From
Corporate Office: 510, A Wing, Kohinoor City C-I
Kirol Road, Off L.B.S. Marg, Kurla (W)
Mumbai - 400 070, India
T: +91 22 6708 2600 / 2500
F: +91 22 6708 2599

GRP
IMPACT POSITIVE

15.07.2020

To	To
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. **Scrip code : 509152**	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051. **Symbol : GRPLTD – Series: EQ**

Dear Sir / Madam,

Sub.: Submission of Annual report for the financial year 2019-20

Pursuant to Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith Annual Report of the Company for the financial year 2019-20 containing the following:

a) Notice of 46th Annual General Meeting scheduled to be held on Tuesday, 11th August, 2020 at 2.30 p.m. IST through Video Conferencing / Other Audio Visual Means.
b) Directors' report.
c) Standalone and Consolidated Financial Statements and Statutory Auditor's report thereon.

We request you to take the aforesaid on record.

Thanking you,

Yours truly,
For **GRP Ltd.**

Abhijeet Sawant
Company Secretary

Encl : a/a

RESHAPING OUR FUTURE

Annual Report 2019-2020

GRP
IMPACT POSITIVE

GRP'S PRIORITY DURING AND POST COVID-19, TO ASSURE WORKPLACE SAFETY.

Inspite of being majorly affected by the pandemic, GRP has taken various measures to support our employees emotionally and financially as far as possible. The overall wellbeing of our employees holds high priority for us and hence to ease their stress, we have taken steps to ensure timely payment of salaries, advance payment of salaries on requests and timely settlement of all claims. Food kits have also been provided to the workers at our plant locations. Apart from monetary help we have also been taking steps to ensure that our GRP family is engaged and motivated through these difficult times.

Our weekly fun Friday calls include motivational talks from our senior leadership members on becoming resilient and bouncing back from tough times, engaging activities conducted by our sparkplugs committee which has received amazing responses from our employees.

SINCE WE ARE A CLOSE KNIT FAMILY MORE THAN COLLEAGUES, WE FOLLOW AN OPEN DOOR POLICY WHERE RELATIONSHIPS ARE VALUED MORE THAN HIERARCHY.

Our leadership committee including the promoters of our company have shown high levels of emotional intelligence and empathy towards the grievances and concerns of our employees during these times and are always ready to listen to their problems and offer a helping hand. With the days getting better slowly, we have now restarted operations at our plant locations by ensuring compliance with the government prescribed norms and regulations. Each of our plant locations along with our head office has prepared various SOPs in order to ensure employee health and safety. Various awareness sessions have been given to our plant workers on safety measures that need to be followed.

REBIRTH OF A NEW WORLD FILLED WITH HUMANITY.

As the world grapples with its worst pandemic in a century, COVID 19, it would be an understatement that the world will ever be the same again! The Coronavirus is not just a medical emergency which has afflicted the entire world , this horrendous pandemic has also managed to put a strain on the socio-economic and political conditions of several countries.

But the good thing is that the covid-19 pandemic has prompted people from all over the world to help each other and those who are less fortunate or able than them. Everyone, regardless of the country's size, is pitching in. While India has helped various countries like USA, Israel, Nepal, Bhutan, Mauritius, Maldives and many more with medicines and medical assistance, our country has also received financial assistance from countries like USA to help combat the pandemic. Countries are also helping each other to bring stranded citizens back home.

There is no doubt that the Covid-19 pandemic will change the face of human society. The virus has brought our lives to standstill. Empty roads, masked civilians, sanitizers have become part of our lives for the next few years. There is need to examine ourselves and ask where we were moving. The choices which we will make in these times will not only contribute to our economy and political system but also to the state of humanity.

THE GRP FAMILY WOULD ALSO LIKE TO THANK OUR FRONTLINE WORKERS WHO HAVE BEEN WORKING TIRELESSLY IN THE SERVICE OF THE NATION. WE SALUTE YOUR COURAGE AND ENERGY!

We feel proud in welcoming this new world formed with new realizations, new heroes & new hopes of togetherness.

AS OUR ENVIRONMENT HAS ALSO BEEN HEALING ITSELF,
WE PROMISE TO TAKE EFFORTS IN MAINTAINING ITS CURRENT STATE.

GRP's efforts at reducing dependence on Reclaim Rubber business is gaining traction. While the Reclaim Rubber business continues to remain the focal point of the company, the focus is shifting to technology upgradation, new product development, digitization initiatives. The Engineering Plastics, Polymer Composite businesses, on the other hand, have witnessed success by way of customer approvals, new application acceptance during the year and thus provides confidence to GRP's long term focus on growth in building a portfolio of sustainable materials business across the rubber, plastic value chain. The company's products help reduce carbon foot print, aid processing, enhance properties in the customer formulations. As the company's customers segments witnesses consolidation and customers focus on using alternate materials to embed sustainability in their products, GRP's position is slowly but surely getting strengthened.

BUILDING BLOCKS

RESILIENCE IS ACCEPTING YOUR NEW REALITY, EVEN IF IT'S LESS GOOD THAN THE ONE YOU HAD BEFORE. YOU CAN FIGHT IT OR YOU CAN ACCEPT IT AND TRY TO PUT TOGETHER SOMETHING BETTER.

This pandemic has certainly made us realize the need for social consciousness in the way we do business. I strongly believe GRP's offering of products, provides our customers sustainable materials and help them create a socially relevant Impact Positive in their products. Our belief in the future of sustainability also puts a greater sense of responsibility on us to upgrade the industry.

To this end, over the next months we're seeking to incorporate technology across our various processes, and focussing on upgrading our supply chain (bottom of the pyramid, below poverty line individuals) through enabling technologies for payments, collection. We recognise that a lot of our supply chain partners are dependant on migrant work force and this may need additional support to recover, which we continue to invest in.

With our ongoing focus, we believe we are well placed to face the upcoming challenges in the Post-COVID era and will emerge stronger than before to be your partner of choice in the days to come.

Rajendra Gandhi, *Managing Director*

SUSTAINABILITY

A continuing global trend – focus on sustainability – continues to be a positive for your company. Year on year increased focus is being observed at leading global companies and is expected to increase focus (and motivation) on using more reclaim and other recycled rubbers.

With new products that offer significantly improved performance, your company is uniquely placed to become a 'partner' to these companies. With ESG (Environment, Social, Governance) or Social investing assuming importance and with importance of Social businesses gaining prominence, your company is well positioned to offer solutions as part of the mobility industry's needs for sustainable products.

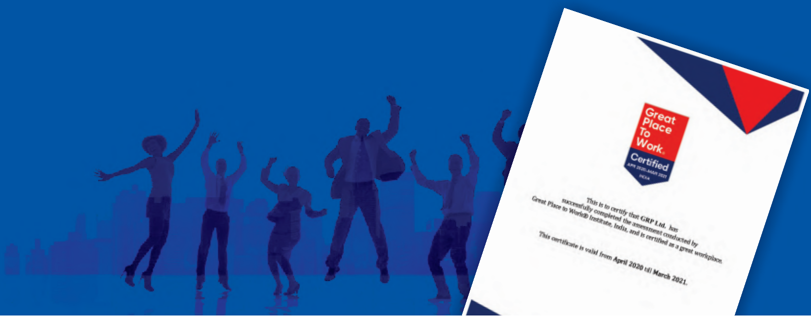
Your Company will retain its Silver Rating in EcoVadis 2020 Survey (Bronze Rating in 2018 Survey), a collaborative platform that provides sustainability ratings for global supply chains and a coverage across 150 countries and more than 55,000 companies.

AT GRP, OUR FOCUS IN THE DAYS AROUND THE LOCKDOWN CENTRED AROUND

While we believe we've managed this phase reasonably well, giving us confidence for the future.

GRP CERTIFIED AS A GREAT PLACE TO WORK (2020-21)

The last week of March'20 was also a time when GRP was certified as a Great Place to Work. It is humbling and extremely heartening to learn of the confidence that fellow colleagues have expressed in GRP's culture and work practices for us to qualify for this prestige. We wouldn't have had this accolade but for the commitment and support of our business partners.



OUTCOME

The year gone by has demonstrated the company's resilience in the face of multiple economic events and we remain optimistic about the potential of revenue and margin growth from various BUs in the near term. Reclaim Rubber business operated at reasonable levels of capacity utilisation, however events on account of the COVID-19 pandemic have resulted in uncertainty for the current fiscal and the recovery in the company's customer segments will depend greatly on the return to normalcy across sectors.

HOWEVER WE REMAIN CONFIDENT OF OUR FINANCIAL STRENGTH, OUR GLOBAL ACCEPTANCE AND OUR PRODUCT QUALITIES TO ENSURE THAT WE'LL BE THE FIRST CHOICE OF SUPPLIER TO REGAIN STRENGTH AS CUSTOMERS SEEK MATERIALS FOR THE RESTART.

The Engineering Plastics business has established a certain niche and strength across certain applications and we remain confident of a larger market share in the months to come. On back of potential partnership opportunities that we're actively pursuing, we are confident of significant growth in this business in the years to come. We continue to endeavour taking our R&D capabilities to other types of plastics for effective solutions.

The Polymer Composite business should grow in the current year on account of capacity expansion of our partner's manufacturing lines and will provide the hedge for material availability in the future. The Custom Die Forms business is likely to maintain status quo but will continue to provide the much needed leverage over raw materials for the Reclaim Rubber business.

IMPACTING LIVES WITH KINDNESS IN TIMES OF CRISIS.

During COVID-19 lockdown GRP's regular contract workers that were unemployed, were supported by providing sufficient food supplies. These were provided at our workers' doorstep which was a vital service enabling greater social distancing for people. Since it could not be done from home, our incredible team made it possible by distributing them.

VISIT TO TITWALA ORPHANGE, MUMBAI

GRP team gifted a refrigerator and stationery items to the Orphange at Titwala, along with essential supplies for menstrual hygiene. Team GRP spent the afternoon with these children and shared warmth, love and kindness towards these children, thereby extending support for their livelihood.

VISIT TO THE ANCHORAGE – A HOLISTIC LIFE SPACE FOR THE MENTALLY CHALLENGED, MUMBAI

Anchorage – A home school for adults with special needs at Mahalaxmi, Mumbai. It engages students (adults) with life skills development, various activity based and behavioural workshops as well as indulges them in different simple but interesting job work contracts and upskill them to improve on their abilities to perform/complete those activities. The money earned out of these contracts is equally distributed amongst all as their stipend each month to uphold their self esteem and dignity. GRP contributed to this institution by gifting cookware, computing and music needs that will encourage them to use this for life skill session. We enjoyed celebrating with cake and goodies with them.

VISIT TO KAMLABEN MEHTA DADAR SCHOOL FOR THE BLIND

Founded in 1900 by the American Marathi Mission 107 years ago, this is the country's premier primary-cum-secondary widely acknowledged school for visually challenged girl children. It is a kindergarten-class X school which offers education to 170 girl children from underprivileged families. This has been a unique opportunity for GRP, to donate stationery items and printing equipment and celebrate their annual day. Thus contributing towards women empowerment goal to strengthen girl education and encourage one of the neglected but significant section of the society.

VISIT TO GURUKUL CENTRE FOR SPECIAL CHILDREN - GHATKOPAR, MUMBAI

Gurukul Centre for Special Children is a unique rehabilitation and educational centre for special children. The centre caters to the special needs of the children affected with cerebral palsy, mental retardation, autism and learning disabilities with excellent therapeutic management education programs. The centre aims at the holistic development of special children and provides supporting structure to them by creating positive, loving & caring environment.

GRP contributed towards their project and academic requirements by presenting them with computing equipment. The children were elated to have us. They performed on their favorite dance numbers and requested us to party with them. It was a memorable experience.

Years ended 31st March

	2016	2017	2018	2019	2020
Financial Highlights (Rs.Lakh)					
Total Income	31,508	32,237	29,914	35,792	35,248
Operating profit	1,503	1,572	677	1,289	588
Profit after tax	802	829	98	638	300
Net Worth	11,888	12,748	12,699	13,379	13,125
Borrowed Funds	6,760	6,582	5,665	6,451	8,562
Fixed Assets (Gross)	21,584	22,987	23,388	24,143	25,555
Net Current Assets	1,129	2,028	2,121	2,540	2,658
Book Value Per Share (Rs.)	892	956	952	1,003	984
Earning Per Share (Rs.)	60.12	62.20	7.37	47.86	22.49
Dividend (%)	100.00	100.00	12.50	80.00	55.00
Key Indicators :					
Debt Equity Ratio	0.57	0.52	0.45	0.48	0.65
Operating Profit To Sales Ratio	8%	5%	2%	4%	2%
Interest Coverage Ratio	7	8	5	6	3

CIN	L25191GJ1974PLC002555
BOARD OF DIRECTORS	Dr. Peter Philip, Chairperson Rajendra V. Gandhi, Managing Director Harsh R. Gandhi, Joint Managing Director Mahesh V. Gandhi Rajeev M. Pandia Alpana Parida Shah Saurabh S. Shah Nayna R. Gandhi
AUDITORS	DKP & Associates Chartered Accountants Mumbai
BANKERS	HDFC Bank Ltd. Citibank ICICI Bank Ltd.
REGISTERED OFFICE	Plot No.8, G.I.D.C. Estate, Ankleshwar – 393 002 Dist. Bharuch (Gujarat)
WORKS	Ankleshwar & Panoli (Gujarat), Akkalkot Road & Chincholi Solapur (Maharashtra), Perundurai (Tamilnadu)
CORPORATE OFFICE	510, `A' Wing, Kohinoor City Commercial I, Kirol Road, Off.L.B.S. Marg, Kurla (W), Mumbai – 400 070.
SHARES LISTED ON	BSE Ltd. National Stock Exchange of India Ltd.
REGISTRAR & TRANSFER AGENTS	Universal Capital Securities Pvt.Ltd. 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.
ISIN No.	INE137I01015
E-mail	investor.relations@grpweb.com
Web Site	www.grpweb.com

CIN : L25191GJ1974PLC002555
Registered Office: Plot No.8, GIDC Estate, Ankleshwar - 393 002 Dist. Bharuch, Gujarat.
e-mail id : investor.relations@grpweb.com, website:www.grpweb.com

NOTICE

NOTICE is hereby given that the FORTY SIXTH ANNUAL GENERAL MEETING of the members of GRP LIMITED ("the Company") will be held on Tuesday, 11th August, 2020 at 2.30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business:

1. To consider and adopt :

   a) the audited standalone financial statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon; and

   b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2020 together with the Report of the Auditors thereon.

2. To appoint a director in place of Nayna R. Gandhi (DIN:00166499), who retires by rotation and being eligible, offers herself for re-appointment.

3. To appoint a director in place of Dr. Peter Philip (DIN:00820202), who retires by rotation and being eligible, offers himself for re-appointment, by passing with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and pursuant to the Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Dr. Peter Philip (DIN:00820202) Non-executive Non-independent Director of the Company, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation, notwithstanding that he has attained the age of 75 (seventy five) years on 16th June, 2018."

Special Business:

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

   "RESOLVED THAT pursuant to the Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and further to the approval already accorded by the members at the forty second Annual General Meeting held on 21st September, 2016 for the payment of remuneration by way of Commission, to the non-executive directors of the Company or some or any of them, for a period of five years w.e.f. financial year 2016-17, consent of the members of the Company be and is hereby accorded for the payment of the remuneration by way of commission to Rajeev M. Pandia (DIN:00021730), Non-Executive Independent Director for the financial year ending 31st March, 2021, which is likely to exceed fifty percent (50%) of the total annual remuneration payable to all the Non-Executive Directors of the Company for the said year."

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

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force), the remuneration of Rs.1,30,000/- (Rupees One Lakh Thirty Thousand only) plus out of pocket expenses and applicable taxes, as recommended by the Audit Committee and approved by the Board of Directors of the Company, payable to M/s.Jitendrakumar & Associates, Cost Accountants (Firm Registration No.101561) as cost auditor for auditing the cost accounting records of the Company for the financial year ending 31st March, 2021, be and is hereby ratified."

NOTES :

a. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting through VC / OAVM, without the physical presence of the Members at a permissible common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 46th Annual General Meeting ("AGM") of the Company is being held through VC / OAVM. The Registered office of the Company situated at Plot No.8, GIDC Estate, Ankleshwar - 393 002 Dist. Bharuch, Gujarat, shall be deemed as the venue for the AGM.

b. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

c. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to khyatishah.cs@gmail.com with a copy marked to evoting@nsdl.co.in

d. The Register of Members and Transfer Books of the Company will be closed from Wednesday, 5th August, 2020 to Tuesday 11th August, 2020, both days inclusive.

e. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service, Electronic Clearing Service, mandates, nominations, power of attorney, change of address, change of name, email address, telephone/mobile number etc., to their Depository Participant (DP). Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agent, Universal Capital Securities Pvt. Ltd. (UCS) to provide efficient and better services. Members holding shares in physical form are requested to provide latest bank account details along with original cancelled cheque leaf/ copy of bank passbook/statement attested by the bank, copy of PAN card and mobile number to UCS.

f. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DP in case the shares are held by them in electronic form and with UCS in case the shares are held by them in physical form.

g. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company or UCS for assistance in this regard.

h. Members holding physical shares in identical order of names in more than one folio are requested to send to the Company or UCS the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.

i. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

j. The unclaimed dividend up to the financial year ended 31st March, 1995 have been transferred to the General Revenue Account of the Central Government pursuant to Section 205A (5) of the Companies Act, 1956. Members, who have not encashed their dividend warrants up to the financial year ended 31st March, 1995 are requested to claim the same from the Registrar of Companies, Gujarat at Ahmedabad.

k. Pursuant to Section 124 and 125 of the Companies Act, 2013 and rules made thereunder, any dividend remaining unclaimed with the Company on the expiry of 7 (seven) years from the date of its transfer to the unclaimed / unpaid account, will be transferred to the Investor Education and Protection Fund (IEPF) set up by the Central Government. Accordingly, unclaimed dividends for the financial year ended 31st March, 1996 to 31st March, 2012 have been transferred to the said fund. Members, who have not encashed their dividend warrant(s) so far, for the financial year ended 31st March, 2013 and for subsequent financial years, are requested to make their claims to the Company/ UCS.

   Further as per the Act/ Rules, all shares in respect of which dividend has not been encashed or claimed for seven consecutive years or more are required to be transferred to IEPF Suspense Account in the prescribed manner.

   Upon transfer of member's shares/ dividend as aforesaid, member may claim from IEPF Authority both the unclaimed dividend amount and/or the shares by making an application in prescribed Form IEPF-5 and by sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents enumerated in the Form IEPF - 5.

   Company shall with a view to comply with the requirements of the said Rules, transfer the shares to the IEPF suspense account by the due date as per procedure stipulated in the Rules. Please note that no claim shall lie against the Company or its Registrar & Share Transfer Agent in respect of unclaimed dividend amount and shares transferred to IEPF Authority pursuant to the said Rules.

   The Rules and the application form (Form IEPF – 5), as prescribed by the MCA for claiming back the shares/ dividend, are available on the website of MCA at www.iepf.gov.in.

l. As required by the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 of ICSI, brief profile of the Directors proposed to be appointed / re-appointed at the Annual General Meeting is given below:

Name of the Director	**Nayna R. Gandhi**	**Dr. Peter Philip**
DIN	00166499	00820202
Date of birth	4th October, 1951	16th June, 1943
Date of first appointment	30th May, 2015	1st April, 1981
Experience in specific functional areas	Experience of more than 24 years as director in other companies.	He is an industrialist having varied experience of more than 37 years in general management.
Qualification	Diploma in Home Science	Doctorate in Economics from Stanford University, California, USA
Directorship held in other public companies (excluding GRP Limited)	Grip Polymers Ltd.	• India Coffee & Tea Dist. Co. Ltd. • Commercial Broadcasts Ltd. • Malayala Manorama Co. Ltd. • Devon Plantations & Indust. Ltd. Indo Bloom Ltd
Memberships / Chairmanship of committees of all pubic companies	None	**Chairman of the Board Committee** None **Membership of the Board Committee** GRP Ltd. • Audit Committee • Nomination & Remuneration Committee
No. of shares held in the Company	**44,405**	**1,333**

m. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ DP.

n. Members may note that the Notice of the AGM and the annual report for the financial year 2019-20 is also available on the Company's website www.grpweb.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the Notice of AGM is also available on the website of NSDL https://www.evoting.nsdl.com.

o. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

p. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

q. Members seeking any information with regard to the accounts, document referred in the accompanying notice and the explanatory statement and statutory registers and records which are required to be to be placed at the AGM, are requested to write to the Company on or before 7th August, 2020 through email on investor.relations@grpweb.com. The same will be replied by the Company suitably.

r. Instructions for e-voting and joining the AGM are as follows:

I. VOTING THROUGH ELECTRONIC MEANS :

i. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company has provided to the members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the member using remote e-voting system as well as venue voting on the date of the AGM will be provided by by National Securities Depository Ltd. (NSDL).

ii. Remote e-voting period commences on Saturday, 8th August, 2020 (10 a.m.) and ends on 10th August, 2020 (5 p.m.). During this period, members of the Company, as on the cut-off date of 4th August, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

iii. Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 4th August, 2020.

v. Any person who acquires shares of the Company and become member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. 4th August, 2020, may obtain the login ID and password by sending a request to email ID evoting@nsdl.co.in or to email ID investor.relations@grpweb.com. However if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com

vi. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper

vii. The details of the process and manner for remote e-voting are explained herein below :

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

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

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL either on a Personal Computer or on a mobile: https://www.evoting.nsdl.com/
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is :
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then, your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then, your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

b) "**Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of GRP Ltd. which is 113104.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to khyatishah.cs@gmail.com with a copy marked to evoting@nsdl.co.in

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

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on toll free No.1800-222-990 or send a request at evoting@nsdl.co.in.

viii. In case of any grievances connected with facility for e-voting, please contact Mr. Pratik Bhatt at designated email ID: pratikb@nsdl.co.in or at telephone nos.: +91-22-24994738, or Ms. Sarita Mote at designated email ID: saritam@nsdl.co.in or at telephone nos. : +91-22-24994890.

ix. **Process for those shareholders whose email ids are not registered to register their email id for obtaining Annual Report and user id/password for e-voting :**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@unisec.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@unisec.in

x. The instructions for members for e-voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

xi. Other instructions:

1. Khyati Shah, Practicing Company Secretary (Membership No. A42442 CP No.18549) (firm name: KGS & Company) has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting during the AGM, in a fair and transparent manner.

2. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast during the AGM and there after unblock the votes cast through remote e-voting and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the AGM or a person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith.

3. The results declared along with the report of the Scrutinizer shall be placed on the Company's website www.grpweb.com and on the website of NSDL https://www.evoting.nsdl.com immediately after declaration of results. The results and the report shall also be immediately forwarded to the Stock Exchange/s, where the shares of the Company are listed.

II. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Facility for joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and shall not be closed till the expiry of 15 minutes after such scheduled time.

3. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. Members are encouraged to join the Meeting through Laptops for better experience.

5. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Further kindly ensure that security setting of the device which member will be using, allows member to login to NSDL portal for participating in the AGM.
7. Members who have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@grpweb.com from 5th August, 2020 (10.00 a.m.) to 7th August, 2020 (5.00 p.m.). The same will be replied by the company suitably during the AGM.

By Order of the Board of Directors

Place : Mumbai
Date 10th June, 2020

Harsh Gandhi
Joint Managing Director

Registered Office: Plot No. 8, GIDC Estate, Ankleshwar – 393 002 Dist. Bharuch, Gujarat

Annexure to the Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the special business set out in the accompanying Notice

Item No.3:

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inserted by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the Members by way of a Special Resolution is necessary for appointment / continuation of appointment of any Non-Executive Director who has attained the age of 75 (Seventy Five) years.

Dr. Peter Philip is a Non-Executive Non-independent Director of the Company liable to retire by rotation.

Dr. Peter Philip is a Director of our Company since 1st April, 1981. He is energetic, actively participates and appropriately leads and facilitates the Board meetings and the policy and governance work of the Board. His diverse experience and knowledge of rubber industry and economy in general is immensely useful to the company for taking important policy decisions. The Board considers that his continued association would be of immense benefit to the Company.

The Board of Directors accordingly recommends this resolution for the approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their respective relatives, except Dr. Peter Philip, to whom the resolution relates, are in any way concerned or interested, financially or otherwise in this resolution.

Item No.4:

Section 197 of the Companies Act, 2013 permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorises such payment by way of a resolution of members.

The members of the Company at the forty second Annual General Meeting held on 21st September, 2016, approved the remuneration payable to Non-Executive Directors of the Company by way of commission not exceeding one per cent of the net profits of the Company for each year for a period of five years commencing from the financial year 2016-17.

The Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,which is effective from 1st April, 2019 requires approval of shareholders by special resolution every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors.

Commission amount paid to Rajeev M. Pandia, Non-Executive Independent Director for the past few years was exceeding fifty per cent of the total annual remuneration paid to all non-executive directors. Therefore, Company has the practice of paying remuneration in the form of commission to a single non-executive director exceeding fifty per cent of the total annual remuneration payable to all non-executive directors. Hence, this Special Resolution is placed before the shareholders for adoption.

The Board of Directors accordingly recommends this resolution for the approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their respective relatives, except Rajeev M. Pandia, to whom the resolution relates, are in any way concerned or interested, financially or otherwise in this resolution.

Item No.5:

As per Notification dated 14th July, 2016 issued by the Ministry of Corporate Affairs regarding the Companies (Cost Records and Audit) Rules, 2014, provisions relating to auditing of cost accounting records are applicable to the Company with effect from 1st April, 2016. Accordingly, the audit of cost accounting records of the Company is mandatory from the financial year 2016-17.

M/s Jitendrakumar & Associates, Cost Accountants (Firm Registration No.101561), has, as required under Section 141 of the Companies Act, 2013, confirmed its eligibility to conduct the audit of the cost accounting records of the Company for the financial year 2020-21 and has consented to act as the Cost Auditor of the Company.

At the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Jitendrakumar & Associates, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2020-21 at a remuneration of Rs.1,30,000/- (Rupees One Lakh Thirty Thousand only) plus out of pocket expenses and taxes.

Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014, requires the remuneration payable to the Cost Auditors to be ratified by the Members of the Company. Accordingly, the approval of the Members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2020-21.

The Board of Directors accordingly recommends this resolution for the approval by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested, financially or otherwise in the Resolution.

By Order of the Board of Directors

Place : Mumbai
Date   10th June, 2020

Harsh Gandhi
Joint Managing Director

Registered Office: Plot No. 8, GIDC Estate, Ankleshwar – 393 002 Dist. Bharuch, Gujarat

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Directors' Report to the Members,

Your Directors are pleased to present the **FORTY SIXTH** ANNUAL REPORT & AUDITED ACCOUNTS for the year ended 31st March, 2020.

Standalone Financial Results	Year ended 31st March	
Particulars	2020 (Rs. In lakhs)	2019 (Rs. In lakhs)
Sales & Other Income	34,930	35,784
EBITDA	1,937	2,584
Profit before tax and exceptional items	(225)	824
Tax Expenses	(525)	186
Profit after tax for the year	300	638
Total comprehensive income	(38)	700
EPS:		
Basic (Rs.)	22.49	47.86
Diluted (Rs.)	22.49	47.86

The Board of Directors of your company has decided not to transfer any amount to the reserves for the year under review.

DIVIDEND

Based on performance of the Company for the year under the report and keeping in line with its dividend pay-out policy, the Board of Directors of the Company has, on 20th February, 2020, declared an interim dividend of Rs.5.50/- per equity share of the face value of Rs.10/- each (55%) for the year ended 31st March, 2020. An amount of Rs.15.07 Lakh has been paid as dividend distribution tax on the dividend. [Previous year dividend was Rs.8/- per share (80%)]. The Board of Directors of the Company has not recommended final dividend.

FINANCIAL RESULTS, PERFORMANCE AND FUTURE OUTLOOK

Your company has witnessed a marginal drop in revenue for the year under review, over the previous year, from Rs.35,306 lakh to Rs.34,442 lakh. The financial year 2019-20 was characterized by a drop in volume sales of 8 % in Reclaim Rubber business but was made up for by a favourable currency helping exports during the year. The net revenue drop for Reclaim Rubber business was a meagre 2% and that too on account of the year end impact of the COVID pandemic. Your company continues to grow its export base to more than 60 countries and has helped the company tide over a year of volatile rubber prices. The volatility in prices of polymers was compounded by a dramatic drop in prices of crude oil towards the end of the fiscal year leading to uncertainty in rubber prices for the current fiscal. Your company has, in these market conditions been able to hold prices of major product categories.

Performance of the company in the Custom Die-form segment has been flat and it continues to provide your company the hedge required for raw material purchasing. The Engineering Plastics has grown by 50% in revenue and plans for expanding capacity have been put in place to build on the success in that BU. The Polymer Composite business segment contracted marginally for the year under review on account of dependence on a single market which faced head winds due to a weak transportation sector during the financial year. Capacity addition in the Engineering Plastic business has been made to capitalize on the consolidation .

The company continues converting additional of its production lines to automated process and reduce manpower dependence in the process. Your company also continues in its journey of switching more of its energy needs to cleaner fuel sources.

Your Company has realised tax benefits u/s 35(2AB) of Income Tax Act on account of renewal of approval received from Department of Scientific & Industrial Research, Ministry of Science & Technology (DSIR), Government of India, New Delhi.

AWARDS & ACCOLADES

The year under review saw GRP win accolades among its peers. GRP was again the recipient of the AIRIA award for Top Export in raw material sector, for its export performance. This award was in the entire raw material category signifying GRP's standing among peers in Carbon Black, Synthetic Rubber, Rubber Process Oil industries too, while your company continues to be in a commanding position in the reclaim rubber industry.

SUBSIDIARIES

Salient features of the financial statements of its Wholly-owned Subsidiary company viz. Grip Polymers Limited, subsidiary body corporate viz. Gripsurya Recycling LLP and joint venture company viz. Marangoni GRP Pvt. Ltd., in form AOC-1 are attached herewith. **(Annexure 1).**

DIRECTORS

The Members at the 45th Annual General Meeting held on 22nd August, 2019 approved the re-appointment and terms of remuneration of Rajendra V. Gandhi as the Managing Director for a period of 3 years with effect from 1st August, 2019.

