2011	6th August, 2011	11th September, 2018
2011-2012	9th August, 2012	14th September, 2019
2012-2013	25th July, 2013	30th August, 2020
2013-2014	6th September, 2014	12th October, 2021
2014-2015	26th September, 2015	1st November, 2022
2015-2016	30th August, 2016	5th November, 2023

Members who have so far not encashed their dividend warrants are requested to have the same revalidated to avoid transfer to IEPF.

UNCLAIMED SHARE CERTIFICATES

As per Regulation 34(3) read with Schedule V of Listing Regulation, the details of the shares in the Suspense Account are as follows:

Aggregate number of shareholders and the outstanding shares in the Unclaimed Suspense Account lying as at 1st April, 2016	Number of Shareholders who approached the Company for transfer of shares from Unclaimed Suspense Account during the year	Number of Shareholders to whom shares were transferred from Unclaimed Suspense Account during the year	Aggregate Number of Shareholders and the Outstanding Shares in the Unclaimed Suspense Account lying as at 1st April, 2017
114 shareholders holding 16,964 shares	1	1	113 shareholders holding 32,728 shares

Note:

- The voting rights on the shares outstanding in Unclaimed Suspense Account as on 31st March, 2017 shall remain frozen till rightful owner claims these shares.
- During the year, the Company has transferred 16,964 shares to Unclaimed Securities Suspense Account and 1,200 shares have been transferred from Unclaimed Suspense Account.

NOMINATION

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agents.

ELECTRONIC CLEARING SERVICE

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for crediting dividends through National Electronic Clearing Services (NECS) to the investors wherever NECS and bank details are available. In the absence of NECS facility, the Company is required to print the bank account details on the dividend warrants. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. However, members who wish to receive dividend

in an account other than the one specified while opening the Depository Account, may notify their DPs about any change in the Bank Account details.

PLANT LOCATION

P.O Fort Gloster
Bauria, Howrah-711310
West Bengal

ADDRESS FOR CORRESPONDENCE

REGISTRAR & SHARE TRANSFER AGENTS	REGISTERED OFFICE
Maheshwari Datamatics Pvt. Ltd. 23,R.N.Mukherjee Road, 5thfloor Kolkata 700 001. Tel : +91 33 2243 5029 Fax : +91 33 2248 4787 e-mail : mdpldc@yahoo.com	The Company Secretary Gloster Limited 21, Strand Road, Kolkata 700 001 Tel: +91 33 2230 9601 (4 lines) Fax: +91 33 2210 6167, +91 33 2231 4222 e-mail: info@glosterjute.com, shares@glosterjute.com

STANDALONE FINANCIAL SECTION





INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GLOSTER LIMITED

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Gloster Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.

4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.

5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'the Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such



checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
- (e) On the basis of the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.

(g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

- i. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2017 on its financial position in its standalone financial statements – Refer Note 31.
- ii. The Company has derivative contracts as at March 31, 2017 for which there were no material foreseeable losses Refer Note 35. There are no long term contracts outstanding as at March 31, 2017.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.
- iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note 42.

For Lovelock & Lewes

Firm Registration Number: 301056E
Chartered Accountants

Sunit Kumar Basu

Partner
Membership Number 55000

Place : Kolkata
Date : May 12, 2017



ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 10 (f) of the Independent Auditors' Report of even date to the members of Gloster Limited on the standalone financial statements for the year ended March 31, 2017

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of Gloster Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and

perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures



of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal

financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Lovelock & Lewes

Firm Registration Number: 301056E
Chartered Accountants

Sunit Kumar Basu

Partner
Membership Number 55000

Place: Kolkata

Date: May 12, 2017



ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Gloster Limited on the standalone financial statements as of and for the year ended March 31, 2017

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of four years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of immovable properties, as disclosed in Note 12 on fixed assets to the financial statements, are held in the name of the Company.
- ii. The physical verification of inventory have been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii) (a), (iii) (b) and (iii) (c) of the said Order are not applicable to the Company.
- iv. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products.
- We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of wealth-tax, service-tax, duty of customs, duty of excise which have not been deposited on account of any dispute. The particulars of dues of income tax, sales tax, and value added tax as at March 31, 2017 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount of Demand* (₹)	Period to which the amount relates	Forum where the dispute is pending
West Bengal VAT Act, 2003	West Bengal VAT	13,04,424	2007-08	West Bengal Taxation Tribunal
Central Sales Tax Act, 1956	Central Sales Tax	6,71,033	2007-08	Calcutta High Court
West Bengal VAT Act, 2003	West Bengal VAT	45,70,981	2008-09	West Bengal Taxation Tribunal
West Bengal VAT Act, 2003	West Bengal VAT	17,34,219	2009-10	Appellate & Revisional Board
Central Sales Tax Act, 1956	Central Sales Tax	15,54,342	2009-10	Appellate & Revisional Board



Name of the statute	Nature of dues	Amount of Demand* (₹)	Period to which the amount relates	Forum where the dispute is pending
West Bengal VAT Act, 2003	West Bengal VAT	22,26,350	2010-11	Appellate & Revisional Board
Central Sales Tax Act, 1956	Central Sales Tax	38,83,904	2010-11	Appellate & Revisional Board
West Bengal VAT Act, 2003	West Bengal VAT	29,85,287	2011-12	Appellate & Revisional Board
Central Sales Tax Act, 1956	Central Sales Tax	75,40,895	2011-12	Appellate & Revisional Board
West Bengal VAT Act, 2003	West Bengal VAT	51,64,136	2012-13	Appellate & Revisional Board
Central Sales Tax Act, 1956	Central Sales Tax	81,53,448	2012-13	Appellate & Revisional Board

*Against the above, a sum of ₹ 42.01 lakhs has been deposited by the company under protest.

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any banks as at balance sheet date. The Company does not have any loans or borrowings from any financial institution or Government nor has issued any debentures as at the balance sheet date.
- ix. In our opinion, and according to the information and explanations given to us, the Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans have been applied for the purposes for which they were obtained
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Lovelock & Lewes
Firm Registration Number: 301056E
Chartered Accountants

Sunit Kumar Basu
Partner
Membership Number 55000

Place: Kolkata
Date: May 12, 2017



BALANCE SHEET AS AT 31ST MARCH, 2017

(₹ in lakhs)

	Note	As at 31st March, 2017	As at 31st March, 2016
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	1,046.69	523.34
Reserves and Surplus	4	36,494.47	32,435.63
		37,541.16	32,958.97
Non-current Liabilities			
Long-term borrowings	5	-	286.83
Deferred tax liabilities (net)	6	102.24	56.84
Long-term provisions	7	400.18	303.23
		502.42	646.90
Current Liabilities			
Short-term borrowings	8	3,333.67	7,765.21
Trade Payables (includes dues of Micro and Small enterprises ₹ 0.33 Lakh (2015-16 : ₹ 1.21 Lakhs)	9	431.39	616.87
Other current liabilities	10	2,982.92	2,426.01
Short-term provisions	11	943.41	1,617.59
		7,691.39	12,425.68
TOTAL		45,734.97	46,031.55
ASSETS			
Non-current Assets			
Fixed assets			
Tangible assets	12	26,215.63	25,583.96
Intangible assets	13	17.41	19.41
Capital work-in-progress		174.68	400.16
Intangible Assets under development		32.85	32.85
Non-current investments	14	3,849.90	3,008.62
Long-term loans and advances	15	574.85	596.72
		30,865.32	29,641.72
Current assets			
Current investments	16	2,385.90	1,530.08
Inventories	17	8,034.28	9,948.09
Trade receivables	18	1,959.31	2,552.52
Cash and Bank balances	19	223.50	411.33
Short-term loans and advances	20	2,247.21	1,947.81
Other current assets	21	19.45	-
		14,869.65	16,389.83
Total		45,734.97	46,031.55
Corporate Information	1		
Summary of significant accounting policies	2		

The accompanying notes are an integral part of these financial statements.
This is the Balance Sheet referred to in our report of even date.

For Lovelock & Lewes

Firm Registration No. 301056E
Chartered Accountants

Sunit Kumar Basu

Partner
Membership No. 55000

Shankar Lal Kedia Chief Financial Officer
Ajay Kumar Agarwal Company Secretary

Hemant Bangur Executive Chairman
D.C. Baheti Managing Director
Nandita Sen Director
S.N. Bhattacharya Director
K. Mahapatra Director
Prabir Ray Director

Place : Kolkata

Date: 12th May, 2017



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

(₹ in lakhs)

	Note	As at 31st March, 2017	As at 31st March, 2016
INCOME			
Revenue from operations (gross)	22	50,742.79	43,026.30
Less: Excise Duty and R & D Cess		369.85	315.60
Revenue from operations (net)		50,372.94	42,710.70
Other Income	23	1,400.34	1,167.13
Total Revenue		51,773.28	43,877.83
EXPENSES			
Cost of materials consumed	24	25,259.75	25,030.46
Purchase of traded goods		-	10.17
Changes in inventories of finished goods, stock-in-process and semi -finished goods	25	1,161.93	(1,795.22)
Employee benefits expense	26	8,421.82	8,194.39
Finance costs	27	341.75	411.50
Depreciation and amortization expense	28	769.23	780.03
Other expenses	29	8,744.22	7,554.31
Total Expenses		44,698.70	40,185.64
Profit before exceptional items and tax		7,074.58	3,692.19
Exceptional items		-	-
Profit before tax		7,074.58	3,692.19
Tax expense			
Current tax		2,447.00	1,243.00
Deferred tax		45.40	(14.83)
Total Tax expenses		2,492.40	1,228.17
Profit for the year		4,582.18	2,464.02
Earnings per equity share[Nominal Value per Share ₹ 10 (31.03.2016 - ₹ 10)]			
Basic & Diluted	30	43.78	23.54
Corporate Information			
Summary of significant accounting policies	2		

The accompanying notes are an integral part of these financial statements.
This is the Statement of Profit and Loss referred to in our report of even date.

For Lovelock & Lewes
Firm Registration No. 301056E
Chartered Accountants

Sunit Kumar Basu
Partner
Membership No. 55000

Place : Kolkata
Date: 12th May, 2017

Shankar Lal Kedia Chief Financial Officer
Ajay Kumar Agarwal Company Secretary

Hemant Bangur Executive Chairman
D.C. Baheti Managing Director
Nandita Sen Director
S.N. Bhattacharya Director
K. Mahapatra Director
Prabir Ray Director



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(₹ in lakhs)

Particulars	Year ended		Year ended	
	31st March, 2017		31st March, 2016	
A. Cash Flow from Operating Activities				
Net profit before tax		7,074.58		3,692.19
Adjustments for :				
Depreciation and Amortisation Expenses	769.23		780.03	
Finance Costs	341.75		411.50	
Bad Debts Written Off	-		4.38	
Net (Profit) / Loss on sale of fixed assets	(30.66)		(2.45)	
Net gain on sale of current investments	(4.09)		(36.30)	
Net gain on sale of Long Term Investments	(14.26)		(99.92)	
Unrealised (Gain) / Loss on exchange (net)	(1.85)		(2.86)	
(Gain)/ Loss on Mark to Market adjustment for Derivative Instrument	-		22.57	
Export License utilized	(7.51)		(3.79)	
Interest Income	(261.45)		(191.64)	
Dividend income on long term investments	(8.26)		(1.13)	
Liabilities no longer required written back	(0.09)		(5.79)	
Provision for Impairment of Power Plant written back	(245.07)	-		
Diminution in value of Investment	54.49		21.43	
Provision for Diminution in Investment Written Back	(21.43)		(11.73)	
Fixed Asset Written Off	67.41	638.21	-	884.30
Operating profit before working capital changes		7,712.79		4,576.49
Adjustments for :				
Decrease/(Increase) in Inventories	1,913.81		(3,141.14)	
Decrease/(Increase) in Trade and Other Receivables	839.52		(952.70)	
(Decrease)/Increase in Trade and Other Payables	227.36	2,968.69	1,408.04	(2,685.80)
Cash generated from operations		10,681.48		1,890.69
Income Taxes paid		(2,287.81)		(1,505.52)
Net Cash from Operating Activities	A	8,393.67		385.17
B. Cash Flow from investing activities				
Purchase of Fixed Assets	(1,337.72)		(1,504.11)	
Grant/ Capital Subsidy Received against Specific Fixed Assets	148.98		16.92	
Sale of Fixed Assets	231.70		12.57	
Purchase of Current investments	(9,842.16)		(3,427.38)	
Application Money paid for Investment	(20.00)		(200.00)	
Sale/ Redemption of Investments	8,130.46		2,062.25	
Interest received	241.99		191.64	
Dividend received	8.26		1.13	
Intercompany Deposit given	(1,200.00)		(1,200.00)	
Repayment of Intercompany Deposit	700.00		-	
(Increase)/Decrease in Margin Money Deposits	40.98		(40.98)	
Net (Finance)/Repayment against Bill Discounting	(64.08)		-	
Net Cash used in Investing activities	B	(2,961.59)		(4,087.96)



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(₹ in lakhs)

Particulars	Year ended		Year ended	
	31st March, 2017		31st March, 2016	
C. Cash Flow from Financing Activities				
Net proceeds / (repayment) of Short term Borrowings	(4,433.53)		4,763.76	
Proceeds from Long-term Borrowings	112.00		598.00	
Repayment of Long-term Bank Borrowings	(525.83)		(995.73)	
Finance costs paid	(356.08)		(405.57)	
Dividend paid	(312.79)		(314.01)	
Dividend Taxes paid	(63.92)		(63.92)	
Net Cash from / (used) in Financing Activities	C	(5,580.15)		3,582.53
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)		(148.07)		(120.26)
D. Cash and Cash Equivalents				
Net Increase/ (Decrease) in Cash and Cash Equivalents		(148.07)		(120.26)
Cash and Cash Equivalents as on 1 April		351.88		472.14
Cash and Cash Equivalents as on 31 March		203.81		351.88

Notes

- The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard -3, on Cash Flow Statement as per Companies Accounting Standard Rules, 2006.
- Previous year's figures have been regrouped/ rearranged wherever necessary.

This is the Cash Flow statement referred to in our report of even date.

For Lovelock & Lewes

Firm Registration No. 301056E
Chartered Accountants

Sunit Kumar Basu

Partner
Membership No. 55000

Place : Kolkata
Date: 12th May, 2017

Shankar Lal Kedia Chief Financial Officer
Ajay Kumar Agarwal Company Secretary

Hemant Bangur Executive Chairman
D.C. Baheti Managing Director
Nandita Sen Director
S.N. Bhattacharya Director
K. Mahapatra Director
Prabir Ray Director



NOTES TO THE FINANCIAL STATEMENTS

1. Corporate Information

Gloster Limited is a public company incorporated on 18th February, 1992 under the provisions of the Companies Act, 1956. Gloster is a leading manufacturer & exporter of all types of Jute & Jute allied products, Woven & Non-Woven Jute Geotextiles, Treated Fabric-Rot Proof, Fire Retardant, Jute Products for Interior Decoration & Packaging of Industrial & Agricultural Produce. The Company also produces Jute & Cotton Shopping Bags & Made Ups. Gloster exports Jute goods to various countries spread over the World. The Company's manufacturing facilities are located at Bauria on the banks of Holy Ganges in West Bengal. The Equity shares of the Company are listed on the BSE Ltd. & The Calcutta Stock Exchange Ltd.

2. Summary of significant accounting policies

2.1 Basis of Preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7(1) of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III (Division I) to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

2.2 Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes requiring a material adjustment to the carrying amounts of assets and liabilities in future periods.

2.3 Tangible assets and Depreciation

- a) The freehold land at company's factory at Bauria, Howrah was revalued and restated at valuation by an approved valuer at current replacement cost as at 31st March, 2013 (an earlier revaluation was carried out as at 31st March, 2010). The appreciation in the net book value of these assets over their book value has been credited to Revaluation Reserve.
- b) Other tangible assets are stated at cost of acquisition including inward freight, duties, taxes and expenses incidental to acquisition and installation, net of accumulated depreciation & impairment losses.
- c) Depreciation is provided on Straight line method over the estimated useful lives of the assets. Pursuant to Notification of Schedule II of the Companies Act, 2013 becoming effective, the Company has adopted the useful lives on the basis of internal technical evaluation. The lives adopted by the Company are as per the lives specified for the respective fixed assets in the Schedule II of the Companies Act, 2013. No depreciation is provided on Freehold Land.
- d) Profit and Loss on disposal of tangible assets is recognized in the Statement of Profit and Loss.
- e) An impairment loss is recognized where applicable when the carrying amount of tangible asset exceeds its recoverable amount.



NOTES TO THE FINANCIAL STATEMENTS

2.4 Intangible assets and Amortization

- a) Intangible assets are stated at cost of acquisition including duties, taxes and expenses incidental to acquisition and installation, net of accumulated depreciation.
- b) Intangible assets comprising of computer software is depreciated on straight line method over a period of five years.
- c) Profit and Loss on disposal of Intangible assets is recognized in the Statement of Profit and Loss.
- d) An impairment loss is recognized where applicable when the carrying amount of intangible asset exceeds its recoverable amount.