In accordance with the provisions of the Companies Act, 2013, Nayna R. Gandhi and Dr. Peter Philip, retire by rotation at the ensuing 46th Annual General Meeting and being eligible offers themselves for reappointment.

All the Independent Directors have submitted their declarations to the Board to the effect that they meet the required criteria of independence as mentioned in the provisions of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Independent Directors have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board of Directors confirm that :

(a) in the preparation of the annual accounts for the year ended 31st March, 2020, the applicable accounting standards have been followed and there had been no material departure;

(b) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2020 and of the profit and loss account of the company for the year ended on that date;

(c) the Directors had 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;

(d) the Directors had prepared the annual accounts on a going concern basis;

(e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

KEY MANAGERIAL PERSONNEL (KMP)

Rajendra V. Gandhi has been re-appointed as the Managing Director for a period of 3 years with effect from 1st August, 2019. Apart from this, there is no change in the office of KMPs.

MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE

Report on Management Discussion and Analysis **(Annexure 2)** and Report on Corporate Governance **(Annexure 3)** are set out in this annual report, including the certificate from Auditors of the Company, certifying compliance of the conditions of corporate governance as stipulated in schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(Annexure 4).**

STATUTORY AUDITORS

M/s.DKP & Associates (Firm Regn. No.126305W), Chartered Accountants, Mumbai, have been appointed as Statutory Auditors of the Company, as per the applicable provisions of the Companies Act, 2013, at the Forty-third Annual General Meeting of the company held on 10th August, 2017, for a period of 5 (Five) consecutive financial years, from the conclusion of the Forty-third Annual General Meeting of the Company until the conclusion of the Forty-eighth Annual General Meeting of the Company.

COST AUDITORS

M/s Jitendrakumar & Associates, Cost Accountants (Firm Registration No.101561), has, as required under Section 141 of the Companies Act, 2013, confirmed its eligibility to conduct the audit of the cost accounting records of the Company for the financial year 2020-21 and has consented to act as the Cost Auditor of the Company.

At the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Jitendrakumar & Associates, Cost Accountants, as the Cost Auditor's to conduct the audit of the cost records of the Company for the financial year 2020-21.

The Company has maintained the cost accounting records under section 148 of the Companies Act, 2013 for the financial year 2019-20.

SECRETARIAL AUDIT REPORT

Khyati Shah, Practicing Company Secretary (C.P. No.18549) has conducted secretarial audit for the financial year 2019-20 pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Rules made thereunder. Her secretarial audit report is attached herewith **(Annexure 5).**

VIGIL MECHANISM

The Company has established a vigil mechanism and oversees the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the Chairperson of the Audit Committee in exceptional cases. Vigil Mechanism (Whistle Blower) Policy has been hosted by the company on its website. The web link to access the above policy hosted by the Company on its website www.grpweb.com is as follows:

http://www.grpweb.com/pdf/Vigil%20Mechanism%20(Whistle%20Blower)%20Policy.pdf

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

Periodic assessments by functional heads to identify the risk areas are carried out and Management is briefed on the risks to enable the Company to control risks through a properly defined plan. The risks are classified as Strategic risks, operational risks, market risks, people risk and financial risks. The risks are taken into account while preparing the annual business plan for the year. The Board is also periodically informed of the business risks and the actions taken to manage it.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

The CSR Committee has been constituted by the Board of Directors. The Committee has adopted CSR policy to contribute towards social and economic development of the communities where the Company operates in, and while doing the same, to build a sustainable way of life for all sections of society, with emphasis and focus on education, health care, sustainable livelihood and empowerment of women. The CSR Policy has also been uploaded on the website of the Company. The web link to access the above policy hosted by the Company on its website www.grpweb.com is as follows:

https://www.grpweb.com/pdf/Corporate%20Social%20Responsibility%20%20Policy-2020.pdf

The Annual Report on CSR activities of the Company is attached herewith. **(Annexure 6)**

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of Loans, guarantees or investments made under Section 186 as on 31st March, 2020 are given in Note 3 and 42 to the financial statements of your company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

During the financial year, your company entered into related party transactions, which were on an arm's length basis and in the ordinary course of business. There were no material transactions with any related party as defined under Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014. All related party transactions were approved by the Audit Committee of your company.

All transactions with related parties are placed before the Audit Committee for approval. An omnibus approval of the Audit Committee is obtained for the related party transactions which are repetitive in nature. The Audit Committee reviews all transactions entered into pursuant to the omnibus approval(s) so granted on a quarterly basis.

The details of contracts and arrangement with related parties of your company for the financial year ended 31st March, 2020 is given in Note 36 to the financial statements of your company.

COMPANY'S POLICY RELATING TO PERFORMANCE EVALUATION OF THE BOARD, DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF DUTIES :

The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of the individual Directors and the Board which is based on;

- Knowledge to perform the role;
- Time and level of participation;
- Performance of duties and level of oversight; and
- Professional conduct and independence;

The evaluation was carried out by means of the observations made by all the Directors on the set of questions developed by them which brought out the key attributes of the Directors, quality of interactions among them and its effectiveness. The Board is collectively of the opinion that the overall performance of the Board, Committees thereof and the individual Directors is satisfactory and conducive to the growth and progress of the Company.

The web link to access the Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013, hosted by the company on its website www.grpweb.com is as follows:

http://www.grpweb.com/pdf/Nomination%20&%20Remuneration%20Policy.pdf

POLICY AGAINST SEXUAL HARASSMENT

The Company has in place Policy for prevention of sexual harassment at workplace in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The following is a summary of sexual harassment complaints received and disposed of during the year:

(a) Number of complaints pending at the beginning of the year - Nil

(b) Number of complaints received during the year - Nil

(c) Number of complaints disposed off during the year - Nil

(d) Number of cases pending at the end of the year - Nil

ANNUAL RETURN

The extract of Annual return in Form MGT-9 as on the financial year ended 31st March, 2020 is attached herewith. **(Annexure 7)**

DEPOSITS

The Company does not have any deposits covered under Chapter V of the Act.

INFORMATION PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013

The information as required under Section 197(12) of the Act read with applicable rules (to the extent applicable) is attached herewith **(Annexure 8).**

INFORMATION PURSUANT TO SECTION 134 (3)(m) & (q) OF THE COMPANIES ACT, 2013

The above information (to the extent applicable) is attached herewith **(Annexure 9).**

ACKNOWLEDGEMENTS

Your Directors place on record their appreciation for the contribution made and support provided to the Company by the shareholders, employees, bankers, suppliers and customers.

For and on behalf of the Board of Directors

Place :Mumbai
Date :10th June, 2020

Rajendra Gandhi
Managing Director

Harsh Gandhi
Joint Managing Director

Annexure 1

Form AOC - I

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

(Amount in Rs.)

Part "A": Subsidiaries

1	Sr. No.	1	2
2	Name of the subsidiary	Grip Polymers Ltd.	Gripsurya Recycling LLP
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	Not Applicable
4	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
5	Share capital / Partner's Capital	3,10,00,000	3,61,49,688
6	Reserves and surplus	(3,05,20,905)	0
7	Total assets (excluding investments)	1,98,463	4,72,83,325
8	Total liabilities	23,900	1,11,33,637
9	Investments	3,04,531	0
10	Turnover	3,975	7,66,62,348
11	Profit / (Loss) before taxation	(76,427)	28,97,208
12	Provision for taxation	0	2,97,412
13	Profit / (Loss) after taxation	(76,427)	25,99,796
14	Proposed Dividend	Nil	Nil
15	% of shareholding	100%	99.886%
Notes : The following information shall be furnished at the end of the statement :			
1	Names of subsidiaries which are yet to commence operations		Nil
2	Names of subsidiaries which have been liquidated or sold during the year		Nil

Part "B": Associates and Joint Ventures

	Name of Joint Venture	Marangoni GRP Pvt. Ltd.
1	Latest audited Balance Sheet date	31st March, 2020
2	Shares of Joint Ventures held by the company at the year end	
	Number	99,21,723
	Amount of Investment in Joint Venture	99,21,723
	Extent of Holding %	50%
3	Description of how there is significant influence	50% control owned by GRP Ltd.
	Reason why the Joint Venture is not consolidated	Not Applicable
4	Net worth attributable to shareholding as per latest audited Balance sheet	(49,30,882)
5	Profit / (Loss) for the year	(89,00,331)
	i. Considered in Consolidation	0
	ii. Not Considered in Consolidation	(89,00,331)

1. Names of Joint ventures which are yet to commence operations: Nil

2. Names of Joint Ventures which have been liquidated or sold during the year: Nil

For and on behalf of the Board of Directors

Place :Mumbai
Date :10th June, 2020

Rajendra Gandhi
Managing Director

Harsh Gandhi
Joint Managing Director

Annexure 2

Management Discussion and Analysis Report 2019-20

During the year under review, the Indian auto industry struggled for most part of the year. The Original Equipment (OE) sales dived to its worst ever performance in years. The sales of Commercial Vehicle sales witnessed the steepest fall of all categories reflecting the state of the economy. The silver lining for your company's growth was the spread of sales in the international markets. On the back of a favourable currency, your company has achieved export sales of Rs.247.26 crore in the previous year. However on account of import regulation making import of end of life waste harder, there continues to be growing challenges in availability of raw materials and challenges in competitive pressures from alternate uses of such end of life tyre waste. Your company has witnessed a significant growth in sales from the Engineering Plastics (EP) business and plans are afoot to expand capacity to meet the needs of the customers. The Rubber composite (RC) & EP businesses are close to being financially independent and likely to contribute meaningfully to the bottom line growth of your company in the years to come.

Key Parameters	2019-20	2018-19
Net Sales (Rs. Lakhs)	34,442	35,306
Profit after Tax (Rs. Lakhs)	300	638
Profit after Tax to Turnover (%)	0.87	1.81
Sales to Fixed Assets Employed (ratio)	1.35 times	1.46 times
Current Ratio	1.23	1.28
Return on Capital Employed (%)	(1.72)	6.16
Market Value per share (Rs.) (As on 31st March) (BSE)	625	1107
Sales value- growth/(decline) in % over previous year	(2.45)	19.40
Sales volume – growth/(decline) in % over previous year	(6.81)	11.45
Domestic sales value – growth/(decline) in % over previous year	(5.32)	16.82
Export sales Value- growth/(decline) in % over previous year	(1.27)	20.49

Segment wise Business overview :

GRP's efforts at reducing dependence on Reclaim Rubber (RR) business are gaining traction. While the RR business continues to remain the focal point of the company, the focus in business is shifting to technology upgradation, new product development, digitization initiatives. The Engineering Plastic (EP), Polymer Composite (PC) businesses, on the other hand, have witnessed success by way of customer approvals, new application acceptance during the year and thus provides confidence to GRP's long term focus on growth in building a portfolio of sustainable materials business across the rubber, plastic value chain. The company's products help reduce carbon foot print, aid processing, enhance properties in the customer formulations. As the company's customers segments witnesses consolidation (especially EP) and customers focus on using alternate materials to embed sustainability in their products, GRP's position is slowly but surely getting strengthened.

As per the Indian Accounting Standards (Ind AS) – 108 on operating segments, "Reclaim Rubber" has been identified as reportable segment and smaller business segments not separately reportable have been grouped under the heading "Others".

Segment wise revenue –Revenue of Rs.32,886 lakhs was generated from Reclaim Rubber segment and revenue of Rs.1,635 lakhs was generated from Others segment.

Capital Expenditure :

Your company's investment in the RR business continues towards automating processes, upgrading product properties, on cleaner production processes. Additional lines were converted to automated processes and the company has witnessed a sizeable reduction in temporary workforce on account of the automation. Investments in manufacturing process upgrade of RR to a cleaner technology has been approved by a couple of key customers and the current year will focus on replacing equipment in additional lines to mirror the same. Partnerships and agreements to convert energy requirements to clean sustainable sources like Wind (Panoli, Tamil Nadu), Natural gas (Ankleshwar, Panoli), Solar (Solapur) continue. Your company has added capacity to the tune of 3600 tons per annum in the Engineering Plastic business to capitalize the growth in this segment. A new line of equipment was also added in the Rubber composite business, however the same was loaned from the company's technology partner from North America. Both the businesses capacity stands increased by 100% respectively.

Joint Venture & Subsidiary:

For Marangoni GRP Pvt. Ltd. (MGPL), the JV company active in the Commercial Vehicle (CV) tyre retreading industry in India, 2019-20 was a year of proving and establishing its business model, superior performance of its industry leading product range, attracting more Franchisees (including a Franchisee from India's No.1 Retreading Network to switch to MGPL – a first for the company) and growing Franchisees' business to beyond their individual breakeven. The footprint of the company increased to trucking centres of Jamnagar, Coimbatore, Hyderabad, Chandrapur and Nagpurwith Namakkal, Salem, Uttranchal, Chhatisgarh and Punjab on the near term horizon. MGPL's model received a strong endorsement when a 10 year old member of India's #1 Retreading Franchisee Network switched both his units to MGPL. To expand the market for its retreads, MGPL introduced the concept of the Store Owned Casing tyre (SOC) at two of its Franchisees successfully thereby, giving to the fleets a ready alternative to a new tyre. In the next few quarters, SOC will be rolled out across all Franchisees leading to significant revenue growth and recognition of MGPL amongst fleets.

Marangoni SpA's strong support in terms of improved availability and wider range of Ringtread continues to be cornerstone of the customer strategy of attracting fleets. Localisation of retreading material and equipment has resulted in MGPL establishing itself as an end-to-end solution for Franchisees – only a handful of players in India offer this, thereby strengthening our position and perception of an upcoming leader in India. A key part of the 'premiumisation' strategy was to extend the Unitread range of premium flat treads into truck bias segment. A key element of the going forward plan is to include end-of-life (ELT) into the value proposition offered to fleets in close coordination with GRP to become a ‘2nd Life to ELT’ solution – something that MGPL is uniquely positioned to bring to the market.

Industry Structure & Development :

Reclaim Rubber (RR):

The core of GRP and will continue to remain the mainstay of the company for a near future. The goodwill and the capability the Reclaim Rubber business lends the company has helped in its endeavours past and present. With increasing focus on ESG investing globally and companies focussing on adding more ways of making sustainable products, the RR business supports tyre manufacturers fulfil their producer responsibility towards the environment and also helps save virgin rubber resources for the global rubber industry. This is one of the most successful yet underappreciated product in the Circular economy endeavour that’s being globally touted. Your company’s focus in the RR business in the current year has been on upgrading to a cleaner technology which eliminates generation of waste water or toxic fumes. The new process makes your company’s position stronger among its peers and should lead to increased adoption in the time to come.

The financial year 2019-20 has been a wild year with significant events shaping the state of the economy, business, consumer sentiment, and top it all the global pandemic that began at the fag end of the fiscal year. While the impact of each of the events is given below, the overall global GDP growth in 2019 was 2.9% compared to 3.6% in the previous year, with a fall in growth amongst mainly the Advanced economies (as defined by the IMF). The impact of Brexit resulted in an overall negative performance for the whole European Market for 2019-20, so while there was some stability in the replacement market, truck tyres registered flat sales, while passenger tyre sales witnessed de-growth. As a result GRP’s sales to the EU was flat compared to the previous year. The impact of the US-China trade war had a mixed impact on GRP’s performance. Whilst sales to the Chinese customers grew for most part of the year, the second half of the fiscal saw lower sales on account of anti-dumping duties on Chinese products (led to lower manufacturing activity). The sales to Chinese tyre/tube industries comprises ~14% by value of GRP’s total sales. However the positive implication on account of the growing voices against over dependence on Chinese supply chains, resulted in partial increase in volumes against Chinese competitors. Your company was able to increase its share among a few large global tyre companies who substituted Chinese supplies with that from your company. This should be a positive in the months to come and has helped GRP increase its share of wallet with large global accounts. The Gulf oil crisis (war within OPEC) burnt through the synthetic rubber prices & consequently Natural Rubber prices. With a deterioration in the oil prices, your company was under constant pressure from customers and competitors alike towards reducing prices of the products resulting in margin pressures as witnessed in the financial position. Towards the end of the fiscal, the business disruption on account of COVID impact continues to be felt across all sectors. However your company’s sales to the Chinese customers were affected starting January for the entire quarter. Given that Chinese customers account for about 13-15% by value of GRP’s total sales, the impact of COVID-19 on your company’s operations has been significant in the year under review.

India’s growth in the year under review softened to 4.2% in 2019 compared with 4.5% in 2018 (as per the IMF). However the Indian automotive industry has had a very different picture to paint. The automotive original equipment manufacturing industry has had one of the worst years in recent memory and not all of it is on account of the recent lockdown/disruption. The reasons for the dismal performance are attributed to a combination of a) Stringent environmental regulations, key among those being the adoption of BS-VI norms that led to confusion over its implementation date and the resultant increase in price of automobiles & inventory of older vehicles, b) A moderate economic growth (4.2%) in the country leading to a muted demand in sectors including for the first time in many years, the 2-wheeler segment, c) Growing popularity of shared mobility leading to lower per capita purchase of 4-wheelers and d) The crumbling of the NBFC sector leading to drying loans that have fuelled growth in auto sales over the last years. The only positive for the Indian automotive industry has been the export growth, but the share of exports in the country is insignificant to help the overall sales. The tyre industry in corollary has also witnessed one of its lowest growth in terms of revenue. After two consecutive years of double digit growth (12% in FY 18, 14% in FY 19), the tyre industry ended the year at a meagre 3-4% growth adding pressure to its balance sheet with a large capacity expansion plan. Whilst replacement tyre sales has normally insulated the industry against a weak OE demand, in the year under review, the replacement sales has been unable to provide the impetus to the tyre industry in the country. The non-automotive sectors being served by your company (conveyor belts, industrial flooring, among others) has also faced headwinds and hence not demonstrated growth.

A continuing global trend – focus on sustainability – continues to be a positive for your company. Year on year increased focus is being observed at leading global companies and is expected to increase focus (and motivation) on using more reclaim and other recycled rubbers. With new products that offer significantly improved performance, your company is uniquely placed to become a ‘partner’ to these companies. With ESG (Environment, Social, Governance) or Social investing assuming importance and with importance of Social businesses gaining prominence, your company is well positioned to offer solutions as part of the mobility industry’s needs for sustainable products. Your company continues to retain its Silver Rating in EcoVadis 2020 Survey (Bronze Rating in 2018 Survey), a collaborative platform that provides sustainability ratings for global supply chains and a coverage across 150 countries and more than 55,000 companies.

Other Business:

The Engineering Plastics (EP) business is operating in a high growth industry (Nylon is considered the fastest growing Engineering Plastic among all plastics) that’s replacing several higher weight materials in Automotive, Industrial & Home furnishing space. Your company continues to rely largely on in-house stream of raw materials generated in the Reclaim Rubber operation, leading to a much lower cost of raw materials compared to peers in the industry. The Nylon/Engineering Plastic industry in India is in a consolidation phase with increasing focus on backward integration and move towards greater control over raw materials. Your company continues to grow its portfolio and has had reasonable success by way of customers approvals across reputed brands in the industry. From large tier-1 OE manufacturers to multinational compounding companies to largest furniture brands in the country. This business is likely to witness aggressive growth in the years to come and capacity addition plans are underway to mirror the same, including potential partnership arrangements for long term offtake.

The Custom-die Forms (CDF) business continues to provide the much needed hedge for material purchasing of Reclaim Rubber. Your company has recently been successful at expanding the customer base including some domestic customers with a potential to diversify away from the traditional markets of North America. With a potential growth in other geographies, this BU will continue to remain an important part of the company’s future.

The Polymer Composites (PC) business is a technology tie-up with an American company to produce composite products from rubber and plastics. The business has remained steady/flat during the year under review on account of a weak North American economy. Your company is making efforts at growing this business in other geographies and is confident of a turnaround in the current year (the COVID impact not withstanding).

Changes in key financial ratios :

Particulars	Ratio as on 31st March, 2019	Ratio as on 31st March, 2020	% Change	Explanation, if any
(i) Debtors Turnover	6.07	5.30	-12.75%	Not applicable
(ii) Inventory Turnover	8.64	7.32	-15.26%	Not applicable
(iii) Interest Coverage Ratio	6.21	3.39	-45.38%	Refer Note 1
(iv) Current Ratio	1.28	1.23	-3.44%	Not applicable
(v) Debt Equity Ratio	0.48	0.65	-35.29%	Refer Note 2
(vi) Operating Profit Margin (%)	3.65%	1.71%	-53.26%	Refer Note 3
(vii) Net Profit Margin (%)	1.81%	0.87%	-51.83%	Refer Note 3
(viii) Return on Net worth	4.77%	2.28%	-52.10%	Refer Note 4

Notes:

1. The change in ASI 10 has led to an increase in the finance cost, however we remain within the covenants of the arrangements with our lending banks.
2. The company has drawn down long term debt to fund capital expenditure towards capacity expansion in the EP business and automation of its traditional processes, leading to a higher Debt Equity ratio.
3. A major reason for the lower Operating Profit Margin & Net Profit Margin are the loss of revenue & increased expenses on account of the COVID lockdown.
4. The resultant reduction in PAT has led to a reduced Return on Net worth.

Opportunities, Risks and Concerns :

Your company's position as a preferred supplier of sustainable materials based continues to be strengthened further by its focus in areas that have strategic adjacency. Each of GRPs Bus are organized under the sustainability theme of Recycle, Reuse and Reduce and is providing the impetus for future proofing your company. Your company continues to lead the industry standards through the introduction of new products, adoption of cleaner processes, upgrading standard of products supplied. In each of the segments it operates, it has a niche and is able to compete with established players operating at much larger scale, hence points to a much larger potential.

The diversified nature of its businesses, its customer segments (Tyres, Automotive, Industrial, Home furnishing, Oil & Gas, transportation), its geographies (the company exports actively to more than 40 countries) provide your company the hedge against sudden global events. The short-term to medium-term trend of market growth in these new industry segments gave your company the confidence to achieve and maintain a profitable growth trajectory.

A growing concern, however, continues to remain around policies for End-Of-Life waste regulation in the domestic markets and also for imports. While your company is managing this by expanding its network of suppliers in India as well as overseas and by constantly working at the R&D level to find ways to use new EOL material available in the market, risks arising out of some of these external events continue to remain a challenge. The company has a robust Risk Management process within the company and focus has been increased at the Corporate and BU level to actively use it in making key decisions.

Outlook :

The year gone by has demonstrated the company's resilience in the face of multiple economic events and we remain optimistic about the potential of revenue and margin growth from various BUs in the near term. RR business operated at reasonable levels of capacity utilisation, however events on account of the COVID-19 pandemic have resulted in uncertainty for the current fiscal and the recovery in the company's customer segments will depend greatly on the return to normalcy across sectors. However we remain confident of our financial strength, our global acceptance and our product qualities to ensure that we'll be the first choice of supplier to regain strength as customers seek materials for the restart. The EP business has established a certain niche and strength across certain applications and we remain confident of a larger market share in the months to come. On back of potential partnership opportunities that we're actively pursuing, we are confident of significant growth in this business in the years to come. We continue to endeavour taking our R&D capabilities to other types of plastics for effective solutions. The PC business should grow in the current year on account of capacity expansion of our partner's manufacturing lines and will provide the hedge for material availability in the future. The CDF business is likely to maintain status quo but will continue to provide the much needed leverage over raw materials for the Reclaim Rubber business.

Internal Control Framework:

Your Company conducts its business with integrity and high standards of ethical behaviour, and in compliance with the laws and regulations that govern its business. Your Company has a well-established framework of internal controls in operation, supported by standard operating procedures, policies and guidelines, including suitable monitoring procedures and self-assessment exercises. There are Internal Audit and Compliance functions in place which are responsible for independently evaluating the adequacy of all internal controls and ensuring operating and business units adhere to internal processes and procedures as well as to regulatory and legal requirements. The audit function also proactively recommends improvements in operational processes.

In addition to external audit, the financial and operational controls of your Company at various locations are reviewed by the Internal Auditors, to report significant findings to the Audit Committee of the Board. The Audit Committee reviews the adequacy and effectiveness of the implementation of audit recommendations including those relating to strengthening the Company's risk management policies and systems. Compliance with laws and regulations is also monitored through a matrix of a well laid down framework which requires individual functions to confirm and report statutory compliances on all laws and regulations concerning their respective functions and which gets integrated with the overall compliance reporting on all laws and regulations for the purposes of review and monitoring by the Audit Committee.

People and Practices :

The Company recognizes the importance and contribution of its human resources for its growth & development and values their talent, integrity and dedication. To stay in line with the current market practices and promote opportunities of job enrichment, the Company undertook a Level Restructuring exercise this year to flatten the structure, provide greater opportunities for younger talent joining the organization and pave the way for a leaner team for the future. Several new people practices like Traineeship programs, Internal Job Posting, Flexi-Time, Work from Home etc. were also launched. The Company continues to foster a high performance culture by recognizing good performers and providing them with career enhancing opportunities. Several HR initiatives have been taken for the strategic alignment of HR function with the business objectives. These initiatives encompass employee engagement, learning & development. The Company has been successful in attracting and retaining key professionals and intends to continue to seek fresh talent to further enhance and grow its business. A result of all the above has resulted in the company being certified A Great Place to Work in its first attempt at this accolade. As the Company grows its other business units, talent acquisition will remain a continued focus of the future.

The GRP Board continues to challenge the management and push for higher targets. The Board's well rounded experience comprises individuals with experience in leading tyre industry, chemical industry, private equity, branding & marketing fields. The Board continues to provide long term direction to the Company and engages actively towards initiatives inputs on the Company's long-term vision.

Manufacturing operations :

Your Company successfully completed its first IATF surveillance audit in February this year and, over the last one year, has further strengthened its already rigorous process standards in all its areas of operation. This stringent automotive industry standard has given your Company a distinct competitive advantage and has helped gain approvals of major customers. Company had a very successful year in its third year of driving significant automation and technology upgrade in its manufacturing processes, including digitalization. This year, the Company has accelerated its digitization drive in line with Industry 4.0 across its business and operating processes.

Environment, Health and Safety (EHS):

Your Company targets zero injuries and incidents via an active EHS program deployed across all its plant locations and HO. As a part of this program various systems like Air Pollution Control System, Fume Extraction System and Eco Ventilators are in place at all its manufacturing sites. Required safety systems are in place at all sites to maintain high standard of safety and health of employees as well as plant machinery, building and material. Safety Council, comprising of a cross-functional plant teams, as well as third party EHS audits have been instituted to identify, assess and mitigate the risks in the EHS area. Ongoing automation drive is also helping significantly improve the shop floor ergonomics across its plants.

With the onset of global COVID-19 pandemic triggered lockdown across India during latter part of the year, your Company was pro-active in shutting down all of its manufacturing locations and its Mumbai Head Office, in order to safeguard all its employees from the threat of the virus. The Company was one of the first ones to proactively transition to Work from Home for its entire HO staff as well as the plant leadership teams. During the time, the Company also rolled out carefully drafted Standard Operating Procedures and Training Modules for all its locations to safeguard its workforce in these unprecedented times of 'social distancing' which are likely to prevail for the foreseeable future. These have been successfully implemented during the start up of all its manufacturing locations in April '20.

Risk Management :

Enterprise Risk Management (ERM) process is embedded in the organization's working methodologies and decision making process and is aligned to the Company's Strategic Planning Process. The process involves identification, evaluation, mitigation and review of risks and opportunities both at business and enterprise level.

ERM process is owned by the internal committee consist of functional heads and is a comprehensive process that ensures coverage of major strategic, marketing, finance, people related, environmental, economic and operational risks that could possibly derail achievement of the company's objectives and goals.

Risk owners, identified for each risk, prepare detailed mitigation plans which are formulated based on projects undertaken and in line with the company's goals, both short and long term.

ERM framework promotes a risk aware culture with a monthly risk review mechanism in place by individual and cross-functional teams with quarterly reporting of the enterprise risks and mitigation plans to the Audit Committee of the Board.

Sustainability practices :

Your company has in place the process, equipment and know-how to operate each of its facility as a zero discharge facility. In times when the regulatory requirements for the industry we operate in require stringent norms, this is a huge advantage for customers' need for stability and to have a material producer without any risk of continuity. Your company has been conscious of its environmental sustainability obligations and has an active strategy around reduction in energy needs and switching to clean sources of energy. To this effect, the company has invested in low energy consuming lighting at all its locations and apart from operating its own solar power plant, has actively used wind energy and natural gas to generate power at its own manufacturing units. The clean energy use (from solar, wind) at its plants is 18% of its total energy needs. Company also has plans of increasing the clean energy consumption further to improve upon its carbon footprint.

Cautionary Statement :

Statements in the Management Discussion and Analysis describing the company's objectives, projections, estimates and expectation may be forward looking within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied. The company assumes no responsibility to publicly amend, modify or reverse any forward looking statements, on the basis of any subsequent developments, information or events.

For and on behalf of the Board of Directors

Place :Mumbai	Rajendra Gandhi	Harsh Gandhi
Date :10th June, 2020	Managing Director	Joint Managing Director

Annexure 3

Report on Corporate Governance

Corporate Governance may be described as a set of systems, processes and principles which ensure that a company is governed in the best interest of all stakeholders. It ensures commitment to values and ethical conduct of business, transparency in business transactions, statutory and legal compliances; adequate disclosures and effective decision-making to achieve corporate objectives. In other words, Corporate Governance is about promoting corporate fairness, transparency and accountability. Good Corporate Governance is simply Good Business.

1. Company's Philosophy on Corporate Governance

Corporate Governance ensures fairness, transparency and integrity of the management. Corporate Governance is a way of life, rather than a mere legal compulsion. It further inspires and strengthens investor's confidence and commitment to the Company. Any good Corporate Governance provides an appropriate framework for the Board, its committees and senior management, to carry out the objectives that are in the interest of the Company and the stakeholders.

The Company maintains the highest levels of transparency, accountability and good management practices through the adoption and monitoring of corporate strategies, goals and procedures to comply with its legal and ethical responsibilities.

We believe that sound Corporate Governance is critical to enhancing and retaining investor trust. Accordingly, we always seek to ensure that we attain our performance goals with integrity. Our Board exercises its fiduciary responsibilities in the widest sense of the term.

In compliance with the disclosure requirements as mentioned in Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details are set out in this report.