2.5 Impairment of Assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset (tangible & intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset / cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased / increased.

2.6 Investments

Investments that 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.

Long term investments are carried at cost net off provision, if any, for decline in value considered to be other than temporary in nature.

Current investments are stated at lower of cost and fair value.

2.7 Subsidy / Government Grant

Subsidy / Government grant and export incentive are accounted for when no significant uncertainty exists regarding its collectibility. Subsidy / Government grant that relate to specific fixed assets are deducted from the cost of the relevant fixed asset. Subsidy / Government grant receivable against any expenditure is recognized in the statement of profit and loss. Subsidy / Government grant received / receivable which is in the nature of promoters contribution i.e. they are given with reference to the total investment / capital outlay in an undertaking is credited to Capital Reserve.

2.8 Inventories

Raw materials, Stores and Spares parts and components are valued at cost (cost being determined on weighted average basis) or at net realizable value whichever is lower.

Semi-finished goods and stock-in-process are valued at raw materials cost plus labour and overheads apportioned on an estimated basis depending upon the stages of completion or at net realizable value whichever is lower.

Finished goods are valued at cost or at net realizable value whichever is lower. Cost includes all direct cost and applicable manufacturing and administrative overheads.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated cost necessary to make the sale.

2.9 Employee Benefit

a) Defined Contribution Plans

The Company contributes to Provident Funds which are administered by duly constituted and approved independent Trust / Government and such contributions are charged against revenue every year. In respect of Provident Fund Contributions made to an independent Trust administered by



NOTES TO THE FINANCIAL STATEMENTS

the Company, the interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall if any shall be made good by the Company.

The Company operates a Superannuation Scheme for certain employees and contributions by the Company under the scheme, is charged against revenue every year.

b) Defined Benefit Plans

(i) Gratuity

The Company provides for gratuity covering eligible employees in accordance with Payment of Gratuity Act, 1972.

Accrued liability determined based on actuarial valuation (using the Projected Unit Credit Method) as at the year end in respect of future payment of gratuities are charged in the Statement of Profit and Loss every year.

Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

(ii) Compensated Absences

Accrued liability in respect of leave encashment benefit on retirement is accounted for on the basis of actuarial valuation (using the Projected Unit Credit Method) as at the year end and charged in the Statement of Profit and Loss every year.

Compensated absences benefits comprising of entitlement to accumulation of Sick Leave is provided for based on actuarial valuation at the end of the year.

Actuarial gains and losses are recognized immediately in the statement of Profit and Loss.

Accumulated Compensated Absences and Gratuity liability, which are expected to be availed or encashed or contributed within the 12 months from the end of the year are treated as short term employee benefits and the balance expected to availed or encashed or contributed beyond 12 months from the year end are treated as long term liability.

d) Other Short Term Employee Benefits

Short Term Employee Benefits are recognized as an expense as per the Company's schemes based on expected obligation on an undiscounted basis.

2.10 Research & Development Cess and Excise duty

Research & Development Cess and Excise Duty (wherever applicable) on manufactured goods are accounted for at the time of their clearance from the factory. Research and Development Cess and Excise Duty (wherever applicable) in respect of manufactured goods lying at the year end are included in inventory after creating suitable provision for the same.

2.11 Sale of Goods

Sale of goods is stated net of sales tax. Sale is recognized on transfer of significant risks and rewards of ownership in goods to the buyer as per the terms of contract

2.12 Other Income

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

Dividend income is recognized when the right to received dividend is established.

Export incentive are accounted as income in the Statement of Profit and Loss when no significant uncertainty exists regarding the collectability.

Insurance claims are accounted to the extent the Company is reasonably certain of their ultimate collection.



NOTES TO THE FINANCIAL STATEMENTS

2.13 Foreign Currency Transaction

(i) Initial Recognition

On initial recognition, all foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction.

(ii) Subsequent Recognition

At the reporting date, foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate at the date of transactions.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period at the closing exchange rate.

The premium or discount arising at the inception of forward exchange contracts covered under AS 11 entered into to hedge an existing asset / liability, is amortized as expense or income over the life of the contract and are recognized in the Statement of Profit and Loss. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognized as income or expense for the period.

Derivative contracts outstanding at the Balance Sheet date are marked to market and resulting material loss, if any, is recognized in the Statement of Profit and Loss. Any profit or loss arising on cancellation of derivative instruments is recognized as income or expense for the period.

2.14 Taxation

Current tax is determined as the amount of tax payable in respect of taxable income for the year based on applicable tax rates and laws.

Deferred tax is recognized, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognized unless there is reasonable

certainty and virtual certainty in case of unabsorbed loss and depreciation, that sufficient future taxable income will be available against which such deferred tax assets will be realized. Deferred tax Assets is reviewed at each Balance Sheet date to reassess its realization.

Deferred Tax Assets and Liabilities are measured using the existing tax rates and tax as on the Balance Sheet date. At each Balance Sheet date the Company reassesses unrecognized Deferred Tax Assets, if any.

2.15 Borrowing Cost

Borrowing costs are capitalized as part of the cost of qualifying assets when it is probable that they will result in future economic benefits to the enterprise and the costs can be measured reliably. Other borrowing costs are recognized as an expense in the period in which they are incurred.

2.16 Provisions and Contingent Liabilities

Provisions: Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.17 Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number



NOTES TO THE FINANCIAL STATEMENTS

of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.18 Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, with original maturities of three months or less.

2.19 Change in Accounting Policy

The Company used to provide for proposed final dividend recommended by the Board of Directors as an appropriation to the Profit for the period. Pursuant to Companies (Accounting Standards) Amendment Rules, 2016 final dividend is being provided for only on approval by the shareholders in Annual General Meeting. Had the Company provided for proposed final dividend as in the past, provisions would have been higher by ₹ 944.83 lakhs and net current assets would have been lower by a similar amount. The aforesaid change in Accounting policy, however does not have any impact on the profit for the current year.



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

3. Share Capital	As at 31st March, 2017	As at 31st March, 2016
Authorised :		
2,50,00,000 (31.03.2016 - 2,50,00,000) Equity Shares of ₹ 10/- each	2,500.00	2,500.00
Issued, Subscribed and Fully Paid-up :		
1,04,66,880 (31.03.2016 - 52,33,440) Equity Shares of ₹ 10/- each	1,046.69	523.34
Total	1,046.69	523.34

(a) Reconciliation of number of equity shares	As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares	₹ lakhs	No. of Shares	₹ lakhs
Balance as at the beginning of the year	5,233,440	523.344	5,233,440	523.344
Add: Shares Issued as fully paid up bonus shares during the Year	5,233,440	523.344	-	-
Balance as at the end of the year	10,466,880	1,046.688	5,233,440	523.344

(b) Rights, preferences & restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend

In the event of liquidation of the Company, the holders of equity shares are eligible to receive the remaining assets of the Company after distribution of all the preferential amounts, in proportion to their shareholding.

(c) Shares allotted as fully paid up by way of bonus shares and pursuant to contract(s) without payment being received in cash

	As at 31st March, 2017	As at 31st March, 2016
	No. of Shares	No. of Shares
Equity shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash 1993-94	217,360	217,360
Equity shares allotted as fully paid-up bonus share by way of capitalisation of General Reserve in 2002-03	654,180	654,180
Equity shares allotted as fully paid-up bonus share by way of capitalisation of General Reserve in 2008-09	1,308,360	1,308,360
Equity shares allotted as fully paid-up bonus share by way of capitalisation of Securities Premium Account and General Reserve in 2013-14	2,616,720	2,616,720
Equity shares allotted as fully paid-up bonus share by way of capitalisation of General Reserve in 2016-17	5,233,440	-



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

(d) Details of shares held by shareholders holding more than 5% of the aggregate equity shares in the Company

	As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares	% holding	No. of Shares	% holding
Life Insurance Corporation of India	2,303,194	22.00	1,151,597	22.00
Kettlewell Bullen & Company Limited	1,787,806	17.08	893,903	17.08
The Oriental Company Limited	1,510,016	14.43	755,008	14.43
Madhav Trading Corporation Limited	1,208,115	11.54	591,840	11.31
Credwyn Holdings (India) Pvt.Ltd.	510,380	4.88	305,190	5.83
Pushpa Devi Bangur	832,840	7.96	395,228	7.55

4. Reserves and Surplus	As at 31st March, 2017		As at 31st March, 2016	
Capital Reserve		150.00		150.00
Revaluation Reserve				
Balance as at the beginning of the year		18,980.68		24,379.95
Deduct:				
Adjustment [Refer Note 12(a)]		-		5,399.27
Balance as at the end of the year		18,980.68		18,980.68
General Reserve				
Balance as at the beginning of the year		12,795.66		10,795.66
Deduct: Capitalised by Issue of Bonus Share		523.34		-
Add: Transferred from Surplus in the Statement of Profit and Loss during the year		2,000.00		2,000.00
Balance as at the end of the year		14,272.32		12,795.66
Surplus in the Statement of Profit and Loss				
Balance as at the beginning of the year		509.29		423.20
Add: Profit for the year		4,582.18		2,464.02
Deduct: Appropriations				
i) Proposed dividend on equity shares for the year [Refer Note (a) below and Note 2.19] (2015-16 ₹ 3/- per share)		-		314.01
ii) Dividend distribution tax on proposed dividend on equity shares		-		63.92
iii) Transfer to General Reserve		2,000.00		2,000.00
Balance as at the end of the year		3,091.47		509.29
Total		36,494.47		32,435.63



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

- (a) The Board has recommended a dividend of 50% i.e ₹ 5/- per equity share for the year ended 31st March, 2017 and a special dividend - "25 years of Gloster's operations" of 25% i.e ₹ 2.5/- per equity share, making a total dividend of 75% i.e ₹ 7.5/- per equity share. The Payment is subject to approval of the shareholders at the ensuing Annual general meeting of the Company.

5. Long-term borrowings	As at 31st March, 2017	As at 31st March, 2016
Secured		
Term Loan from Banks [Refer Note (a) below]	-	192.50
Unsecured		
Term Loan from Banks [Refer Note (b) below]	166.67	388.00
	166.67	580.50
Less: Amount disclosed under the head "Other current liabilities" [Refer Note 10]	166.67	293.67
Total	-	286.83

Nature of security and terms of repayment for secured borrowings (including current maturities of Long term borrowings in Note 10)

Nature of Security	Terms of repayment
a) Term loan from banks amounting to ₹ nil lakhs (31.03.2016: ₹ 192.50 lakhs) are secured by equitable mortgage of factory, land and building, hypothecation of all plant & machinery and all other movable fixed assets of the Company.	Repayable in 24 equal quarterly instalments beginning from August 2015 along with interest rate linked to Bank base rate + 1.40% spread.
b) Unsecured Term Loan from Bank amounting to ₹ 166.67 Lakhs (31.03.2016: ₹ 388 Lakhs)	Repayable in 3 equal quarterly instalments beginning from December 2016 along with interest rate linked to Bank base rate + 0.25% spread.

6. Deferred tax liabilities (net)	As at 31st March, 2017	As at 31st March, 2016
Deferred tax liabilities		
Depreciation (A)	483.50	458.70
Deferred tax assets		
Provision for leave encashment	128.26	95.29
Provision for doubtful advances	51.28	51.28
Provision for Impairment	11.82	96.64
Others	189.90	158.65
(B)	381.26	401.86
Total [Refer note (a) below] (A-B)	102.24	56.84

- (a) Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws.



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

7. Long-term provisions	As at 31st March, 2017	As at 31st March, 2016
Provision for Compensated absences of employees	400.18	303.23
Total	400.18	303.23

8. Short-term borrowings	As at 31st March, 2017	As at 31st March, 2016
Secured		
Loans from banks [refer note (a) below]	3,333.67	5,265.21
Unsecured :		
Loans From Banks [refer note (b) below]	-	2,500.00
Total	3,333.67	7,765.21

(a) Loan repayable on demand amounting to ₹ 3,333.67 lakhs (31.03.2016: ₹ 5,265.21 lakhs) are secured by hypothecation of stock of raw material, stock -in-process, finished goods, stores & consumables, book debts and other current assets of the Company.

Further, loans repayable on demand to bank amounting to ₹ 2,159.52 lakhs (31.03.2016: ₹ 3,414.16 lakhs) is also secured by Corporate Guarantee of Kettlewell Bullen & Company Limited.

(b) Unsecured loans repayable within 30 days from the date of disbursement of Loan.

9. Trade payables	As at 31st March, 2017	As at 31st March, 2016
Total outstanding dues of Micro Small & Medium Enterprises (Refer note 36)	0.33	1.21
Total outstanding dues of creditors other than Micro Small & Medium Enterprises	431.06	615.66
Total	431.39	616.87

10. Other current liabilities	As at 31st March, 2017	As at 31st March, 2016
Current maturities of long-term debt (also refer note 5)	166.67	293.67
Advances received from customers	308.92	160.89
Interest accrued and due on borrowings	2.11	9.94
Interest accrued but not due on borrowings	-	6.51
Unpaid Dividends [refer note (a) below]	19.48	18.26
Statutory dues	231.83	184.86
Capital Creditors	11.89	55.42
Other payables [Refer note (b) below]	2,242.15	1,696.46
Total	2,982.92	2,426.01

(a) There are no amounts due for payment to the Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 as at the end of the year.

(b) Other payables include Buyers Credit of ₹ 93.28 lakhs (31.03.2016: ₹ Nil) and Employee Cost liability of ₹ 854.33 lakhs (31.03.2016: ₹ 657.88 lakhs).



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

11. Short-term provisions	As at 31st March, 2017	As at 31st March, 2016
Provision for Employee Benefits (also refer note 26)		
Provision for Gratuity	442.61	916.35
Provision for compensated absences of employees	91.18	72.87
Other Provisions		
i) Proposed dividend on equity shares for the year [Refer Note 4 and Note 2.19] (2015-16 ₹ 3/- per share)	-	314.01
Provision for Dividend Distribution Tax	-	63.92
Provision for Taxation [Net of Advance Tax ₹10,303.30 lakhs (2015-16 ₹ 8,015.49 lakhs)]	409.62	250.44
Total	943.91	1,617.59



NOTES TO THE FINANCIAL STATEMENTS

12. Tangible assets

PARTICULARS	GROSS BLOCK					DEPRECIATION					IMPAIRMENT					NET BLOCK After Impairment	
	Cost/Valuation as at 1st April, 2016 [Note (a)]	Additions during the year	Sale/Adjustment during the Year [Note (b)]	Cost/Valuation as at 31st March, 2017	As at 1st April, 2016	For the Year	Sale/Adjustment during the Year	As at 31st March, 2017	As at 1st April, 2016	Impairment For the Year	Sale/Adjustment during the Year	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2017	As at 31st March, 2016		
Freehold Land	19,093.18	-	-	19,093.18	-	-	-	-	-	-	-	19,093.18	19,093.18	-			
Buildings	4,118.62	397.92	65.32	4,451.22	923.80	117.73	25.46	1,016.07	57.94	36.65	21.29	3,413.86	3,136.88	41.82			
Roads	198.64	-	-	198.64	156.82	12.53	-	169.35	-	-	-	29.29	29.29	-			
Plant & Equipment	9,061.42	1,089.13	1,006.26	9,144.29	6,261.13	491.60	639.77	6,112.96	211.62	199.65	11.97	3,019.36	2,588.67	440.69			
Furniture & Fixtures	396.33	6.04	-	402.37	153.47	39.46	4.57	192.93	-	-	-	209.44	242.86	-			
Motor Vehicles	259.59	68.48	5.95	322.12	97.18	34.61	4.57	127.22	-	-	-	194.90	162.41	31.49			
Launches	0.04	-	-	0.04	0.03	0.00	-	0.03	-	-	-	0.01	0.01	-			
Office Equipment	157.53	5.62	1.22	161.93	108.93	28.66	1.02	136.57	0.71	0.13	0.58	24.78	47.89	-			
Electrical Installations	581.01	-	17.75	563.26	301.82	38.55	8.23	332.14	8.95	8.64	0.31	230.81	270.24	-			
Total	33,866.36	1,567.19	1,096.50	34,337.05	8,003.18	763.14	679.05	8,087.27	279.22	245.07	34.15	26,215.63	25,583.96	-			
Previous Year	44,334.25	1,206.99	11,674.88	33,866.36	13,474.93	776.82	6,248.57	8,003.18	279.22	-	279.22	25,583.96	-	-			

Note:

a) The Company had revalued all of its Land, Buildings and Plant & Machinery at its factory at Bauria, Howrah at current replacement value as at 31st March, 2010 and 31st March, 2013 as per valuation report of an approved valuer. Revaluation Reserve balance of ₹ 5,399.27 lakhs attributable to the depreciable tangible assets (Buildings and Plant & Machinery) has been reversed during previous financial year with corresponding reduction in the book value of such assets with effect from 1st April, 2015.

The restatement of non-depreciable tangible assets (Freehold Land) arising out of revaluation is as set out below:

Particulars	31st March, 2010		31st March, 2013	
	Original Cost	Amount added on revaluation	Original Cost	Amount further added on revaluation
Freehold Land	112.50	10,409.03	112.50	8,571.65

b) Adjustment to Plant & Machinery includes Subsidy received ₹ 148.98 lakhs (2015-16: ₹ 16.93 lakhs)

13. Intangible assets

Particulars	GROSS BLOCK			AMORTISATION			Net Block	
	Cost/Valuation as at 1st April, 2016	Additions during the year	Sale/Adjustment during the Year	For the Year	As at 1st April, 2016	Sale/Adjustment during the Year	As at 31st March, 2017	As at 31st March, 2016
Computer - Software	52.72	4.09	-	6.09	33.31	-	39.40	19.41
Total	52.72	4.09	-	6.09	33.31	-	39.40	19.41
Previous Year	40.79	11.93	-	3.21	30.10	-	33.31	-



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

14. Non-current investments	Face	As at 31st March, 2017		As at 31st March, 2016	
	Value	No. of Units	₹ lakhs	No. of Units	₹ lakhs
Long Term Investments					
Trade Investments (valued at cost unless stated otherwise)					
Unquoted Equity Instruments -Fully paid-up					
Investment in Subsidiaries					
Gloster Lifestyle Limited	10	40,00,000	400.00	40,00,000	400.00
Gloster Specialities Limited	10	40,00,000	400.00	40,00,000	400.00
Unquoted Equity Instruments -Fully paid-up					
Fine Worthy Software Solutions Private Limited [Net of provision for other than temporary diminution aggregating to ₹ 41.86 lakhs) (31.03.2016 : nil)]	10	91,411	171.83	91,411	213.68
Mutual Fund (Quoted)- Fully paid-up					
Reliance Fixed Horizon Fund XXVIII Series 14 - Growth	10	25,00,000	250.00	25,00,000	250.00
Kotak Mahindra FMP Series -172 Mutual Fund	10	5,00,000	50.00	5,00,000	50.00
ICICI Prudential FMP Series 78	10	10,00,000	100.00	10,00,000	100.00
Reliance Fixed Horizon Fund XXX Series 14 - Growth	10	10,00,000	100.00	10,00,000	100.00
Reliance Fixed Horizon Fund XXXI Series 15 - Growth	10	10,00,000	100.00	-	-
UTI Fixed Term Income Fund Series XXII - VI - Growth	10	12,50,000	125.00	12,50,000	125.00
HDFC FMP Growth Series 37	10	10,00,000	100.00	-	-
Others (Unquoted)-Fully paid-up					
IIFL Income Opportunities Fund	0.7693	29,44,328.38	24.85	29,44,328.38	28.45
IIFL Asset Revival Fund Series 2	10	20,00,000	200.00	-	-
Peninsula Brookfield India Real Estate Fund	100,000	124.64	126.64	166.70	168.70
IIFL National Development Agenda Fund	8.471	19,68,813.88	170.00	19,68,813.88	200.00
IIFL Real Estate Fund (Domestic) - Series 2 Class B units	10	18,66,885.30	200.00	18,66,885.30	200.00
Indiareit Apartment Fund	100,000	66.62	67.48	49.15	50.00
Orios Venture Partners Fund	100	1,65,000	165.00	1,25,000	125.00
IIFL Best of Class Fund					
Class B1	10	5,00,000	50.00	5,00,000	50.00
Class B2	10	5,00,000	50.00	5,00,000	50.00
IIFL Real Estate Fund (Domestic) - Series 3 Class B	10	20,00,000	200.00	20,00,000	200.00
IIFL Special Opportunities Fund Class A1	10	5,00,000	50.00	-	-
IIFL Re Organize India Equity Fund Class A1	10	5,00,000	50.00	-	-
IIFL Focussed Equity Strategies Fund :-					
Class A1	10	2,49,862.58	25.00	-	-
Class B1	10	2,50,365.53	25.00	-	-
Malabar Value Fund	100	40,354.75	40.00	-	-
Sundaram Alternative Opportunities Fund- Nano Cap Series I	1,00,000	14.97	15.00	-	-



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

14. Non-current investments (contd....)	Face	As at 31st March, 2017		As at 31st March, 2016	
	Value	No. of Units	₹ lakhs	No. of Units	₹ lakhs
DSP Blackrock AIF Pharma Fund Class B	100	1,02,753.75	100.00	-	-
Tata Motors Finance Limited Compulsorily Convertible Preference Shares	100	1,00,000	100.00	1,00,000	100.00
Quoted Equity Instruments- Fully paid-up (Investment through PMS)					
Aegis Logistic Ltd	2	9,091	15.40	-	-
Alkem Laboratories Ltd	2	619	10.57	186	2.56
Asian Paints Ltd.	1	438	5.15	744	6.38
Ajanta Pharma Ltd	2	232	4.60	-	-
Amara Raja Batteries Ltd	1	531	5.47	-	-
Astral Poly Technik Ltd	1	850	3.36	-	-
Bajaj Finance Ltd.	10	1,943	17.25	204	10.67
Bajaj Finserv Ltd	2	178	5.78	-	-
Bharat Forge Ltd.	2	787	7.19	903	8.31
Bharat Petroleum Corpn. Ltd	10	-	-	759	6.46
Birla Corporation Ltd.	10	1,700	11.70	-	-
Britannia Industries Ltd	2	165	5.64	-	-
Bosch Ltd.	10	67	14.24	78	16.57
Canfin Homes Ltd.	10	296	4.87	-	-
City Union Bank Ltd.	1	6,484	7.42	3,609	3.15
Cholamandalam Investment And Finance Company Ltd	10	421	4.18	-	-
Colgate-Palmolive (India) Limited	1	555	5.37	232	2.26
Container Corporation of India Ltd.	10	285	3.67	159	2.10
Cummins India Ltd.	2	881	8.73	493	5.29
Development Credit Bank Ltd	10	9,268	11.60	-	-
Dhanuka Agritech Ltd	2	510	3.60	-	-
Dishman Pharmaceuticals & Chemicals Ltd	2	1,225	3.63	-	-
Dr Lal Pathlabs Ltd	10	454	5.13	-	-
Eicher Motors Ltd.	10	86	16.74	115	20.49
Emami Limited	1	823	8.74	339	3.61
Engineers India Ltd	5	1,734	2.18	467	0.94
Gabriel India Limited	1	5,521	6.63	-	-
Glaxo Smithkline Consumer Healthcare Ltd.	10	96	5.58	53	3.20
Godrej Industries Ltd	1	1,013	4.97	-	-
Havells India Ltd	1	1,077	4.44	-	-
HDFC Bank Ltd.	2	-	-	708	7.73
Hero Motocorp Limited	2	-	-	165	4.25
Hindustan Petroleum Corporation Ltd.	10	7,334	27.21	1,381	10.52
Housing Development Finance Corporation Ltd.	2	-	-	398	5.07



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

14. Non-current investments (contd....)	Face	As at 31st March, 2017		As at 31st March, 2016	
	Value	No. of Units	₹ lakhs	No. of Units	₹ lakhs
Interglobe Aviation Ltd	10	-	-	574	5.04
Ipca Laboratories Ltd.	2	913	6.21	508	3.97
Quoted Equity Instruments- Fully paid-up					
Indusind Bank Ltd	10	422	5.13	-	-
Itd Cementation India Ltd	1	2,468	3.46	-	-
Jammu Kashmir Bank Ltd	1	4,461	3.40	2,295	2.01
Kotak Mahindra Bank Limited	5	2,621	18.88	1,664	11.27
Kajaria Ceramics Ltd	1	990	6.60	-	-
Larsen & Toubro Ltd.	2	-	-	337	5.27
L&T Technology Services Ltd	2	792	6.85	-	-
Lakshmi Vilas Bank Limited	10	3,280	5.05	-	-
Lupin Ltd	2	350	5.27	-	-
Mahanagar Gas Ltd	10	671	4.09	-	-
Max Financial Services Ltd	2	2,457	10.39	1,107	5.89
M R F Ltd	10	9	4.74	-	-
Motherson Sumi Systems Ltd	1	1,558	5.06	-	-
Page Industries Ltd.	10	146	21.32	63	8.99
Phoenix Lamps Limited	10	2,133	3.52	-	-
P I Industries Ltd	1	679	5.59	-	-
Pidilite Industries Ltd	1	554	3.87	-	-
Qess Corp Ltd	10	1,038	5.64	-	-
Speciality Restaurants Ltd	10	Nil	-	373	0.54
Shree Cements Ltd	10	25	4.30	-	-
State Bank of India	1	Nil	-	2,505	6.14
Sun Pharmaceuticals Ltd.	1	Nil	-	1,250	11.23
Tata Consultancy Services Ltd.	1	Nil	-	251	6.54
TTK Prestige Ltd	10	120	5.89	-	-
United Spirit Ltd	10	Nil	-	158	4.94
Voltas Ltd.	1	4,395	14.99	2,155	6.40
Welspun India Ltd	10	3,141	2.81	-	-
Total			3,849.90		3,008.62
Aggregate amount of Quoted Investments			1,219.10		822.79
Aggregate Market Value of Quoted Investments			1,393.60		855.40
Aggregate amount of Unquoted Investments			2,630.80		2,185.83
Aggregate Provision for diminution in value of Investments			41.86		-



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

15. Long-term loans and advances	As at 31st March, 2017	As at 31st March, 2016
Unsecured, considered good (unless otherwise stated)		
Capital Advance	126.08	170.17
Security Deposits	448.77	426.55
Total	574.85	596.72

16. Current investments	Face	As at 31st March, 2017		As at 31st March, 2016	
	Value	No. of Units	₹ lakhs	No. of Units	₹ lakhs
Trade Investments (valued at cost unless stated otherwise)					
Quoted Equity Instruments- Fully paid-up (Direct Investment)					
J K Paper Limited	10	150,000	102.16	-	-
J K Tyre & Industries Limited	2	100,000	128.52	-	-
Larsen & Toubro Ltd.	2	1,000	15.00	-	-
Magma Fincorp Limited [Net of provision for other than temporary diminution agregating to ₹ 11.81 lakhs) (31.03.2016 : nil)]	2	98,100	103.84	-	-
National Aluminium Company Ltd	5	70,000	40.92	-	-
NBCC (India) Ltd	2	15,000	22.76	-	-
Shree Cements Ltd [Net of provision for other than temporary diminution agregating to ₹ 0.82 lakhs) (31.03.2016 : nil)]	10	600	102.12	-	-
State Bank of India	1	20,000	50.87	-	-
Tata Global Beverages Ltd.	1	50,000	69.71	-	-
At cost or fair value, whichever is less					
Quoted					
Debentures - Fully paid-up					
Edelweiss Finance & Investments Limited (Debt Market Linked Non Convertible Debentures) (31.03.2016-Net of provision for other than temporary diminution agregating to ₹ 5.63 lakhs)	100,000	-	-	99	93.37
India Infoline Finance Limited (Principal Protected Secured Redeemable Non Convertible Market Linked Debentures) (31.03.2016-Net of provision for other than temporary diminution agregating to ₹ 15.80 lakhs)	1,000,000	-	-	10	84.20
Aspire Home Finance Corporation Ltd (Secured Redeemable Listed Principal Protected Non Convertible Market Linked Debentures)	100,000	20	200.00	-	-
ECL Finance Limited (Secured Redeemable Non Convertible Debentures)	100,000	100	100.00	-	-



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

16. Current Investments (contd....)	Face	As at 31st March, 2017		As at 31st March, 2016	
	Value	No. of Units	₹ lakhs	No. of Units	₹ lakhs
Investment in Mutual fund -Fully paid-up					
Unquoted					
ICICI Prudential Gilt Fund Investment Plan- PF Option-Regular Plan	10	11,53,119.58	250.00	11,53,119.58	250.00
ICICI Prudential Liquid Plan - Growth	100	1,45,781.82	350.00	4,48,284.14	1,002.51
Birla Sunlife Cash Plus Growth Regular Plan	10	1,34,387.80	350.00	-	-
HDFC Cash Management Fund Savings Plan Regular Plan Growth	1,000	11,840.33	400.00	-	-
Forefront Alternative Equity Scheme	10	7,04,112.94	100.00	7,04,112.94	100.00
Total			2,385.90		1,530.08
Aggregate amount of quoted investments			935.90		177.57
Aggregate Market Value of quoted investments			1,007.92		177.57
Aggregate amount of unquoted investments			1,450.00		1,352.51
Aggregate Provision for diminution in value of Investments			12.63		21.43

17. Inventories	As at 31st March, 2017	As at 31st March, 2016
Raw materials	3,919.01	4,609.47
Stock-in-process	698.79	1,610.70
Semi Finished Goods	269.30	292.72
Finished Goods (includes in transit ₹ 474.45 lakhs, {31.03. 2016: ₹ 171.17 lakhs})	2,295.03	2,521.63
Stores and Spares	852.15	913.57
Total	8,034.28	9,948.09

18. Trade receivables	As at 31st March, 2017	As at 31st March, 2016
Unsecured, considered good		
Outstanding for a period exceeding six months from the date they are due for payment	106.20	72.08
Others	1,853.11	2,480.44
Total	1,959.31	2,552.52



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

19. Cash and Bank balances	As at 31st March, 2017	As at 31st March, 2016
Cash and cash equivalents		
Cash on hand	4.01	14.78
Balances with Banks :		
In current accounts	199.81	337.11
	203.81	351.88
Other Bank Balances		
Unpaid dividend account	19.48	18.26
Margin money deposits	0.21	41.19
Total	223.50	411.33

20. Short-term loans and advances	As at 31st March, 2017	As at 31st March, 2016
Unsecured, considered good (unless otherwise stated)		
Security Deposits	96.39	96.39
Prepaid Expenses	62.02	108.57
Balances with Government Authorities	6.95	5.62
Advances for goods and services - Considered Good	119.24	76.77
Employee Advances	241.61	245.00
Loans to Bodies Corporate	1,700.00	1,200.00
Other Advances		
Considered Good	21.00	215.46
Doubtful	148.17	148.17
Less : Provision for Doubtful Advance	(148.17)	(148.17)
Total	2,247.21	1,947.81

21. Other current assets	As at 31st March, 2017	As at 31st March, 2016
Unsecured, considered good		
Interest accrued on Loans to Bodies Corporate	19.45	-
Total	19.45	-



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

22. Revenue from operations	Year ended 31st March, 2017	Year ended 31st March, 2016
Sale of products		
Finished goods	49,519.86	42,517.75
Traded Goods	-	10.73
	49,519.86	42,528.48
Other operating revenues		
Export incentive	1,222.93	497.82
Revenue from operations (gross)	50,742.79	43,026.30
Less : Excise duty and R&D Cess	369.85	315.60
Total	50,372.94	42,710.70

23. Other Income	Year ended 31st March, 2017	Year ended 31st March, 2016
Interest Income on		
Bank deposits	0.66	5.78
Other deposits	163.92	92.24
Long - term investments	61.33	62.24
Others	35.54	31.38
Dividend on long term investment	8.26	1.13
Rent	2.79	2.93
Profit on sale of fixed asset	30.66	2.45
Profit on sale of current investments (Net)	4.09	36.30
Profit on Sale of Long Term Investment	14.26	99.92
Liabilities no longer required written back	0.09	5.79
Net Gain on foreign currency transaction and translation	318.66	18.06
Miscellaneous Income [Refer note (a) below]	436.46	27.96
Provision for Diminution in Investment Written Back	21.43	11.73
Provision for Impairment Written Back	245.07	-
Keyman Insurance claim realised	57.12	769.22
Total	1,400.34	1,167.13

(a) Miscellaneous Income includes Insurance claim realized amounting to ₹ 399.06 Lakhs. (31.03.2016. ₹ nil)

24. Cost of materials consumed	Year ended 31st March, 2017	Year ended 31st March, 2016
Inventory at the beginning of the year	4,609.47	3,289.49
Add : Purchases (net) [Refer Note (a) below]	24,569.29	26,350.44
	29,178.76	29,639.93
Less : Inventory at the end of the year	3,919.01	4,609.47
Total	25,259.75	25,030.46

(a) Purchases is net of discount received on prompt payment of supplier's bills amounting to ₹ 352.62 lakhs (2015-16 : ₹ 425.98 lakhs)



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

25. Changes in inventories of finished goods, stock-in-process and semi-finished goods	Year ended 31st March, 2017	Year ended 31st March, 2016
Inventories at the end of the year		
Stock-in-process	698.79	1,610.70
Semi - Finished Goods	269.30	292.72
Finished Goods	2,295.03	2,521.63
Total (A)	3,263.12	4,425.05
Inventories at the beginning of the year		
Stock-in-process	1,610.70	747.88
Semi - Finished Goods	292.72	378.00
Finished Goods	2,521.63	1,503.95
Total (B)	4,425.05	2,629.83
(Increase)/decrease in inventories (B-A)	1,161.93	(1,795.22)

26. Employees benefits expense	Year ended 31st March, 2017	Year ended 31st March, 2016
Salaries, Wages & Bonus	6,995.33	6,358.31
Contribution to Provident and Other Funds [Refer Notes (a) and (b) below]	1,353.93	1,767.09
Workmen and Staff Welfare expenses	72.56	68.99
Total	8,421.82	8,194.39

Notes :

(a) Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under :	Year ended 31st March, 2017	Year ended 31st March, 2016
	₹ lakhs	₹ lakhs
Employer's Contribution to Provident Fund	140.97	125.90
Employer's Contribution to Pension Fund	395.96	377.71
Employer's Contribution to Superannuation Fund	84.86	72.54

The Provident Fund is managed by the Company in line with the Provident Fund and Miscellaneous Provision Act, 1952. The Fund is exempted under section 17 of Employees' Provident Fund and Miscellaneous Provision Act, 1952. Condition for grant of exemption stipulate that the employer shall make good deficiency, if any, in the interest declared by the trust vis-a-vis statutory rate. The contribution by the Employer and Employees together with the interest accumulated there on are payable to the employees at the time of their separation from the company or retirement, whichever is earlier.