2. Board of Directors

i) Composition:

The composition of the Board of Directors of the Company was in conformity with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year 2019-20. The Board of Directors of the Company has an optimum combination of Executive, Non- Executive and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. As on 31st March, 2020, the Board of Directors comprises of eight directors, out of these one Executive Director (Promoter) as the Managing Director, three Non-Executive & Independent Directors, three Non-executive & Non-independent Directors and one Executive Non-independent Director. Chairperson of the Board is Non-executive Director. Necessary disclosures have been obtained from all the directors regarding their directorship and have been taken on record by the Board. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013.

ii) Board Meeting:

Dates of Board Meeting	27th May 2019	30th July 2019	9th November 2019	12th February 2020
Board Strength	8	8	8	8
No. of Directors present	8	8	6	6

Board procedure: The Company places before the Board all the details as required under Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The dates for the board meetings are fixed after taking into account the convenience of all the directors and sufficient notice is given to them. The agenda is circulated in advance to the Board members. All the information required for decision making are incorporated in the agenda. The information that cannot be included in the agenda is tabled at the meeting. The Managing Director and Joint Managing Director at the Board meetings keep the Board apprised of the overall performance of the Company.

Attendance and other directorships: The attendance of the Board of Directors and related information as on 31st March, 2020 is as under:

Nameof Director & Designation	Category	No.of Board Meetings		Attendance at Last AGM on 22.08.2019	Number of Directorships in other Indian Public Limited Companies	No. of Committees #	
		Held	Attended			Member	Chairperson
Dr. Peter Philip	Non Executive and Non Independent (Chairperson)	4	3	Yes	5	1	0
Rajendra V. Gandhi (Managing Director)	Executive (Promoter)	4	4	Yes	2	3	1
Mahesh V. Gandhi	Non Executive (Promoter)	4	4	Yes	1	0	0
Rajeev M. Pandia	Non Executive and Independent	4	4	Yes	6	6	2
Saurabh S. Shah	Non Executive and Independent	4	3	No	1	2	0
Alpana Parida	Non Executive and Independent	4	3	No	5	5	1
Nayna R. Gandhi	Non Executive and Non Independent	4	3	No	1	0	0
Harsh R. Gandhi (Jt. Managing Director)	Executive (Promoter Group)	4	4	Yes	2	1	0

\# It excludes committees other than Audit committee, Stakeholders Relationship committee and companies other than public limited company but includes committee membership / Chairmanship in GRP Ltd.

iii) Names of the Listed entities where the person is a Director and the category of Directorship as on 31st March, 2020:

Sr. No.	Name of Director	Name of Listed Entity in which Director	Category of Directorship
1	Rajendra V. Gandhi	Steelcast Limited	Independent Director
2	Rajeev M. Pandia	Excel Industries Limited	Independent Director
		The Supreme Industries Limited	Independent Director
		Thirumalai Chemicals Ltd	Independent Director
		Ultramarine & Pigments Ltd.	Independent Director
		Supreme Petrochem Ltd	Independent Director
3	Alpana Parida	Cosmo Films Ltd.	Independent Director
		S H Kelkar and Company Ltd.	Independent Director
		Prime Securities Ltd.	Independent Director
4	Harsh Gandhi	Ultramarine & Pigments Ltd.	Independent Director

iv) Disclosure of relationship between directors inter-se:

a) Rajendra V. Gandhi and Mahesh V. Gandhi are related to each other as brothers.

b) Harsh R. Gandhi is the son of Rajendra V. Gandhi and Nayna R. Gandhi.

c) Nayna R. Gandhi is wife of Rajendra V. Gandhi and mother of Harsh R. Gandhi.

Except the above, there is no other inter-se relationship between the directors.

v) Shareholding of the Non-Executive Directors in the company as on 31st March,2020:-

Name of the Non-executive Director	No. of shares held
Dr. Peter Philip	1333
Mahesh V. Gandhi	62550
Rajeev M. Pandia	Nil
Saurabh S. Shah	Nil
Nayna R. Gandhi	44405
Alpana Parida	Nil

vi) Web link where details of familiarization programs imparted to independent directors has been given, is as follows:

http://www.grpweb.com/pdf/Familiarization%20program%20for%20Independent%20Directors%202019-20.pdf

vii) Matrix setting out the core skills / expertise / competencies identified by the board of directors for it to function effectively as required in the context of the business of the company is provided and the board collectively confirms that all these skills / expertise / competencies are actually available with the board:

Strategy and planning	Executive Management	Finance	Marketing Management
Project Management	Expert industry knowledge	Commercial	Governance and Compliance

Expertise/ Skill of Directors

Name of the Director	Expertise/ Skill
Dr. Peter Philip	Strategy and planning, Executive Management, Finance, Expert industry knowledge
Rajendra V. Gandhi	Strategy and planning, Executive Management, Finance, Marketing Management, Project Management, Commercial, Expert industry knowledge
Mahesh V. Gandhi	Strategy and planning, Executive Management, Marketing Management, Commercial
Rajeev M. Pandia	Strategy and planning, Executive Management, Finance, Marketing Management, Project Management, Commercial, Expert industry knowledge, Governance and Compliance
Saurabh S. Shah	Strategy and planning, Finance, Commercial, Governance and Compliance
Alpana Parida	Strategy and planning, Executive Management, Marketing Management
Nayna R. Gandhi	Executive Management
Harsh R. Gandhi	Strategy and planning, Executive Management, Finance, Marketing Management, Project Management, Commercial, Expert industry knowledge

viii) In the opinion of the board, the independent directors fulfill the conditions specified in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and are independent of the management.

3. **Audit Committee**

i) **Brief description of terms of reference:**

1. 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;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
   a. Matters required to be included in the Director's 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.
   b. Changes, if any, in accounting policies and practices and reasons for the same
   c. Major accounting entries involving estimates based on the exercise of judgment by management
   d. Significant adjustments made in the financial statements arising out of audit findings
   e. Compliance with listing and other legal requirements relating to financial statements
   f. Disclosure of any related party transactions
   g. modified opinion(s) in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. 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;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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.
14. Discussion with internal auditors of any significant findings and follow up there on;
15. 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;
16. 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;
17. 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;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;
20. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

ii) **Composition, Name of Members and Chairperson**

Name of Director	Current position held in the committee	Category	Audit Committee Meetings	
			Held	Attended
Rajeev M. Pandia	Chairperson	Non Executive Independent	4	4
Dr. Peter Philip	Member	Non Executive Non Independent	4	3
Saurabh S. Shah	Member	Non Executive Independent	4	3
Alpana Parida	Member	Non Executive Independent	4	4

iii) Meetings during the year

Audit Committee met four times during the last financial year on 27th May, 2019, 30th July, 2019, 9th November, 2019 and 12th February, 2020.

4. Nomination and Remuneration Committee:

i) Brief description of terms of reference

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board of Directors;
3. Devising a policy on diversity of Board of Directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
5. Recommend to the board, whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

ii) Composition, Name of members and Chairperson

Name of Director	Current position held in the committee	Category	Nomination and Remuneration Committee Meeting	
			Held	Attended
Rajeev M. Pandia	Chairperson	Non-Executive Independent	2	2
Dr.Peter Philip	Member	Non-Executive Non Independent	2	2
Alpana Parida	Member	Non-Executive Independent	2	2

iii) Meetings during the year

The Committee met two times during the last financial year 27th May, 2019 and 30th July, 2019.

iv) Performance evaluation criteria for independent directors:

The Committee formulates evaluation criteria for the Independent Directors which is broadly based on:

a) Knowledge to perform the role;

b) Time and level of participation;

c) Performance of duties and level of oversight; and

d) Professional conduct and independence.

5. Remuneration of Directors:

i) During the financial year 2019-20, the Company has made the following payments to the Non-executive Directors:

Sr. No.	Name of Director	Sitting Fees (Rs.)	Commission (Rs.)
1	Dr.Peter Philip	1,29,000/-	Nil
2	Mahesh V. Gandhi	80,000/-	Nil
3	Rajeev M. Pandia	2,94,000/-	48,000/-
4	Alpana Parida	2,34,000/-	Nil
5	Saurabh S.Shah	1,98,000/-	Nil
6	Nayna R. Gandhi	60,000/-	Nil

ii) Criteria of making payments to Non-executive Directors:

a) All the remuneration of the Non- Executive Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

b) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

c) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

i) The Services are rendered by such Director in his capacity as the professional; and

ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

iii) Details of Remuneration paid to the Managing Director and Joint Managing Director for the year ended 31st March, 2020.

Total remuneration paid to the Managing Director and Joint Managing Director during the financial year 2019-20 was as under:

Name	Designation	Salary (Rs.)	Commission (Rs.)	Contribution to Provident and Pension Fund (Rs.)
Rajendra V. Gandhi	Managing Director	1,00,60,000	Nil	11,17,200
Harsh R. Gandhi	Joint Managing Director	1,62,75,000	Nil	12,87,000

6. Stakeholders Relationship Committee:

i) Composition, Name of members and Chairperson

Name of Director	Category	Current position held in the committee	Stakeholders Relationship Committee Meeting	
			Held	Attended
Rajeev M. Pandia	Non-Executive Independent	Chairperson	1	1
Rajendra V. Gandhi	Executive Non Independent	Member	1	1
Harsh R. Gandhi	Executive Non Independent	Member	1	1

ii) Name & Designation of Compliance Officer

Ganesh A. Ghangurde, Chief Compliance Officer

iii) A Statement of various complaints received and cleared by the Company during the financial year 2019-20 is given below:

Nature of Complaints	Received	Cleared	Pending
Non receipt of annual report	1	1	Nil
Total	1	1	Nil

7. Corporate Social Responsibility (CSR) Committee:

i) Brief description of terms of reference

- Formulate and update CSR Policy, which will be approved by the Board
- Suggest areas of intervention to the Board
- Approve projects that are in confirmative with the CSR policy
- Put monitoring mechanisms in place to track the progress of each project
- Recommend the CSR expenditure to the Board for approval

ii) Composition, Name of members and Chairperson

Name of Director	Category	Current position held in the committee
Rajeev M. Pandia	Non-Executive Independent	Chairperson
Rajendra V. Gandhi	Executive Non Independent	Member
Harsh R. Gandhi	Executive Non Independent	Member

8. Meeting of Independent Directors:

The year under review, all the Independent Directors of the Company met on 12th February, 2020, to review the performance of non- Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and had assessed the quality, quantity and timeliness of flow of information between the company management and the Board.

9. General Body Meetings

Financial Year ended	Date & Time	Nature	Special Resolutions passed
31st March, 2017	10th August, 2017 at 12.30 P.M.	AGM	• No special resolution passed
31st March, 2018	16th August, 2018 at 12.30 P.M.	AGM	• Reappointment and revision in remuneration of Harsh R. Gandhi as Joint Managing Director
31st March, 2019	22nd August, 2019 at 12.30 P.M.	AGM	• Appointment of Mahesh V. Gandhi, who has attained the age of 75 (seventy five) years • Reappointment & revision in remuneration of Rajendra V. Gandhi as Managing Director • Payment of commission to Rajeev M. Pandia, Non-Executive Independent Director for the financial year ending 31st March, 2020

Venue for all the above mentioned general meetings was Registered Office i.e. Plot No.8, GIDC Estate, Ankleshwar, Dist Bharuch, Gujarat – 393002.

During the financial year 2019-20 under review, no resolution was passed by the shareholders through postal ballot.

10. Disclosures:

i) During the financial year 2019-20, besides the transactions reported elsewhere in the Annual Report, there were no other related party transactions with the promoters, directors and management that had a potential conflict with the interest of the Company at large.

All the transactions with related parties are periodically placed before the Audit Committee. Transactions with related parties, as per requirements of Ind AS 24, are disclosed in Note No.36 to the Accounts in the Annual report and they are not in conflict with the interest of the Company at large.

ii) There have been no instances of non-compliance on any matter with the rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital markets during the last three financial years.

iii) The company has framed a formal whistle blower policy and affirm that the employees of the company have free access to the Board of Directors, Audit Committee and Senior Management personnel to report their concerns about unethical behaviour, fraud or violation of statutory requirements, with assurance from the management to protect the employees from victimization in case they report any such unethical or fraudulent behaviour.

iv) The company has complied with the mandatory requirements regarding the Board of Directors, Audit Committee and other Board committees and other disclosures as required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has not adopted non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

v) Policies for related party transactions and for determining material subsidiaries:

The web link to access the above two policies hosted by the company on its website www.grpweb.com are as under:

a) http://www.grpweb.com/pdf/Related%20Party%20Transaction%20Policy.pdf

b) http://www.grpweb.com/pdf/Policy%20for%20determining%20material%20subsidiaries.pdf

vi) Company has taken suitable steps from time to time for protecting it against foreign exchange risk(s).

11. Means of Communication :

The company regularly publishes its quarterly, half-yearly and annual results within the prescribed time limit and in the prescribed format in National and Regional Daily Newspapers viz. Financial Express and Gujaratmitra. These results are also made available on the web site of the company www.grpweb.com

Company is also in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the communication to the stock exchanges.

12. General Shareholder information:

i) Annual General Meeting (AGM)

Day, date and time	Tuesday, 11th August, 2020 at 2.30p.m.
Mode	AGM of the Company will be held through Video conferencing / Other Audio Visual Means vide Ministry of Corporate Affairs ("MCA") circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020.

ii) Financial year: 1st April, 2019 to 31st March, 2020.

iii) Date of Book Closure

From 5th August,2020 to 11th August, 2020 (both days inclusive).

iv) Listing on Stock Exchanges:

Name of Stock Exchange	Scrip Code	ISIN No.
BSE Ltd. P. J. Towers, Dalal Street, Mumbai - 400001	509152	INE137I01015
National Stock Exchange of India Limited, Exchange Plaza, BKC, Bandra (E), Mumbai - 400051	GRPLTD	

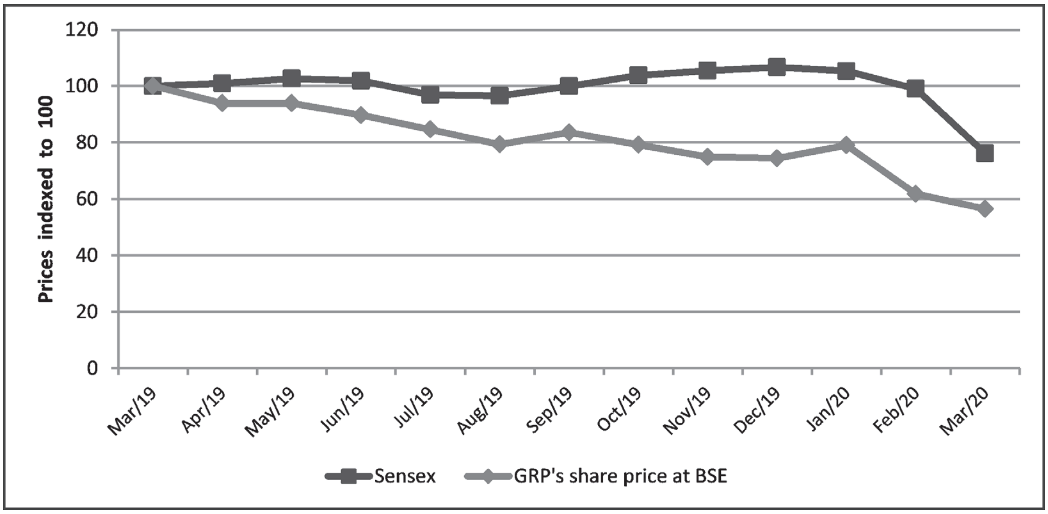
The listing fees will be paid to both the above Exchanges for the financial year 2020-21within the statutory time limit.

v) Market Price Data: High, low during each month during the financial year 2019-20. Monthly Share Price data of the Company's equity shares of Rs.10/- each fully paid up, traded on BSE Ltd. and National Stock Exchange of India Limited for the year ended 31st March, 2020 is as under:

Month	**BSE**		**NSE**	
	Highest Rate (Rs.)	**Lowest Rate (Rs.)**	**Highest Rate (Rs.)**	**Lowest Rate (Rs.)**
April-19	1165.00	1040.00	1,169.95	1,001.00
May-19	1090.00	980.00	1,093.95	950.10
June-19	1070.00	975.00	1,079.95	941.00
July-19	1000.00	844.00	1,049.00	835.00
August-19	950.00	864.00	996.45	838.50
September-19	1000.00	845.00	1,010.00	842.10

Month	BSE		NSE	
	Highest Rate (Rs.)	Lowest Rate (Rs.)	Highest Rate (Rs.)	Lowest Rate (Rs.)
October-19	938.00	857.30	1,000.00	826.00
November-19	902.60	770.00	929.95	750.40
December-19	883.00	732.00	900.00	728.00
January-20	1054.70	776.00	1,099.00	755.10
February-20	924.30	684.00	943.90	672.50
March-20	699.95	504.00	719.90	462.50

vi) Performance in comparison to BSE Sensex



vii) Name and Address of the Registrar and Share Transfer Agent:

Universal Capital Securities Pvt. Ltd.
21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (E), Mumbai – 400 093.
Tel:022-28366620. Fax:022-28207207. E-mail:info@unisec.in

viii) Share Transfer System:

SEBI has amended regulation 40 of SEBI (LODR) Regulations, 2015 vide Notification dated 30th November, 2018 and in terms of said notification except in case of transmission or transposition of shares, requests for effecting transfer of shares shall not be processed unless the shares are held in the dematerialized form with a depository after 1st April, 2019.

The requests for the dematerialization of shares are processed by Registrar and Share Transfer Agents and if all the documents are found to be in order, the same are approved by them with in a period of fifteen days.

Transfer of equity shares in electronic form is done through the depositories with no involvement of the Company and Registrar and Share Transfer Agent updates record on weekly basis.

(1) Distribution of Share Holding as on 31st March, 2020:

No. of share sheld		Shareholders		Shareholding		Share Amount	
From	To	Number	% to Total	Holdings	% to Total	Rs.	% to Total
1	500	2796	93.05	155307	11.65	1553070	11.65
501	1,000	76	2.53	58116	4.36	581160	4.36
1,001	2,000	53	1.76	76608	5.75	766080	5.75
2,001	3,000	19	0.63	49776	3.73	497760	3.73
3,001	4,000	11	0.37	39607	2.97	396070	2.97
4,001	5,000	10	0.33	47887	3.59	478870	3.59
5,001	10,000	11	0.37	79873	5.99	798730	5.99
10,001	And above	29	0.96	826159	61.96	8261590	61.96
	Total	**3005**	**100.00**	**1333333**	**100.00**	**13333330**	**100.00**

(2) Shareholding as on 31st March, 2020

Categories	No. of Shares	Amount in Rs.	% to total
Promoter and Promoter Group holding	557465	5574650	41.81
Public holding			
Mutual Funds	50	500	0.00
Foreign Portfolio Investors	575	5750	0.04
Individual shareholders holding nominal share capital up to Rs. 1 lakh	387143	3871430	29.04
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	240846	2408460	18.06
Clearing Members	643	6430	0.05
Bodies Corporate	83569	835690	6.27
Non-Resident Indian (NRI)	23484	234840	1.76
LLP	16780	167800	1.26
HUF	17878	178780	1.34
IEPF	4900	49000	0.37
Total:	**1333333**	**13333330**	**100.00**

(3) Dematerialization of Shares : The Company has established connectivity with Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) for dematerialization of shares and the same are available in electronic segment under ISIN - INE137I01015. As on 31st March, 2020, Equity shares of the Company representing 96.33% of the Company's equity share capital were in electronic form.

ix) The Company has not issued any GDRs / ADRs, warrants or any other convertible instruments.

x) Plant Locations

- Ankleshwar & Panoli, Dist. Bharuch, Gujarat.
- Chincholi & Akkalkot Road, Dist. Solapur, Maharashtra.
- Perundurai, Dist. Erode, Tamilnadu.

xi) Address for Correspondence :

GRP Limited

510, "A" Wing, Kohinoor City Commercial – I, Kirol Road, Off. L. B. S. Marg, Kurla (W), Mumbai 400 070.

Telephone: +(91)-(22)-67082500/67082600

Email : investor.relations@grpweb.com

xii) Credit rating by CRISIL Limited:

Long-Term Rating CRISIL BBB+/ Negative (outlook revised to Negative from stable)

Short-Term Rating CRISIL A2 (Reaffirmed)

13. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part : Rs.11.41 Lakh

14. Declaration by the Joint Managing Director for compliance with code of conduct in pursuance of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I hereby declare that all the board members and senior management personnel of the company have affirmed to the board of directors, their compliance with the code of conduct of the company for the financial year 2019-20, pursuant to Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place :Mumbai
Date :10th June, 2020

Harsh Gandhi
Joint Managing Director

15. CEO and CFO certification, issued pursuant to the provisions of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

To ,The Board of Directors of GRP Ltd.

We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2020 and that to the best of our knowledge and belief, we state that:

A. (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.

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

D. We have indicated to the auditors and the Audit committee:

(1) that there are no significant changes, in internal control over financial reporting during the year;

(2) that there are no significant changes in accounting policies during the year; and

(3) that there are no instances of significant fraud of which we have become aware.

Shilpa Mehta	Harsh Gandhi
Chief Financial Officer	Joint Managing Director
Mumbai, 10th June,2020	

The above certificate was placed before the meeting of Board of Directors held on10th June, 2020.

16. Certificate from Practicing Company Secretary

A certificate has been obtained from CS Khyati Shah, Practicing Company Secretary, confirming that none of the Directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

17. Auditors' Certificate on Corporate Governance

Certificate regarding compliance of conditions of Corporate Governance, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued by M/s. DKP & Associates, Chartered Accountants, auditors of the company, is annexed to this report.

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Annexure 4

Independent Auditor's Certificate on Corporate Governance

To

The Members of GRP Limited

1. We DKP & associates, Chartered Accountants, the statutory auditors of GRP LTD ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2020, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46 (2) and Para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations").

Management's Responsibility

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

Auditor's Responsibility

3. Our responsibility is limited to examining 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.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with Guidance Note on the Certification of Corporate Governance issued by the Institute of Chartered Accountant of India (the ICAI), the standard on Auditing specified under section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on reports or certificate for Special purposes issued by the ICAI which requires that we comply with the ethical requirements of Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanation provided to us and the representation provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D of schedule V of the SEBI Listing Regulations during the year ended 31st March, 2020.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For DKP & Associates
Chartered Accountants
(Registration No.126305W)

D.K Doshi
Partner

Place : Mumbai
Membership NO:037148

Date: 10th June, 2020
UDIN:20037148AAAABE9623

Annexure 5

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

[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,

GRP LIMITED

Plot No.8,GIDC Estate Ankleshwar-393002

CIN: L25191GJ1974PLC002555

I, **Khyati Shah, Company Secretary in Practice,** have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GRP LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **GRP LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by GRP LIMITED for the financial year ended on 31st March, 2020 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during the Audit period);**
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Audit period);**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit period);**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulation, 1993 regarding the Companies Act and dealing with the client **(Not applicable as the Company is not registered as a Registrars to an Issue or Share Transfer Agent during the financial year under review);**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit period);**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit period);**
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

i. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board meetings and general meetings.

ii. The Listing Agreements entered into by the Company with BSE Limited and NSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management has identified and confirmed the following laws as specifically applicable to the company:

1. Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008
2. Indian Boilers Act, 1923

   During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, wherever applicable.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

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

(i) Public/Right/Preferential issue of shares / debentures/sweat equity etc.

(ii) Redemption / buy-back of securities

(iii) Decision by the members of the Company pursuant to section 180 of the Companies Act, 2013.

(iv) Merger / amalgamation / reconstruction etc.

(v) Foreign technical collaborations.

For KGS & Company
Company Secretary

CS Khyati Shah
(Proprietor)
ACS:42442 CP:18549
UDIN:A042442B000330391

Place: Ahmedabad
Date: 10th June, 2020

Note: This report is to be read with my letter of even date which is annexed as Annexure- A and forms an integral part of this report.

ANNEXURE - A OF SECRETARIAL AUDIT REPORT

To,

The Members,

GRP LIMITED

Plot No.8, GIDC Estate Ankleshwar-393002

CIN: L25191GJ1974PLC002555

My report of regarding secretarial audit is to be read along with this letter.

Management's responsibility:

It is the responsibility of the management of the company to maintain secretarial records, devise proper systems, to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's responsibility:

Due to wake of COVID 19 pandemic situation and prevailing nation-wide lockdown we are not able to verify documents and registers maintained by the company physically as required under the Companies Act, 2013 and Secretarial Standards issued by the ICSI. We have relied on Management Declaration for the same.

My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances.

I believe that audit evidence and information obtained from the company's management is adequate and appropriate for us to provide a basis of my opinion.

Wherever required, I have obtained the management representation about the compliance of laws, rules, and regulations and happening of events etc.

Disclaimer:

The secretarial audit report is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For KGS & Company
Company Secretary

CS Khyati Shah
(Proprietor)
ACS:42442 CP:18549
UDIN:A042442B000330391

Place: Ahmedabad
Date: 10th June, 2020

Annexure 6

ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD'S REPORT

1. **Brief outline of the Company's CSR policy**:

   Company's CSR policy is to -

- contribute towards social and economic development of the communities where it operates.
- in addition, Company wants to build a sustainable way of life for all sections of society,
- with emphasis and focus on Education, Health Care, Sustainable Livelihood and Empowerment of Women.

2. **An overview of activities proposed to be undertaken**:

   Broad areas of CSR policy activities covers -

- Education:
  - ➢ Balwadis/Mobile vans for elementary education
  - ➢ Vocational training for adult education
  - ➢ Merit based scholarship to support University Education
  - ➢ Strengthen/support existing institutes engaged in providing primary, secondary and higher level education.
- Health care:
  - ➢ Primary health care centers
  - ➢ Mobile health care projects
  - ➢ Preventive health through awareness programs
- Sustainable Livelihood:
  - ➢ Vocational training aimed at employability
  - ➢ Supporting initiatives around Yoga, meditation, other self-help
  - ➢ Awareness programs for clean living/housing facilities (5S, etc.)
  - ➢ Awareness programs on hygiene, safe water
  - ➢ Encouraging plantation of trees through self help groups of women
- Empowerment of Women
  - ➢ Girl child education up to University level
  - ➢ Supporting groups for women empowerment

3. **Reference to the web-link to the CSR policy**:

   The web-link is –

   https://www.grpweb.com/pdf/Corporate%20Social%20Responsibility%20%20Policy-2020.pdf

4. **The composition of the CSR Committee**:

Sr. No.	Name of the member	Designation
1	Rajeev M. Pandia	Chairperson of Committee (Independent Director)
2	Rajendra V. Gandhi	Managing Director
3	Harsh R. Gandhi	Joint Managing Director

5. **Average Net Profit of the Company for last 3 financial years**:

Financial Year	Net Profit as per Section 198 of Companies Act, 2013 (Rs. in lakh)
2018-19	1091.90
2017-18	465.56
2016-17	1439.25
Total	**2996.71**
Average profit	998.90

6. Threshold Limit - (2% of the amount as mentioned in 5 above) - Rs. 19.98 Lakhs.

7. Details of CSR activities undertaken during the year (2019-20):

a. Total amount to be spent for the financial year – Rs. 19.98 lakhs.

b. Amount unspent – Nil

c. Manner in which the amount spent during the year:

1	2	3	4	5	6	7	8
Sr. No. & Date	**CSR Activity identified**	**Sector in which the Project is covered**	**Projects / Programs 1. Local area / others 2. Specify the state and district where Project/ program was undertaken**	**Amount outlay (budget) project/ program wise (Rs. lakh)**	**Amount spent on the project /program Subheads: 1.Direct expenditure on project, 2.Overheads (Rs. lakh)**	**Cumulative expendi-ture upto the reporting period. (Rs. lakh)**	**Amount spent: Direct/through implementing agency**
1 15.05.2019	Scholarship to Students	Education	Local, Ankleshwar, Gujarat	5.00	5.00	5.00	Ankleshwar Rotary Education Society
2 15.05.2019	Distribution of medals to students	Education	Bhavnagar, Gujarat	1.51	1.51	1.51	Smt. R.D. Gardi Bhavnagar Stree Kelvani Mandal
3 25.05.2019 & 22.11.2019	Water harvesting machine	Health care	Panchgani, Maharashtra	5.00	5.00	5.00	Initiatives of Change
4 18.07.2019	Repairing work of Yoga Centre	Health care	Local, Ankleshwar, Gujarat	1.00	1.00	1.00	Ankleshwar Industrial Dev. Society
5 31.08.2019	Distribution of Computer	Sustainable Livelihood	Local, Mumbai, Maharashtra	0.25	0.25	0.25	The Anchorage
6 18.09.2019	Scholarship to girl Students	Education	Udaipur, Rajasthan	0.38	0.38	0.38	Gyan Mandir Samiti
7 08.11.2019	Sponsorship for Sport Event	Education	Local, Solapur, Maharashtra.	0.05	0.05	0.05	Solapur Zilla Association of the Deaf and Dumb
8 21.11.2019	Distribution of Computer	Education	Local, Mumbai, Maharashtra	0.13	0.13	0.13	Gurukul centre for Special Children
9 31.01.2020	Contribution to KC Mahindra Trust	Education	Local, Mumbai, Maharashtra	4.55	4.55	4.55	K.C. Mahindra Education Trust
10 01.01.2020	Sponsorship for EHS Seminar	Health care	Local, Ankleshwar, Gujarat	0.25	0.25	0.25	Ankleshwar Environmental Preservation Society
11 03.01.2020	Scholarship to Students	Education	Local, Ankleshwar, Gujarat	1.35	1.35	1.35	Ramkrishna Vivekanand Charitable Trust
12 27.01.2020	Project Toybank	Education	Local, Solapur, Maharashtra	0.89	0.89	0.89	The Opentree Foundation
13 16.03.2020	Distribution of Printer	Education	Local, Mumbai, Maharashtra	0.05	0.05	0.05	Kamlaben Mehta Blind School
	Total			**20.41**	**20.41**	**20.41**	

*Give details of implementing Agency:

8. The company has spent two per cent of the Average Net Profit (INR) of the last 3 financial years during the current financial year.

9. Responsibility statement of the CSR Committee:

The implementation and monitoring of the CSR policy by the Company is in compliance with CSR objectives and policy of the Company.

Sd/- Rajendra V. Gandhi (Managing Director & Member CSR Committee)	Sd/- Rajeev M. Pandia (Chairperson CSR Committee)	Sd/- Harsh R. Gandhi (Joint Managing Director & Member CSR Committee)

Annexure 7

FORM NO.MGT 9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH, 2020

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

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L25191GJ1974PLC002555
ii.	Registration Date	29.06.1974
iii.	Name of the Company	GRP Limited
iv.	Category/Sub-Category of the Company	Company having Share Capital
v.	Address of the Registered office and contact details	Plot No. 8, GIDC Estate, Ankleshwar – 393 002, Gujarat, India.
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Universal Capital Securities Pvt. Ltd., 21, Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (E), Mumbai – 400 093.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Reclaimed Rubber	38300	95.48

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

1.	Name and Address of The Company	**GRIP POLYMERS LIMITED** 510, 'A' Wing, Kohinoor City Commercial - I, Kirol Road, Off L. B. Shastri Marg, Kurla (West), Mumbai 400 070.
2.	CIN/GLN	U25200MH1993PLC074922
3.	Holding/ Subsidiary/Associate	Wholly Owned Subsidiary
4.	% of shares held	100 %
5.	Applicable Section	Section 2(87)

1.	Name and Address of The Company	**MARANGONI GRP PRIVATE LIMITED** 510, 'A' Wing, Kohinoor City Commercial - I, Kirol Road, Off L. B. Shastri Marg, Kurla (West), Mumbai 400 070.
2.	CIN/GLN	U37100MH2015PTC271260
3.	Holding/ Subsidiary / Associate	Associate (Joint Venture)
4.	% of shares held	50 %
5.	Applicable Section	Section 2(6)

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

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	471160	100	471260	35.34	471058	0	471058	35.33	-0.01
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp	86407	0	86407	6.48	86407	0	86407	6.48	0.00
e) Banks / FI	0	0	0	0	0	0	0	0	0.00
f) Any Other	0	0	0	0	0	0	0	0	0.00
Sub-total(A)(1):-	557567	100	557667	41.82	557465	0	557465	41.81	-0.01

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2019)				No. of Shares held at the end of the year (31.03.2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2) **Foreign** (A)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1) +(A)(2)	557567	100	557667	41.82	557465	0	557465	41.81	-0.01
B. Public Shareholding									
1. **Institutions**									
a) Mutual Funds	0	50	50	0.00	0	50	50	0.00	0.00
b) Foreign Portfolio Investor	450	0	450	0.03	575	0	575	0.04	0.01
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total(B)(1)	450	50	500	0.03	575	50	625	0.05	0.02
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	66767	467	67234	5.04	83102	467	83569	6.27	1.23
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	378610	32210	410820	30.81	356283	30860	387143	29.04	-1.77
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	216697	17499	234196	17.56	223347	17499	240846	18.06	0.5
c) NBFCs	0	0	0	0.00	0	0	0	0.00	0.00
d) Others (Specify)									
i) Clearing Members	899	0	899	0.07	643	0	643	0.05	-0.02
ii) NRI's	23919	0	23919	1.79	23484	0	23484	1.76	-0.03
iii) LLP/partnership firm	15936	0	15936	1.20	16780	0	16780	1.25	0.05
iv) HUF	17412	0	17412	1.31	17878	0	17878	1.34	0.03
v) IEPF Suspense A/c	4750	0	4750	0.36	4900	0	4900	0.37	0.01
Sub-total (B)(2)	724990	50176	775166	58.14	726417	48826	775243	58.14	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	725440	50226	775666	58.18	726992	48876	775868	58.19	0.01
C. Shares held by Custodian for GDRs &ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	1283007	50326	1333333	100.00	1284457	48876	1333333	100.00	0.00

ii. **Shareholding of Promoters**

Sr. No.	Name	Shareholding at the beginning of the year (01.04.2019)			Shareholding at the end of the year (31.03.2020)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	Rajendra V. Gandhi	25594	1.92	0.00	25594	1.92	0.00	0.00
2.	Mahesh V. Gandhi	62550	4.69	0.00	62550	4.69	0.00	0.00
3.	Nikhil M. Desai	5	0.00	0.00	5	0.00	0.00	0.00
	Total	88149	6.61	0.00	88149	6.61	0.00	0.00

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

Sr. No.		Shareholding at the beginning of the year (01.04.2019)		Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
A	At the beginning of the year (01.04.2019)				
	Rajendra V. Gandhi	25594	1.92		
	Mahesh V. Gandhi	62550	4.69		
	Nikhil M. Desai	5	0.00		
B	Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc):	No change			
C	At the end of the year (31.03.2020)				
	Rajendra V. Gandhi			25594	1.92
	Mahesh V. Gandhi			62550	4.69
	Nikhil M. Desai			5	0.00

iv. **Shareholding Pattern of top ten Shareholders**

(Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.		Shareholding at the beginning of the year (01.04.2019)		Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
A	At the beginning of the year (01.04.2019)				
1	Meera Philip	81666	6.12		
2	Enarjee Consultancy & Trading Company LLP	59074	4.43		
3	Rashmi M Gandhi	50209	3.77		
4	Rajendra V Gandhi HUF	47125	3.53		
5	Udaipur Cotton Mills Company Ltd.	39838	2.99		
6	Mammen Philip	37816	2.84		
7	Harish V Gandhi	32608	2.44		
8	Koushik Sekhar	26767	2.00		
9	Harsh R Gandhi HUF	22000	1.65		
10	Anil Kumar Goel	20600	1.55		
B	Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):				
1	Koushik Sekhar– Market purchase	5273	0.40	32040	2.40
2	Udaipur Cotton Mills Company Ltd. – Market Purchase	21758	1.63	61596	4.62

Sr. No.		Shareholding at the beginning of the year (01.04.2019)		Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
C	At the end of the year (31.03.2020)				
1	Meera Philip			81666	6.12
2	Enarjee Consultancy & Trading Company LLP			59074	4.43
3	Rashmi M Gandhi			50209	3.77
4	Rajendra V Gandhi HUF			47125	3.53
5	Udaipur Cotton Mills Company Ltd.			61596	4.62
6	Mammen Philip			37816	2.84
7	Harish V Gandhi			32608	2.45
8	Koushik Sekhar			32040	2.40
9	Harsh R Gandhi HUF			22000	1.65
10	Anil Kumar Goel			20600	1.55

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.		Shareholding at the beginning of the year (01.04.2019)		Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
A	At the beginning of the year (01.04.2019)				
1	Dr. Peter Philip	1333	0.10		
2	Rajendra V. Gandhi	25594	1.92		
3	Harsh R. Gandhi	45852	3.44		
4	Mahesh V. Gandhi	62550	4.69		
5	Rajeev M. Pandia	0	0.00		
6	Alpana Parida	0	0.00		
7	Saurabh Shah	0	0.00		
8	Nayna R. Gandhi	44405	3.33		
9	Shilpa Mehta (KMP)	0	0.00		
10	Abhijeet Sawant (KMP)	0	0.00		
B	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change			
C	At the end of the year (31.03.2020)				
1	Dr. Peter Philip			1333	0.10
2	Rajendra V. Gandhi			25594	1.92
3	Harsh R. Gandhi			45852	3.44
4	Mahesh V. Gandhi			62550	4.69
5	Rajeev M. Pandia			0	0.00
6	Alpana Parida			0	0.00
7	Saurabh Shah			0	0.00
8	Nayna R. Gandhi			44405	3.33
9	Shilpa Mehta (KMP)			0	0
10	Abhijeet Sawant (KMP)			0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01.04.2019)				
i) Principal Amount	6361.28	29.63	60.40	6451.31
ii) Interest due but not paid	20.61	0.00	0.00	20.61
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total(i+ii+iii)	6381.89	29.63	60.40	6471.92

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
- Addition	2119.93	0.14	0.00	2120.07
- Reduction	0.00	0.00	0.00	0.00
Net Change	2119.93	0.14	0.00	2120.07
Indebtedness at the end of the financial year (31.03.2020)				
i) Principal Amount	8471.93	29.77	60.40	8562.10
ii) Interest due but not paid	29.89	0.00	0.00	29.89
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	8501.82	29.77	60.40	8591.99

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager (Amt in Rs.)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
1.	Gross salary	R. V. Gandhi	H. R. Gandhi	
	(a) Salary as per provisions contained in section17(1) of the Income-tax Act,1961	1,00,60,000	1,62,75,000	2,63,35,000
	(b) Value of perquisites u/s17(2) of the Income-tax Act,1961	Nil	Nil	Nil
	(c) Profits in lieu of salary u/s17(3) of the Income-tax Act,1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as % of profit - others, specify	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
6.	Total (A)	1,00,60,000	1,62,75,000	2,63,35,000
	Ceiling as per the Act			2,63,35,000

B. Remuneration to other directors: (Amt in Rs.)

Sr. No.	Particulars of Remuneration	Fee for attending board/ committee meetings	Commission	Others	Total
1	Independent Directors				
	Rajeev M. Pandia	2,94,000	48,000	--	3,42,000
	Alpana Parida	2,34,000	--	--	2,34,000
	Saurabh Shah	1,98,000	--	--	1,98,000
	Total (1)	7,26,000	48,000		7,74,000
2	Other Non-Executive Directors				
	Dr. Peter Philip	1,29,000	--	--	1,29,000
	Mahesh. V. Gandhi	80,000	--	--	80,000
	Nayna R. Gandhi	60,000	--	--	60,000
	Total (2)	2,69,000	--	--	2,69,000
	Total (B)=(1+2)	9,95,000	48,000	--	10,43,000
	Total Managerial Remuneration		2,63,83,000		
	Overall Ceiling as per the Act		2,63,83,378		

C. Remuneration to Key Managerial Personnel (KMP) Other Than MD/WTD/Manager (Amt in Rs.)

Sr. No.	Particulars of Remuneration	Shilpa Mehta (Chief Financial Officer)	Abhijeet Sawant (Company Secretary)
1.	Gross salary		
	(a) Salary as per provisions contained in section17(1) of the Income-tax Act,1961	36,64,658	12,76,097
	(b) Value of perquisites u/s17(2) of the Income-tax Act,1961	Nil	Nil
	(c) Profits in lieu of salary under section17(3) of the Income-tax Act,1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission - as % of profit -others, specify…	Nil	Nil
5.	Others, please specify	Nil	Nil
6.	Total	36,64,658	12,76,097

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

During the year under review there is no instance of any penalty / punishment / compounding of offence under the Companies Act, 2013 against company, any director and other officers in default.

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Annexure 8

Information pursuant to Section 197(12) of the Companies Act, 2013 :-

1. Ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year 2019-20 :

Name of director	Ratio of remuneration of each director to Median remuneration
Rajendra Gandhi	46.42
Harsh Gandhi	83.50
Rajeev Pandia	1.75
Dr.Peter Philip	0.66
Saurabh Shah	0.95
Mahesh V. Gandhi	0.33
Alpana Parida	1.20
Nayna R. Gandhi	0.31

2. Percentage increase in remuneration of each director and Key Managerial Personnel (KMP) in the financial year 2019-20.

Name	Percentage increase in remuneration in F.Y.2019-20
Rajendra Gandhi	11.53
Harsh Gandhi	20.11
Mahesh V. Gandhi	6.67
Alpana Parida	2.18
Shilpa Mehta (KMP)	12.62
Abhijeet Sawant (KMP)	11.32

3. Number of permanent employees on the rolls of the company as on 31.03.2020 : 1297

4. a) Average percentage increase already made in the salaries of employees, other than the managerial personnel, in the financial year 2019-20 : 3.13%

   b) Average percentage increase in the managerial remuneration in the financial year 2019-20: 16.68%

   c) The above percentage increase in the salaries of employees in the financial year 2019-20 is commensurate with the past trend, nature of the industry and overall performance of the company.

5. The Company affirms that the remuneration is as per the remuneration policy of the Company.

6. The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197 (12) of the Companies Act, 2013 (“the Act”) read with Rule 5 (2) and Rule 5 (3) of the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014, is provided in a separate annexure forming a part of the report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure will be available for inspection of the Shareholders through electronic mode. Shareholders may write to the Company at investor.relations@grpweb.com in that regard.

   There were no Employee employed throughout the financial year or part thereof, who was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, was in excess of that drawn by the Managing Director or Whole Time Director or Manager and who holds by himself or along with his spouse and dependent children, two percent or more of the equity shares of the company.

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Annexure 9

Information pursuant to Section 134 (3)(m) & (q) of the Companies Act, 2013

A) Conservation of energy, Technology absorption, Foreign exchange earnings and outgo:

1. Conservation of energy:

Measures taken:

a. Installation of capacitors on individual equipment and continuous monitoring of power factor at each location above 0.95 and improving the power utilisation in the plant.

b. Provision of automatic power factor control panel to maintain the same at desired levels of above 0.95. This is being done for all the new projects as well as the old plants.

c. Savings in water consumption by using Sewage Treatment Plant (STP) at Ankleshwar, Panoli and Chincholi (Solapur) plants. Treated water from such treatment is being used for gardening at all the locations. Company is also planning to setup New Sewage Treatment Plant at Tamilnadu plant in the financial year 2020-21 which will result in the saving of 10 KL per day.

d. Regular maintenance of steam condensate traps and safety valves to avoid leakages. This is a continuous process. This will result in saving 2% heat loss.

e. Maintaining the cleanliness and timely planned repairs for the boilers and heaters at all locations resulting into less emissions and better thermal efficiencies. This has also resulted into fuel savings.

f. Installation of turbo ventilators in the factory roofs. This is ensuring the required air changes in the plant leading to better ambient conditions.

g. Installation of energy meters on the high capacity motors in the plants and close monitoring of the motor load resulted in considerable reduction of losses due to inefficiencies. Company is also planning to install three energy efficient motors during the financial year 2020-21.

h. Tree plantation: planting of 60 big trees and 45 small trees at Chincholi (Solapur) plant, 3,985 plants along with saplings at Ankleshwar plant and 545 plants along with saplings at Panoli plant.

i. Sourcing of wind energy for Tamilnadu plant was started in year 2016-17. In the year 2019-20, 80% energy was sourced through wind turbines leading to considerable reduction in green house emissions.

j. 1.0 MWp Solar rooftop power plant operative at Chincholi (Solapur),which is helping save around 7 Lakh energy units annually.

k. Sourcing of the wind energy for Ankleshwar plant has started from November, 2019, about 8% of the total volume.

Impact of above measures:

- Optimization of energy consumption.
- Savings in energy consumption
- Received power factor incentive from State Electricity Board
- Savings in energy and fuel cost.
- Solar plant at Solapur has generated 11.5 Lakh of energy units in the year 2019-20 amounting to a total savings of Rs.55 Lakh.
- Solar plant at Chincholi (Solapur) has reduced our carbon footprint by 655 metric tonnes in the year 2019-20.

2. Technology Absorption:

a. Company does not use any imported technology for manufacture of reclaimed rubber.

b. Research & Development (R&D):

Company has set up a full-fledged R&D centre at its Panoli plant. The same has been approved during the financial year 2014-15, and further renewed upto financial year 2019-20 by Department of Scientific and Industrial Research (DSIR), Government of India, New Delhi. DSIR has also approved the pilot plant (located at Panoli) for recovery of nylon from ground rubber.

Your Company continues its endeavour towards the following:

i. Development of new reclaiming process for different elastomers.

ii. Improvements in existing process and product quality.

iii. Development of poly-blends and thermoplastic elastomers.

iv. Continual improvement of products, processes and production process through innovation using in house technology.

v. Laboratory scale development of value added products using waste and scrap of various elastomers.

Expenditure on R&D

During the financial year 2019-20 your company has spent Rs.161.27 lakhs on revenue items debited to respective accounts in the Profit & Loss account and Rs.233.15 lakhs on Capital WIP & Plant & Machinery.

3. **Foreign Exchange Earnings & Outgo**

	Rs. in Lakhs
Earnings in foreign exchange towards export of goods	23143.35
Foreign exchange outgo on account of imports,	2154.58
commission on exports and other expenses	

B) Adequacy of internal financial controls with reference to the financial statements:

Directors of your Company have laid down an adequate internal financial control system comprising of plan of the organization and all the coordinate methods and measures adopted with a business to safeguard its assets, check the accuracy and reliability of its accounting data, promote operational efficiency, encourage adherence to prescribed managerial policies, compliance with applicable laws and regulations and prevention and detection of errors and frauds.

The important elements of the internal financial control system are:

1. Planning
2. Budgeting
3. Operating and measurement
4. Reporting and Analysis

Various control techniques are in place such as prevention, detection and correction.

Control activities comprise of:

1) Top Level Reviews

   a) Top Management Committee reviews the results of various areas of performance, comparing those results with budgets, competitor analysis and other benchmark measurements.

   b) Review meetings are conducted by the Joint Managing Director with the Head of Departments at Head Office on a weekly basis. The Managing Director and one of the Independent Director of the Company also participate in these meetings.

2) Direct Functional Management

   All the functional heads are reviewing the operational reports on a daily basis and corrective action is taken up immediately wherever necessary.

3) Physical Controls

   Physical verification of inventories and cash is done on a monthly basis and fixed assets is conducted every year to cover all assets once in three years at HO and at all locations.

4) Compliance Controls

   Compliance Officer reviews the Compliance Report sent by concerned Head of Departments in the Organization.

5) Accounting and Administrative Controls

   a) Duties are divided or segregated among different people to reduce the risk of inappropriate actions.

   b) Transactions are executed in accordance with management's general or specific authorization.

   c) Transactions are recorded as necessary to permit preparation of financial statements in conformity with the generally accepted accounting principles.

   There is an effective Risk Management Program as an important component of internal control. At each level and function in the organization, risks are identified and assessed. Measures to mitigate risks are noted and implemented. Risks for each function and measures are evaluated and discussed at the review meetings on a monthly basis by the Head of Departments with the Top Management and the same is updated and presented to the Board on a quarterly basis.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GRP LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of GRP Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2020, the Statement of Profit and Loss (Including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2020, and its losses including Other Comprehensive Income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statement of the current period. These matters were addressed in the context of our audit of the standalone financial statement as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

We have determined the matters described below to be the Key Audit Matters to be communicated in our report

1. **Disputed Tax liabilities**

   The Company has material amounts arising from uncertain tax positions including disputes related to Income Tax, Excise Duty and Service Tax, Value Added Tax. These matters involve significant management judgment to determine the possible outcomes.

   Refer to Note No. 33 of the standalone financial statements

   Auditor's Response

   We obtained details of completed assessments during the year ended 31st March, 2020 from the management, considered the estimates made by the management in respect of tax provisions and possible outcomes of the dispute. Additionally we also considered the effect of new information in respect of uncertain tax positions and matters under dispute as at 31st March 2019 to evaluate whether any changes were required in the managements position on these uncertainties.

2. **Ind AS 116**

   As described in Note 2C "Right of Use Assets" to the standalone financial statements, the Company has adopted Ind AS116 Leases ("Ind AS 116") in the current year. The application and transition to this accounting standard was a complex exercise and was an area of focus in our audit as the Company had a number of vehicle leases with different contractual terms. Adoption of the standard involved significant judgment and estimates including determination of the discount rates and the lease term as well as transitional adjustments.

   Auditor's Response

   Our Audit procedure in adoption of Ind AS 116 included:

   - Assessing and testing new processes and controls in respect of Ind AS 116
   - Assessed the Company's identification of leases based on the contractual agreements and our knowledge of the business

   Upon transition as at 1 April 2019:

   - Evaluating the method of transition and related adjustments;
   - Testing completeness of the lease data by reconciling the Company's operating lease commitments with the data used in computing Right of Use assets and the lease liabilities.

3. **Determination of Value inventories at the year ended 31st March, 2020.**

   As the Country was under lockdown as on 31st March, 2020 the physical verification of stock could not be conducted and the Management has carried out physical verification on resumption of activities at Plant. For valuation of inventories, Net Realizable Value (NRV) as on the date of resumption of operations and sale subsequently has been considered. We considered the value of the inventories as a key audit matter given the relative size of the same in the financial statements and the significant judgments involved in the consideration of factors in determination of realizable value (such as fluctuation of raw materials prices in the market and others).

Auditor’s Response

For the purpose of determination of physical quantity of the inventory as at the year end, the Company has carried out the physical verification after the operations at the respective plants resumed after the lockdown. We have relied upon their report.

We understood and tested the design and operating effectiveness of controls as established by the management in determination of net realizable value of inventory. Assessing the appropriateness of Company’s accounting policy for valuation of inventories and compliance of the policy with the requirements of the prevailing accounting standards.

We considered various factors including the actual selling price prevailing around and subsequent to the year-end, compared the cost of the finished goods with the estimated net realizable value and checked if the finished goods were recorded at net realizable value where the cost was higher than the net realizable value. For the purpose of determination of cost, the Company has considered the prevailing market situation. We have relied upon the records produced by the company in respect of arriving of the Net realizable value.

Based on the above procedures performed, the management’s determination of the net realizable value of the inventory as at the year end and comparison with cost for valuation of inventory is considered to be reasonable.

Other Information

The Company’s Management and Board of Directors is responsible for the preparation of other information. The other information includes the information in Annual Report, but does not include the standalone financial statements and our auditor’s report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Board of Directors is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor’s Responsibilities for the Audit of the Standalone Financial Statements

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

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013 as amended, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity 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 Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015, as amended.
   (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
   (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 , in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its Standalone Financial Statements- Refer Note No. 33 to the standalone financial statements.
      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any on long-term contracts including derivative contracts.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2020.
3. As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of the limits laid down under Section 197 read with Schedule V of the Act.

For DKP & Associates
Chartered Accountants
Firm's Registration No. 126305W

D K Doshi
Partner
Membership No. 037148
UDIN: 20037148AAAABC8496

Place: Mumbai
Date: 10th June, 2020

"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF GRP LIMITED

(Referred to in Paragraph 1 under the heading of "Report on other legal and regulatory requirements" of our report of even date)

i. In respect of its fixed assets :

a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.

b. As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

c. According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of immovable property are held in the name of the company.

ii. As explained to us, physical verification of the inventories have been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. No material discrepancies were noticed on such physical verification.

iii. According to the information and explanations given to us, 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. Consequently, the requirement of clause (iii) of paragraph 3 of the Order is not applicable to the Company.

iv. In our opinion and according to the information and explanations provided to us, the company has not granted any loans or provided any guarantees or security to parties covered under section 185 of the Act. The company has complied with provisions of section 186 of the Act in respect of investments made or loans or guarantees or securities provided to parties covered under section 186 of the Act.

v. According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the clause(v) of paragraph 3 of the Order is not applicable to the Company.

vi. We have broadly reviewed the books of accounts maintained by the company pursuant to the rules made by the Central Government for the maintenance of Cost records under section 148 of the Act and are of the opinion that prima facie, the prescribed accounting records have been made and maintained.

vii. In respect of Statutory dues :

a. According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Goods and Service Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and any other statutory dues have been generally regularly deposited with appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues, were outstanding as at 31st March, 2020 for a period of more than six months from the date becoming payable.

b. According to the information and explanations given to us and to the records of the Company examined by us particulars of dues of income tax, sales tax including value added tax, service tax, duty of customs, duty of excise, goods and service tax , cess as at 31st March, 2020 which have not been deposited on account of dispute are as follows:

Name of The Statute	Nature of Dues	Period to which the amount relates	Amount (Rs in lakhs)	Forum Where Dispute is pending
Maharashtra Value Added Tax	Sales Tax	F.Y. 2011-12	92.14	Joint Commissioner (Appeal)
Maharashtra Value Added Tax	Sales Tax	F.Y. 2013-14	55.37	Joint Commissioner (Appeal)
Tamilnadu Value Added Tax	Sales Tax	F.Y. 2013-14	6.64	Dy. Commissioner (Appeal)
Tamilnadu Value Added Tax	Sales Tax	F.Y. 2014-15	11.97	Dy. Commissioner (Appeal)
Tamilnadu Value Added Tax	Sales Tax	F.Y. 2015-16	11.19	Dy. Commissioner (Appeal)
Income Tax Act,1961	Income Tax	F.Y. 2014-15	84.84	CIT(A)-Mumbai
Income Tax Act,1961	Income Tax	F.Y. 2015-16	20.11	CIT(A)-Mumbai
Income Tax Act,1961	Income Tax	F.Y. 2016-17	88.33	CIT(A)-Mumbai
Finance Act, 1944	Central Excise	January 2005 to March 2012	131.82	CESTAT
Finance Act, 1944	Service Tax	May 2008 to March 2012	13.03	Commissioner (Appeal)-Pune
		Total	515.44	

viii. In our opinion and according the information and explanations given to us, the company has not defaulted in repayment of loans or borrowings to the Banks or Financial institution, government and dues to debenture holder; hence clause (viii) of paragraph 3 of the Order is not applicable to the Company.

ix. According to the information and explanation given to us and based on our audit procedures, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and the Company has obtain the term loans which are applied for the purpose for which they were taken .

x. In our opinion, based on the audit procedures performed for the purpose of reporting the true and fair view of the Standalone Financial Statements and as per information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

xii. In our opinion the Company is not a Nidhi Company and hence reporting under, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.

xiii. In our opinion and according to information and explanations provided by the management, transactions with related parties are in compliance with section 177 and 188 of the Act, where applicable and the details have been disclosed in the Standalone Financial Statements, as required by the applicable accounting standards.

xiv. In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under clause (xiv) of paragraph 3 of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transaction with the directors or persons connected with him and covered under section 192 of the Act and hence reporting under clause (xv) of the paragraph 3 of the Order is not applicable to the Company.

xvi. In our opinion, to the best of our knowledge and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For DKP & Associates
Chartered Accountants
Firm's Registration No. 126305W

D K Doshi
Partner
Membership No. 037148
UDIN: 20037148AAAABC8496

Place: Mumbai
Date: 10th June, 2020

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF GRP LIMITED

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

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

We have audited the internal financial controls with reference to standalone financial statements over Financial Reporting of GRP Limited ("the Company") as of 31st March, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year then ended.

Management Responsibility for the Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements 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 (the "Guidance Note") 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 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

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to standalone financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements 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 with reference to financial statements 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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 31st March, 2020, 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 issued by the ICAI.