(b) Defined Benefit Plans

- (i) **Gratuity** : The employees' gratuity fund scheme managed by a Trust and is a defined benefit plan. The funds of the trust is managed by approved insurance companies. Every employee is entitled to a benefit equivalent to fifteen day's salary last drawn for each completed year of service in line with Payment of Gratuity Act, 1972. The same is payable at the time of separation from the Company or retirement, whichever is earlier. This benefits vest after five year of continuous service. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

Sl. No.	Description	"Gratuity (Funded)"	
		Year ended 31st March, 2017	Year ended 31st March, 2016
(a)	Reconciliation of Opening and Closing balances of the Present Value of the Defined Benefit Obligation		
	Present Value of Obligation at the beginning of the year	5,176.17	4,358.59
	Current Service Cost	329.54	266.18
	Interest Cost	403.71	333.00
	Acquisition Cost	43.19	-
	Actuarial (Gains)/Losses	448.35	397.01
	Benefits Paid	(131.91)	(178.61)
	Present Value of Obligation at the end of the year	6,269.05	5,176.17
(b)	Reconciliation of the Opening and Closing balances of Plan Assets		
	Fair Value of Plan Assets at the beginning of the year	4,259.82	4,261.71
	Expected Return on Plan Assets	372.16	337.67
	Acquisition Adjustment	43.19	-
	Actuarial Gains/(Losses)	366.83	(257.83)
	Contributions	916.35	96.88
	Benefits paid	(131.91)	(178.61)
	Fair Value of Plan Assets at the end of the year	5,826.44	4,259.82
(c)	Reconciliation of the Present Value of the Defined Benefit Obligation and the Fair Value of Plan Assets		
	Present Value of Obligation at the end of the year	6,269.05	5,176.17
	Fair Value of Plan Assets at the end of the year	5,826.44	4,259.82
	Assets/(Liabilities) recognized in the Balance Sheet	(442.61)	(916.35)
(d)	Expense recognised in the Profit and Loss Account		
	Current Service Cost	329.54	266.18
	Interest Cost	403.71	333.00
	Acquisition Cost	43.19	-
	Expected Return on Plan Assets	(372.16)	(337.67)
	Acquisition Adjustment	(43.19)	-
	Actuarial (Gains)/Losses	81.52	654.84
	Total Expense recognized	442.61	916.35
(e)	Category of Plan Assets : [Refer note (b) below]		
	Fund with Birla Sun Life Insurance Company Limited	5,217.11	4,135.36
	Fund with HDFC Life	609.33	124.46
	Total	5,826.44	4,259.82
(f)	Actuarial Assumptions		
	Discount Rate (Per annum)	6.75%	7.90%
	Expected Rate of Return on Assets (Per annum)	8.00%	8.00%
	Salary Escalation	9.00%	9.00%
	Mortality Rate		
		In accordance with Indian Assured Lives Mortality (2006-08) (modified) ultimate	In accordance with Indian Assured Lives Mortality (2006-08) (modified) ultimate



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

- a) The estimates of future salary increases, considered in actuarial valuations, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The expected return on plan assets is based on actuarial expectation of the average long term rate of return expected on investment of funds during the estimated term of the obligation.
- b) The Company made annual contributions to the insurer of an amount as determined by actuarial valuation. Company was not informed of the investments made by the insurer.
- c) The table below illustrates experience adjustment disclosure as per para 120 (n) (ii) of Accounting Standard 15 – Employee Benefits.

	2016-17	2015-16	2014-15	2013-14	2012-13
Defined benefit obligation	(6,269.05)	(5,176.17)	(4,358.59)	(3,684.68)	(3,254.32)
Plan assets	5,826.44	4,259.82	4,261.71	3,340.49	2,760.15
Surplus / (deficit)	(442.61)	(916.35)	(96.88)	(344.19)	(494.17)
Experience adjustments on plan liabilities	275.05	61.56	203.74	(90.60)	(168.25)
Experience adjustments on plan assets	366.83	(257.83)	459.11	2.89	64.22

27. Finance costs	Year ended 31st March, 2017	Year ended 31st March, 2016
Interest expenses	316.16	373.30
Other borrowing costs	25.59	38.20
Total	341.75	411.50

28. Depreciation and amortization expense	Year ended 31st March, 2017	Year ended 31st March, 2016
Depreciation on Tangible assets	763.14	776.82
	763.14	776.82
Amortization of Intangible assets	6.09	3.21
Total	769.23	780.03

29. Other expenses	Year ended 31st March, 2017	Year ended 31st March, 2016
Consumption of stores and spare parts (net)	2,969.50	2,308.35
Power and fuel	2,031.51	1,919.64
Rent	85.04	79.18
Repairs to building	62.27	50.14
Repairs to machinery	0.87	0.83
Repairs - others	29.03	38.90
Insurance	665.03	600.39
Rates and Taxes	33.74	28.14
Processing Charges	577.05	585.70
Freight and Delivery Charges	328.36	257.93
Research & Development Cess and Excise Duty [Refer note (a) below]	118.34	114.79
Export Dock and Toll Charges	137.93	104.88
Brokerage and Commission	260.59	163.33
Bad Debts Written Off	-	4.38
CSR Expenses [Refer note (c) below]	246.18	18.70
Miscellaneous expenses [Refer note (b) below]	1,076.88	829.21
Diminution in value of Investment	54.49	21.43
Fixed Asset Written Off	67.41	-
Raw Jute Damaged In Fire	-	428.39
Total	8,744.22	7,554.31



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

(a) Includes Research & Development Cess ("R & D Cess") and Excise Duty related to the difference between the closing stock and opening stock of finished goods ₹ 3.73 lakhs (31.03.2016: ₹ 11.54 lakhs)

(b) Miscellaneous expenses includes remuneration to auditors for:	Year ended	Year ended
	31st March, 2017	31st March, 2016
Audit Fees	13.25	13.25
Other Services	12.75	10.25
Reimbursement of expenses (including service tax)	5.47	4.69
Total	31.47	28.19

(c) Corporate Social Responsibility (CSR)

As per the provisions of Companies Act, 2013, the Company is required to spend at least 2 % of its average net profits of immediately three preceding years on CSR activities eligible under the Act. Further pursuant to the requirement of the Companies Act, 2013 the Company has constituted a CSR committee which has approved the CSR policy. The details regarding CSR expenditure for the year is given below:

Gross Amount required to be spent by the Company during the year : ₹ 60.32 lakhs (2015-16 ₹ 55.27 lakhs)

Further, the amount spent during the year under various heads is mentioned below:

Amount spent during the year under various heads	In Cash	Yet to be paid in cash	Total
(i) Construction / acquisition of any asset	Nil	Nil	Nil
(ii) On purposes other than (i) above	246.18	Nil	246.18

30. Earnings per equity share (EPS)

Net profit for the year has been used as the numerator and number of shares have been used as denominator for calculating the basic and diluted earnings per share

Particulars	Year ended	Year ended
	31st March, 2017	31st March, 2016
(I) Basic		
a. Net Profit after tax (₹ in lakhs)	4,582.18	2,464.02
b. (i) Number of Equity Shares at the beginning of the year	5,233,440	5,233,440
(ii) Number of Equity Shares at the end of the year	10,466,880	5,233,440
(iii) Weighted average number of Equity Shares outstanding during the year	10,466,880	5,233,440
(iv) Face Value of Equity Share (₹)	10	10
c. Basic Earning / (Loss) per share [a/b (iii)] (₹)	43.78	23.54
(II) Diluted		
a. Dilutive Potential Equity Shares	-	-
b. Weighted average number of Equity Shares for computing diluted earnings per shares [(I)b(iii)+(II)a] *	10,466,880	10,466,880
c. Diluted Earning / (Loss) per Share [(I)(a) / (II)(b)] (₹) *	43.78	23.54

Consequent to approval of the shareholders through Postal Ballot on 11th May, 2016, the Company has allotted Bonus Shares in the ratio of 1:1 i.e. one new equity share for every one existing equity share to the eligible shareholders of the Company.

*The weighted average number of Equity Shares for computing diluted earnings and earnings per share for all periods presented are based on current capital after issue of Bonus Shares.

31. Contingent liabilities	As at	As at
	31st March, 2017	31st March, 2016
a) Claims against the Company not acknowledged as debts :		
Sales tax matter	325.73	379.97
ESI matter	45.57	45.57
b) Export bills discounted with bank	107.98	263.86



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

32. Commitments	As at	As at
	31st March, 2017	31st March, 2016
Estimated amounts of contracts remaining to be executed on capital account and not provided for tangible assets	220.81	507.06
Other Commitment - towards investments	835.00	137.00

33. Information in accordance with Accounting Standard 17 on Segment Reporting :

The Company is engaged in the business of manufacturing Jute goods and is managed organisationally as a single unit. Accordingly the Company has only one business segment . However, it has customers in India as well as outside India and thus segment reporting based on the Geographical location of its customers is as follows.

Particulars	Within India		Outside India		Total	
	31st March, 2017	31st March, 2016	31st March, 2017	31st March, 2016	31st March, 2017	31st March, 2016
Segment revenue by location of customers	37,066.28	31,580.00	12,083.73	10,632.88	49,150.01	42,212.88
Carrying amount of segment assets	1,282.82	2,044.08	676.49	508.44	1,959.31	2,552.52
Additions to tangible and intangible assets	1,345.80	1,507.37	-	-	1,345.80	1,507.37

34. Related Party Disclosures pursuant to requirements of Accounting Standard -18

Names of Related Parties and nature of relationship:

a) Subsidiary Companies

Gloster Lifestyle Limited

Gloster Specialities Limited

b) Key Management Personnel

Shri G D Bangur (upto 7th June,2015)

Shri Hemant Bangur

Shri D C Baheti

c) Enterprise over which Key Management Personnel & relatives of Key Management Personnel have significant influence

Joonktolee Tea & Industries Limited

Kettlewell Bullen & Company Limited



(₹ in lakhs)

NOTES TO THE FINANCIAL STATEMENTS

Transactions with related parties are as follows:			
Particulars	Year	Key Management Personnel	Enterprise over which Key Personnel & relatives of Key Management Personnel have significant Influence
A Transactions during the year			
1 Remuneration Paid	2016-17	614.15	-
	2015-16	347.73	-
2 Dividend Paid	2016-17	8.39	53.63
	2015-16	8.39	53.63
3 Rent Paid	2016-17	-	41.36
	2015-16	-	40.94
4 Sales	2016-17	-	109.44
	2015-16	-	94.68
5 Dividend Received	2016-17	-	-
	2015-16	-	0.23
B Outstanding balance at year end			
1 Commission Payable	2016-17	375.00	-
	2015-16	200.00	-
2 Deposits	2016-17	-	400.00
	2015-16	-	400.00

35. Derivative instruments and unhedged foreign currency exposure

- (a) The Company uses Forward Exchange Contracts to hedge its exposures in foreign currency. Forward Exchange Contracts outstanding as at year end:

Nature of Exposure	As at 31st March, 2017	As at 31st March, 2016
Forward Contracts to sell (in USD)	6.98	4.42
Forward Contracts to sell (in GBP)	1.03	0.26
Forward Contracts to sell (in EUR)	2.03	0.51
Forward Contracts to sell (in JPY)	-	36.28
Forward Contracts to buy (in USD)	1.73	4.83



NOTES TO THE FINANCIAL STATEMENTS

(₹ in lakhs)

(b) Particulars of unhedged foreign currency exposures as at year end are as below :

Nature of Exposure	As at 31st March, 2017	As at 31st March, 2016
Import Trade payables (USD)	0.24	-

Note - The above Forward Exchange Contracts and unhedged foreign currency exposures pertains to receivables and payables as appearing in the Balance Sheet.

(c) Gain / (Loss) on Mark to Market of Forward Exchange Contracts:

Nature of Exposure	As at 31st March, 2017	As at 31st March, 2016
Provision for Resultant Mark to Market Loss	-	22.57

36. Dues to micro and small enterprises

The Company has certain dues to Suppliers registered under The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are as follows :-

Sl. No.	Particulars	As at 31st March, 2017	As at 31st March, 2016
1	The principal amount remaining unpaid to any supplier as at the year end	0.33	1.21
	The interest remaining unpaid to any supplier as at the year end	1.62	1.44
2	Principal amounts paid to suppliers beyond the appointed day during the year.	13.86	11.16
	Interest paid under Section 16 of the MSMED Act, to suppliers during the year.	-	-
3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
4	The amount of interest accrued and remaining unpaid at the end of the year	0.17	0.25
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	1.61	1.44

*Included in SI No. 1 above is ₹ 0.33 lakh (31.03.2016 : ₹ 1.21 lakh) being interest on principal amount remaining unpaid as at the beginning of the accounting year.

Note: The information has been given in respect of such vendors to the extent they could be identified as "Micro, Small & Medium" enterprises on the basis of information available with the Company.

37. The Company's Board of Directors at its meeting held on March 29, 2016 had approved the Scheme of Arrangement between "the Company" and Kettlewell Bullen & Company Limited in terms of the provisions of Section 391 to 394 and other applicable provisions of the Companies Act, 1956 & Companies Act, 2013, to the extent applicable. Upon the coming into effect of the Scheme and with effect from the Appointed Date i.e. 1st January, 2015, the Undertaking of Gloster Limited will be and shall stand transferred to and vested in and/or be deemed to have been transferred to and vested in Kettlewell Bullen & Company Limited, as a going concern, in accordance with Section 2(1B) of the Income Tax Act. The Company has since received No Objection Certificate from BSE Ltd. & Calcutta Stock Exchange Ltd. with regard to the Scheme and application has been filed before the National Company Law Tribunal for approval.



(₹ in lakhs)

NOTES TO THE FINANCIAL STATEMENTS

38. Value of imports calculated on CIF basis	Year ended	Year ended
	31st March, 2017	31st March, 2016
Stores, Spare parts and Components	115.95	301.26
Capital Goods	303.89	306.61
Raw Materials	2,164.85	2,444.68

39. Expenditure in Foreign currency	Year ended	Year ended
	31st March, 2017	31st March, 2016
Interest	-	6.15
Other expenses	115.37	28.11
Total	115.37	34.26

40. Imported and indigenous raw materials, stores, spare parts and components consumed

	Year ended 31st March, 2017		Year ended 31st March, 2016	
	%	₹ in lakhs	%	₹ in lakhs
Raw materials				
Indigenous	88.91	22,458.29	95.43	23,886.59
Imported	11.09	2,801.46	4.57	1,143.87
	100.00	25,259.75	100.00	25,030.46
Stores, spare parts and components				
Indigenous	84.47	2,508.30	73.69	1,701.05
Imported	15.53	461.20	26.31	607.30
	100.00	2,969.50	100.00	2,308.35
Stores and spare parts consumed includes value of stores written off during the year.		20.93		25.03

41. Earnings in Foreign currency	Year ended	Year ended
	31st March, 2017	31st March, 2016
Export on F.O.B basis	11,881.24	10,471.55

42. Disclosures relating to Specified Bank Notes* (SBNs) held and transacted during the period from 8 November 2016 to 30 December 2016

Particulars	SBNs*	Other denomination notes	Total
Closing cash in hand as on 8 November 2016	55.30	14.52	69.82
(+) Permitted receipts -	-	24.16	24.16
(-) Permitted payments -	-	34.53	34.53
(-) Amount deposited in Banks	55.30	-	55.30
Closing cash in hand as on 30 December 2016	-	4.15	4.15



* Specified Bank Notes (SBNs) mean the bank notes of denominations of the existing series of the value of five hundred rupees and one thousand rupees as defined under the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs no. S.O. 3407(E), dated the 8th November, 2016.