For DKP & Associates
Chartered Accountants
Firm's Registration No. 126305W

D K Doshi
Partner
Membership No. 037148
UDIN: 20037148AAAABC8496

Place: Mumbai
Date: 10th June, 2020

BALANCE SHEET AS AT 31st MARCH, 2020

(₹ in lakhs)

	Notes	As at 31-Mar-2020	As at 31-Mar-2019
ASSETS			
NON-CURRENT ASSETS			
Property, Plant and Equipment	2A	10,904.17	11,791.73
Capital work in progress	2B	133.56	97.25
Right of Use assets	2C	990.32	-
Investment Property	2D	107.23	109.56
Intangible assets	2E	15.08	21.26
Intangible assets under development	2F	31.49	11.79
Financial Assets			
Investments	3	842.90	808.54
Other Non-current assets	4	307.94	479.26
Total Non-Current Assets		**13,332.69**	**13,319.39**
CURRENT ASSETS			
Inventories	5	4,615.58	3,440.22
Financial Assets			
Trade receivables	6	6,497.25	6,503.70
Cash and cash equivalents	7	823.55	436.10
Other Bank balances	8	19.69	21.00
Other Financial Assets	9	33.93	148.03
Current Tax Assets (Net)	10	92.23	-
Other Current Assets	11	1,918.46	1,121.91
Total Current Assets		**14,000.69**	**11,670.96**
Total Assets		**27,333.38**	**24,990.35**
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	12	133.33	133.33
Other Equity	13	12,991.39	13,245.90
Total Equity		**13,124.72**	**13,379.23**
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	14	1,148.03	289.29
Other Financial liabilities	15	85.43	-
Provisions	16	65.85	54.47
Deferred Tax Liabilities (Net)	17	1,566.37	2,136.72
Total Non-Current Liabilities		**2,865.68**	**2,480.48**

BALANCE SHEET AS AT 31st MARCH, 2020

(₹ in lakhs)

	Notes	As at 31-Mar-2020	As at 31-Mar-2019
CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	18	6,907.52	5,886.02
Trade Payables			
- Dues of micro and small enterprises	19	213.49	180.11
- Dues of creditors other than micro and small enterprises	19	2,237.76	1,997.21
Other Financial liabilities	20	933.40	352.44
Other Current Liabilities	21	944.76	684.20
Provisions	22	106.05	3.48
Current Tax Liabilities (Net)	23	-	27.18
Total Current Liabilities		**11,342.98**	**9,130.64**
Total Liabilities		**14,208.66**	**11,611.12**
Total Equity and Liabilities		**27,333.38**	**24,990.35**
Significant Accounting policies	1		
See accompanying Notes to the Financial Statements	2 - 46		

As per our Report of even date

For DKP & Associates
Chartered Accountants
Firm Registration No. 126305W

Deepak K. Doshi
Partner
Membership no. 037148

Mumbai, 10th June, 2020

For and on behalf of the Board of Directors

Rajendra V Gandhi
Managing Director

Harsh R Gandhi
Joint Managing Director

Shilpa Mehta
Chief Financial Officer

Abhijeet Sawant
Company Secretary

Mumbai, 10th June, 2020

STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

	Notes	Year ended 31-Mar-2020	Year ended 31-Mar-2019
INCOME			
Revenue from Operations	24	36,612.16	37,543.77
Less: Goods and Service Tax Recovered		1,749.58	1,847.57
Revenue from Operations (Net)		34,862.58	35,696.20
Other Income	25	66.95	87.46
Total Income		**34,929.53**	**35,783.66**
EXPENSES			
Cost of Materials consumed		17,518.77	17,201.79
Changes in inventories of finished goods and work-in-progress	26	(318.30)	(8.53)
Employee benefits expenses	27	6,042.41	5,827.97
Finance Costs	28	812.91	464.62
Depreciation & Amortisation expense	29	1,349.46	1,295.61
Other Expenses	30	9,749.55	10,178.03
Total Expenses		**35,154.80**	**34,959.49**
Profit before Exceptional items and Tax		(225.27)	824.17
Exceptional Items		-	-
Profit Before Tax		**(225.27)**	**824.17**
Tax Expense			
- Current Tax	31	-	331.59
- Short / (Excess) Provision for earlier years		(46.67)	(55.02)
- Deferred Tax		(478.45)	(90.55)
Total Tax Expenses		(525.12)	186.02
Profit for the year		**299.85**	**638.15**
Other Comprehensive Income			
A) Items that will not be reclassified to statement of profit and loss			
- Remeasurement benefit of defined benefit plans		(179.79)	3.57
- Income tax expense on remeasurement benefit of defined benefit plans		46.75	(1.19)
B) Items that will be reclassified to statement of profit and loss			
- Cashflow Hedge Reserve		(296.21)	90.00
- Income tax expense on Cashflow Hedge Reserve		91.89	(30.05)
Total Other Comprehensive Income (A + B)		(337.36)	62.33
Total Comprehensive Income for the year		**(37.51)**	**700.48**
Earning Per Equity share of Face value of ₹ 10/- each	40		
(1) Basic (in ₹)		22.49	47.86
(2) Diluted (in ₹)		22.49	47.86
Significant Accounting policies	1		
See accompanying Notes to the Financial Statements	2 - 46		

As per our Report of even date

For DKP & Associates
Chartered Accountants
Firm Registration No. 126305W

Deepak K. Doshi
Partner
Membership no. 037148

Mumbai, 10th June, 2020

For and on behalf of the Board of Directors

Rajendra V Gandhi
Managing Director

Harsh R Gandhi
Joint Managing Director

Shilpa Mehta
Chief Financial Officer

Abhijeet Sawant
Company Secretary

Mumbai, 10th June, 2020

CASHFLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Cash flow from Operating activities		
Net profit before tax and extra ordinary items	(225.27)	824.17
Adjustments for		
- Depreciation	1,349.46	1,295.61
- Share of (profit) / loss in LLP	(25.97)	(7.15)
- (Profit) / Loss on sale of Property, plant and equipment (Net)	(0.13)	21.28
- Property, plant and equipment Discarded	-	0.43
- Interest Income	(17.96)	(57.66)
- Interest Expense	812.91	464.62
- Rent Income	(21.00)	(14.85)
- Net unrealised foreign exchange (gain)/loss	(10.28)	(70.32)
- Provision for expected credit losses	-	6.32
- Employee benefits expenses	184.41	(3.10)
Operating Profit before working capital changes	**2,046.17**	**2,459.35**
Adjustments for		
- (Increase)/Decrease in Trade and other receivables	(509.64)	(1,755.28)
- (Increase)/Decrease in Inventories	(1,175.36)	(105.56)
- Increase/(Decrease) in Trade and other payable	470.90	552.80
Cash generated from operations	**832.07**	**1,151.31**
Direct taxes paid (net of refund)	(81.91)	(286.23)
Net cash generated from operating activities	**750.16**	**865.08**
Cash flow from investing activities		
- Interest received	12.55	134.52
- Sale proceeds of Property, plant and equipment	7.20	26.32
- Rent Income	21.00	14.85
- Investments	(8.39)	(671.84)
- Loans to Subsidiary company	-	(48.91)
- Loans repaid by Subsidiary company	-	516.16
- Purchase of Property, plant and equipment	(1,194.93)	(926.16)
Net cash used in investing activities	**(1,162.56)**	**(955.06)**
Cash flow from financing activities		
- Loans repaid (Net of borrowings)	1,870.26	914.82
- Interest paid	(803.63)	(455.47)
- Payment of Lease Liabilities	(48.30)	-
- Dividend & Dividend tax paid	(218.48)	(22.78)
Net cash used in financing activities	**799.85**	**436.57**
Net increase / (Decrease) in cash and cash equivalents	**387.45**	**346.59**
Cash and cash equivalents at the beginning of the year	436.10	89.51
Cash and cash equivalents at the closing of the period	**823.55**	**436.10**
<u>Cash and Bank Balances</u>		
Cash and cash equivalents		
Cash on hand	1.78	1.57
Balance with banks		
- In Current accounts	416.07	15.20
- In Cash Credit Accounts	58.85	26.29
- In EEFC accounts	346.85	393.04
	823.55	**436.10**
Other Bank Balances (Refer Note 8)	19.69	21.00

CHANGE IN LIABILITY ARISING FROM FINANCING ACTIVITIES

	1st April, 2019	Cash Flow	Foreign Exchange Movement	31st March, 2020
Borrowing - Long Term (Refer Note 14)	504.89	1,089.28	-	1,594.17
Borrowing - Short Term (Refer Note 18)	5,886.02	780.97	240.53	6,907.52
	6,390.91	**1,870.25**	**240.53**	**8,501.69**

	1st April, 2018	Cash Flow	Foreign Exchange Movement	31st March, 2019
Borrowing - Long Term (Refer Note 14)	1,077.84	(572.95)	-	504.89
Borrowing - Short Term (Refer Note 18)	4,526.64	1,487.78	(128.39)	5,886.02
	5,604.48	**914.82**	**(128.39)**	**6,390.91**

The above Cash Flow Statement has been prepared under the “Indirect Method” as set out in the Indian Accounting Standard (IND AS-7) - Statement of Cashflow.

As per our Report of even date

For DKP & Associates
Chartered Accountants
Firm Registration No. 126305W

Deepak K. Doshi
Partner
Membership no. 037148

Mumbai, 10th June, 2020

For and on behalf of the Board of Directors

Rajendra V Gandhi
Managing Director

Harsh R Gandhi
Joint Managing Director

Shilpa Mehta
Chief Financial Officer

Abhijeet Sawant
Company Secretary

Mumbai, 10th June, 2020

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

	As at 31-Mar-2020	As at 31-Mar-2019
A) Equity Share Capital		
Balance at the beginning of the reporting year	133.33	133.33
Changes in Equity Share capital during the year	-	-
Balance at the end of the reporting year	133.33	133.33

	Reserves and Surplus					Other Comprehensive Income	TOTAL
	Special capital incentive and Subsidy	Profit on re-issue of forfeited shares	Securities Premium account	General Reserve	Retained Earnings		
B) Other Equity							
Balance at the beginning of the reporting period i.e. 1st April, 2018 (a)	53.30	0.01	41.67	6,500.00	5,926.97	43.55	12,565.50
Profit for the year	-	-	-	-	638.15	-	638.15
Items of OCI for the year, net of tax							
Remeasurement gain/(loss) of defined benefit plans	-	-	-	-	-	2.38	2.38
Fair value changes on cash flow hedge, net of tax	-	-	-	-	-	59.95	59.95
Total Comprehensive Income (b)	-	-	-	-	638.15	62.33	700.48
Appropriation during the year							
Dividend	-	-	-	-	(16.66)	-	(16.66)
Tax on dividend	-	-	-	-	(3.42)	-	(3.42)
Total of Appropriations (c)	-	-	-	-	(20.08)	-	(20.08)
Balance at the end of the reporting period i.e. 31st March, 2019 (a+b+c=d)	**53.30**	**0.01**	**41.67**	**6,500.00**	**6,545.04**	**105.88**	**13,245.90**
Profit for the year	-	-	-	-	299.85	-	299.85
Items of OCI for the year, net of tax							
Remeasurement gain / (loss) of defined benefit plans	-	-	-	-	-	(133.04)	(133.04)
Fair value changes on cash flow hedge, net of tax	-	-	-	-	-	(204.32)	(204.32)
Total Comprehensive Income (e)	-	-	-	-	299.85	(337.36)	(37.51)
Appropriation during the year							
Dividend on Equity Shares (₹ 8.00 per share)	-	-	-	-	(106.67)	-	(106.67)
Tax on Dividend	-	-	-	-	(73.33)	-	(73.33)
Interim Dividend on Equity Shares (₹ 5.50 per Share)	-	-	-	-	(21.93)	-	(21.93)
Tax on Interim Dividend	-	-	-	-	(15.07)	-	(15.07)
Total of Appropriations (f)	-	-	-	-	(217.00)	-	(217.00)
Balance at the end of the reporting period i.e. 31st March, 2020 (d+e+f)	**53.30**	**0.01**	**41.67**	**6,500.00**	**6,627.89**	**(231.48)**	**12,991.39**

As per our Report of even date

For DKP & Associates
Chartered Accountants
Firm Registration No. 126305W

Deepak K. Doshi
Partner
Membership no. 037148

Mumbai, 10th June, 2020

For and on behalf of the Board of Directors

Rajendra V Gandhi
Managing Director

Harsh R Gandhi
Joint Managing Director

Shilpa Mehta
Chief Financial Officer

Abhijeet Sawant
Company Secretary

Mumbai, 10th June, 2020

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

CORPORATE INFORMATION

GRP Limited (the 'Company') is a public limited Company domiciled and incorporated in India under the Companies Act, 1956. The registered office of the Company is situated at Plot No.8, GIDC Estate, Ankleshwar - 393002, Dist. Bharuch, Gujarat, India.

The Company is engaged mainly in manufacturing of Reclaim Rubber. Its other businesses include Power generation from Windmill, Manufacturing of Engineering Plastics, Custom Die Forms and Polymer Composite Products. The Company has manufacturing plants in India and sales in Domestic as well as International market. The equity shares of the Company are listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

1 SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

SIGNIFICANT ACCOUNTING POLICIES:

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied for all the years presented, unless otherwise stated.

1.1 Basis of preparation and presentation of financial statements:

These financial statements are the separate financial statements of the Company (also called standalone financial statements) prepared in accordance with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, as amended from time to time.

These financial statements have been prepared and presented under the historical cost convention, except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements. These financial statements are presented in Indian Rupees, which is also its functional currency, and all values are rounded to the nearest lakhs, except when otherwise stated.

1.2 Current / Non-current classification:

For the purpose of current/non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months. This is based on the nature of products and the time between the acquisition of assets or inventories for manufacturing and their realization in cash and cash equivalents.

1.3 Summary of Significant Accounting policies

(A) Property, Plant and Equipment

Tangible assets:

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Expenses directly attributable to new manufacturing facility during its construction period including borrowing costs are capitalized, if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant heads of property, plant and equipment if the recognition criteria are met.

Gains or losses arising from derecognition of assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

Capital work in progress and Capital advances:

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets.

Depreciation:

Depreciation on assets is provided on straight line method for the period for which the assets have been used as under:

(a) Depreciation on assets is provided over the useful life of assets as prescribed under schedule II of the Companies Act, 2013.

(b) Plant and machinery which have worked for more than single shift, depreciation is provided for accordingly as per rate prescribed in schedule II of the Companies Act, 2013.

(c) Leasehold land is amortised over the period of lease.

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

Intangible Assets and Amortisation:

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. Gain or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognized as income or expense in the Statement of Profit and Loss. The period of amortisation is as under :

Asset	Period of amortisation
Computer Software	6 years
Copyrights	10 years
Trademark	10 years

(B) Finance Costs:

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised, all other borrowing costs are charged to the statement of profit and loss for the period in which they are incurred.

(C) Investment Properties:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company for its business, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and wherever applicable its borrowing costs. Subsequent expenditure is capitalised to the asset’s carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss for the period in which they are incurred.

Investment properties are depreciated using the straight-line method over their estimated useful lives as follows:

Asset Category	Useful life	Basis for charging Depreciation
Office Building	60	Life as prescribed under Schedule-II of the Companies Act, 2013

Though the company measures investment property using cost based measurement, the fair value of investment property is disclosed in the note 2D. Fair values are determined based on an annual evaluation performed by an external independent valuer.

(D) Impairment of non-financial assets - property, plant and equipment and Intangible Assets:

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset’s carrying amount exceeds its recoverable amount. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

(E) Government Grants and Subsidy:

Special capital incentive and subsidy received from the Government for setting up or expansion of an industrial undertaking in undeveloped area of State, is credited to Special capital incentive and subsidy account under Capital Reserve Account.

(F) Tax Expenses:

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from ‘profit before tax’ as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Minimum Alternative Tax (MAT) credit entitlement is recognised in accordance with the Guidance Note on “Accounting for credit available in respect of Minimum Alternative Tax under the Income-tax Act, 1961” issued by ICAI. MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. At each balance sheet date

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

the company re-assesses MAT credit assets to the extent they become reasonably certain or virtually certain of realisation, as the case may be and adjusts the same accordingly.

Deferred tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under the Income Tax Act 1961.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognized in Other Comprehensive Income.

(G) Inventories:

Items of inventories are measured at lower of cost or net realisable value after providing for obsolescence , if any. Cost of Inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and condition. Cost of raw materials, stores & spares, packing materials are determined on weighted average basis. However raw materials are written down to realisable value only if the cost of the related finished goods is not expected to recover the cost of raw materials.

Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost of work in progress and finished goods is determined on absorption costing method which include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

(H) Financial Instruments:

1 Financial Assets

a Initial recognition and measurement:

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition.

b Subsequent measurement

I Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

II Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

III Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

c Impairment of financial assets

In accordance with Ind AS 109, the Company uses ‘Expected Credit Loss’ (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables the Company applies ‘simplified approach’ which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

2 Financial Liabilities

a Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and in case of loans and borrowings, net of directly attributable cost. Cost of recurring nature are directly recognised in profit or loss as finance cost.

b Subsequent measurement:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

3 Derivative Financial Instruments

The Company uses various derivative financial instruments such as forwards and options to mitigate the risk of changes in foreign exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as other financial assets when the fair value is positive and as other financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability.

4 Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company’s Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

(I) Fair Value:

The Company measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 — quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 — inputs that are unobservable for the asset or liability

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

(J) Investment in Subsidiary and Associate Companies:

The Company has elected to recognize its investments in subsidiary and associate companies at cost in accordance with the option available in Ind AS 27, ‘Separate Financial Statements’. The details of such investments are given in Note 3.

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

(K) Revenue Recognition:

(i) Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services.

Generally, control is transferred upon shipment of goods to the customer or when the goods are made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue from rendering of services is recognised over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Revenue is measured at the amount of consideration which the company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the Government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognized when it becomes unconditional.

(ii) Income from Power generation is accounted on the basis of certification of Gujarat Electricity Development Authority.

(iii) Credits on account of Duty drawback and other benefits, which are due to be received with reasonable certainty, are accrued upon completion of exports.

(iv) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

(v) Profit / Loss from investment in LLP is accounted at the time of finalisation of accounts of LLP.

(vi) Dividend income is recognized when the right to receive dividend is established.

(L) Foreign currency transactions and translation:

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

(M) Employee Benefits:

Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Expense in respect of other short term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

Post Employment Employee Benefits :

(i) **Defined Contribution Plans :**

(a) Provident Fund:

The company makes specified monthly contribution to statutory provident fund in accordance with the Employees Provident Fund & Miscellaneous Provisions Act, 1952, which is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee.

(b) Superannuation:

The Company has Superannuation Plan for its executives - a defined contribution plan. The Company makes annual contribution of the covered employees' salary, subject to maximum of ₹1.50 lakh per employee, for the executive opting for the benefit. The plan is managed by a Trust and the funds are invested with Life Insurance Corporation of India under its Group Superannuation Scheme. Annual contributions as specified under the Trust deed are paid to the Life Insurance Corporation of India and recognised as an expense of the year in which the liability is incurred.

(ii) **Defined Benefit Plans:**

(a) Gratuity:

The Company pays gratuity to the employees who have completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act, 1972.

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective Income Tax authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment and other long term benefits are charged to the Other Comprehensive Income.

(b) Leave Encashment:

Provision for leave encashment, which is a defined benefit, is made based on actuarial valuation done by an independent agency of notified actuaries by using the projected unit credit method. Actuarial Gains / Losses, if any are recognised in the statement of profit and loss.

(N) Lease:

The Company, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

(O) Impact of COVID 19:

The Company continues to regularly assess the business and economic financial impact of Covid-19. While there has been an impact on account of lost sales during the lockdown, restarting costs and increased expenses disproportionate to reduced incomes, the same which started towards the end of FY 19-20 have continued into FY 20-21. The impact of the same on the profits of the company shall be computed for inclusion in fiscal year 20-21. The Company continues to monitor any material changes to future economic conditions.

(P) Research and Development:

Revenue expenditure on Research and Development is charged in the period in which it is incurred. Capital Expenditure for Research and Development is capitalised when commissioned and included in the Plant, Property and Equipment and depreciated in accordance with the policies stated for Property, Plant and Equipment.

(Q) Provisions, Contingent Liabilities and Contingent Assets:

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.

Contingent Assets: Contingent Assets are neither recognised nor disclosed in the financial statements.

(R) Segment reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

(S) Cash and cash equivalents:

Cash and cash equivalents for the purposes of cash-flow statement comprise cash at bank and in hand and short-term investments with original maturity of three months or less.

(T) Earnings Per Share:

The company reports basic and diluted earning per share (EPS) in accordance with the Indian Accounting Standard specified under Section 133 of the Companies Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The Basic EPS has been computed by dividing the income available to equity shareholders by the weighted average number of equity shares outstanding during the accounting year. The diluted EPS has been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the end of the year.

1.4 Key accounting estimates and judgements

The preparation of the Company's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Depreciation/amortisation and useful lives of property, plant and equipment/intangible assets

Property, plant and equipment/intangible assets are depreciated/amortised over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/ amortisation to be provided during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation/ amortisation for future periods is revised if there are significant changes from previous estimates.

b) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

c) Defined benefit obligation

The costs of providing pensions and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. The same is disclosed in Note 35, 'Employee benefits'.

d) Income Tax:

The Company's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions (Refer Note 31).

e) Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

1.5 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

2 PROPERTY, PLANT AND EQUIPMENT

2A TANGIBLE ASSETS

Particulars	Gross Block					Depreciation / Amortisation					Net Book Value	
	As at 01-04-2019	Additions	Deduction	Adjustments/ Transfers	As at 31-03-2020	As at 01-04-2019	For the year	Deduction	Adjustments/ Transfers	As at 31-03-2020	As at 31-03-2020	As at 31-03-2019
Lease hold Land	929.46	-	-	(929.46)	-	67.20	-	-	(67.20)	-	-	862.26
Roads	573.27	3.27	-	-	576.54	361.81	55.54	-	-	417.35	159.19	211.46
Buildings	6,305.86	61.71	-	-	6,367.57	1,490.83	186.40	-	-	1,677.23	4,690.34	4,815.03
Plant and Machinery	14,953.93	1,134.92	(31.42)	-	16,057.43	9,406.92	952.26	(25.50)	-	10,333.67	5,723.76	5,547.02
Furniture & Fixtures	394.26	5.88	-	-	400.14	284.24	34.91	-	-	319.15	80.99	110.02
Office equipments	216.52	9.19	(0.06)	-	225.64	160.69	14.21	(0.06)	-	174.84	50.80	55.83
Computer Hardware	160.96	7.22	-	(0.00)	168.17	140.56	6.78	-	-	147.34	20.83	20.39
Vehicles	130.97	22.46	(7.23)	-	146.20	43.77	13.70	(6.08)	-	51.38	94.82	87.20
Material Handling Vehicles	107.87	14.41	-	-	122.28	25.34	13.51	-	-	38.85	83.44	82.53
Total	**23,773.09**	**1,259.06**	**(38.72)**	**(929.46)**	**24,063.98**	**11,981.36**	**1,277.30**	**(31.65)**	**(67.20)**	**13,159.81**	**10,904.17**	**11,791.73**
Previous Year	23,021.40	1,009.13	(257.44)	0.00	23,773.09	10,906.74	1,284.02	(209.40)	-	11,981.36	11,791.73	12,114.66

Notes:

1 Refer to note 14 for information on Property, plant & equipment pledged as security by the Company.

2 Refer to note 33 for disclosure of contractual commitments for the acquisition of Property, plant & equipment.

2B CAPITAL WORK IN PROGRESS

Particulars	As at 31-03-2020	As at 31-03-2019
Plant & Machinery	52.71	16.40
Other Assets	80.85	80.85
Total	**133.56**	**97.25**

Notes:

1 Addition to capital work in progress includes borrowing cost on Term Loan.

Particulars	FY 2019-20	FY 2018-19
Plant and Machinery	4.20	4.76
Total	**4.20**	**4.76**

2C RIGHT OF USE ASSETS

Particulars	Gross Block					Depreciation / Amortisation					Net Book Value	
	As at 01-04-2019	Additions	Deduction	Adjustments/ Transfers	As at 31-03-2020	As at 01-04-2019	For the year	Deduction	Adjustments/ Transfers	As at 31-03-2020	As at 31-03-2020	As at 31-03-2019
Lease hold Land	-	-	-	934.30	934.30	-	9.92	-	67.20	77.12	857.17	-
Vehicles	-	-	-	186.88	186.88	-	53.74	-	-	53.74	133.14	-
Total	**-**	**-**	**-**	**1,121.18**	**1,121.18**	**-**	**63.66**	**-**	**67.20**	**130.86**	**990.32**	**-**
Previous Year	-	-	-	-	-	-	-	-	-	-	-	-

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

The company has adopted Ind AS 116, effective annual reporting period beginning April 1st, 2019 and applied the standard to its leases, prospectively using the prospective approach.

For transition, the company has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis. The company has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right-of-use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease. The company has used a single discount rate to a portfolio of leases with similar characteristics.

On transition, the company recognised a lease liability measured at the present value of the remaining lease payments. The right-to-use asset is recognised from 1st April, 2019 by using the lessee's incremental borrowing rate on remaining Lease. Accordingly, a right-to-use asset of ₹ 186.88 lakhs and lease liability of ₹ 186.88 lakhs has been recognised.

2D INVESTMENT PROPERTY

Particulars	Gross Block					Depreciation / Amortisation					Net Book Value	
	As at 01-04-2019	Additions	Deduction	Adjustments/ Transfers	As at 31-03-2020	As at 01-04-2019	For the year	Deduction	Adjustments/ Transfers	As at 31-03-2020	As at 31-03-2020	As at 31-03-2019
Buildings	138.23	-	-	-	138.23	28.67	2.32	-	-	31.00	107.23	109.56
Total	**138.23**	**-**	**-**	**-**	**138.23**	**28.67**	**2.32**	**-**	**-**	**31.00**	**107.23**	**109.56**
Previous Year	138.23	-	-	-	138.23	26.35	2.32	-	-	28.67	109.56	111.88

Information regarding Income & Expenditure of Investment Property

	FY 2019-20	FY 2018-19
Rental Income derived from Investment Property	18.00	12.60
Direct Operating expenses (including repairs and maintenance) generating rental income	(1.36)	(1.07)
Direct Operating expenses (including repairs and maintenance) that did not generate rental income	(0.36)	(0.69)
Profit from investment properties before depreciation	**16.28**	**10.84**
Depreciation	(2.32)	(2.32)
Profit from investment properties	**13.95**	**8.51**

As at 31st March, 2020 and 31st March, 2019, the fair values of the properties are based on valuations performed by an independent valuer.

The company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

Fair Value of the Investment Property is as under

Fair Value	Office Building
Balance as at 01-Apr-2019	304.63
Fair value difference for the year	11.15
Purchases	-
Balance as at 31-Mar-2020	**315.78**

Particulars	Valuation Techniques	Significant unobservable inputs	Range of change in fair value per 5% (+/-) change in rate per sq. mtr.	
			As at 31-03-2020	As at 31-03-2019
Office Building	Sale Comparison Technique	Sales price of similar properties adjusted for peculiar factors of the property valued	15.79	15.23

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

Leasing arrangements

Investment property is leased to tenant under operating lease with rentals payable on monthly basis.

The future minimum estimated lease rental income is as follows	FY 2019-20	FY 2018-19
Not later than 1 year	-	9.00
Later than 1 year but not later than 5 years	-	-
Later than 5 years	-	-

2E INTANGIBLE ASSETS

Particulars	Gross Block					Depreciation / Amortisation					Net Book Value	
	As at 01-04-2019	Additions	Deduction	Adjustments/ Transfers	As at 31-03-2020	As at 01-04-2019	For the year	Deduction	Adjustments/ Transfers	As at 31-03-2020	As at 31-03-2020	As at 31-03-2019
Computer Software	217.62	-	-	-	217.62	205.09	4.38	-	-	209.47	8.15	12.53
Copyrights	11.06	-	-	-	11.06	4.92	1.28	-	-	6.19	4.87	6.15
Trademark	2.58	-	-	-	2.58	0.00	0.52	-	-	0.52	2.06	2.58
TOTAL	**231.27**	**-**	**-**	**-**	**231.27**	**210.01**	**6.17**	**-**	**-**	**216.18**	**15.08**	**21.26**
Previous Year	228.69	-	-	-	228.69	181.71	19.03	-	-	200.75	27.94	46.97

2F INTANGIBLE ASSETS UNDER DEVELOPMENT

	As at 31-03-2020	As at 31-03-2019
Computer Software, Trademark, Brand and Patents	31.49	11.79

3 NON CURRENT FINANCIAL ASSETS : INVESTMENTS

Particulars	Face Value (in ₹)	As at 31-03-2020		As at 31-03-2019	
		Units (Nos)	(₹ in lakhs)	Units (Nos)	(₹ in lakhs)
Investments measured at Cost					
Investment in equity shares of subsidiaries					
Grip Polymers Ltd.	10	3,100,000	306.01	3,100,000	306.01
Investment in capital					
Gripsurya Recycling LLP		-	361.09	-	335.12
Investment in equity shares of Joint Ventures					
Marangoni GRP Pvt. Ltd.	1	9,921,723	112.70	9,921,723	112.70
Investment in equity shares of other Companies					
Narmada Clean Tech	10	129,000	12.90	129,000	12.90
Iris Ecopower Venture Pvt. Ltd.	10	496,350	49.64	412,500	41.25
OPGS Power Gujarat Pvt. Ltd.	0.1	280,000	0.56	280,000	0.56
TOTAL			**842.90**		**808.54**
Aggregate amount of Unquoted Investments (at cost)			**842.90**		**808.54**
Category-wise Non current investment					
Financial Assets measured at Cost			842.90		808.54
Financial Assets measured at Fair value through Profit & Loss			-		-
Total Investment - Non Current			**842.90**		**808.54**

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

4	OTHER NON CURRENT ASSETS (UNSECURED, CONSIDERED GOOD)		As at 31-03-2020	As at 31-03-2019
	Leasehold Land		-	4.84
	Capital Advances		4.35	113.54
	Advances other than capital advances			
	- Security Deposits		232.18	336.83
	- Other Advances & Deposits		2.03	2.03
	Prepaid Expenses (Refer note 11)		12.92	22.02
		TOTAL	307.95	479.26

5	INVENTORIES		As at 31-03-2020	As at 31-03-2019
	Raw Materials		2,535.47	1,652.34
	Work-in-progress		687.51	520.65
	Finished goods			
	- In hand		980.73	565.87
	- In transit		145.00	408.42
	Stores and spares		206.81	207.28
	Fuel Materials		14.05	20.38
	Packing Materials		40.79	53.02
	Stock of Others		5.24	12.25
		TOTAL	4,615.58	3,440.22

Note: Inventories written down to net realisable value during the year 2019-2020 : Work-in -progress ₹ Nil (2018-2019 : ₹ 69.98 lakhs); Finished Goods ₹ 25.62 lakhs (2018-2019 ₹ 19.65 lakhs) and Stores and Spares ₹ Nil (2018-2019 : ₹ 12.99 lakhs).

6	CURRENT FINANCIAL ASSETS : TRADE RECEIVABLES		As at 31-03-2020	As at 31-03-2019
	Trade Receivables considered good - Unsecured		6,501.12	6,507.76
	Less: Allowance for expected credit loss		(3.87)	(4.05)
			6,497.25	6,503.70
	Trade Receivables - credit impaired		6.32	6.32
	Less: Allowance for expected credit loss		(6.32)	(6.32)
			-	-
		TOTAL	6,497.25	6,503.70

Movement of Impairment Allowance (allowance for expected credit loss)

	FY 2019-20	FY 2018-19
Impairment Allowance		
Opening Balance	10.38	7.70
Provided during the year	-	6.32
Amount Written back	-	-
Amount Written Off	(0.19)	(3.65)
Closing Balance	**10.19**	**10.38**

7	CURRENT FINANCIAL ASSETS : CASH AND CASH EQUIVALENTS		As at 31-03-2020	As at 31-03-2019
	Cash on hand		1.78	1.57
	Balances with Banks			
	- In Current Accounts		416.07	15.20
	- In Cash Credit Accounts		58.85	26.29
	- In EEFC Accounts		346.85	393.04
		TOTAL	823.55	436.10

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

8	CURRENT FINANCIAL ASSETS : OTHER BANK BALANCES	As at 31-03-2020	As at 31-03-2019
	Other Bank Balances		
	Unclaimed dividend accounts	6.33	7.81
	Term deposits held as margin money against bank guarantee and other commitments	13.35	13.19
	TOTAL	**19.69**	**21.00**

9	CURRENT FINANCIAL ASSETS : OTHERS	As at 31-03-2020	As at 31-03-2019
	Accrued Interest Income	23.29	17.87
	Currency Options	10.64	-
	Others*	-	130.16
	TOTAL	**33.93**	**148.03**

* Others represents fair value of derivatives

10	CURRENT TAX ASSETS (NET)	As at 31-03-2020	As at 31-03-2019
	Opening Balance (refer note 23)	(27.18)	-
	Add: Provision for Income-tax for the year	(0.00)	-
	Add: Tax on defined benefit plans	46.75	-
	Add: Short / (Excess) Provision for earlier years	46.67	-
	Add: Advance Tax Paid	25.99	-
	Closing Balance	92.23	-

11	OTHER CURRENT ASSETS (UNSECURED, CONSIDERED GOOD)	As at 31-03-2020	As at 31-03-2019
	Advances other than capital advances	398.73	154.50
	Security Deposits	34.82	51.18
	Balance with Central Excise, GST and State Authorities	1,316.00	777.62
	Prepaid Expenses (Refer note 4)	70.01	60.60
	Receivable from LIC (Gratuity claim)	6.11	5.82
	Duty drawback Receivable	92.78	72.18
	TOTAL	**1,918.47**	**1,121.91**

12	EQUITY	As at 31-03-2020	As at 31-03-2019
	Authorized		
	15,00,000 equity shares of ₹ 10 each	150.00	150.00
	Issued, Subscribed and fully Paid up		
	13,33,333 equity shares of ₹ 10 each	133.33	133.33
	TOTAL	**133.33**	**133.33**

	As at 31-03-2020		As at 31-03-2019	
	Units (Nos)	**(₹ in lakhs)**	**Units (Nos)**	**(₹ in lakhs)**
At the beginning of the year	1,333,333	133.33	1,333,333	133.33
Add: Issued during the year	-	-	-	-
At the end of the year	**1,333,333**	**133.33**	**1,333,333**	**133.33**

Rights, preferences and restrictions attached to shares

1. The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share.
2. In the event of liquidation of the Company, the holders of the equity shares of the Company will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts in proportion to their shareholding.

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

	As at 31-03-2020		As at 31-03-2019	
	Shares (Nos)	% of Holding	Shares (Nos)	% of Holding
Mrs. Meera Philip	81,666	6.12%	81,666	6.12%

13 OTHER EQUITY	As at 31-03-2020	As at 31-03-2019
Capital reserve		
Special capital incentive and subsidy		
Balance as per last Balance sheet	53.30	53.30
Profit on re-issue of forfeited shares		
Balance as per last Balance sheet	0.01	0.01
Securities Premium		
Balance as per last Balance sheet	41.67	41.67
General Reserve		
Balance as at beginning of the year	6,500.00	6,500.00
Add: Transferred from the statement of profit and loss account	-	-
Balance as at the end of the year	**6,500.00**	**6,500.00**
Retained Earnings		
As per last Balance sheet	6,545.04	5,926.97
Add: Profit for the year	299.85	638.15
Less: Appropriations :		
Dividend on Equity Shares (Dividend per Share ₹ 8.00, Previous year ₹ 1.25)	(106.67)	(16.67)
Tax on Dividend	(21.93)	(3.43)
Interim Dividend on Equity Shares (Dividend per Share ₹ 5.50, Previous year ₹ NIL)	(73.33)	-
Tax on Interim Dividend	(15.07)	-
Balance as at the end of the year	**6,627.89**	**6,545.04**
Other Comprehensive Income (OCI)		
As per last Balance sheet	105.89	43.55
Add: Movement in OCI (Net) during the year	(337.37)	62.34
Balance as at the end of the year	**(231.48)**	**105.89**
TOTAL	**12,991.39**	**13,245.90**

Description of nature and purpose of each reserve

General Reserve - General reserve is created from time to time by way of transfer from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

Capital Reserve - Capital reserve represents Special Capital subsidy received and profit on re-issue of forfeited shares

Securities Premium Reserve - Securities premium reserve represents the premium received on issue of equity shares.

14 NON CURRENT FINANCIAL LIABILITIES : BORROWINGS	As at 31-03-2020	As at 31-03-2019	As at 31-03-2020	As at 31-03-2019
	Current Maturity		Non - Current portion	
Secured - At Amortised Cost				
Term Loans from Banks				
- Rupee Loan	432.73	196.00	1,131.68	279.25
	432.73	**196.00**	**1,131.68**	**279.25**
Unsecured - At Amortised Cost				
Deferred Payment Liability	13.41	19.60	16.36	10.04
	13.41	**19.60**	**16.36**	**10.04**
	446.14	**215.60**	**1,148.03**	**289.29**
Amount disclosed under the head Current Financial Liabilities : Others (refer note 20)	**(446.14)**	**(215.60)**	**-**	**-**
TOTAL	**-**	**-**	**1,148.03**	**289.29**

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

1 **Borrowings are measured at amortised Cost**

Nature of security and terms of repayment for borrowings:

2 **Rupee loan from HDFC Bank Ltd of ₹ 1285.16 lakhs (Net of processing charges) (31-Mar-2019: ₹ Nil) for Capex**

First exclusive charge by way of hypothecation of plant & machinery which are funded through this loan and by way of extension of equitable mortgage on office at 510, Kohinoor City, Kurla (West), Mumbai.

Repayable in 54 equal monthly instalments beginning from 08-Jun-2020 along with interest @ 9.70% p.a.

3 **Rupee loan from Citi Bank N.A. of ₹ 279.25 lakhs (31-Mar-2019: ₹ 475.25 lakhs) for Capex**

First exclusive charge by way of hypothecation on Plant & Machinery which are funded through Citi Bank term loan.

Repayable in 16 equal quarterly instalments beginning from 11-Jul-2017 along with interest @ 10.20% p.a.

4 **Deferred Payment Liability**

(a) Vehicle loan of ₹ Nil (31-Mar-2019: ₹ 9.48 lakhs) is secured by vehicles under hypothecation with bank. Loan is repaid on 01-Mar-2020.

(b) Vehicle loan of ₹ 10.04 lakhs (31-Mar-2019: ₹ 20.15 lakhs) is secured by vehicles under hypothecation with NBFC. Loan is repayable in 48 monthly instalments from Mar-2017 along with interest @ 8.27% p.a.

(c) Vehicle loan of ₹ 19.73 lakhs (31-Mar-2019: ₹ Nil) is secured by vehicles under hypothecation with Bank. Loan is repayable in 60 monthly instalments from Mar-2020 along with interest @ 8.50% p.a.

5 For explanation on the company's Interest rate risk and foreign currency risk refer Note 44

15 NON CURRENT FINANCIAL LIABILITIES : OTHERS		As at 31-03-2020	As at 31-03-2019
Lease Liability (Refer note 20)		85.43	-
	TOTAL	**85.43**	**-**

16 NON CURRENT LIABILITIES : PROVISIONS		As at 31-03-2020	As at 31-03-2019
Provision for Leave encashment (Refer note 22)		65.85	54.47
	TOTAL	**65.85**	**54.47**

17 DEFERRED TAX LIABILITIES (NET):	As at 31-03-2020	As at 31-03-2019
At the beginning of the year	2,136.72	2,197.22
Charge/(credit) to Statement of Profit and Loss	(478.45)	(90.55)
Charge/(credit) to Other Comprehensive Income	(91.89)	30.05
At the end of year	**1,566.38**	**2,136.72**

Component of Deferred tax liabilities / (asset)	As at 31-03-2019	Charge / (credit) to Profit and Loss	Charge / (credit) to Other Comprehensive Income	As at 31-03-2020
Deferred tax liabilities / (asset) in relation to:				
Property, plant and equipment	2,110.86	(399.54)	-	1,711.32
Financial assets	0.58	(0.31)	-	0.27
Financial Liabilities	-	(36.03)	-	(36.03)
Loan and advances	18.05	(44.31)	-	(26.26)
Provisions	(19.35)	0.92	-	(18.43)
Others	26.58	0.81	(91.89)	(64.49)
TOTAL	**2,136.72**	**(478.45)**	**(91.89)**	**1,566.38**

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

18 CURRENT FINANCIAL LIABILITIES : BORROWINGS		As at 31-03-2020	As at 31-03-2019
Secured - At Amortised Cost			
Working Capital Loan payable on demand from banks			
Foreign Currency Loans		5,186.98	4,316.50
Rupee Loans		1,720.54	1,569.53
	TOTAL	**6,907.52**	**5,886.02**

Nature of security and terms of repayment for secured borrowings:

1 **Working Capital Loan from HDFC Bank Ltd of ₹ 4,620.26 lakhs (31-Mar-2019: ₹ 4,425.73 lakhs)**

First pari passu charge by way of hypothecation of entire current assets, both present and future at par with other banks. First pari passu charge on entire property, plant and equipment located at Ankleshwar & Panoli plant of the company at par with other banks.

2 **Working Capital loan from Citi Bank N. A. of ₹ 1,258.25 lakhs (31-Mar-2019: ₹ 1,460.29 lakhs)**

First pari passu charge in favour of Citi Bank N.A. by way of hypothecation of entire Fixed assets both movable and immovable, both present & future of the company located at Manufacturing unit at Ankleshwar & Panoli Plant, District Bharuch, Gujarat at par with other banks.

3 **Working Capital loan from ICICI Bank Ltd of ₹ 1,029.01 lakhs (31-Mar-2019: ₹ Nil)**

First pari passu charge by way of hypothecation of entire current assets, both present and future at par with other banks. First pari passu charge on entire property, plant and equipment located at Ankleshwar & Panoli plant of the company at par with other banks.

4 For explanation on the company's Interest risk and foreign currency risk refer Note 44

19 CURRENT FINANCIAL LIABILITIES : TRADE PAYABLES		As at 31-03-2020	As at 31-03-2019
Dues of micro and small enterprises		213.49	180.11
Dues of creditors other than micro and small enterprises		2,237.76	1,997.21
	TOTAL	**2,451.24**	**2,177.32**

Details of Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act,2006 ("MSMED Act").

To comply with the requirement of The Micro, Small and Medium Enterprises Development Act, 2006, the Company requested its suppliers to confirm it whether they are covered as Micro, Small or Medium enterprise as is defined in the said Act. Based on the communication received from such suppliers confirming their coverage as such enterprise, the company has recognized them for the necessary treatment as provided under the Act, from the date of receipt of such confirmations and are disclosed in note below.

	As at 31-03-2020	As at 31-03-2019
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount outstanding (whether due or not) to micro and small enterprises	213.49	180.11
- Interest due thereon	0.38	0.16
The amount of interest paid by the Company in terms of section 16 of the MSMED Act, 2006.	-	-
The amount of payment made to the supplier beyond the appointed day during the year	718.48	470.51
Amount of interest due and payable on delayed payments	4.92	5.46
Amount of interest accrued and remaining unpaid as at year end (Net of reversal)	15.53	18.82
The amount of further interest due and payable even in the succeeding year	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

20	CURRENT FINANCIAL LIABILITIES : OTHERS		As at 31-03-2020	As at 31-03-2019
	Current maturities of Long-term borrowings (refer note 14)		446.14	215.60
	Current maturities of Lease Liability (refer note 15)		53.15	-
	Interest accrued and due on borrowings		29.89	20.61
	Unclaimed Dividend*		6.33	7.81
	Creditors for Capital Goods & Services		52.20	41.25
	Deposit from Dealers		60.40	60.40
	Security Deposit for Let out property		0.65	5.65
	Others**		284.63	1.12
		TOTAL	**933.40**	**352.44**

*There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as on 31st March, 2020.

**Others represents fair value of derivatives

21	OTHER CURRENT LIABILITIES		As at 31-03-2020	As at 31-03-2019
	Advances from customers		4.59	8.75
	Statutory dues		91.74	94.04
	Others		848.43	581.40
		TOTAL	**944.77**	**684.19**

22	CURRENT LIABILITIES : PROVISIONS		As at 31-03-2020	As at 31-03-2019
	Current maturities of Long-term provisions of Employees Benefit expenses			
	- Provision for Leave encashment (refer note 16)		5.03	3.48
	- Provision for Gratuity payment		101.02	-
		TOTAL	**106.05**	**3.48**

23	CURRENT TAX LIABILITIES (NET)	As at 31-03-2020	As at 31-03-2019
	Opening Balance	-	35.70
	Add: Provision for Income-tax for the year	-	331.59
	Add: Tax on defined benefit plans	-	1.19
	Less: Short / (Excess) Provision for earlier years	-	(55.02)
	Less: Advance Tax Paid	-	(286.28)
	Closing Balance	-	27.18

24	REVENUE FROM OPERATIONS:		Year ended 31-03-2020	Year ended 31-03-2019
	Revenue from Operations		36,191.27	37,153.40
	Power generation from Windmill		80.15	80.68
	Export incentives		340.74	309.69
	Revenue from Operations (Gross)		**36,612.16**	**37,543.77**
	Less: Goods and Service Tax Recovered		1,749.58	1,847.57
	Revenue from Operations (Net)		**34,862.58**	**35,696.20**
	Disaggregation of Revenue			
	Revenue based on Geography			
			Year ended 31-03-2020	**Year ended 31-03-2019**
	Export		25,066.72	25,352.82
	Domestic		9,795.86	10,343.38
		TOTAL	**34,862.58**	**35,696.20**

25	OTHER INCOME:	Year ended 31-03-2020	Year ended 31-03-2019
	Interest Income	17.96	57.66
	Share of Profit / (Loss) in LLP	25.97	7.15
	Net Gain on Sale of Property, Plant and Equipment	0.13	-
	Other Non-operating Income	22.89	22.65
	TOTAL	**66.95**	**87.46**

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

26	CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE:		Year ended 31-03-2020	Year ended 31-03-2019
	Inventories at the beginning of the year:			
	Finished goods		565.87	535.06
	Goods-in-transit (Finished Goods)		408.42	550.00
	Work-in-progress		520.65	401.35
		(A)	**1,494.94**	**1,486.41**
	Inventories at the end of the year:			
	Finished goods		980.73	565.87
	Goods-in-transit (Finished Goods)		145.00	408.42
	Work-in-progress		687.51	520.65
		(B)	**1,813.24**	**1,494.94**
		TOTAL (A) - (B)	**(318.30)**	**(8.53)**

27	EMPLOYEE BENEFITS EXPENSES:		Year ended 31-03-2020	Year ended 31-03-2019
	Salaries and Wages		5,350.73	5,165.84
	Contribution to Provident fund and Other funds*		442.77	395.99
	Staff Welfare and other benefits		248.92	266.14
		TOTAL	**6,042.41**	**5,827.97**

*For Disclosure as per IND-AS 19 'Employee Benefits' refer note no 35

28	FINANCE COST:		Year ended 31-03-2020	Year ended 31-03-2019
	Interest on Term & Working Capital Loans*		390.24	317.14
	Applicable loss on foreign currency transactions and translation		343.24	57.96
	Interest on Other Loans		18.86	15.04
	Financial Charges		60.56	74.47
		TOTAL	**812.91**	**464.62**

* Interest Expenses are net of Interest Capitalised of ₹ 4.20 lakhs (Previous year ₹ 4.76 lakhs) (Refer note 2B)

29	DEPRECIATION AND AMORTIZATION EXPENSES:		Year ended 31-03-2020	Year ended 31-03-2019
	Depreciation on Property, Plant & Equipment		1,340.96	1,284.02
	Depreciation on Investment Property		2.32	2.32
	Amortisation of Intangible Assets		6.17	9.26
		TOTAL	**1,349.46**	**1,295.61**

30	OTHER EXPENSES:	Year ended 31-03-2020	Year ended 31-03-2019
	Manufacturing Expenses		
	Packing Material consumed	966.45	917.91
	Stores and Spare Parts Consumed	613.84	694.41
	Utilities Consumed:-		
	- Power Consumption	3,885.63	3,978.40
	- Fuel Consumption	826.94	912.58
	- Water Consumption	41.09	50.92
	Repairs & Maintenance Expenses:-		
	- Plant & Machineries	313.11	358.71
	- Factory Buildings	13.90	28.13
		6,660.95	**6,941.07**
	Sales & Distribution expenses		
	Freight & Forwarding expenses	2,790.20	2,476.72
	Other Selling and Distribution expenses	46.54	74.73
		2,836.74	**2,551.45**

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

OTHER EXPENSES:	Year ended 31-03-2020	Year ended 31-03-2019
Administration & Other Expenses		
Insurance	49.38	32.38
Vehicle Expenses	45.48	125.77
Printing & Stationery	20.12	20.70
Advertisements	2.91	3.32
Rent, Short Term Lease Rent & Other Charges	12.17	0.58
Repairs to Other Assets	93.90	97.29
Legal & Professional charges	193.40	278.05
Travelling & Conveyance	186.04	175.80
Postage & Telephones	26.81	27.23
Provision for expected credit loss	-	6.32
Net (Gain) / Loss on foreign currency transactions and translation	(661.17)	(407.86)
Auditors Remuneration (Refer note 32)	11.22	10.77
Directors' Sitting Fees	9.95	9.85
Commission to Director	0.48	10.90
Rate and Taxes	71.20	16.48
Corporate Social Responsibility Expense (Refer note 39)	20.41	20.15
Factory / Office Expenses	44.78	51.59
Office electricity expenses	15.71	14.32
Other Expenses	109.07	170.57
Net Loss on Sale of Property, Plant and Equipment	-	21.28
	251.85	**685.51**
TOTAL	**9,749.54**	**10,178.03**

31 INCOME TAX:

A The note below details the major components of income tax expenses for the year ended 31-Mar-20 and 31-Mar-19. The note further describes the significant estimates made in relation to company's income tax position and also explains how the income tax expense is impacted by non-assessable and non-deductible items.

Particulars	Year ended 31-03-2020	Year ended 31-03-2019
Current Tax	(46.67)	276.57
Current Tax	-	331.59
(Excess) / Short Provision for earlier years	(46.67)	(55.02)
Deferred Tax	(478.45)	(90.55)
Deferred Tax	(478.45)	(90.55)
Income tax expense reported in the statement of profit and loss	**(525.12)**	**186.02**
Other Comprehensive Income (OCI)		
Income tax relating to items that will not be reclassified to profit or loss	(46.75)	1.19
Deferred tax relating to items that will be reclassified to profit or loss	(91.89)	30.05

B Reconciliation of tax expenses and the accounting profit multiplied by applicable tax rate as notified under the Income Tax Act, 1961 enacted in India for the years ended 31-Mar-2020 and 31-Mar-2019.

	Year ended 31-03-2020	Year ended 31-03-2019
Profit before income tax expense	(225.27)	824.17
Income tax expense calculated at 26.000% (31 March 2019 : 33.384%)	**(58.57)**	**275.14**
Tax effect of adjustments in calculating taxable income		
Disallowance of expenses as per Income tax	443.37	538.52
Allowance of expenses (Depreciation, R&D)	**(513.66)**	**(482.07)**
Current Tax Provision (A)	**-**	**331.59**
Short / (Excess) Provision for earlier years (B)	**(46.67)**	**(55.02)**

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

	Year ended 31-03-2020	Year ended 31-03-2019
Incremental Deferred Tax Liability on account of Property, Plant and Equipment and Intangible Assets	**(399.54)**	**(193.71)**
Incremental Deferred Tax Liability / (Asset) on account of Financial Assets and Other Items	**(78.91)**	**103.17**
Deferred Tax Provision (C)	**(478.45)**	**(90.54)**
Tax Expenses recognised in Statement of Profit and Loss (A+B+C)	**(525.12)**	**186.03**
Effective Tax rate	**-**	**22.57%**

Deferred tax includes onetime impact of ₹ 356.12 lakhs being reversal of opening deferred tax liability due to reduction in tax rate applicable to the Company by the Finance Act (No. 2) 2019.

32	DETAILS OF PAYMENT TO AUDITORS EXCLUDING TAXES:	Year ended 31-03-2020	Year ended 31-03-2019
	Statutory Audit fees	7.00	7.00
	Limited Review fees	0.75	0.75
	Tax Audit fees	2.25	2.25
	Reimbursement of expenses	0.31	0.77
	TOTAL	**10.31**	**10.77**

33	CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR) :	As at 31-03-2020	As at 31-03-2019
	Guarantees issued by Banks (Net)	356.81	371.53
	Letter of Credit	26.58	88.65
	Claims against the company (Including Sales tax, Excise duty, etc.) not acknowledged as debts		
	- Sales Tax	168.46	204.62
	- Excise Duty & Service Tax	144.85	144.85
	- Income Tax liability	193.28	118.90
	Estimated amount of contracts remaining to be executed on capital account towards PPE	24.02	139.21
	TOTAL	**914.00**	**1,067.76**

34	LEASES:	Year ended 31-03-2020	Year ended 31-03-2019
	Premises given on Operating Lease: The Company has given premises on operating lease to Marangoni GRP Private Limited for a term of 36 months.		
	- Gross carrying amount as on balance sheet date	13.37	13.37
	- Accumulated depreciation amount as on balance sheet date	(2.43)	(2.25)
	- Net carrying amount as on balance sheet date	10.94	11.12
	- Depreciation recognised in statement of profit and loss	0.18	0.18
	The future minimum lease rental income is as follows		
	(a) Not later than 1 year	3.00	3.00
	(b) Later than 1 year but not later than 5 years	0.75	3.75
	(c) Later than 5 years	-	-
	Premises given on Operating Lease: Refer note 2D		

35 EMPLOYEE BENEFITS :

As per Indian Accounting Standard 19 “Employee benefits”, the disclosures as defined are given below :

The Company has various schemes for long term benefits such as provident fund , superannuation, gratuity and leave encashment. The Company’s defined contribution plans are Employees’ Provident fund and Pension Scheme (under the provision of the Employees’ Provident Fund and Miscellaneous Provisions Act, 1952) since the company has no further obligation beyond making the contributions.

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

A Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under

		Year ended 31-03-2020	Year ended 31-03-2019
i	Employer's Contribution to Provident & Pension Fund	259.34	248.71
ii	Employer's Contribution to Superannuation Fund	26.94	24.82

B Defined Benefit Plans

Disclosure Statement as Per Indian Accounting Standard 19

Para 139 (a) Characteristics of defined benefit plan

The Company has a defined benefit gratuity plan in India (funded). The company's defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund. The fund is managed by a trust which is governed by the Board of Trustees. The Board of Trustees are responsible for the administration of the plan assets and for the definition of the investment strategy.

Para 139 (b) Risks associated with defined benefit plan

Gratuity is a defined benefit plan and company is exposed to the Following Risks:

Interest rate risk: A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Investment Risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on Government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Asset Liability Matching (ALM) Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration Risk: Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

Para 139 (c) Characteristics of defined benefit plans

During the year, there were no plan amendments, curtailments and settlements.

Para 147 (a)

A separate trust fund is created to manage the Gratuity plan and the contributions towards the trust fund is done as guided by rule 103 of Income Tax Rules, 1962.

		As at 31-03-2020	As at 31-03-2019
		Gratuity	
		Funded	
i)	**Reconciliation of opening and closing balances of Defined Benefit Obligation**		
	Defined Benefit Obligation at beginning of the year	567.32	511.29
	Current Service Cost	61.64	53.37
	Past Service Cost	-	-
	Interest Cost	44.19	40.14
	Actuarial (Gain) / Loss	177.42	35.53
	Benefits Paid	(131.50)	(73.01)
	Defined Benefit Obligation at year end	**719.07**	**567.32**

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

ii)	**Reconciliation of opening and closing balances of fair value of Plan Assets**		
	Fair value of Plan Assets at beginning of year	621.38	570.05
	Expected Return on Plan Assets	48.41	44.75
	Employer Contribution	82.14	40.50
	Benefits Paid	(131.50)	(73.01)
	Actuarial (Gain) / Loss	(2.37)	39.10
	Fair value of Plan Assets at year end	**618.05**	**621.38**
iii)	**Reconciliation of fair value of Assets and Obligations**		
	Present Value of Benefit Obligation at the end of the Period	719.07	567.32
	Fair value of plan assets as at end of the year	618.05	621.38
	Funded status (Surplus/ (Deficit))	(101.02)	54.07
	Net (Liability)/Asset Recognized in the Balance Sheet	**(101.02)**	**54.07**
iv)	**Expenses recognised during the year**		
	Current service cost	61.64	53.37
	Past service cost	-	-
	Actuarial (Gains)/Losses on Obligation For the Period	-	-
	Net Interest cost	(4.21)	(4.61)
	Expenses recognised in the statement of profit and loss account	**57.43**	**48.76**
	Actuarial (Gains)/Losses on Obligation For the Period	177.42	35.53
	Return on Plan Assets, Excluding Interest Income	2.37	(39.10)
	Net (Income)/Expense For the Period Recognized in OCI	**179.79**	**(3.57)**
v)	**Actuarial Assumptions**		
	Discount Rate	6.84%	7.79%
	Salary Escalation	5.00%	5.00%

C Sensitivity Analysis

The key assumption and sensitivity of the defined benefit obligation to changes in the weighted principal assumption is:

Particulars	**Year ended 31-03-2020**	**Year ended 31-03-2019**
Expected Return on Plan Assets	6.84%	7.79%
Rate of Discounting	6.84%	7.79%
Rate of Salary Increase	5.00%	5.00%
Rate of Employee Turnover	2.00%	2.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08)	

Particulars	**Year ended 31-03-2020**	**Year ended 31-03-2019**
Delta Effect of +1% Change in Rate of Discounting	(59.78)	(46.49)
Delta Effect of -1% Change in Rate of Discounting	70.76	54.68
Delta Effect of +1% Change in Rate of Salary Increase	70.36	54.79
Delta Effect of -1% Change in Rate of Salary Increase	(60.39)	(47.27)
Delta Effect of +1% Change in Rate of Employee Turnover	11.25	13.61
Delta Effect of -1% Change in Rate of Employee Turnover	(12.95)	(15.64)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

36 RELATED PARTIES DISCLOSURE:

Sr. No.	Name of Related Party	% Share	Relationship
1	Grip Polymers Ltd. (100 % of total shareholdings held by GRP Ltd.)	100.000%	Direct Subsidiary
2	Grip Surya Recycling LLP (Partners capital share by GRP Ltd.)	99.886%	
3	MARANGONI GRP Private Limited	50.000%	Joint Venture
4	Rajendra V Gandhi; Managing Director		Key Managerial Personnel (KMP)
5	Harsh R Gandhi; Joint Managing Director		
6	Ganesh A Ghangurde; Chief Financial Officer; Company Secretary*		
7	Shilpa Mehta; Chief Financial Officer		
8	Abhijeet Sawant; Company Secretary		
9	Nayna R. Gandhi		Relatives of Key Managerial Personnel (KMP)
10	Hemal H. Gandhi		
11	Mahesh V. Gandhi		
12	Alphanso Netsecure Pvt. Ltd.		Enterprises over which Key Managerial Personnel are ableto exercise significant influence
13	GRP Employees Group Gratuity Trust		Post Employment Benefits Plans
14	GRP Employees Group Superannuation Scheme		

Sr. No.	Particulars	Subsidiaries		Joint Venture		Key Managerial Personnel	
		2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
1	Loan given	-	48.91	-	-	-	-
2	Loan repaid	-	516.16	-	-	-	-
3	Interest charged	-	39.69	-	-	-	-
4	Interest received	-	114.62	-	-	-	-
5	Shareholding	306.01	306.01	112.70	112.70	-	-
6	Shares subscribed during the year	-	305.00	-	38.88	-	-
7	Investment in Partners Capital	361.09	335.12	-	-	-	-
8	Share of Profit / Loss in Partners Capital	25.97	7.15	-	-	-	-
9	Purchase of Goods	736.75	707.20	-	-	-	-
10	Sale of Services	-	-	3.00	2.25	-	-
11	Purchase of Assets	-	6.51	-	-	-	-
12	Sale of Scrap / Assets	-	1.59	-	-	-	-
13	Reimbursement of Expenses	0.70	-	-	-	-	-
14	Contributions during the year	-	-	-	-	-	-
15	Outstanding Receivable	-	-	19.09	24.25	-	-
16	Outstanding Payable	156.11	57.83	-	-	-	-
17	Remuneration paid	-	-	-	-	340.57	364.57
18	Sitting Fees Paid	-	-	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

Sr. No.	Particulars	Relatives of Key Managerial Personnel		Enterprises over which Key Managerial Personnel are able to exercise significant influence		Post Employment Benefit plans	
		2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
1	Loan given	-	-	-	-	-	-
2	Loan repaid	-	-	-	-	-	-
3	Interest charged	-	-	-	-	-	-
4	Interest received	-	-	-	-	-	-
5	Shareholding	-	-	-	-	-	-
6	Shares subscribed during the year	-	-	-	-	-	-
7	Investment in Partners Capital	-	-	-	-	-	-
8	Share of Profit / Loss in Partners Capital	-	-	-	-	-	-
9	Purchase of Goods	-	-	2.11	0.67	-	-
10	Sale of Services	-	-	-	-	-	-
11	Purchase of Assets	-	-	-	-	-	-
12	Sale of Scrap / Assets	-	-	-	-	-	-
13	Reimbursement of Expenses	-	-	-	-	-	-
14	Contributions during the year	-	-	-	-	109.08	65.32
15	Outstanding Receivable	-	-	-	-	-	-
16	Outstanding Payable	-	-	-	-	-	-
17	Remuneration paid	19.93	19.97	-	-	-	-
18	Sitting Fees Paid	1.40	1.50	-	-	-	-

Disclosure in respect of material transactions of the same type with related parties during the year

Sr.	Particulars	Year ended 31-03-2020	Year ended 31-03-2019
1	**Loan given** - Grip Polymers Ltd	-	48.91
2	**Loan repaid** - Grip Polymers Ltd	-	516.16
3	**Interest charged** - Grip Polymers Ltd	-	39.69
4	Interest received - Grip Polymers Ltd	-	114.62
5	**Shareholding**		
	- Grip Polymers Ltd	306.01	306.01
	- MARANGONI GRP Private Limited	112.70	112.70
6	**Shares subscribed during the year**		
	- Grip Polymers Ltd	-	305.00
	- MARANGONI GRP Private Limited	-	38.88
7	**Investment in Partners capital** - Gripsurya Recycling LLP	361.09	335.12
8	**Share of Profit / (Loss) in Partners capital -** Gripsurya Recycling LLP	**25.97**	**7.15**
9	**Purchase of Goods**		
	- Gripsurya Recycling LLP	736.75	707.20
	- Alphanso Netsecure Private Limited	2.11	0.67
10	**Sale of Services** - MARANGONI GRP Private Limited	3.00	2.25
11	**Purchase of Assets** - Gripsurya Recycling LLP	-	6.51
12	**Sale of Scrap / Assets** - Gripsurya Recycling LLP	-	1.59
13	**Reimbursement of Expense**s - Grip Polymers Ltd	0.70	-
14	**Contributions during the year**		
	GRP Employees Group Gratuity Trust	82.14	40.50
	GRP Employees Group Superannuation Scheme	26.94	24.82
15	**Outstanding Receivable** - MARANGONI GRP Private Limited	19.09	24.25
16	**Outstanding Payable**		
	- Gripsurya Recycling LLP	155.41	57.83
	- Grip Polymers Ltd	0.70	-
17	**Remuneration paid**		
	- Rajendra V Gandhi	111.77	100.36
	- Harsh R Gandhi	175.62	147.50
	- Ganesh A Ghangurde*	-	91.66
	- Shilpa N Mehta	39.94	-
	- Hemal H Gandhi	19.93	19.97
18	**Sitting Fees Paid**		
	- Mahesh V Gandhi	0.80	0.75
	- Nayna R. Gandhi	0.60	0.75

* Ceased to be KMP w.e.f. 13-Feb-2019.

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

Terms and conditions of transactions with related parties

Transaction entered into with related party are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured, interest free and will be settled in cash. There have been no guarantees received or provided for any related party receivables or payables.