43. Previous year's figure have been rearranged and / or regrouped wherever necessary to make them comparable with that of current year.

For Lovelock & Lewes

Firm Registration No. 301056E

Chartered Accountants

Sunit Kumar Basu

Partner

Membership No. 55000

Place : Kolkata

Date: 12th May, 2017

Shankar Lal Kedia

Chief Financial Officer

Ajay Kumar Agarwal

Company Secretary

Hemant Bangur

D.C. Baheti

Nandita Sen

S.N. Bhattacharya

K. Mahapatra

Prabir Ray

Executive Chairman

Managing Director

Director

Director

Director

Director

CONSOLIDATED FINANCIAL SECTION





INDEPENDENT AUDITORS' REPORT

To the Members of Gloster Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Gloster Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), (refer Note 1 to the attached consolidated financial statements), comprising of the consolidated Balance Sheet as at March 31, 2017, the consolidated Statement of Profit and Loss, the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information prepared based on the relevant records (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 8 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at March 31, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.



Other Matter

8. We did not audit the financial statements of two subsidiaries whose financial statements reflect total assets of ₹ 1,257.11 lakhs and net assets of ₹ 1,216.93 lakhs as at March 31, 2017, total revenue of ₹ 126.53 lakhs, net profit of ₹ 75.66 lakhs and net cash flows amounting to ₹ (1,431.19) lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) and (11) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

9. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law maintained by the Holding Company, its subsidiaries included in the Group, incorporated in India including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company, its subsidiaries included in the Group, incorporated in India including relevant records relating to the preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies, incorporated in India and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The consolidated financial statements disclose the impact, if any, of pending litigations as at March 31, 2017 on the consolidated financial position of the Group– Refer Note 31 to the consolidated financial statements.
 - ii) The Group has derivative contracts as at March 31, 2017 for which there were no foreseeable losses –Refer Note 35 to the consolidated financial statements. There are no long term contracts outstanding as at March 31, 2017.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, incorporated in India during the year ended March 31, 2017.
 - iv) The Group has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Holding Company, and its subsidiary companies, incorporated in India and as produced to us by the Management – Refer Note 37 to the consolidated financial statements.

For Lovelock & Lewes

Firm Registration Number: 301056E
Chartered Accountants

Sunit Kumar Basu

Partner
Membership Number 55000

Place: Kolkata
Date: May 12, 2017



ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 9 (f) of the Independent Auditors' Report of even date to the members of Gloster Limited on the consolidated financial statements for the year ended March 31, 2017.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of Gloster Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph 9 below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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



Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating

effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

9. Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to two subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. Our opinion is not qualified in respect of this matter.

For Lovelock & Lewes

Firm Registration Number: 301056E
Chartered Accountants

Sunit Kumar Basu

Partner
Membership Number 55000

Place: Kolkata

Date: May 12, 2017



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

(₹ in lakhs)

	Note	As at 31st March, 2017	As at 31st March, 2016
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	1,046.69	523.34
Reserves and Surplus	4	36,911.42	32,776.89
		37,958.11	33,300.23
Non-current Liabilities			
Long-term borrowings	5	-	286.83
Deferred tax liabilities (net)	6	102.24	56.84
Long-term provisions	7	400.18	303.23
		502.42	646.90
Current Liabilities			
Short-term borrowings	8	3,333.67	8,734.08
Trade Payables (includes dues of Micro and Small enterprises ₹ 0.33 Lakh (2015-16 : ₹ 1.21 Lakhs)	9	431.39	616.87
Other current liabilities	10	2,983.05	2,426.15
Short-term provisions	11	934.91	1,620.16
		7,683.02	13,397.26
Total		46,143.55	47,344.39
ASSETS			
Non-current Assets			
Fixed assets			
Tangible assets	12	26,215.63	25,583.96
Intangible assets	13	17.41	19.41
Capital work-in-progress		174.68	400.16
Intangible Assets under development		32.85	32.85
Non-current Investments	14	3,670.62	2,696.41
Long-term loans and advances	15	574.85	596.72
		30,686.04	29,329.51
Current assets			
Current Investments	16	2,461.45	1,643.68
Inventories	17	8,034.28	9,948.09
Trade receivables	18	1,959.31	2,552.52
Cash and Bank balances	19	275.06	1,894.09
Short-term loans and advances	20	2,687.41	1,947.83
Other current assets	21	40.00	28.67
		15,457.51	18,014.88
Total		46,143.55	47,344.39
Corporate Information	1		
Summary of significant accounting policies	2		

The notes are an integral part of these financial statements.

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

For Lovelock & Lewes

Firm Registration No. 301056E
Chartered Accountants

Sunit Kumar Basu

Partner
Membership No. 55000

Shankar Lal Kedia
Chief Financial Officer

Ajay Kumar Agarwal
Company Secretary

Hemant Bangur Executive Chairman
D.C. Baheti Managing Director
Nandita Sen Director
S.N. Bhattacharya Director
K. Mahapatra Director
Prabir Ray Director

Place: Kolkata
Dated 12th May, 2017



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

(₹ in lakhs)

	Note	Year ended 31st March, 2017	Year ended 31st March, 2016
INCOME			
Revenue from operations (gross)	22	50,742.79	43,026.30
Less: Excise Duty and R & D Cess		369.85	315.60
Revenue from operations (net)		50,372.94	42,710.70
Other Income	23	1,526.87	1,342.46
Total Revenue		51,899.81	44,053.16
EXPENSES			
Cost of materials consumed	24	25,259.75	25,030.46
Purchase of traded goods		-	10.17
Changes in inventories of finished goods, stock-in-process and semi-finished goods	25	1,161.93	(1,795.22)
Employee benefits expense	26	8,421.82	8,194.39
Finance costs	27	357.94	478.97
Depreciation and amortization expense	28	769.23	780.03
Other expenses	29	8,757.27	7556.01
Total Expenses		44,727.94	40,254.81
Profit before exceptional items and tax		7,171.87	3,798.35
Exceptional items		-	-
Profit before tax		7,171.87	3,798.35
Tax expense			
Current tax		2,468.60	1261.45
Deferred tax		45.40	(14.83)
Tax for earlier year		-	0.31
Total Tax expenses		2,514.00	1,246.93
Profit for the year		4,657.87	2,551.42
Earnings per equity share [nominal value per share ₹ 10 (31.03.2016 - ₹ 10)]			
Basic & Diluted	30	44.50	24.38
Corporate Information	1		
Summary of significant accounting policies	2		

The notes are an integral part of these Financial Statements.

This is the Consolidated Statement of Profit and Loss referred to in our report of even date.

For Lovelock & Lewes

Firm Registration No. 301056E

Chartered Accountants

Sunit Kumar Basu

Partner

Membership No. 55000

Shankar Lal Kedia

Chief Financial Officer

Ajay Kumar Agarwal

Company Secretary

Hemant Bangur Executive Chairman

D.C. Baheti Managing Director

Nandita Sen Director

S.N. Bhattacharya Director

K. Mahapatra Director

Prabir Ray Director

Place: Kolkata

Dated 12th May, 2017



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(₹ in lakhs)

Particulars	Year ended 31st March, 2017		Year ended 31st March, 2016	
A. Cash Flow from Operating Activities				
Net profit before tax		7,171.87		3,798.35
Adjustments for :				
Depreciation and Amortisation Expenses	769.23		780.03	
Finance Costs	357.94		478.97	
Bad Debts Written Off	-		4.38	
Net (Profit) / Loss on sale of fixed assets	(30.66)		(2.45)	
Net gain on sale of current investments	0.62		(34.78)	
Net gain on sale of Long Term Investments	(14.26)		(99.92)	
Unrealised (Gain) / Loss on exchange (net)	(1.85)		(2.88)	
(Gain)/ Loss on Mark to Market adjustment for Derivative Instrument	-		22.57	
Export Incentive received under SHIS Scheme	(7.51)		(3.79)	
Interest Income	(385.86)		(355.26)	
Dividend income on long term investments	(10.38)		(14.36)	
Liabilities no longer required written back	(0.09)		(5.79)	
Provision for Impairment of Power Plant written back	(245.07)		-	
Diminution in value of Investment	59.01		21.43	
Provision for Diminution in Investment Written Back	(21.43)		(11.73)	
Fixed Asset Written Off	67.41		-	
		537.10		776.41
Operating profit before working capital changes		7,708.97		4,574.77
Adjustments for :				
Decrease/(Increase) in Inventories	1,913.81		(3,141.14)	
Decrease/(Increase) in Trade and Other Receivables	839.52		(952.69)	
(Decrease)/Increase in Trade and Other Payables	215.37	2,968.70	1,408.05	(2,685.77)
Cash generated from operations		10,677.67		1,889.00
Income Taxes paid		(2,320.49)		(1,521.68)
Net Cash from Operating Activities A		8,357.18		367.32
B. Cash Flow from investing activities				
Purchase of Fixed Assets	(1,337.72)		(1,504.11)	
Grant Received against Specific Assets	148.98		16.92	
Sale of Fixed Assets	231.70		12.57	
Purchase of Current investments	(9,842.16)		(3,660.94)	
Application Money paid for Current Investment	(20.00)		(200.00)	
Purchase of Long Term investments	(200.00)		(67.07)	
Sale/ Redemption of Investments	8,226.36		2,260.74	
Interest received	366.41		345.00	
Dividend received	10.39		14.37	
Intercompany Deposit given	(1,400.00)		(1,200.00)	
Repayment of Intercompany Deposit	700.00		-	
(Increase)/Decrease in Margin Money	40.98		(40.98)	
Net (Finance)/Repayment against Bill Discounting	(296.16)			
Net Cash used in Investing activities B		(3,371.22)		(4,023.50)



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(₹ in lakhs)

Particulars	Year ended		Year ended	
	31st March, 2017		31st March, 2016	
C. Cash Flow from Financing Activities				
Net proceeds / (repayment) of Short term Borrowings	(5,402.40)		4,734.86	
Proceeds from Long-term Borrowings	111.98		598.00	
Repayment of Long-term Bank Borrowings	(525.83)		(995.73)	
Finance costs paid	(372.27)		(473.04)	
Dividend paid	(312.79)		(314.01)	
Dividend Taxes paid	(63.92)		(63.92)	
Net Cash from / (used) in Financing Activities		(6,565.23)	3,486.16	
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)		(1,579.27)		(170.02)
D. Cash and Cash Equivalents				
Net Increase/ (Decrease) in Cash and Cash Equivalents		(1,579.27)		(170.02)
Cash and Cash Equivalents as on 1 April		1,834.64		2,004.66
Cash and Cash Equivalents as on 31 March		255.37		1,834.64

Notes: The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard -3, on Cash Flow Statement as per Companies Accounting Standard Rules, 2006.

Previous year's figures have been regrouped/ rearranged wherever necessary.

This is the Cash Flow statement referred to in our report of even date.

For Lovelock & Lewes

Firm Registration No. 301056E
Chartered Accountants

Sunit Kumar Basu

Partner
Membership No. 55000

Shankar Lal Kedia
Chief Financial Officer

Ajay Kumar Agarwal
Company Secretary

Hemant Bangur Executive Chairman
D.C. Baheti Managing Director
Nandita Sen Director
S.N. Bhattacharya Director
K. Mahapatra Director
Prabir Ray Director

Place: Kolkata
Dated 12th May, 2017



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

Gloster Limited (the “Parent Company”) is a Public Company incorporated on 18th February, 1992 under the provisions of the Companies Act, 1956. Gloster is a leading manufacturer & exporter of all types of Jute & Jute allied products, Woven & Non-Woven Jute Geotextiles, Treated Fabric-Rot Proof, Fire Retardant, Jute Products for Interior Decoration & Packaging of Industrial & Agricultural Produce. The Company also produces Jute & Cotton Shopping Bags & Made Ups. Gloster exports Jute goods to various countries spread over the World. The Company’s manufacturing facilities are located at Bauria on the banks of Holy Ganges in West Bengal. The Equity shares of the Company are listed on the BSE Ltd. & the Calcutta Stock Exchange Ltd. The Subsidiary Companies considered in the preparation of consolidated financial statements are :

Name of the company	Country of Incorporation	%of Holding as at 31st March, 2017
Gloster Lifestyle Limited	India	100%
Gloster Specialities Limited	India	100%

2. Summary of significant accounting policies

2.1 Basis of preparation

These consolidated financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts. Pursuant to section 133 of the Companies Act, 2013 read with Rule 7(1) of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 1956 [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company’s operating cycle and other criteria set out in the Schedule III (Division I) to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

2.2 Basis of Consolidation

The consolidated financial statement comprises of financial statements of Gloster Limited (the “Parent Company”) and its subsidiary companies (hereinafter referred to as the “Group”) as described in Note no. 1. The Consolidated Financial Statements are prepared in accordance with Accounting Standard 21 on “Consolidated Financial Statements”. The Financial statements of the Parent Company and its subsidiaries have been combined to the extent possible on a line by line basis by adding together like items of assets, liabilities, income and expenses. The intra-group balances, transactions and unrealized profits or losses thereon have been fully eliminated on consolidation.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the parent company’s financial statements.

2.3 Use of estimates

The preparation of consolidated financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes requiring a material adjustment to the carrying amounts of assets and liabilities in future periods.

2.4 Tangible assets and Depreciation

- The freehold land at company’s factory at Bauria, Howrah was revalued and restated at valuation by an approved valuer at current replacement cost as at 31st March, 2013 (an earlier revaluation was carried out as at 31st March, 2010). The appreciation in the net book value of these assets over their book value has been credited to Revaluation Reserve.
- Other tangible assets are stated at cost of acquisition including inward freight, duties, taxes and expenses incidental to acquisition and installation, net of accumulated depreciation & impairment losses.
- Depreciation is provided on Straight line method over the estimated useful lives of the assets. Pursuant to Notification of Schedule II of the Companies Act, 2013 becoming effective, the Company has adopted the useful lives on the basis of internal technical evaluation.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

The lives adopted by the Company are as per the lives specified for the respective fixed assets in the Schedule II of the Companies Act, 2013. No depreciation is provided on Freehold Land.

- d) Profit and Loss on disposal of tangible assets is recognized in the Consolidated Statement of Profit and Loss.
- e) An impairment loss is recognized where applicable when the carrying amount of tangible asset exceeds its recoverable amount.

2.5 Intangible assets and Amortization

- a) Intangible assets are stated at cost of acquisition including duties, taxes and expenses incidental to acquisition and installation net of accumulated depreciation.
- b) Intangible assets comprising of computer software is depreciated on straight line method over a period of five years.
- c) Profit and Loss on disposal of Intangible assets is recognized in the Consolidated Statement of Profit and Loss.
- d) An impairment loss is recognized where applicable when the carrying amount of Intangible asset exceeds its recoverable amount.

2.6 Impairment of Assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset (tangible & intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset / cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased / increased.

2.7 Investments

Investments that 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.

Long term investments are carried at cost net off provision, if any, for decline in value considered to be other than temporary in nature.

Current investments are stated at lower of cost and fair value.

2.8 Subsidy / Government Grant

Subsidy / Government Grant and export incentive are accounted for when no significant uncertainty exists regarding its collectibility. Subsidy / Government Grant that relate to specific fixed assets are deducted from the cost of the relevant fixed asset. Subsidy / Government Grant receivable against any expenditure is recognized in the Consolidated Statement of Profit and Loss. Subsidy / Government Grant received / receivable which is in the nature of promoters contribution i.e. they are given with reference to the total investment/capital outlay in an undertaking is credited to Capital Reserve.

2.9 Inventories

Raw materials, Stores and Spares parts and components are valued at cost (cost being determined on weighted average basis) or at net realizable value whichever is lower.

Semi-finished goods and stock-in-process are valued at raw materials cost plus labour and overheads apportioned on an estimated basis depending upon the stages of completion or at net realizable value whichever is lower.

Finished goods are valued at cost or at net realizable value whichever is lower. Cost includes all direct cost and applicable manufacturing and administrative overheads.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated cost necessary to make the sale.

2.10 Employee Benefit

a) Defined Contribution Plans

The group contributes to Provident Funds which are administered by duly constituted and approved independent Trust / Government and such contributions are charged against revenue every year. In respect of Provident Fund Contributions made to an independent Trust administered by the Parent Company, the interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall if any shall



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

be made good by the Parent Company.

The group operates a Superannuation Scheme for certain employees and contributions by the group under the scheme, is charged against revenue every year.

b) Defined Benefit Plans

(i) Gratuity

The group provides for gratuity covering eligible employees in accordance with Payment of Gratuity Act, 1972.

Accrued liability determined based on actuarial valuation (using the Projected Unit Credit Method) as at the year end in respect of future payment of gratuities are charged in the Consolidated Statement of Profit and Loss every year. .

Actuarial gains and losses are recognized immediately in the Consolidated Statement of Profit and Loss.

(ii) Compensated absences

Accrued liability in respect of leave encashment benefit on retirement is accounted for on the basis of actuarial valuation (using the Projected Unit Credit Method) as at the year end and charged Consolidated Statement of Profit and Loss.

Compensated absences comprising of entitlement to accumulation of Sick Leave is provided for based on actuarial valuation (using the Projected Unit Credit Method) as at the end of the year.

Actuarial gains and losses are recognized immediately in the Consolidated statement of Profit and Loss.

Accumulated Compensated Absences and Gratuity liability, which are expected to be availed or encashed or contributed within the 12 months from the end of the year are treated as short term employee benefits and the balance expected to be availed or encashed or contributed beyond 12 months from the year end are treated as long term liability.

c) Other Short Term Employee Benefits

Short Term Employee Benefits are recognized as an expense as per the group schemes based on expected obligation on an undiscounted basis.

2.11 Research & Development Cess and Excise duty

Research & Development Cess and Excise Duty (wherever applicable) on manufactured goods are accounted for at the time of their clearance from the factory. Research and Development Cess and Excise Duty (wherever applicable) in respect of manufactured goods lying at the year end are included in inventory after creating suitable provision for the same.

2.12 Sale of goods

Sale of goods is stated net of sales tax. Sale is recognized on transfer of significant risks and rewards of ownership in goods to the buyer as per the terms of contract

2.13 Other Income

Interest Income is recognized on a time proportion basis taking in to account the amount outstanding and the applicable interest rate.

Dividend income is recognized when the right to received dividend is established.

Export incentive are accounted as income in the Statement of Profit and Loss when no significant uncertainty exists regarding the collectability.

Insurance claims are accounted to the extent the Company is reasonably certain of their ultimate collection.

2.14 Foreign Currency Transaction

(i) Initial Recognition

On initial recognition, all foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction.

(ii) Subsequent Recognition

At the reporting date, foreign currency non-monetary items carried in terms of historical cost are reported using the exchange rate at the date of transactions.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period at the closing exchange rate.

The premium or discount arising at the inception of forward exchange contracts covered under AS 11 entered into to hedge an existing asset / liability, is amortized as expense or income over the life of the contract and are recognized in the Statement of Profit and Loss. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognized as income or expense for the period.

Derivative contracts outstanding at the Balance Sheet date are marked to market and resulting material loss, if any, is recognized in the Statement of Profit and Loss. Any profit or loss arising on cancellation of derivative instruments is recognized as income or expense for the period.

2.15 Taxation

Current tax is determined as the amount of tax payable in respect of taxable income for the year based on applicable tax rates and laws.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Deferred tax is recognized, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognized unless there is reasonable certainty and virtual certainty in case of unabsorbed loss and depreciation, that sufficient future taxable income will be available against which such deferred tax assets will be realized. Deferred tax Assets is reviewed at each Balance Sheet date to reassess its realization.

Deferred Tax Assets and Liabilities are measured using the existing tax rates and tax as on the Balance Sheet date. At each Balance Sheet date the Company re-assesses unrecognized Deferred Tax Assets, if any.

2.16 Borrowing Cost

Borrowing costs are capitalized as part of the cost of qualifying assets when it is probable that they will result in future economic benefits to the enterprise and the costs can be measured reliably. Other borrowing costs are recognized as an expense in the period in which they are incurred.

2.17 Provisions and Contingent Liabilities

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.18 Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and

for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.19 Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, with original maturities of three months or less.

2.20 Change in Accounting Policy

The Company used to provide for proposed final dividend recommended by the Board of Directors as an appropriation to the Profit for the period. Pursuant to Companies (Accounting Standards) Amendment Rules, 2016 final dividend is being provided for only on approval by the shareholders in Annual General Meeting. . Had the Company provided for proposed final dividend as in the past, provisions would have been higher by ₹ 944.83 lakhs and net current assets would have been lower by a similar amount. The aforesaid change in Accounting policy, however does not have any impact on the profit for the current year.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lakhs)

3. Share capital	As at 31st March, 2017	As at 31st March, 2016
Authorised		
2,50,00,000 (31.03.2016 - 2,50,00,000) Equity Shares of ₹ 10/- each	2,500.00	2,500.00
Issued, Subscribed and Fully Paid-up		
1,04,66,880 (31.03.2016 - 52,33,440) Equity Shares of ₹ 10/- each	1,046.69	523.34
Total	1,046.69	523.34

(a) Reconciliation of number of equity shares	As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares	₹ In lakhs	No. of Shares	₹ In lakhs
Balance as at the beginning of the year	52,33,440	523.344	52,33,440	523.344
Add: Shares Issued as fully paid up bonus shares during the Year	52,33,440	523.344	-	-
Balance as at the end of the year	1,04,66,880	1,046.688	52,33,440	523.344

(b) Rights, preferences & restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation of the Company, the holders of equity shares are eligible to receive the remaining assets of the Company after distribution of all the preferential amounts, in proportion to their shareholding.

(c) Shares allotted as fully paid up by way of bonus shares and pursuant to contract(s) without payment being received in cash in the parent Company

	As at 31st March, 2017	As at 31st March, 2016
	No. of Shares	No. of Shares
Equity shares allotted as fully paid-up pursuant contract(s) without payment being received in cash 1993-94	2,17,360	2,17,360
Equity shares allotted as fully paid up bonus share by way of capitalisation of General Reserve in 2002-03	6,54,180	6,54,180
Equity shares allotted as fully paid up bonus share by way of capitalisation of General Reserve in 2008-09	13,08,360	13,08,360
Equity shares allotted as fully paid-up bonus share by way of capitalisation of Securities Premium Account and General Reserve in 2013-14	26,16,720	26,16,720
Equity shares allotted as fully paid-up bonus share by way of capitalisation of General Reserve in 2016-17	52,33,440	-

(d) Details of shares held by shareholders holding more than 5% of the aggregate equity shares in the Parent Company

	As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares	% holding	No. of Shares	% holding
Life Insurance Corporation of India	23,03,194	22.00	11,51,597	22.00
Kettlewell Bullen & Company Limited	17,87,806	17.08	8,93,903	17.08
The Oriental Company Limited	15,10,016	14.43	7,55,008	14.43
Madhav Trading Corporation Limited	12,08,115	11.54	5,91,840	11.31
Credwyn Holdings (India) Pvt. Ltd.	5,10,380	4.88	3,05,190	5.83
Pushpa Devi Bangur	8,32,840	7.96	3,95,228	7.55



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lakhs)

4. Reserves and Surplus	As at 31st March, 2017		As at 31st March, 2016	
Capital Reserve		150.00		150.00
Revaluation Reserve				
Balance as at the beginning of the year		18,980.69		24,379.96
Deduct:				
Adjustment [Refer Note 12(a)]		-		5,399.27
Balance as at the end of the year		18,980.69		18,980.69
General Reserve				
Balance as at the beginning of the year		12,795.66		10,795.66
Deduct: Capitalised by Issue of Bonus Share		523.34		-
Add: Transferred from Surplus in the Statement of Profit and Loss during the year		2,000.00		2,000.00
Balance as at the end of the year		14,272.32		12,795.66
Surplus in the Statement of Profit and Loss				
Balance as at the beginning of the year		850.54		677.05
Add: Profit for the year		4,657.87		2,551.42
Deduct: Appropriations				
i) Proposed dividend on equity shares for the year [Refer Note (a) and Note 2.20 below] (2015-16 ₹ 3/- per share)		-		314.01
ii) Dividend distribution tax on proposed dividend on equity shares		-		63.92
iii) Transfer to General Reserve		2,000.00		2,000.00
Balance as at the end of the year		3,508.41		850.54
Total		36,911.42		32,776.89

- a) The board has recommended a dividend of 50% i.e ₹ 5/- per equity share for the year ended 31st march, 2017 and a special dividend. "25years of Gloster's operations" of 25% i.e ₹ 2.50 per equity share, making a total dividend of 75% i.e ₹ 7.50 per equity share. The payment is subject to approval of the shareholders at the ensuing Annual General Meeting of the company.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lakhs)

5. Long-term borrowings	As at 31st March, 2017	As at 31st March, 2016
Secured		
Term Loan from Banks [Refer Note (a) below]	-	192.50
Unsecured		
Term Loan from Banks [Refer Note (b) below]	166.67	388.00
	166.67	580.50
Less: Amount disclosed under the head "Other current liabilities" [Refer Note 10]	166.67	293.67
Total	-	286.83

Nature of security and terms of repayment for secured borrowings (including current maturities of Long term borrowings in Note 10)

Nature of Security	Terms of repayment
(a) Term loan from banks amounting to ₹ nil lakhs (31.03.2016: ₹ 192.50 lakhs) are secured by equitable mortgage of factory, land and building, hypothecation of all plant & machinery and all other movable fixed assets of the Company.	Repayable in 24 equal quarterly installments beginning from August 2015 along with interest rate linked to Bank base rate + 1.40% spread.
(b) Unsecured Term Loan from Bank amounting to ₹ 166.67 Lakhs (31.03.2016: ₹ 388 Lakhs)	Repayable in 3 equal quarterly installments beginning from December 2016 along with interest rate linked to Bank base rate + 0.25% spread.

6. Deferred tax liabilities (net)		As at 31st March, 2017	As at 31st March, 2016
Deferred tax liabilities			
Depreciation (A)		483.50	458.70
Deferred tax assets			
Provision for leave encashment		128.26	95.29
Provision for doubtful advances		51.26	51.28
Provision for Impairment		11.82	96.64
Others		189.90	158.65
	(B)	381.26	401.86
Total [Refer note (a) below]	(A-B)	102.24	56.84

(a) Deferred tax assets and deferred tax liabilities have been offset as they relate to the same governing taxation laws.

7. Long-term provisions	As at 31st March, 2017	As at 31st March, 2016
Provision for compensated absences of employees	400.18	303.23
Total	400.18	303.23



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lakhs)

8. Short-term borrowings	As at 31st March, 2017	As at 31st March, 2016
Secured		
Loans from banks [refer note a]	3,333.67	6,234.08
Unsecured :		
Loans From Banks	-	2,500.00
Total	3,333.67	8,734.08

(a) For Parent Company:

Loan repayable on demand amounting to ₹ 3,333.67 lakhs (31.03.2016: ₹ 5,265.21 lakhs) are secured by hypothecation of stock of raw material, stock -in-process, finished goods, stores & consumables, book debts and other current assets of the Company. Further, loans repayable on demand to bank amounting to ₹ 2,159.52 lakhs (31.03.2016: ₹ 3,414.16 lakhs) is also secured by Corporate Guarantee of Kettlewell Bullen & Company Limited.

(b) For Subsidiaries:

Loan Repayable on Demand amounting to ₹ nil Lakhs (31.03.2016: ₹ 968.87 Lakhs) are secured against Fixed Deposit

(c) Unsecured loans repayable within 30 days from the date of disbursement of Loan.

9. Trade payables	As at 31st March, 2017	As at 31st March, 2016
Total outstanding dues of Micro Small & Medium Enterprises	0.33	1.21
Total outstanding dues of creditors other than Micro Small & Medium Enterprises	431.06	615.66
Total	431.39	616.87

10. Other current liabilities	As at 31st March, 2017	As at 31st March, 2016
Current maturities of long-term debt (also refer note 5)	166.67	293.67
Advances received from customers	308.92	160.89
Interest accrued and due on borrowings	2.11	9.94
Interest accrued but not due on borrowings	-	6.51
Unpaid Dividends [refer note (a) below]	19.48	18.26
Statutory dues	231.83	184.86
Capital Creditors	11.89	55.42
Other payables [Refer note (b) below]	2,242.15	1,696.60
Total	2,983.05	2,426.15

(a) There are no amounts due for payment to the Investor Education and Protection Fund under Section 205C of the Companies Act, 1956 as at the end of the year.

(b) Other payables include Buyers Credit of ₹ 93.28 lakhs (31.03.2016: ₹ Nil) and Employee Cost liability of ₹ 854.33 lakhs (31.03.2016: ₹ 657.88 lakhs).

11. Short-term provisions	As at 31st March, 2017	As at 31st March, 2016
Provision for Employee Benefits (also refer note 26)		
Provision for Gratuity	442.61	916.35
Provision for compensated absences of employees	91.18	72.87
Other Provisions		
Proposed dividend on equity shares for the year [Refer Note 4 and Note 2.20] (2015-16 ₹ 3/- per share)	-	314.01
Provision for Dividend Distribution Tax	-	63.92
Provision for Taxation [Net of Advance Tax ₹ 10,351.87 lakhs (2015-16 ₹ 8,061.52 Lakhs)]	401.12	253.01
Total	934.91	1,620.16



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

PARTICULARS	GROSS BLOCK						DEPRECIATION				Impairment			NET BLOCK After Impairment	
	Cost/ Valuation 1st April, 2016 [Note (a)]	Addition during the year	Sale/ Adjustment during the Year [Note (b)]	Cost/ Valuation 31st March, 2017	As at 1st April, 2016	For the Year	Sale / Adjustment during the Year	As at 31st March, 2017	As at 1st April, 2016	Impairment Loss For the Year	Sale /Adjustment during the Year	As at 31st March, 2017	As at 31st March, 2016	As at 31st March, 2017	As at 31st March, 2016
	(₹ in lakhs)														
Freehold Land	19,093.18	-	-	19,093.18	-	-	-	-	-	-	-	-	-	19,093.18	19,093.18
Buildings	4,118.62	397.92	65.32	4,451.22	923.80	117.73	25.46	1,016.07	57.94	-	36.65	21.29	-	3,413.86	3,136.88
Roads	198.64	-	-	198.64	156.82	12.53	-	169.35	-	-	-	-	-	29.29	41.82
Plant & Equipment	9,061.42	1,089.13	1,006.26	9,144.29	6,261.13	491.60	639.77	6,112.96	211.62	-	199.65	11.97	-	3,019.36	2,588.67
Furniture & Fixtures	396.33	6.04	-	402.37	153.47	39.46	-	192.93	-	-	-	-	-	209.44	242.86
Motor Vehicles	259.59	68.48	5.95	322.12	97.18	34.61	4.57	127.22	-	-	-	-	-	194.90	162.41
Launches	0.04	-	-	0.04	0.03	0.00	-	0.03	-	-	-	-	-	0.01	0.01
Office Equipment	157.53	5.62	1.22	161.93	108.93	28.66	1.02	136.57	0.71	-	0.13	0.58	-	24.78	47.89
Electrical Installations	581.01	-	17.75	563.26	301.82	38.55	8.23	332.14	8.95	-	8.64	0.31	-	230.81	270.24
Total	33,866.36	1,567.19	1,096.50	34,337.05	8,003.18	763.14	679.05	8,087.27	279.22	-	245.07	34.15	-	26,215.63	25,583.96
Previous Year	44,334.25	1,206.99	11,674.88	33,866.36	13,474.93	776.82	6,248.57	8,003.18	279.22	-	-	279.22	-	25,583.96	-

Note.

a) The Company had revalued all of its Land, Buildings and Plant & Machinery at its factory at Bauria, Howrah at current replacement value as at 31st March, 2010 and 31st March, 2013 as per valuation report of an approved valuer.