Compensation of Key management personnel			
Sr. No.	**Particulars**	**Year ended 31-03-2020**	**Year ended 31-03-2019**
1	Short-term employee benefits	312.75	334.58
2	Post-employment benefits	27.82	29.99
3	Other long-term benefits	-	-
4	Termination benefits	-	-
5	Share-based payments	-	-
	Total Compensation paid to Key Management personnel	**340.57**	**364.57**

37 RESEARCH & DEVELOPMENT ELIGIBLE FOR DEDUCTION UNDER SECTION 35(2AB) OF THE INCOME TAX ACT, 1961	**Year ended 31-03-2020**	**Year ended 31-03-2019**
Accounting for Research & Development expenditure incurred :		
(a) Capital Expenditure incurred on Equipments & Machinery	233.15	22.69
(b) Capital Expenditure incurred on Buildings, Furniture, office equipments & Computer Hardware	-	-
(c) Capital Work in Progress	7.08	14.79
(d) Revenue Expenditure incurred towards the R&D Projects	161.27	174.36

38 SEGMENT REPORTING:

As per Indian Accounting Standard (Ind AS) -108 on Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators of business segment/s in which the company operates, 'Reclaim Rubber' has been identified as reportable segment and smaller business segments not separately reportable have been grouped under the heading 'Others'.

The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting :

a) Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

b) Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

Sr.	Particulars	Reclaim Rubber		Others		Unallocable		Total	
		2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
1	**Segment Revenue**								
	Gross Revenue from Operations	34,827.33	35,691.21	1,784.83	1,852.56	-	-	36,612.16	37,543.77
	Less: Goods & Service Tax	1,627.99	1,766.95	121.59	80.63	-	-	1,749.58	1,847.57
	Net Revenue from Operations	33,199.34	33,924.27	1,663.23	1,771.93	-	-	34,862.58	35,696.20
2	**Segment Results before Interest & Tax**	2,430.82	3,071.40	141.51	212.70	(1,984.70)	(1,995.30)	587.63	1,288.79
	Less: Interest Expenses	-	-	-	-	-	-	812.91	464.62
	Profit before Tax	2,430.82	3,071.40	141.51	212.70	(1,984.70)	(1,995.30)	(225.28)	824.17
	Current Tax	-	-	-	-	-	-	(46.67)	276.57
	Deferred Tax	-	-	-	-	-	-	(478.45)	(90.55)
	Profit After Tax	2,430.82	3,071.40	141.51	212.70	(1,984.70)	(1,995.30)	299.84	638.15
3	**Other Information**								
	Segment Assets	21,225.69	19,574.20	3,261.74	2,782.79	2,845.94	2,633.36	27,333.37	24,990.36
	Segment Liabilities	3,326.69	2,676.95	171.27	144.19	10,710.70	8,789.98	14,208.66	11,611.12
	Capital Expenditure	823.62	775.77	444.81	94.48	46.64	14.69	1,315.07	884.94
	Depreciation / Amortisation Expenses	1,117.18	1,116.76	112.93	102.36	119.34	76.50	1,349.46	1,295.61

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

1 The reportable Segments are further described below :

- Reclaim Rubber segment includes production and marketing of Reclaim rubber products
- Others segment includes Windmill, Custom Die Forms, Engineering Plastics and Polymer Composite Products.

2 There are transactions with a single external customer which amounts to 10% or more of the Company's revenue.

39 CORPORATE SOCIAL RESPONSIBILITY EXPENSES:	Year ended 31-03-2020	Year ended 31-03-2019
A Gross amount required to be spent by the company during the year.	19.98	-
B Amount Spent during the year on:		

	Year 2019-20			Year 2018-19		
	In cash	Yet to be paid in cash	Total	In cash	Yet to be paid in cash	Total
i) Construction/acquisition of any asset	5.44	-	5.44	4.60	-	4.60
ii) On purposes other than(i) above	14.98	-	14.98	15.55	-	15.55
	20.41	**-**	**20.41**	**20.15**	**-**	**20.15**

As per the provision under Section 135 of the Companies Act, 2013, the company is required to spend towards Corporate Social responsibility for the Financial Year 2019-20 (Not required for Financial Year 2018-19).

40 EARNINGS PER SHARE:	Year ended 31-03-2020	Year ended 31-03-2019
- Net Profit after tax for the year	299.85	638.15
- Number of equity shares of ₹ 10/- each.	1,333,333	1,333,333
- Earnings per share - Basic	22.49	47.86
- Earnings per share -Diluted	22.49	47.86
- Face value per equity share	10.00	10.00

41 INVESTMENT IN LIMITED LIABILITY PARTNERSHIP:

The Company is a partner in Gripsurya Recycling LLP, following are closing balance of their capital account

Name of Partners in Gripsurya Recycling LLP	Profit Sharing Ratio (in %)	As at 31-03-2020	Profit Sharing Ratio (in %)	As at 31-03-2019
GRP Ltd	99.886%	361.09	99.886%	335.12
Grip Polymers Ltd	0.102%	0.37	0.102%	0.34
Ganesh Ghangurde	0.006%	0.02	0.006%	0.02
Hemant Kaul	0.006%	0.02	0.006%	0.02

42 DISCLOSURE REQUIRED UNDER SECTION 186(4) OF COMPANIES ACT, 2013:

The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

(i) Details of investment made are given in Note 3

(ii) Details of loans given by the Company are as follows:

Name of the Entity	Relationship	As at 31-03-2020	As at 31-03-2019
Grip Polymers Limited	Wholly owned subsidiary	-	-

(iii) There are no guarantees issued by the Company in accordance with section 186 of the Companies Act, 2013 read with rules issued thereunder.

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

43 FAIR VALUATION MEASUREMENT HIERARCHY

A CATEGORY-WISE CLASSIFICATION OF FINANCIAL INSTRUMENTS

	Refer Note	As at 31-03-2020	As at 31-03-2019
Financial assets measured at fair value through profit or loss (FVTPL)			
Forward Contract	9	-	72.09
Financial assets measured at fair value through other comprehensive income (FVTOCI)			
Forward Contract	9	-	58.07
Financial assets measured at amortised cost			
Trade Receivables	6	6,497.25	6,503.70
Cash and cash equivalents	7	823.55	436.10
Bank balances other than mentioned above	8	19.69	21.00
Accrued Interest Income	9	23.29	17.87
Financial liabilities measured at fair value through profit or loss (FVTPL)			
Forward Contract	20	48.11	1.40
Financial liabilities measured at fair value through other comprehensive income (FVTOCI)			
Forward Contract	20	236.52	(0.28)
Futures Contract	9	1.34	-
Financial liabilities measured at amortised cost			
Rupee Term Loan from Banks	14 & 20	1,564.41	475.25
Deferred Payment Liability	14 & 20	29.77	29.63
Lease Liability	15 & 20	138.58	-
Foreign Currency Working Capital Demand Loan from Banks	18	5,186.98	4,316.50
Rupee Working Capital Demand Loan from Banks	18	1,720.54	1,569.53
Trade payables	19	2,451.24	2,177.32
Interest accrued and due on borrowings	20	29.89	20.61
Unclaimed Dividend	20	6.33	7.81
Creditors for Capital Goods & Services	20	52.20	41.25
Deposit from Dealers	20	60.40	60.40
Security Deposit for Let out property	20	0.65	5.65

The above table does not include financial assets measured at Cost. (Refer note 3)

B FAIR VALUE MEASUREMENTS

(i) The following table provides the fair value measurement hierarchy of the company's financial assets and liabilities:

Particulars	Fair value hierarchy			
	Carrying Amount	Quoted prices in active markets (Level 1)	Significant Observable inputs (Level 2)	Significant Unobservable inputs (Level 3)
As at 31-03-2020				
Financial Liabilities				
At Amortised Cost				
Lease Liability	138.58	-	-	138.58
At Fair Value Through P&L (FVTPL)				
Other Financial Liabilities	48.11	-	48.11	-
At Fair Value Through OCI (FVTOCI)				
Other Financial Liabilities	237.86	-	237.86	-
As at 31-03-2019				
Financial Assets				
At Fair Value Through P&L (FVTPL)				
Other Financial Assets	72.09	-	72.09	-
At Fair Value Through OCI (FVTOCI)				
Other Financial Assets	58.07	-	58.07	-
Financial Liabilities				
At Fair Value Through P&L (FVTPL)				
Other Financial Liabilities	1.40	-	1.40	-
At Fair Value Through OCI (FVTOCI)				
Other Financial Liabilities	(0.28)	-	(0.28)	-

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

(ii) Financial Instrument measured at Amortised Cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

44 FINANCIAL RISK MANAGEMENT - OBJECTIVES AND POLICIES

The Company's financial liabilities comprise mainly of borrowings, trade payables and other payables. The Company's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other receivables.

The Company is exposed to Market risk, Credit risk and Liquidity risk. The Board of Directors ('Board') oversee the management of these financial risks through its Risk Management Committee. The Risk Management Policy of the Company formulated by the Risk Management Committee and approved by the Board, states the Company's approach to address uncertainties in its endeavour to achieve its stated and implicit objectives. It prescribes the roles and responsibilities of the Company's management, the structure for managing risks and the framework for risk management. The framework seeks to identify, assess and mitigate financial risks in order to minimize potential adverse effects on the Company's financial performance.

The following disclosures summarize the Company's exposure to financial risks and information regarding use of derivatives employed to manage exposures to such risks. Quantitative sensitivity analysis have been provided to reflect the impact of reasonably possible changes in market rates on the financial results, cash flows and financial position of the Company.

1) Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of interest rate risk and currency risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables, loans and derivative financial instruments.

a) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

Interest Rate Exposure

	As at 31-03-2020	As at 31-03-2019
Borrowings		
Long Term Fixed Loan	1,732.75	504.88
Short Term Loan	6,907.52	5,859.94

Impact on Interest Expenses for the year on 0.5% change in Interest rate

Changes in rate	Effect on profit before tax		Effect on total equity	
	Year ended 31-03-2020	Year ended 31-03-2019	As at 31-03-2020	As at 31-03-2019
+0.5%	(34.24)	(29.30)	(34.24)	(29.30)
-0.5%	34.24	29.30	34.24	29.30

b) Foreign Currency Risk

The company's business objective includes safe-guarding its earnings against foreign exchange rate fluctuation. The company has adopted a structured risk management policy to hedge all these risks within an acceptable risk limit and an approved hedge accounting framework which allows for Fair Value and Cash Flow hedges. Hedging instruments include forward/options instruments to achieve this objective.

(i) Exposure in foreign currency - Hedged

The Company enters into forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Company does not enter into any derivative instruments for trading or speculative purposes.

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

The forward exchange contracts used for hedging foreign currency exposure and outstanding as at reporting date are as under:

Currency	(FC in lakhs)		(₹ in lakhs)	
	As at 31-03-2020	As at 31-03-2019	As at 31-03-2020	As at 31-03-2019
EUR	6.00	4.70	500.18	362.64
USD	10.45	10.00	794.18	695.75

(ii) Exposure in foreign currency - Unhedged

Payables	(FC in lakhs)		(₹ in lakhs)	
	As at 31-03-2020	As at 31-03-2019	As at 31-03-2020	As at 31-03-2019
EUR	15.53	17.51	1,285.51	1,351.38
USD	53.01	40.55	4,011.30	2,804.06
AED	0.01	-	0.15	-
CNY	0.02	-	0.17	-
SGD	0.00	-	0.14	-

Receivables	(FC in lakhs)		(₹ in lakhs)	
	As at 31-03-2020	As at 31-03-2019	As at 31-03-2020	As at 31-03-2019
EUR	11.34	10.86	934.78	837.11
USD	32.80	36.69	2,478.05	2,533.36
JPY	24.08	14.12	16.77	8.81
CNY	0.07	-	0.74	-
THB	0.07	0.04	0.16	0.09

(iii) Sensitivity

The Company is mainly exposed to changes in EUR & USD. The below table demonstrates the sensitivity to a 5% increase or decrease in the EUR / USD against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at the reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.

Foreign Currency	Change in rate	Effect on profit after tax		Effect on total equity	
		Year 2019-20	Year 2018-19	As at 31-03-2020	As at 31-03-2019
EUR	+5%	(17.54)	(25.71)	(17.54)	(25.71)
EUR	-5%	17.54	25.71	17.54	25.71
USD	+5%	(76.68)	(13.54)	(76.68)	(13.54)
USD	-5%	76.68	13.54	76.68	13.54

c) Other Price Risks:

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Other price risk arises from financial assets such as investments in equity instruments. Company has invested in unquoted Equity Instruments and hence its exposure to change in market value is minimal.

2) Credit Risk:

Credit risk refers to a risk that a counterparty will default on its contractual obligation resulting in a financial loss to the Company. Credit risk primarily arises from financial asset such as trade receivables and Derivative financial instruments and other balances with banks, loans and other receivables. The Company exposure to credit risk is disclosed in note 6, 7, 8 and 9. The Company has adopted a policy of only dealing with counterparties that have sufficient credit rating. The Company's exposure and credit ratings of its counterparties are continuously monitored and the aggregate value of transaction is reasonably spread amongst the counterparties.

Credit risk arising from investment in derivative financial instrument and other balances with bank is limited and there is no collateral held against these because the counterparties are banks and recognised financial institution with high credit ratings assigned by international credit rating agencies.

The average credit period on sale of products and services is maximum of 60-90 days. Credit risk arising from trade receivables is managed accordance with Company's established policy, procedures, and controls relating to customer credit risk management. Credit quality of Customer is assessed and accordingly individual credit limit is defined. The concentration of credit risk is limited due to the fact that customer base is large.

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

Movement in expected credit loss allowance on trade receivables	**As at 31-03-2020**	**As at 31-03-2019**
Balance at the beginning of the year	10.38	7.70
Loss allowance measured at lifetime expected credit loss	(0.19)	2.68
Balance at the end of the year	10.19	10.38

3) Liquidity Risk:

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cas ₹ h or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Company has an established liquidity risk management framework for managing its short term, medium term and long term funding and liquidity management requirements. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company manages the liquidity risk by maintaining adequate funds in cash and cash equivalents. The Company also has adequate credit facilities agreed with banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost-effective manner.

The table below analysis non-derivative financial liabilities of the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

Non Derivative Liabilities	**Refer Note**	**< 1 year**	**1 - 5 years**	**Above 5 years**	**Total**
At 31st March 2020					
Long Term Borrowings	14, 15 & 20	499.29	1,233.46	-	1,732.75
Short Term Borrowings	18	6,907.52	-	-	6,907.52
Trade Payables	19	2,451.24	-	-	2,451.24
Other Financial Liabilities	20	148.14	-	-	148.14
At 31st March 2019					
Long Term Borrowings	14 & 20	215.60	289.29	-	504.88
Short Term Borrowings	18	5,886.02	-	-	5,886.02
Trade Payables	19	2,177.32	-	-	2,177.32
Other Financial Liabilities	20	135.73	-	-	135.73

Derivative Liabilities	**Refer Note**	**< 1 year**	**1 - 5 years**	**Above 5 years**	**Total**
At 31st March 2020					
Forward Contract / Future Contract	20	285.97	-	-	285.97
At 31st March 2019					
Forward Contract	20	1.12	-	-	1.12

4) Hedge Accounting:

The company's business objective includes safe-guarding its foreign currency earnings against movements in foreign exchange and interest rates. The Company has adopted a structured risk management policy to hedge all these risks within an acceptable risk limit and an approved hedge accounting framework which allows for Fair Value and Cash Flow hedges. Hedging instruments consists of forwards to achieve this objective. The table below shows the position of hedging instruments and hedged items as of the balance sheet date.

Disclosure of effects of hedge accounting

A Fair Value Hedge

Hedging Instrument		**Carrying amount**				
Type of Hedge and Risks	**Nominal Value**	**Assets**	**Liabilities**	**Changes in FV**	**Hedge Maturity Date**	**Line Item in Balance Sheet**
Foreign currency risk component - Forward Contract / Futures contract	1,246.25	1,294.35	-	(48.11)	Apr-20 to May-20	Current Financial Assets : Others

Hedging Items	**Carrying amount**			
Type of Hedge and Risks	**Assets**	**Liabilities**	**Changes in FV**	**Line Item in Balance Sheet**
Trade Receivables	1,246.25	-	48.11	Current Financial Assets : Trade Receivables

NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

B Cashflow Hedge

Hedging Instrument		Carrying amount				
Type of Hedge and Risks	**Nominal Value**	**Assets**	**Liabilities**	**Changes in FV**	**Hedge Maturity Date**	**Line Item in Balance Sheet**
Foreign currency risk component - Forward Contract	6,806.82	7,044.68	-	(237.86)	Jun-20 to Feb-21	Current Financial Assets : Others

Hedging Items

Type of Hedge and Risks	Nominal Value	Changes in FV	Cashflow Hedge Reserve	Line Item in Balance Sheet
Foreign Currency Risk				
Highly probable Exports	6,806.82	(237.86)	(237.86)	Other Equity

45 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

The gearing ratio at end of the reporting period was as follows.

	As at 31-03-2020	As at 31-03-2019
Gross Debt	8,501.69	6,390.90
Cash and Marketable Securities	823.55	436.10
Net Debt (A)	7,678.14	5,954.80
Total Equity (As per Balance Sheet) (B)	13,124.72	13,379.23
Net Gearing (A/B)	0.59	0.45

46 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved for issue by the Board of Directors on 10th June, 2020.

As per our Report of even date

For DKP & Associates
Chartered Accountants
Firm Registration No. 126305W

Deepak K. Doshi
Partner

Membership no. 037148

Mumbai, 10th June, 2020

For and on behalf of the Board of Directors

Rajendra V Gandhi
Managing Director

Harsh R Gandhi
Joint Managing Director

Shilpa Mehta
Chief Financial Officer

Abhijeet Sawant
Company Secretary

Mumbai, 10th June, 2020

INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

TO THE MEMBERS OF GRP LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of GRP Limited (herein after referred to as "Holding Company") and its subsidiaries (Holding company and its subsidiaries together referred as "the Group") and its Joint venture , which comprise the Consolidated Balance Sheet as at 31st March 2020, Consolidated Statement of Profit and Loss (Including Other Comprehensive Income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the Consolidated state of affairs of the Group as at 31st March 2020, and its Consolidated losses including Other Comprehensive Income, Consolidated changes in equity and its Consolidated Cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statement of the current period. These matters were addressed in the context of our audit of the consolidated financial statement as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

We have determined the matters described below to be the Key Audit Matters to be communicated in our report.

1. **Disputed Tax liabilities**

   The Group has material amounts arising from uncertain tax positions including disputes related to Income Tax, Excise Duty and Service Tax, Value Added Tax. These matters involve significant management judgment to determine the possible outcomes.

   Refer to Note No. 34 of the consolidated financial statements

   Auditor's Response

   We obtained details of completed assessments during the year ended 31st March 2020 from the management, considered the estimates made by the management in respect of tax provisions and possible outcomes of the dispute. Additionally we also considered the effect of new information in respect of uncertain tax positions and matters under dispute as at 31st March 2019 to evaluate whether any changes were required in the management's position on these uncertainties.

2. **Ind AS 116**

   As described in Note 2C "Right of Use Asset" to the consolidated financial statements, the Group has adopted Ind AS116 Leases ("Ind AS 116") in the current year. The application and transition to this accounting standard was a complex exercise and was an area of focus in our audit as the Group had a number of vehicle leases with different contractual terms. Adoption of the standard involved significant judgment and estimates including determination of the discount rates and the lease term as well as transitional adjustments.

   Auditor's Response

   Our Audit procedure in adoption of Ind AS 116 included:

   - Assessing and testing new processes and controls in respect of Ind AS 116;
   - Assessed the Group's identification of leases based on the contractual agreements and our knowledge of the business

   Upon transition as at 1st April 2019:

   - Evaluating the method of transition and related adjustments;
   - Testing completeness of the lease data by reconciling the Group's operating lease commitments with the data used in computing Right of Use assets and the lease liabilities.

3. **Determination of Value inventories at the year ended 31st March 2020.**

As the Country was under lockdown as on 31st March, 2020 the physical verification of stock could not be conducted and the Management has carried out physical verification on resumption of activities at Plant. For valuation of inventories, Net Realizable Value (NRV) as on the date of resumption of operations and sale subsequently has been considered. We considered the value of the inventories as a key audit matter given the relative size of the same in the financial statements and the significant judgments involved in the consideration of factors in determination of realizable value (such as fluctuation of raw materials prices in the market and others).

Auditor's Response

For the purpose of determination of physical quantity of the inventory as at the year end, the Group has carried out the physical verification after the operations at the respective plants resumed after the lockdown. We have relied upon their report.

We understood and tested the design and operating effectiveness of controls as established by the management in determination of net realizable value of inventory. Assessing the appropriateness of Group's accounting policy for valuation of inventories and compliance of the policy with the requirements of the prevailing accounting standards.

We considered various factors including the actual selling price prevailing around and subsequent to the year-end, compared the cost of the finished goods with the estimated net realizable value and checked if the finished goods were recorded at net realizable value where the cost was higher than the net realizable value. For the purpose of determination of cost, the Group has considered the prevailing market situation. We have relied upon the records produced by the Group in respect of arriving of the Net realizable value.

Based on the above procedures performed, the management's determination of the net realizable value of the inventory as at the year end and comparison with cost for valuation of inventory is considered to be reasonable.

Other Information

The Holding Company's Management and Board of Directors is responsible for the Preparation of other information. The other information includes the information in Annual Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance including Other Comprehensive Income, Consolidated changes in equity and Consolidated cash flows of the Group and its Joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

The respective Board of directors of the companies included in the Group and of its Joint venture are responsible for 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 Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, the respective management and Board of Directors of the Companies included in the Group and of its Joint Venture are responsible for assessing the ability of each of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of each of the Company included in the Group and its joint venture are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013 as amended, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary and joint venture has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the these assumptions. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group as well as its Joint Venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of aforesaid consolidated financial statement.

   (b) In our opinion, proper books of account as required by law in relation to the preparation of the consolidated financial statement have been kept so far as it appears from our examination of those books.

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015, as amended.

   (e) On the basis of the written representations received from the directors of the Holding Company, Subsidiary Company and its Joint Venture as on 31st March, 2020 taken on record by the Board of Directors of the Holding Company, Subsidiary Company and its Joint Venture, none of the directors is disqualified as on 31st March, 2020 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 with reference to financial statements of the Holding Company and Subsidiary Company and Joint Venture and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

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

      i. The Consolidated Financial statements disclose the impact of pending litigations on its Consolidated Financial Position of the Group and its Joint Venture - Refer Note No. 34 to the consolidated financial statements.

      ii. The provision has been made in the Consolidated Financial Statement, as required under the applicable law or accounting standards, for material foreseeable losses, if any on long-term contracts including derivative contracts.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its Subsidiary and Joint Venture during the year ended 31st March, 2020.

2. As required by Section 197(16) of the Act, we report that the Holding Company, its Subsidiary and Joint Venture has paid remuneration to its directors during the year in accordance with the provisions of the limits laid down under Section 197 read with Schedule V of the Act.

For DKP & Associates
Chartered Accountants
Firm's Registration No. 126305W

Place: Mumbai
Date: 10th June, 2020

D K Doshi
Partner
Membership No. 037148
UDIN: 20037148AAAABD7275

“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF GRP LIMITED

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

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”).

We have audited the internal financial controls with reference to consolidated financial statements of GRP Limited (“herein after referred to as “Holding Company”) and its Subsidiary Company and Joint Venture as of 31st March 2020 in conjunction with our audit of the consolidated financial statements of the Company for the year then ended.

Management Responsibility for the Internal Financial Controls

The Respective Board of Directors of Holding Company and its Subsidiary Company and Joint Venture are responsible for establishing and maintaining internal financial controls with reference to Financial Statements based on the internal control over financial reporting criteria established by the Respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) 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 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

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company’s and Subsidiary Company and a Joint Venture internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company’s internal financial control with reference to consolidated financial statements 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 with reference to financial statements 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to Consolidated financial statements, 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 with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control over consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its Subsidiary and Joint Venture 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 31st March, 2020, 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 issued by the ICAI.

For DKP & Associates
Chartered Accountants
Firm’s Registration No. 126305W

Place: Mumbai
Date: 10th June, 2020

D K Doshi
Partner
Membership No. 037148
UDIN: 20037148AAAABD7275

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2020

(₹ in lakhs)

	Notes	As at 31-Mar-2020	As at 31-Mar-2019
ASSETS			
NON-CURRENT ASSETS			
Property, Plant and Equipment	2A	11,074.67	12,073.70
Capital work in progress	2B	133.56	97.25
Right of Use assets	2C	1,042.70	-
Investment Property	2D	107.23	109.56
Intangible assets	2E	15.16	21.26
Intangible assets under development	2F	31.49	11.79
Financial Assets			
Investments	3	65.77	61.15
Others	4	0.34	0.33
Other Non-current assets	5	324.45	515.08
Total Non-Current Assets		**12,795.37**	**12,890.12**
CURRENT ASSETS			
Inventories	6	4,676.83	3,481.39
Financial Assets			
Trade receivables	7	6,520.00	6,573.29
Cash and cash equivalents	8	824.62	440.25
Other Bank balances	9	19.69	21.00
Other Financial Assets	10	33.93	148.03
Current Tax Assets (Net)	11	92.73	-
Other Current Assets	12	1,920.69	1,123.90
Total Current Assets		**14,088.49**	**11,787.86**
Total Assets		**26,883.86**	**24,677.98**
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	13	133.33	133.33
Other Equity	14	12,586.35	12,847.75
Equity attributable to owners of the Company		**12,719.68**	**12,981.08**
Non-Controlling Interests		**0.04**	**0.04**
Total Equity		**12,719.72**	**12,981.12**
LIABILITIES			
NON-CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	15	1,148.04	289.29
Other Financial liabilities	16	95.43	11.00
Provisions	17	65.85	54.47
Deferred Tax Liabilities (Net)	18	1,570.23	2,137.60
Total Non-Current Liabilities		**2,879.55**	**2,492.36**

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2020

(₹ in lakhs)

	Notes	As at 31-Mar-2020	As at 31-Mar-2019
CURRENT LIABILITIES			
Financial Liabilities			
Borrowings	19	6,951.83	5,929.78
Trade Payables			
- Dues of micro and small enterprises	20	213.49	180.11
- Dues of creditors other than micro and small enterprises	20	2,131.50	1,990.14
Other Financial liabilities	21	934.40	382.19
Other Current Liabilities	22	947.32	691.48
Provisions	23	106.05	3.48
Current Tax Liabilities (Net)	24	-	27.32
Total Current Liabilities		**11,284.59**	**9,204.50**
Total Liabilities		**14,164.14**	**11,696.86**
Total Equity and Liabilities		**26,883.86**	**24,677.98**
Significant Accounting policies	1		
See accompanying Notes to the Financial Statements	2-47		

As per our Report of even date

For DKP & Associates
Chartered Accountants
Firm Registration No. 126305W

Deepak K. Doshi
Partner
Membership no. 037148

Mumbai, 10th June, 2020

For and on behalf of the Board of Directors

Rajendra V Gandhi
Managing Director

Harsh R Gandhi
Joint Managing Director

Shilpa Mehta
Chief Financial Officer

Abhijeet Sawant
Company Secretary

Mumbai, 10th June, 2020

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

	Notes	Year ended 31-Mar-2020	Year ended 31-Mar-2019
INCOME			
Revenue from Operations	25	36,722.08	37,687.86
Less: Goods and Service Tax Recovered		1,852.28	1,951.01
Revenue from Operations (Net)		34,869.80	35,736.85
Other Income	26	63.65	48.79
Total Income		**34,933.45**	**35,785.64**
EXPENSES			
Cost of Materials consumed		17,364.91	17,068.88
Changes in inventories of finished goods and work-in-progress	27	(332.77)	(0.83)
Employee benefits expenses	28	6,077.53	5,863.12
Finance Costs	29	818.18	472.96
Depreciation & Amortisation expense	30	1,364.47	1,331.04
Other Expenses	31	9,866.54	10,269.10
Total Expenses		**35,158.86**	**35,004.27**
Profit Before Share of Profit / (Loss) of Joint Ventures, Exceptional Items and Tax		**(225.41)**	**781.37**
Share of Profit / (Loss) of Joint Ventures		-	(60.00)
Profit before Exceptional items and Tax		**(225.41)**	**721.37**
Exceptional Items		-	-
Profit Before Tax		**(225.41)**	**721.37**
Tax Expense			
- Current Tax	32	-	333.38
- Short / (Excess) Provision for earlier years		(46.67)	(55.02)
- Deferred Tax		(475.48)	(89.67)
Total Tax Expenses		**(522.15)**	**188.69**
Profit for the year		**296.74**	**532.68**
Other Comprehensive Income			
A) Items that will not be reclassified to statement of profit and loss			
- Remeasurement benefit of defined benefit plans		(179.79)	3.57
- Income tax expense on remeasurement benefit of defined benefit plans		46.75	(1.19)
B) Items that will be reclassified to statement of profit and loss			
- Fair Valuation of Financial Instruments		(3.76)	(0.67)
- Cashflow Hedge Reserve		(296.21)	90.00
- Income tax expense on Cashflow Hedge Reserve		91.89	(30.05)
Total Other Comprehensive Income (A + B)		(341.12)	61.66
Total Comprehensive Income for the year		**(44.38)**	**594.34**
Profit for the year attributable to			
- Owners of the Company		296.74	532.68
- Non-controlling interest		0.00	0.00
		296.74	**532.68**

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

	Notes	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Other comprehensive income for the year attributable to			
- Owners of the Company		(341.12)	61.66
- Non-controlling interest		-	-
		(341.12)	**61.66**
Total comprehensive income for the year attributable to			
- Owners of the Company		(44.38)	594.34
- Non-controlling interest		0.00	0.00
		(44.38)	**594.34**
Earning Per Equity share of Face value of ₹ 10/- each	41		
(1) Basic (in ₹)		22.26	39.95
(2) Diluted (in ₹)		22.26	39.95
Significant Accounting policies	1		
See accompanying Notes to the Financial Statements	2-47		