Revaluation Reserve Balance of ₹ 5,399.27 lakhs attributable to depreciable tangible assets (Building & Plant & Machinery's) has been reversed during previous financial year with corresponding reduction in the book value of such assets w.e.f. 1st April, 2015. The restatement of non depreciable tangible assets (Freehold land) arising out of revaluation is as set out below:

Particulars	31st March, 2010		31st March, 2013	
	Original Cost	Amount added on revaluation	Original Cost	Amount further added on revaluation
Freehold Land	112.50	10,409.03	112.50	8,571.65

b) Adjustment to Plant & Machinery includes Subsidy received ₹ 148.98 lakhs (2015-16: ₹ 16.93 lakhs)



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lakhs)

13. Intangible assets

Particulars	GROSS BLOCK				AMORTISATION				NET BLOCK	
	Cost/ Valuation as at 1st April, 2016	Additions during the year	Sale/ Adjustment during the year	Cost/ Valuation as at 31st March, 2017	As at 1st April, 2016	For the year	Sale/ Adjustment during the year	As at 31st March, 2017	As at 31st March, 2017	As at 31st March, 2016
Computer - Software	52.72	4.09	-	56.81	33.31	6.09	-	39.40	17.41	19.41
Total	52.72	4.09	-	56.81	33.31	6.09	-	39.40	17.41	19.41
Previous Year	40.79	11.93	-	52.72	30.10	3.21	-	33.31	19.41	-

14. Non-current investments

Particulars	Face Value	As at 31st March, 2017		As at 31st March, 2016	
		No. of Units	₹ lakhs	No. of Units	₹ lakhs
Long Term Investments					
Trade Investments (valued at cost unless stated otherwise)					
Unquoted Equity Instruments - Fully paid-up					
Fine Worthy Software Solutions Private Limited [Net of provision for other than temporary diminution aggregating to ₹ 41.86 lakhs)(31.03.2016 : nil)]	10	91,411	171.83	91,411	213.68
Quoted Bonds-Fully paid-up					
National Highways Authority of India (Secured Redeemable Non Convertible Tax free Bonds)	1,000	42,072	420.72	42,072	420.72
Debentures (Unquoted)-Fully paid-up					
Sheth Buildwell Pvt. Ltd. (Non Convertible Debentures)	1,00,000	-	-	96	67.07
Mutual Fund (Quoted)- Fully paid-up					
Reliance Fixed Horizon Fund XXVIII Series 14 - Growth	10	25,00,000	250.00	25,00,000	250.00
Kotak Mahindra FMP Series -172 Mutual Fund	10	5,00,000	50.00	5,00,000	50.00
ICICI Prudential FMP Series 78	10	10,00,000	100.00	10,00,000	100.00
Reliance Fixed Horizon Fund XXX Series 14 - Growth	10	10,00,000	100.00	10,00,000	100.00
Reliance Fixed Horizon Fund XXXI Series 15 - Growth	10	10,00,000	100.00	-	-
UTI Fixed Term Income Fund Series XXII - VI - Growth	10	12,50,000	125.00	12,50,000	125.00
HDFC FMP Growth Series 37	10	10,00,000	100.00	-	-



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

14. Non-current investments (contd...)

Particulars	Face Value	As at 31st March, 2017		As at 31st March, 2016	
		No. of Units	₹ lakhs	No. of Units	₹lakhs
Others (Unquoted)-Fully paid -up					
IIFL Income Opportunities Fund	0.7693	29,44,328.38	24.85	29,44,328.38	28.45
IIFL Asset Revival Fund Series 2	10	20,00,000	200.00	-	-
Peninsula Brookfield India Real Estate Fund	1,00,000	124.64	126.64	166.70	168.70
IIFL National Development Agenda Fund	8.471	19,68,813.88	170.00	19,68,813.88	200.00
IIFL Real Estate Fund (Domestic) - Series 2 Class B units	10	18,66,885.30	200.00	18,66,885.30	200.00
Indiareit Apartment Fund	1,00,000	66.62	67.48	49.15	50.00
Orios Venture Partners Fund	100	1,65,000	165.00	1,25,000	125.00
IIFL Best of Class Fund - I :-					
Class B1	10	5,00,000	50.00	5,00,000	50.00
Class B2	10	5,00,000	50.00	5,00,000	50.00
IIFL Real Estate Fund (Domestic) - Series 3 Class B	10	20,00,000	200.00	20,00,000	200.00
IIFL Special Opportunities Fund Class A1	10	5,00,000	50.00	-	-
IIFL Re Organize India Equity Fund Class A1	10	5,00,000	50.00	-	-
IIFL Focussed Equity Strategies Fund :-					
Class A1	10	2,49,862.58	25.00	-	-
Class B1	10	2,50,365.53	25.00	-	-
IIFL Real Estate Fund (Domestic Series 4)	10	19,93,858.92	200.00	-	-
Malabar Value Fund	100	40,354.75	40.00	-	-
Others (Unquoted)-- Fully paid-up					
Sundaram Alternative Opportunities Fund- Nano Cap Series I	1,00,000	14.97	15.00	-	-
DSP Blackrock AIF Pharma Fund Class B	100	1,02,753.75	100.00	-	-
Tata Motors Finance Limited Compulsorily Convertible Preference Shares	100	1,00,000	100.00	1,00,000	100.00
Quoted Equity Instruments- Fully paid-up (Investment through PMS)					
Aegis Logistic Ltd	2	9,091	15.40	-	-
Alkem Laboratories Ltd	2	619	10.57	186	2.56
Asian Paints Ltd.	1	438	5.15	744	6.38
Ajanta Pharma Ltd	2	232	4.60	-	-
Amara Raja Batteries Ltd	1	531	5.47	-	-
Astral Poly Technik Ltd	1	850	3.36	-	-
Bajaj Finance Ltd.	10	1943	17.25	204	10.67
Bajaj Finserv Ltd	2	178	5.78	-	-
Bharat Forge Ltd.	2	787	7.19	903	8.31
Bharat Petroleum Corpn. Ltd	10	-	-	759	6.46
Birla Corporation Ltd.	10	1,700	11.70	-	-



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

14. Non-current investments (contd...)

Particulars	Face Value	As at 31st March, 2017		As at 31st March, 2016	
		No. of Units	₹ lakhs	No. of Units	₹ lakhs
Britannia Industries Ltd	2	165	5.64	-	-
Bosch Ltd.	10	67	14.24	78	16.57
Canfin Homes Ltd.	10	296	4.87	-	-
City Union Bank Ltd.	1	6,484	7.42	3,609	3.15
Cholamandalam Investment And Finance Company Ltd	10	421	4.18	-	-
Colgate-Palmolive (India) Limited	1	555	5.37	232	2.26
Container Corporation of India Ltd.	10	285	3.67	159	2.10
Cummins India Ltd.	2	881	8.73	493	5.29
Development Credit Bank Ltd	10	9,268	11.60	-	-
Dhanuka Agritech Ltd	2	510	3.60	-	-
Dishman Pharmaceuticals & Chemicals Ltd	2	1,225	3.64	-	-
Dr Lal Pathlabs Ltd	10	454	5.13	-	-
Eicher Motors Ltd.	10	86	16.74	115	20.49
Emami Limited	1	823	8.74	339	3.61
Engineers India Ltd	5	1,734	2.18	467	0.94
Gabriel India Limited	1	5,521	6.63	-	-
GlaxoSmithkline Consumer Healthcare Ltd.	10	96	5.58	53	3.20
Godrej Industries Ltd	1	1,013	4.97	-	-
Havells India Ltd	1	1,077	4.44	-	-
HDFC Bank Ltd.	2	-	-	708	7.73
Hero Motocorp Limited	2	-	-	165	4.25
Hindustan Petroleum Corporation Ltd.	10	7,334	27.21	1,381	10.52
Housing Development Finance Corporation Ltd.	2	-	-	398	5.07
Interglobe Aviation Ltd	10	-	-	574	5.04
Ipca Laboratories Ltd.	2	913	6.21	508	3.97
Indusind Bank Ltd	10	422	5.13	-	-
ltd Cementation India Ltd	1	2,468	3.46	-	-
Jammu Kashmir Bank Ltd	1	4,461	3.39	2,295	2.01
Kotak Mahindra Bank Limited	5	2,621	18.88	1,664	11.27
Kajaria Ceramics Ltd	1	990	6.60	-	-
Larsen & Toubro Ltd.	2	-	-	337	5.27
L&T Technology Services Ltd	2	792	6.85	-	-
Lakshmi Vilas Bank Limited	10	3,280	5.05	-	-
Lupin Ltd	2	350	5.27	-	-
Mahanagar Gas Ltd	10	671	4.09	-	-
Max Financial Services Ltd	2	2,457	10.39	1,107	5.89



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

14. Non-current investments (contd...)

Particulars	Face Value	As at 31st March, 2017		As at 31st March, 2016	
		No. of Units	₹ lakhs	No. of Units	₹ lakhs
M R F Ltd	10	9	4.74	-	-
Motherson Sumi Systems Ltd	1	1,558	5.06	-	-
Page Industries Ltd.	10	146	21.32	63	8.99
Phoenix Lamps Limited	10	2,133	3.52	-	-
P I Industries Ltd	1	679	5.59	-	-
Pidilite Industries Ltd	1	554	3.87	-	-
Qness Corp Ltd	10	1,038	5.64	-	-
Speciality Restaurants Ltd	10	-	-	373	0.54
Shree Cements Ltd	10	25	4.30	-	-
State Bank of India	1	-	-	2,505	6.14
Sun Pharmaceuticals Ltd.	1	-	-	1,250	11.23
Tata Consultancy Services Ltd.	1	-	-	251	6.54
TTK Prestige Ltd	10	120	5.89	-	-
United Spirit Ltd	10	-	-	158	4.94
Voltas Ltd.	1	4,395	14.99	2,155	6.40
Welspun India Ltd	10	3,141	2.81	-	-
Total			3,670.62		2,696.41
Aggregate amount of Quoted Investments			1,639.82		1,243.51
Aggregate Market Value of Quoted Investments			1,856.49		1,322.39
Aggregate amount of Unquoted Investments			2,030.80		1,452.90
Aggregate Provision for diminution in value of Investments			41.86		-



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lakhs)

15. Long-term loans and advances	As at 31st March, 2017	As at 31st March, 2016
Unsecured, considered good (unless otherwise stated)		
Capital Advance	126.08	170.17
Security Deposits	448.77	426.55
Total	574.85	596.72

16. Current Investments	Face Value	As at 31st March, 2017		As at 31st March, 2016	
		No. of Units	₹ lakhs	No. of Units	₹ lakhs
Trade Investments (valued at cost unless stated otherwise)					
Quoted Equity Instruments- Fully paid-up (Direct Investment)					
Infosys Limited [Net of provision for other than temporary diminution agregating to ₹ 4.52 lakhs) (31.03.2016 : nil)]	5	7,400	75.54	7,400	80.06
J K Paper Limited	10	1,50,000	102.16	-	-
J K Tyre & Industries Limited	2	1,00,000	128.52	-	-
Larsen & Toubro Ltd.	2	1,000	15.00	-	-
Magma Fincorp Limited [Net of provision for other than temporary diminution agregating to ₹ 11.81 lakhs) (31.03.2016 : nil)]	2	98,100	103.85	-	-
National Aluminium Company Ltd	5	70,000	40.92	-	-
NBCC (India) Ltd	2	15,000	22.76	-	-
Shree Cements Ltd [Net of provision for other than temporary diminution agregating to ₹ 0.82 lakhs) (31.03.2016 : nil)]	10	600	102.12	-	-
State Bank of India	1	20,000	50.87	-	-
Tata Global Beverages Ltd.	1	50,000	69.71	-	-
At cost or fair value, whichever is less					
Quoted					
Debentures - Fully paid-up					
Edelweiss Finance & Investments Limited (Debt Market Linked Non Convertible Debentures) (31.03.2016-Net of provision for other than temporary diminution agregating to ₹ 5.63 lakhs)	1,00,000	-	-	99	93.37



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lakhs)

16. Current Investments(contd...)	Face Value	As at 31st March, 2017		As at 31st March, 2016	
		No. of Units	₹ lakhs	No. of Units	₹ lakhs
India Infoline Finance Limited (Principal Protected Secured Redeemable Non Convertible Market Linked Debentures) (31.03.2016-Net of provision for other than temporary diminution agregating to ₹ 15.80 lakhs)	10,00,000	-	-	10	84.20
Aspire Home Finance Corporation Ltd (Secured Redeemable Listed Principal Protected Non Convertible Market Linked Debentures)	1,00,000	20	200.00	-	-
ECL Finance Limited (Secured Redeemable Non Convertible Debentures)	1,00,000	100	100.00	-	-
Debentures (Unquoted)-Fully paid-up					
Sheth Buildwell Pvt. Ltd. (Non Convertible Debentures)	1,00,000	-	-	96	33.54
Investment in Mutual fund -Fully paid-up					
Unquoted					
ICICI Prudential Gilt Fund Investment Plan- PF Option-Regular Plan	10	11,53,119.58	250.00	11,53,119.58	250.00
ICICI Prudential Liquid Plan - Growth	100	1,45,781.82	350.00	4,48,284.14	1,002.51
Birla Sunlife Cash Plus Growth Regular Plan	10	1,34,387.80	350.00	-	-
HDFC Cash Management Fund Savings Plan Regular Plan Growth	1000	11,840.33	400.00	-	-
Forefront Alternative Equity Scheme	10	7,04,112.94	100.00	7,04,112.94	100.00
Total			2,461.45		1,643.68
Aggregate amount of quoted investments			1,011.45		257.63
Aggregate Market Value of quoted investments			1,083.46		267.70
Aggregate amount of unquoted investments			1,450.00		1,386.05
Aggregate Provision for diminution in value of Investments			17.15		21.43

17. Inventories	As at 31st March, 2017	As at 31st March, 2016
Raw materials	3,919.01	4,609.47
Stock-in-process	698.79	1,610.70
Semi Finished Goods	269.30	292.72
Finished Goods (includes in transit ₹ 474.45 lakhs, {31.03. 2016:₹ 171.17 lakhs})	2,295.03	2,521.63
Stores and Spares	852.15	913.57
Total	8,034.28	9,948.09



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lakhs)

18. Trade receivables	As at 31st March, 2017	As at 31st March, 2016
Unsecured, considered good		
Outstanding for a period exceeding six months from the date they are due for payment	106.20	72.08
Others	1,853.11	2,480.44
Total	1,959.31	2,552.52

19. Cash and Bank balances	As at 31st March, 2017	As at 31st March, 2016
Cash and cash equivalents		
Cash on hand	4.01	14.78
Balances with Banks :		
In current accounts	206.11	337.11
In Fixed Deposit	45.25	1,482.75
	255.37	1,834.64
Other Bank Balances		
Unpaid dividend account	19.48	18.26
Margin money deposits	0.21	41.19
Total	275.06	1,894.09

20. Short-term loans and advances	As at 31st March, 2017	As at 31st March, 2016
Unsecured, considered good (unless otherwise stated)		
Security Deposits	96.39	96.39
Prepaid Expenses	62.02	108.57
Balances with Government Authorities	6.95	5.62
Advances for goods and services - Considered Good	119.24	76.77
Employee Advances	241.61	245.00
Loans to Bodies Corporate	1,900.00	1,200.00
Other Advances		
Considered Good	261.20	215.48
Doubtful	148.17	148.17
Less : Provision for Doubtful Advance	(148.17)	(148.17)
Total	2,687.41	1,947.83

21. Other current assets	As at 31st March, 2017	As at 31st March, 2016
Unsecured, considered good :		
Interest accrued on Bonds	17.20	17.20
Interest accrued on Fixed Deposits	0.96	6.95
Interest accrued on Loans to Bodies Corporate	19.45	-
Interest accrued on Debentures	2.39	4.52
Total	40.00	28.67



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lakhs)

22. Revenue from operations	Year ended 31st March, 2017	Year ended 31st March, 2016
Sale of products		
Finished goods	49,519.86	42,517.75
Traded goods	-	10.73
	49,519.86	42,528.48
Other operating revenues		
Export incentive	1,222.93	497.82
Revenue from operations (gross)	50,742.79	43,026.30
Less : Excise duty and R&D Cess	369.85	315.60
Total	50,372.94	42,710.70

23. Other Income	Year ended 31st March, 2017	Year ended 31st March, 2016
Interest Income on		
Bank deposits	37.80	101.65
Other deposits	163.92	109.97
Long - term investments	61.33	62.24
Debentures	23.02	15.52
Others	99.79	65.88
Dividend Income on current investments	2.12	13.23
Dividend on long term investment	8.26	1.13
Rent	2.79	2.93
Net Profit on sale of fixed asset	30.66	2.45
Profit on sale of current investments	4.09	34.78
Profit on sale of Long term investment	14.26	99.92
Liabilities no longer required written back	0.09	5.79
Net Gain on foreign currency transaction and translation	318.66	18.06
Miscellaneous Income [Refer note (a) below]	436.46	27.96
Provision for Diminution in Investment Written Back	21.43	11.73
Provision for Impairment Written Back	245.07	-
Keyman Insurance Realised	57.12	769.22
Total	1,526.87	1,342.46

(a) Misc Income includes insurance claims realised amounting to ₹ 399.06 lakh (31.3.2016 - ₹ Nil)

24. Cost of materials consumed	Year ended 31st March, 2017	Year ended 31st March, 2016
Inventory at the beginning of the year	4,609.47	3,289.49
Add : Purchases (net) [Refer note (a) below]	24,569.29	26,350.44
	29,178.76	29,639.93
Less : Inventory at the end of the year	3,919.01	4,609.47
Total	25,259.75	25,030.46

(a) Purchases is net of discount received on prompt payment of supplier's bills amounting to ₹ 352.62 lakhs (2015-16 : ₹ 425.98 lakhs)



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lakhs)

25. Changes in inventories of finished goods, stock-in-process and semi-finished goods	Year ended 31st March, 2017	Year ended 31st March, 2016
Inventories at the end of the year		
Stock-in-Process	698.79	1,610.70
Semi- Finished Goods	269.30	292.72
Finished Goods	2,295.03	2,521.63
Total (A)	3,263.12	4,425.05
Inventories at the beginning of the year		
Stock-in-Process	1,610.70	747.88
Semi- Finished Goods	292.72	378.00
Finished Goods	2,521.63	1,503.95
Total (B)	4,425.05	2,629.83
(Increase)/decrease in inventories (B-A)	1,161.93	(1,795.22)

26. Employees benefits expense	Year ended 31st March, 2017	Year ended 31st March, 2016
Salaries, Wages & Bonus	6,995.33	6,358.31
Contribution to Provident and Other Funds [Refer notes (a) and (b) below]	1,353.93	1,767.09
Workmen and Staff Welfare expenses	72.56	68.99
Total	8,421.82	8,194.39

(a) Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under :	Year ended 31st March, 2017	Year ended 31st March, 2016
Employer's Contribution to Provident Fund	140.97	125.90
Employer's Contribution to Pension Fund	395.96	377.71
Employer's Contribution to Superannuation Fund	84.86	72.54

The Provident Fund is managed by the Company in line with the Provident Fund and Miscellaneous Provision Act, 1952. The Fund is exempted under section 17 of Employees' Provident Fund and Miscellaneous Provision Act, 1952. Condition for grant of exemption stipulate that the employer shall make good deficiency, if any, in the interest declared by the trust vis-a-vis statutory rate. The contribution by the Employer and Employees together with the interest accumulated there on are payable to the employees at the time of their separation from the company or retirement, whichever is earlier.

(b) Defined Benefit Plans

(i) Gratuity : The employees' gratuity fund scheme managed by a Trust and is a defined benefit plan. The funds of the trust is managed by approved insurance companies. Every employee is entitled to a benefit equivalent to fifteen day's salary last drawn for each completed year of service in line with Payment of Gratuity Act, 1972. The same is payable at the time of separation from the Company or retirement, whichever is earlier. This benefits vest after five year of continuous service. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lakhs)

Sl. No.	Description	"Gratuity (Funded)"	
		Year ended 31st March, 2017	Year ended 31st March, 2016
(a)	Reconciliation of Opening and Closing balances of the Present Value of the Defined Benefit Obligation		
	Present Value of Obligation at the beginning of the year	5,176.17	4,358.59
	Current Service Cost	329.54	266.18
	Interest Cost	403.71	333.00
	Acquisition Cost	43.19	-
	Actuarial (Gains)/Losses	448.35	397.01
	Benefits Paid	(131.91)	(178.61)
	Present Value of Obligation at the end of the year	6,269.05	5,176.17
(b)	Reconciliation of the Opening and Closing balances of Plan Assets		
	Fair Value of Plan Assets at the beginning of the year	4,259.82	4,261.71
	Expected Return on Plan Assets	372.16	337.67
	Acquisition Adjustment	43.19	-
	Actuarial Gains/(Losses)	366.83	(257.83)
	Contributions	916.35	96.88
	Benefits paid	(131.91)	(178.61)
	Fair Value of Plan Assets at the end of the year	5,826.44	4,259.82
(c)	Reconciliation of the Present Value of the Defined Benefit Obligation and the Fair Value of Plan Assets		
	Present Value of Obligation at the end of the year	6,269.05	5,176.17
	Fair Value of Plan Assets at the end of the year	5,826.44	4,259.82
	Assets/(Liabilities) recognized in the Balance Sheet	(442.61)	(916.35)
(d)	Expense recognised in the Profit and Loss Account		
	Current Service Cost	329.54	266.18
	Interest Cost	403.71	333.00
	Acquisition Cost	43.19	-
	Expected Return on Plan Assets	(372.16)	(337.67)
	Acquisition Adjustment	(43.19)	-
	Actuarial (Gains)/Losses	81.52	654.84
	Total Expense recognized	442.61	916.35
(e)	Category of Plan Assets : [Refer note (b) below]		
	Fund with Birla Sun Life Insurance Company Limited	5,217.11	4,135.36
	Fund with HDFC Life	609.33	124.46
	Total	5,826.44	4,259.82
(f)	Actuarial Assumptions		
	Discount Rate (Per annum)	6.75%	7.90%
	Expected Rate of Return on Assets (Per annum)	8.00%	8.00%
	Salary Escalation	9.00%	9.00%
	Mortality Rate	In accordance with Indian Assured Lives Mortality (2006-08) (modified) ultimate	In accordance with Indian Assured Lives Mortality (2006-08) (modified) ultimate



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lakhs)

- a) The estimates of future salary increases, considered in actuarial valuations, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The expected return on plan assets is based on actuarial expectation of the average long term rate of return expected on investment of funds during the estimated term of the obligation.
- b) The Company made annual contributions to the insurer of an amount as determined by actuarial valuation. Company was not informed of the investments made by the insurer.
- c) The table below illustrates experience adjustment disclosure as per para 120 (n) (ii) of Accounting Standard 15 – Employee Benefits.

	2016-17	2015-16	2014-15	2013-14	2012-13
Defined benefit obligation	(6,269.05)	(5,176.17)	(4,358.59)	(3,684.68)	(3,254.32)
Plan assets	5,826.44	4,259.82	4,261.71	3,340.49	2,760.15
Surplus / (deficit)	(442.61)	(916.35)	(96.88)	(344.19)	(494.17)
Experience adjustments on plan liabilities	275.05	61.56	203.74	(90.60)	(168.25)
Experience adjustments on plan assets	366.83	(257.83)	459.11	2.89	64.22

27. Finance costs	Year ended 31st March, 2017	Year ended 31st March, 2016
Interest expenses	332.35	440.77
Other borrowing costs	25.59	38.20
Total	357.94	478.97

28. Depreciation and amortization expense	Year ended 31st March, 2017	Year ended 31st March, 2016
Depreciation on Tangible assets	763.14	776.82
Amortization of Intangible assets	6.09	3.21
Total	769.23	780.03

29. Other expenses	Year ended 31st March, 2017	Year ended 31st March, 2016
Consumption of stores and spare parts (net)	2,969.50	2308.35
Power and fuel	2,031.51	1919.64
Rent	85.04	79.18
Repairs to building	62.27	50.14
Repairs to machinery	0.87	0.83
Repairs - others	29.03	38.90
Insurance	665.03	600.39
Rates and Taxes	33.82	28.23
Processing Charges	577.05	585.70
Freight and Delivery Charges	328.36	257.93
Research & Development Cess and Excise Duty [Refer note (a) below]	118.34	114.79
Export Dock and Toll Charges	137.93	104.88
Brokerage and Commission	260.59	163.33
Bad Debts Written Off	-	4.38
CSR Expenses [Refer note (b) below]	246.18	18.70
Miscellaneous Expenses	1,080.62	830.82
Diminution in value of Investment	59.01	21.43
Fixed Asset Written Off	67.41	-
Raw Jute Damaged In Fire	-	428.39
Loss on sale of Long term investment	4.71	-
Total	8,757.27	7,556.01



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lakhs)

(a) Includes Research & Development Cess (" R & D Cess") and Excise Duty related to the difference between the closing stock and opening stock of finished goods ₹ 3.73 lakhs (31.03.2016: ₹ 11.54 lakhs)

(b) Corporate Social Responsibility (CSR)

As per the provisions of Companies Act, 2013, the Company is required to spend at least 2 % of its average net profits of immediately three preceding years on CSR activities eligible under the Act. Further pursuant to the requirement of the Companies Act, 2013 the Company has constituted a CSR committee which has approved the CSR policy.

The details regarding CSR expenditure for the year is given below:

Gross Amount required to be spent by the Company during the year : ₹ 60.32 lakhs (2015-16 ₹ 55.27 Lakhs)

Further, the amount spent during the year under various heads is mentioned below:

Amount spent during the year under various heads	In Cash	Yet to be paid in cash	Total
(i) Construction / acquisition of any asset	Nil	Nil	Nil
(ii) On purposes other than (i) above	246.18	Nil	246.18

30. Earnings per equity share (EPS)

Net profit for the year has been used as the numerator and number of shares have been used as denominator for calculating the basic and diluted earnings per share.

Particulars	Year ended 31st March, 2017	Year ended 31st March, 2016
(I) Basic		
a. Net Profit after tax (₹ in lakhs)	4,657.87	2,551.42
b. (i) Number of Equity Shares at the beginning of the year	52,33,440	52,33,440
(ii) Number of Equity Shares at the end of the year	1,04,66,880	52,33,440
(iii) Weighted average number of Equity Shares outstanding during the year	1,04,66,880	52,33,440
(iv) Face Value of Equity Share (₹)	10	10
c. Basic Earning / (Loss) per share [a/b (iii)] (₹)	44.50	24.38
(II) Diluted		
a. Dilutive Potential Equity Shares	0.00	0.00
b. Weighted average number of Equity Shares for computing diluted earnings per shares [(I)b(iii)+(II)a] *	1,04,66,880	1,04,66,880
c. Diluted Earning / (Loss) per Share [(I)(a) / (II)(b)] (₹) *	44.50	24.38

Consequent to approval of the shareholders through Postal Ballot on 11th May,2016, the Company has allotted Bonus Shares in the ratio of 1:1 i.e. one new equity share for every one existing equity share to the eligible shareholders of the Company.

*The weighted average number of Equity Shares for computing diluted earnings and earnings per share for all periods presented are based on current capital after issue of Bonus Shares.

31. Contingent liabilities	As at 31st March, 2017	As at 31st March, 2016
a) Claims against the Company not acknowledged as debts :		
Sales tax matter	325.73	379.97
ESI matter	45.57	45.57
b) Export bills discounted with bank	107.98	263.86



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lakhs)

32. Commitments	As at	As at
	31st March, 2017	31st March, 2016
Estimated amounts of contracts remaining to be executed on capital account and not provided for tangible assets	220.81	507.06
Other Commitment - towards investments	835.00	137.00

33. Information in accordance with Accounting Standard 17 on Segment Reporting:

The Company is engaged in the business of manufacturing Jute goods and is managed organisationally as a single unit. Accordingly the company has only one business segment . However, it has customers in India as well as outside India and thus segment reporting based on the Geographical location of its customers is as follows:

Particulars	Within India		Outside India		Total	
	31st March, 2017	31st March, 2016	31st March, 2017	31st March, 2016	31st March, 2017	31st March, 2016
Segment revenue by location of customers	37,066.28	31,580.00	12,083.73	10,632.88	49,150.01	42,212.88
Carrying amount of segment assets	1,282.82	2,044.08	676.49	508.44	1,959.31	2,552.52
Additions to tangible and intangible assets	1,345.80	1,507.37	-	-	1,345.80	1,507.37

34. Related Party Disclosures pursuant to requirements of Accounting Standard -18

Names of Related Parties and nature of relationship:

a) Key Management Personnel

Shri G D Bangur (upto 7th June,2015)
 Shri Hemant Bangur
 Shri D C Baheti

b) Enterprise over which Key Management Personnel have significant influence:

Joonktollee Tea & Industries Limited
 Kettlewell Bullen & Company Limited



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lakhs)

Transactions with related parties are as follows:

Particulars	Year	Key Management Personnel	Enterprise over which Key Personnel & relatives of Key Management Personnel have significant Influence
A Transactions during the year			
1 Remuneration Paid	2016-17	614.15	-
	2015-16	347.73	-
2 Dividend Paid	2016-17	8.39	53.63
	2015-16	8.39	53.63
3 Rent Paid	2016-17	-	41.36
	2015-16	-	40.94
4 Sales	2016-17	-	109.44
	2015-16	-	94.68
5 Dividend Received	2016-17	-	-
	2015-16	-	0.23
B Outstanding balance at year end			
1 Commission Payable	2016-17	375.00	-
	2015-16	200.00	-
2 Deposits	2016-17	-	400.00
	2015-16	-	400.00

35. Derivative instruments and unhedged foreign currency exposure

(a) The Company uses Forward Exchange Contracts to hedge its exposures in foreign currency. Forward Exchange Contracts outstanding as at year end:

Nature of Exposure	As at 31st March, 2017	As at 31st March, 2016
Forward Contracts to sell (in USD)	6.98	4.42
Forward Contracts to sell (in GBP)	1.03	0.26
Forward Contracts to sell (in EUR)	2.03	0.51
Forward Contracts to sell (in JPY)	-	36.28
Forward Contracts to buy (in USD)	1.73	4.83

(b) Particulars of unhedged foreign currency exposures as at year end are as below :

Nature of Exposure	As at 31st March, 2017	As at 31st March, 2016
Import Trade payables (USD)	0.24	-

Note – The above Forward Exchange Contracts and unhedged foreign currency exposures pertains to receivables and payables as appearing in the Balance Sheet.

(c) Gain / (Loss) on Mark to Market of Forward Exchange Contracts:

Nature of Exposure	As at 31st March, 2017	As at 31st March, 2016
Provision for Resultant Mark to Market Loss	-	22.57



(₹ in lakhs)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

- 36.** The Company's Board of Directors at its meeting held on March 29, 2016 had approved the Scheme of Arrangement between "the Company" and Kettlewell Bullen & Company Limited in terms of the provisions of Section 391 to 394 and other applicable provisions of the Companies Act, 1956 & Companies Act, 2013, to the extent applicable. Upon the coming into effect of the Scheme and with effect from the Appointed Date i.e. 1st January, 2015, the Undertaking of Gloster Limited will be and shall stand transferred to and vested in and/or be deemed to have been transferred to and vested in Kettlewell Bullen & Company Limited, as a going concern, in accordance with Section 2(1B) of the Income Tax Act. The Company has since received No Objection Certificate from BSE Ltd. & Calcutta Stock Exchange Ltd. with regard to the Scheme and application has been filed before the National Company Law Tribunal for approval.
- 37.** Disclosures relating to Specified Bank Notes* (SBNs) held and transacted during the period from 8 November 2016 to 30 December 2016

Particulars	SBNs*	Other denomination notes	Total
Closing cash in hand as on 8 November 2016	55.30	14.53	69.83
(+) Permitted receipts -	-	24.16	24.16
(-) Permitted payments -	-	34.53	34.53
(-) Amount deposited in Banks	55.30	-	55.30
Closing cash in hand as on 30 December 2016	-	4.16	4.16

* Specified Bank Notes (SBNs) mean the bank notes of denominations of the existing series of the value of five hundred rupees and one thousand rupees as defined under the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs no. S.O. 3407(E), dated the 8th November, 2016.

- 38.** Previous year's figure have been arranged and/or regrouped wherever necessary to make them comparable with that of current year.

39. Statement providing additional information, as required under Schedule III to the Companies Act, 2013, of enterprises considered for preparation of the Consolidated Financial Statements

Name of the Entity [Refer Note (a) below]	As at				Year Ended			
	31st March, 2017		31st March, 2016		31st March, 2017		31st March, 2016	
	Net Assets ₹ in lakhs	As a % of Consolidated Net Assets	Net Assets ₹ in lakhs	As a % of Consolidated Net Assets	Net Profit ₹ in lakhs	As a % of Consolidated Profit/(Loss)	Net Profit ₹ in lakhs	As a % of Consolidated Profit/(Loss)
Parent								
Gloster Limited	36,741.16	96.79%	32,158.96	96.57%	4,582.18	98.38%	2,464.02	96.58%
Subsidiaries								
Gloster Lifestyle Limited	604.44	1.59%	562.19	1.69%	42.24	0.90%	42.95	1.68%
Gloster Specialities Limited	612.51	1.62%	579.08	1.74%	33.43	0.72%	44.45	1.74%
	37,958.11	100.00%	33,300.23	100%	4,657.85	100.00%	2,551.42	100.00%

- a) All entities specified above have been incorporated in India.
- b) The Net Asset position / Net Profit of the Company considered above is after considering elimination if any, for determining the Profit for the Year in the Consolidated Statement of Profit and Loss.

For Lovelock & Lewes

Firm Registration No. 301056E
Chartered Accountants

Sunit Kumar Basu

Partner
Membership No. 55000

Shankar Lal Kedia
Chief Financial Officer

Ajay Kumar Agarwal
Company Secretary

Hemant Bangur Executive Chairman
D.C. Baheti Managing Director
Nandita Sen Director
S.N. Bhattacharya Director
K. Mahapatra Director
Prabir Ray Director

Place: Kolkata
Dated 12th May, 2017



Form AOC -1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of the Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A" : Subsidiaries

₹ in lakhs

Sl. No.		1	2
1.	Name of the subsidiary	Gloster Lifestyle Limited	Gloster Specialities Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Uniform reporting period	Uniform reporting period
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable
4.	Share Capital	400.00	400.00
5.	Reserves and Surplus	204.43	212.50
6.	Total Assets	626.73	630.40
7.	Total Liabilities	626.73	630.40
8.	Investments	241.63	454.63
9.	Turnover	-	-
10.	Profit before Taxation	55.28	41.99
11.	Provision for Taxation	13.04	8.56
12.	Profit after Taxation	42.24	33.43
13.	Proposed Dividend	Nil	Nil
14.	% of shareholding	100%	100%

- Names of subsidiaries which are yet to commence operations : Nil
- Names of subsidiaries which have been liquidated or sold during the year : Nil

Part "B" : Associates and Joint Ventures

: Not Applicable

Place: Kolkata
Dated 12th May, 2017

Shankar Lal Kedia
Chief Financial Officer

Ajay Kumar Agarwal
Company Secretary

Hemant Bangur Executive Chairman
D.C. Baheti Managing Director
Nandita Sen Director
S.N. Bhattacharya Director
K. Mahapatra Director
Prabir Ray Director



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