As per our Report of even date

For DKP & Associates
Chartered Accountants
Firm Registration No. 126305W

Deepak K. Doshi
Partner
Membership no. 037148

Mumbai, 10th June, 2020

For and on behalf of the Board of Directors

Rajendra V Gandhi
Managing Director

Harsh R Gandhi
Joint Managing Director

Shilpa Mehta
Chief Financial Officer

Abhijeet Sawant
Company Secretary

Mumbai, 10th June, 2020

CONSOLIDATED CASHFLOW STATEMENT FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Cash flow from Operating activities		
Net profit before tax and extra ordinary items	(225.41)	721.37
Adjustments for		
- Depreciation	1,364.47	1,331.05
- Loss of associates	-	60.00
- (Profit) / Loss on sale of Property, plant and equipment (Net)	(9.64)	17.89
- Property, plant and equipment Discarded	8.88	0.86
- Amortization of Deferred Income	(1.00)	(1.00)
- Interest Income	(18.30)	(18.28)
- Interest Expense	818.19	472.96
- Rent Income	(21.00)	(14.85)
- Net unrealised foreign exchange (gain)/loss	(10.28)	(70.32)
- Provision for expected credit losses	-	7.90
- Bad Debts written off	14.24	-
- Employee benefits expenses	184.41	(3.10)
Operating Profit before working capital changes	**2,104.56**	**2,504.48**
Adjustments for		
- (Increase) / Decrease in Trade and other receivables	(457.95)	(1,801.21)
- (Increase) / Decrease in Inventories	(1,195.44)	(71.56)
- Increase / (Decrease) in Trade and other payable	366.99	498.92
Cash generated from operations	**818.16**	**1,130.63**
Direct taxes paid (net of refund)	(82.55)	(289.59)
Net cash generated from operating activities	**735.62**	**841.04**
Cash flow from investing activities		
- Interest received	12.89	17.48
- Sale proceeds of Property, plant and equipment	57.28	51.31
- Rent Income	21.00	14.85
- Investments	(8.40)	(38.90)
- Purchase of Property, plant and equipment	(1,200.40)	(922.18)
Net cash used in investing activities	**(1,117.63)**	**(877.44)**
Cash flow from financing activities		
- Loans repaid (Net of borrowings)	1,842.07	870.98
- Interest paid	(808.91)	(465.06)
- Payment of Lease Liabilities	(48.30)	-
- Dividend & Dividend tax paid	(218.48)	(22.78)
Net cash used in financing activities	**766.38**	**383.14**
Net increase / (Decrease) in cash and cash equivalents	**384.37**	**346.73**
Cash and cash equivalents at the beginning of the year	440.25	93.52
Cash and cash equivalents at the closing of the period	**824.62**	**440.25**

CONSOLIDATED CASHFLOW STATEMENT FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

	Year ended 31-Mar-2020	Year ended 31-Mar-2019
Cash and Bank Balances		
Cash and cash equivalents		
Cash on hand	1.96	3.07
Balance with banks		
- In Current accounts	416.96	17.85
- In Cash Credit Accounts	58.85	26.29
- In EEFC accounts	346.85	393.04
	824.62	**440.26**
Other Bank Balance (Refer note no. 9)	19.69	21.00

CHANGE IN LIABILITY ARISING FROM FINANCING ACTIVITIES

	1st April, 2019	Cash Flow	Foreign Exchange Movement	31st March, 2020
Borrowing - Long Term (Refer Note 15)	504.00	1,090.17	-	1,594.17
Borrowing - Short Term (Refer Note 19)	5,929.78	781.53	240.53	6,951.83
	6,433.78	**1,871.70**	**240.53**	**8,546.00**

	1st April, 2018	Cash Flow	Foreign Exchange Movement	31st March, 2019
Borrowing - Long Term (Refer Note 15)	1,097.17	(593.17)	-	504.00
Borrowing - Short Term (Refer Note 19)	4,575.90	1,482.27	(128.39)	5,929.78
	5,673.07	**889.10**	**(128.39)**	**6,433.78**

The above Cash Flow Statement has been prepared under the “Indirect Method” as set out in the Indian Accounting Standard (IND AS-7) - Statement of Cashflow

As per our Report of even date

For DKP & Associates
Chartered Accountants
Firm Registration No. 126305W

Deepak K. Doshi
Partner
Membership no. 037148

Mumbai, 10th June, 2020

For and on behalf of the Board of Directors

Rajendra V Gandhi
Managing Director

Harsh R Gandhi
Joint Managing Director

Shilpa Mehta
Chief Financial Officer

Abhijeet Sawant
Company Secretary

Mumbai, 10th June, 2020

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

		As at 31-Mar-2020	As at 31-Mar-2019
A)	**Equity Share Capital**		
	Balance at the beginning of the reporting year	133.33	133.33
	Changes in Equity Share capital during the year	-	-
	Balance at the end of the reporting year	133.33	133.33

B) Other Equity	Reserves and Surplus						Other Comprehensive Income	TOTAL
	Special capital incentive and Subsidy	Profit on re-issue of forfeited shares	Securities Premium account	Excess of Share in Net Assets of subsidiary company / Joint Venture	General Reserve	Retained Earnings		
Balance at the beginning of the reporting period i.e. 1st April, 2019 (a)	53.30	0.01	41.67	1.02	6,509.32	5,624.87	43.31	12,273.50
Profit for the year	-	-	-	-	-	532.68	-	532.68
Items of OCI for the year, net of tax								
Remeasurement gain/(loss) of defined benefit plans	-	-	-	-	-	-	2.38	2.38
Net fair value gain / (loss) on investment in equity instruments through OCI	-	-	-	-	-	-	(0.67)	(0.67)
Fair value changes on cash flow hedge, net of tax	-	-	-	-	-	-	59.95	59.95
Total Comprehensive Income (b)	-	-	-	-	-	532.68	61.66	594.34
Appropriation during the year								
Dividends	-	-	-	-	-	(16.67)	-	(16.67)
Tax on dividend	-	-	-	-	-	(3.43)	-	(3.43)
Total of Appropriations (c)	-	-	-	-	-	(20.09)	-	(20.09)
Balance at the end of the reporting period i.e. 31st March, 2019 (a+b+c=d)	**53.30**	**0.01**	**41.67**	**1.02**	**6,509.32**	**6,137.46**	**104.97**	**12,847.75**
Profit for the year	-	-	-	-	-	296.74	-	296.74
Items of OCI for the year, net of tax								
Remeasurement gain / (loss) of defined benefit plans	-	-	-	-	-	-	(133.04)	(133.04)
Net fair value gain / (loss) on investment in equity instruments through OCI	-	-	-	-	-	-	(3.76)	(3.76)
Fair value changes on cash flow hedge, net of tax	-	-	-	-	-	-	(204.33)	(204.33)
Total Comprehensive Income (e)	-	-	-	-	-	296.74	(341.13)	(44.39)
Appropriation during the year								
Dividend on Equity Shares (₹ 8.00 per share)	-	-	-	-	-	(106.67)	-	(106.67)
Tax on Dividend	-	-	-	-	-	(21.93)	-	(21.93)
Interim Dividend on Equity Shares (₹ 5.50 per Share)	-	-	-	-	-	(73.33)	-	(73.33)
Tax on Interim Dividend	-	-	-	-	-	(15.07)	-	(15.07)
Total of Appropriations (f)	-	-	-	-	-	(217.00)	-	(217.00)
Balance at the end of the reporting period i.e. 31st March, 2020 (d+e+f)	**53.30**	**0.01**	**41.67**	**1.02**	**6,509.32**	**6,217.20**	**(236.16)**	**12,586.35**

As per our Report of even date

For DKP & Associates
Chartered Accountants
Firm Registration No. 126305W

Deepak K. Doshi
Partner
Membership no. 037148

Mumbai, 10th June, 2020

For and on behalf of the Board of Directors

Rajendra V Gandhi
Managing Director

Harsh R Gandhi
Joint Managing Director

Shilpa Mehta
Chief Financial Officer

Abhijeet Sawant
Company Secretary

Mumbai, 10th June, 2020

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

CORPORATE INFORMATION

The consolidated financial statements comprise financial statements of GRP Limited (the Parent), its subsidiaries and Joint Venture (collectively, the Group) for the year ended 31st March, 2020.

The Parent Company is domiciled and incorporated in India under the Indian Companies Act, 1956. The registered office of the Company is situated at Plot No.8, GIDC Estate, Ankleshwar - 393 002, Dist. Bharuch, Gujarat, India.

The Group is engaged mainly in manufacturing of Reclaim Rubber, other rubber recycling activities and commercial vehicle tyre re-treading.

1 SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

SIGNIFICANT ACCOUNTING POLICIES:

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied for all the years presented, unless otherwise stated.

1.1 Basis of preparation and presentation of financial statements:

These financial statements are the consolidated financial statements of the Group prepared in accordance with Indian Accounting Standards (‘Ind AS’) notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, as amended from time to time.

These consolidated financial statements have been prepared and presented under the historical cost convention, except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements. These financial statements are presented in Indian Rupees, which is also its functional currency, and all values are rounded to the nearest lakhs, except when otherwise stated.

1.2 Current / Non-current classification:

For the purpose of current/non-current classification of assets and liabilities, the Group has ascertained its normal operating cycle as twelve months. This is based on the nature of products and services and the time between the acquisition of assets or inventories for manufacturing and their realization in cash and cash equivalents.

1.3 Principles of consolidation:

The consolidated financial statements relate to GRP Limited (‘the Parent Company’) and its subsidiaries and joint ventures. The consolidated financial statements have been prepared on the following basis:

a The financial statements of the Parent Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.

b Profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full.

c Offset (eliminate) the carrying amount of the parent’s investment in each subsidiary and the parent’s portion of equity of each subsidiary.

d Non Controlling Interest’s share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.

e Non Controlling Interest’s share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company’s shareholders.

f Investment in Joint Ventures has been accounted under the equity method as per Ind AS 28 - Investments in Associates and Joint Ventures.

1.4 Summary of Significant Accounting Policies

(A) Property, Plant and Equipment

Tangible assets:

An item of property, plant and equipment that qualifies as an asset is measured on initial recognition at cost. Following initial recognition, items of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Expenses directly attributable to new manufacturing facility during its construction period including borrowing costs are capitalized, if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plant and machinery is capitalized under relevant heads of property, plant and equipment if the recognition criteria are met.

Gains or losses arising from derecognition of assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss.

Capital work in progress and Capital advances:

Cost of assets not ready for intended use, as on the Balance Sheet date, is shown as capital work in progress. Advances given towards acquisition of property, plant and equipment outstanding at each Balance Sheet date are disclosed as Other Non-Current Assets.

Depreciation:

Depreciation on assets is provided on straight line method for the period for which the assets have been used as under:

(a) Depreciation on assets is provided over the useful life of assets as prescribed under schedule II of the Companies Act, 2013.

(b) Plant and machinery which have worked for more than single shift, depreciation is provided for accordingly as per rate prescribed in schedule II of the Companies Act, 2013.

(c) Leasehold land is amortised over the period of lease.

Intangible Assets and Amortisation:

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. Gain or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognized as income or expense in the Statement of Profit and Loss. The period of amortisation is as under :

Asset	Period of amortisation
Computer Software	6 years
Copyrights	10 years
Trademark	10 years
Design & Development	5 years

(B) Finance Costs:

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalised. All other borrowing costs are charged to the statement of profit and loss for the period in which they are incurred.

(C) Investment Properties:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group for its business, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and wherever applicable its borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss for the period in which they are incurred.

Investment properties are depreciated using the straight-line method over their estimated useful lives as follows:

Asset Category	Useful life	Basis for charging Depreciation
Office Building	60	Life as prescribed under Schedule-II of the Companies Act, 2013

Though the Group measures investment property using cost based measurement, the fair value of investment property is disclosed in the note 2D. Fair values are determined based on an annual evaluation performed by an external independent valuer.

(D) Impairment of non-financial assets - property, plant and equipment and intangible assets:

The Group assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

(E) Government Grants and Subsidy:

Special capital incentive and subsidy received from the Government for setting up or expansion of an industrial undertaking in undeveloped area of State, is credited to Special capital incentive and subsidy account under Capital Reserve Account.

(F) Tax Expenses:

Tax expense is the aggregate amount included in the determination of profit or loss for the period in respect of current tax and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible under the Income Tax Act, 1961.

Current tax is measured using tax rates that have been enacted by the end of reporting period for the amounts expected to be recovered from or paid to the taxation authorities.

Minimum Alternative Tax (MAT) credit entitlement is recognised in accordance with the Guidance Note on "Accounting for credit available in respect of Minimum Alternative Tax under the Income-tax Act, 1961" issued by ICAI. MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period. At each balance sheet date the Group re-assesses MAT credit assets to the extent they become reasonably certain or virtually certain of realisation, as the case may be and adjusts the same accordingly.

Deferred tax:

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income Tax Act, 1961.

Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

Presentation of current and deferred tax:

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognized in Other Comprehensive Income.

(G) Inventories:

Items of inventories are measured at lower of cost or net realisable value after providing for obsolescence , if any. Cost of Inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and condition. Cost of raw materials, stores & spares, packing materials are determined on weighted average basis. However raw materials are written down to realisable value only if the cost of the related finished goods is not expected to recover the cost of raw materials.

Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost of work in progress and finished goods is determined on absorption costing method which include cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

(H) Financial Instruments:

1 Financial Assets

a Initial recognition and measurement:

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition.

b Subsequent measurement

I Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

II Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

III Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

c Impairment of financial assets

In accordance with Ind AS 109, the Group uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Group applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Group uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Group uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

2 Financial Liabilities

a Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and in case of loans and borrowings, net of directly attributable cost. Cost of recurring nature are directly recognised in profit or loss as finance cost.

b Subsequent measurement:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

3 Derivative Financial Instruments

The Group uses various derivative financial instruments such as currency swaps and forwards to mitigate the risk of changes in interest rates and exchange rates. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are also subsequently measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss, except for the effective portion of cash flow hedges which is recognised in Other Comprehensive Income and later to Statement of Profit and Loss when the hedged item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial assets or non-financial liability.

4 Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

(I) Fair Value:

The Group measures financial instruments at fair value in accordance with the accounting policies mentioned above. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy that categorizes into three levels, described as follows, the inputs to valuation techniques used to measure value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 inputs) and the lowest priority to unobservable inputs (Level 3 inputs).

Level 1 — quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 — inputs that are unobservable for the asset or liability

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period and discloses the same.

(J) Revenue Recognition:

(i) Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those goods or services.

Generally, control is transferred upon shipment of goods to the customer or when the goods are made available to the customer, provided transfer of title to the customer occurs and the Group has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue from rendering of services is recognised over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Revenue is measured at the amount of consideration which the Group expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the Government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognized when it becomes unconditional.

(ii) Income from Power generation is accounted on the basis of certification of Gujarat Electricity Development Authority.

(iii) Credits on account of Duty drawback and other benefits, which are due to be received with reasonable certainty, are accrued upon completion of exports.

(iv) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

(v) Dividend income is recognized when the right to receive dividend is established.

(K) Foreign currency transactions and translation:

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

(L) Employees Benefits:

Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Expense in respect of other short term benefits is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

Post Employment Employee Benefits :

(i) **Defined Contribution Plans** :

(a) Provident Fund:

The Group makes specified monthly contribution to statutory provident fund in accordance with the Employees Provident Fund & Miscellaneous Provisions Act, 1952, which is a defined contribution plan and contribution paid or payable is recognized as an expense in the period in which services are rendered by the employee.

(b) Superannuation:

The Parent Company has Superannuation Plan for its executives - a defined contribution plan. The Parent Company makes annual contribution of the covered employees' salary, subject to maximum of ₹ 1.50 lakh per employee, for the executive opting for the benefit. The plan is managed by a Trust and the funds are invested with Life Insurance Corporation of India under its Group Superannuation Scheme. Annual contributions as specified under the Trust deed are paid to the Life Insurance Corporation of India and recognised as an expense of the year in which the liability is incurred.

(ii) **Defined Benefit Plans:**

(a) Gratuity:

The Parent Company pays gratuity to the employees who have completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @15 days salary for every completed year of service as per the Payment of Gratuity Act, 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees. The gratuity fund has been approved by respective Income Tax authorities.

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.

Re-measurement of defined benefit plans in respect of post-employment and other long term benefits are charged to the Other Comprehensive Income. For Subsidiaries & Joint Venture gratuity benefit are provided on the basis of management estimate.

(b) Leave Encashment:

Provision for leave encashment, which is a defined benefit, is made based on actuarial valuation done by an independent agency of notified actuaries by using the projected unit credit method. Actuarial Gains / Losses, if any are recognised in the statement of profit and loss. For Subsidiaries & Joint Venture gratuity benefit are provided on the basis of management estimate.

(M) Lease:

The Group, as a lessee, recognizes a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.

The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Group has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate

For short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

(N) Impact of COVID 19:

The Group continues to regularly assess the business and economic financial impact of Covid-19. While there has been an impact on account of lost sales during the lockdown, restarting costs and increased expenses disproportionate to reduced incomes, the same which started towards the end of FY 2019-20 have continued into FY 2020-21. The impact of the same on the profits of the Group shall be computed for inclusion in fiscal year 2020-21. The Group continues to monitor any material changes to future economic conditions.

(O) Research and Development:

Revenue expenditure on Research and Development is charged in the period in which it is incurred. Capital Expenditure for Research and Development is capitalised when commissioned and included in the Plant, Property and Equipment and depreciated in accordance with the policies stated for Property, Plant and Equipment.

(P) Provisions, Contingent Liabilities and Contingent Assets:

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 Group 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.

Contingent Assets: Contingent Assets are neither recognised nor disclosed in the financial statements.

(Q) Segment reporting:

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Group. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Group.

(R) Cash and cash equivalents:

Cash and cash equivalents for the purposes of cash-flow statement comprise cash at bank and in hand and short-term investments with original maturity of three months or less.

(S) Earnings Per Share:

The Group reports basic and diluted earning per share (EPS) in accordance with the Indian Accounting Standard specified under Section 133 of the Companies Act read with Rule 7 of the Companies (Accounts) Rules, 2014. The Basic EPS has been computed by dividing the income available to equity shareholders by the weighted average number of equity shares outstanding during the accounting year. The diluted EPS has been computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the end of the year.

1.5 Key accounting estimates and judgements

The preparation of the consolidated financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

a) Depreciation/amortisation and useful lives of property, plant and equipment/intangible assets

Property, plant and equipment/intangible assets are depreciated/amortised over the estimated useful lives of the assets, after taking into account their estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation/ amortisation to be provided during any reporting period. The useful lives and residual values are based on the Group's historical experience with similar assets and take into account anticipated technological changes. The depreciation/ amortisation for future periods is revised if there are significant changes from previous estimates.

b) Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

c) Defined benefit obligation

The costs of providing pensions and other post-employment benefits are charged to the Statement of Profit and Loss in accordance with Ind AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates. The same is disclosed in Note 36, 'Employee benefits'.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

d) **Income Tax:**

The Group's tax jurisdiction is India. Significant judgements are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions (Refer Note 32).

e) **Impairment of financial assets:**

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

1.6 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 1st April, 2020.

2 PROPERTY, PLANT AND EQUIPMENT

2A TANGIBLE ASSETS

Particulars	Gross Block					Depreciation / Amortisation					Net Book Value	
	As at 01-04-2019	Additions	Deduction	Adjustments/ Transfers	As at 31-03-2020	As at 01-04-2019	For the year	Deduction	Adjustments/ Transfers	As at 31-03-2020	As at 31-03-2020	As at 31-03-2019
Lease hold Land	988.17	-	-	(988.17)	-	71.42	-	-	(71.42)	-	-	916.75
Roads	574.54	3.27	-	-	577.81	361.87	55.66	-	-	417.53	160.28	212.67
Buildings	6,420.19	61.71	-	-	6,481.90	1,528.38	189.24	-	-	1,717.61	4,764.29	4,891.81
Plant and Machinery	15,218.85	1,140.39	(120.94)	-	16,238.29	9,525.82	961.24	(65.57)	-	10,421.49	5,816.80	5,693.03
Furniture & Fixtures	395.71	5.88	-	-	401.60	284.60	35.06	-	-	319.66	81.94	111.12
Office equipments	219.26	9.19	(0.06)	-	228.38	161.66	14.78	(0.06)	-	176.38	52.00	57.60
Computer Hardware	162.72	7.22	-	(0.36)	169.58	141.82	6.99	-	(0.25)	148.55	21.03	20.91
Vehicles	131.09	22.46	(7.23)	-	146.32	43.81	13.71	(6.08)	-	51.44	94.89	87.28
Material Handling Vehicles	107.87	14.41	-	-	122.28	25.34	13.51	-	-	38.85	83.44	82.53
Total	**24,218.40**	**1,264.53**	**(128.23)**	**(988.53)**	**24,366.17**	**12,144.71**	**1,290.18**	**(71.71)**	**(71.68)**	**13,291.50**	**11,074.67**	**12,073.70**
Previous Year	23,492.36	1,011.67	(285.62)	0.00	24,218.40	11,034.65	1,319.46	(209.40)	-	12,144.71	12,073.70	12,457.71

Notes:

1 Refer to note 15 for information on Property, plant & equipment pledged as security by the Group.

2 Refer to note 34 for disclosure of contractual commitments for the acquisition of Property, plant & equipment.

2B CAPITAL WORK IN PROGRESS

Particulars	**As at 31-03-2020**	**As at 31-03-2019**
Plant & Machinery	52.71	16.40
Other Assets	80.85	80.85
Total	**133.56**	**97.25**

Notes:

1 Addition to capital work in progress includes borrowing cost on Term Loan.

Particulars	**FY 2019-20**	**FY 2018-19**
Plant and Machinery	4.20	4.76
Total	**4.20**	**4.76**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

2C RIGHT OF USE ASSETS

Particulars	Gross Block					Depreciation / Amortisation					Net Book Value	
	As at 01-04-2019	Additions	Deduction	Adjustments/ Transfers	As at 31-03-2020	As at 01-04-2019	For the year	Deduction	Adjustments/ Transfers	As at 31-03-2020	As at 31-03-2020	As at 31-03-2019
Lease hold Land	-	-	-	993.01	993.01	-	12.03	-	71.42	83.45	909.56	-
Vehicles	-	-	-	186.88	186.88	-	-	-	53.74	53.74	133.14	-
Total	**-**	**-**	**-**	**1,179.89**	**1,179.89**	**-**	**12.03**	**-**	**125.16**	**137.19**	**1,042.70**	**-**
Previous Year	-	-	-	-	-	-	-	-	-	-	-	-

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Group has adopted Ind AS 116, effective annual reporting period beginning 1st April 2019 and applied the standard to its leases, prospectively using the prospective approach.

For transition, the Group has elected not to apply the requirements of Ind AS 116 to leases which are expiring within 12 months from the date of transition by class of asset and leases for which the underlying asset is of low value on a lease-by-lease basis. The Group has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right-of-use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease. The Group has used a single discount rate to a portfolio of leases with similar characteristics.

On transition, the Group recognised a lease liability measured at the present value of the remaining lease payments. The right-to-use asset is recognised from 01-Apr-2019 by using the lessee's incremental borrowing rate on remaining Lease. Accordingly, a right-to-use asset of ₹ 186.88 lakhs and lease liability of ₹ 186.88 lakhs has been recognised.

2D INVESTMENT PROPERTY

Particulars	Gross Block					Depreciation / Amortisation					Net Book Value	
	As at 01-04-2019	Additions	Deduction	Adjustments/ Transfers	As at 31-03-2020	As at 01-04-2019	For the year	Deduction	Adjustments/ Transfers	As at 31-03-2020	As at 31-03-2020	As at 31-03-2019
Buildings	138.23	-	-	-	138.23	28.67	2.32	-	-	31.00	107.23	109.56
Total	**138.23**	**-**	**-**	**-**	**138.23**	**28.67**	**2.32**	**-**	**-**	**31.00**	**107.23**	**109.56**
Previous Year	138.23	-	-	-	138.23	26.35	2.32	-	-	28.67	109.56	111.88

Information regarding Income & Expenditure of Investment Property

	FY 2019-20	FY 2018-19
Rental Income derived from Investment Property	18.00	12.60
Direct Operating expenses (including repairs and maintenance) generating rental income	**(1.36)**	**(1.07)**
Direct Operating expenses (including repairs and maintenance) that did not generate rental income	(0.36)	(0.69)
Profit from investment properties before depreciation	**16.28**	**10.84**
Depreciation	(2.32)	(2.32)
Profit from investment properties	**13.95**	**8.51**

As at 31-Mar-2020 and 31-Mar-2019, the fair values of the properties are based on valuations performed by an independent valuer.

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

Fair Value of the Investment Property is as under

Fair Value	**Office Building**
Balance as at 01-Apr-2019	304.63
Fair value difference for the year	11.15
Purchases	-
Balance as at 31-Mar-2020	315.78

Particulars	**Valuation Techniques**	**Significant unobservable inputs**	**Range of change in fair value per 5% (+/-) change in rate per sq. mtr.**	
			As at 31-03-2020	**As at 31-03-2019**
Office Building	Sale Comparison Technique	Sales price of similar properties adjusted for peculiar factors of the property valued	15.79	15.23

Leasing arrangements

Investment property is leased to tenant under operating lease with rentals payable on monthly basis.

The future minimum estimated lease rental income is as follows	**FY 2019-20**	**FY 2018-19**
Not later than 1 year	-	9.00
Later than 1 year but not later than 5 years	-	-
Later than 5 years	-	-

2E INTANGIBLE ASSETS

Particulars	Gross Block					Depreciation / Amortisation					Net Book Value	
	As at 01-04-2019	Additions	Deduction	Adjustments/ Transfers	As at 31-03-2020	As at 01-04-2019	For the year	Deduction	Adjustments/ Transfers	As at 31-03-2020	As at 31-03-2020	As at 31-03-2019
Computer Software	217.62	-	-	0.36	217.98	205.09	4.40	-	0.25	209.75	8.23	12.53
Copyrights	11.06	-	-	-	11.06	4.92	1.28	-	-	6.19	4.87	6.15
Trademark	2.58	-	-	-	2.58	0.00	0.52	-	-	0.52	2.06	2.58
TOTAL	**231.27**	**-**	**-**	**0.36**	**231.63**	**210.01**	**6.20**	**-**	**0.25**	**216.46**	**15.16**	**21.26**
Previous Year	228.69	2.58	-	-	231.27	200.75	9.26	-	-	210.01	21.26	27.94

2F INTANGIBLE ASSETS UNDER DEVELOPMENT

	As at 31-03-2020	**As at 31-03-2019**
Computer Software, Trademark, Brand and Patents	31.49	11.79

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

3 NON CURRENT FINANCIAL ASSETS : INVESTMENTS

	Face Value (in ₹)	As at 31-03-2020		As at 31-03-2019	
		Units (Nos)	(₹ in lakhs)	Units (Nos)	(₹ in lakhs)
Investment in Quoted Equity Shares, fully paid up (at FVOCI)					
Bank of Baroda	2	5000	2.68	5000	6.44
Investments measured at Cost					
Investment in equity shares of Joint Ventures					
Marangoni GRP Pvt. Ltd.	1	9,921,723	-	9,921,723	-
Investment in equity shares of other Companies					
Narmada Clean Tech	10	129,000	12.90	129,000	12.90
Iris Ecopower Venture Pvt. Ltd.	10	496,350	49.64	412,500	41.25
OPGS Power Gujarat Pvt. Ltd.	0.1	280,000	0.56	280,000	0.56
TOTAL			**65.77**		**61.15**
Aggregate amount of quoted investment			0.85		0.85
Market value of quoted investment			2.68		6.44
Aggregate amount of unquoted investments			63.10		54.71

Category-wise Non current investment	As at 31-03-2020	As at 31-03-2019
Financial assets measured at cost	63.10	54.71
Financial assets measured at fair value through other comprehensive income	2.68	6.44
Total Non Current Investment	**65.77**	**61.15**

4 NON CURRENT FINANCIAL ASSETS : OTHERS (UNSECURED)	As at 31-03-2020	As at 31-03-2019
At Amortized Cost		
Fixed Deposit accounts with Bank (Maturity more than 12 months)	0.34	0.33
TOTAL	**0.34**	**0.33**

5 OTHER NON CURRENT ASSETS (UNSECURED, CONSIDERED GOOD)	As at 31-03-2020	As at 31-03-2019
Leasehold Land	-	4.84
Capital Advances	4.35	113.54
Advances other than capital advances		
- Security Deposits	242.19	346.44
- Other Advances & Deposits	8.52	28.24
Prepaid Expenses (Refer note 12)	12.92	22.02
TOTAL	**324.45**	**515.08**

6 INVENTORIES	As at 31-03-2020	As at 31-03-2019
Raw Materials	2,575.61	1,686.88
Work-in-progress	687.51	520.65
Finished goods		
- In hand	1,001.83	572.50
- In transit	145.00	408.42
Stores and spares	206.81	207.28
Fuel Materials	14.05	20.38
Packing Materials	40.79	53.02
Stock of Others	5.24	12.25
TOTAL	**4,676.83**	**3,481.39**

Note: Inventories written down to net realisable value during the year 2019-2020 : Work-in -progress ₹ Nil (2018-2019 : ₹ 69.98 lakhs); Finished Goods ₹25.62 lakhs (2018-2019 ₹ 19.65 lakhs) and Stores and Spares ₹ Nil (2018-2019 : ₹ 12.99 lakhs).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

7	CURRENT FINANCIAL ASSETS : TRADE RECEIVABLES	As at 31-03-2020	As at 31-03-2019
	Trade Receivables considered good - Unsecured	6,523.86	6,578.92
	Less: Allowance for expected credit loss	(3.87)	(5.64)
		6,520.00	**6,573.29**
	Trade Receivables - credit impaired	6.32	6.32
	Less: Allowance for expected credit loss	(6.32)	(6.32)
		-	-
	TOTAL	**6,520.00**	**6,573.29**

Movement of Impairment Allowance (allowance for expected credit loss)

	FY 2019-20	FY 2018-19
Impairment Allowance		
Opening Balance	11.96	7.70
Provided during the year	-	7.91
Amount Written back	(1.58)	-
Amount Written Off	(0.19)	(3.65)
Closing Balance	10.19	11.96

8	CURRENT FINANCIAL ASSETS : CASH AND CASH EQUIVALENTS	As at 31-03-2020	As at 31-03-2019
	Cash on hand	1.96	3.08
	Balances with Banks		
	- In Current Accounts	416.96	17.85
	- In Cash Credit Accounts	4.10	26.29
	- In EEFC Accounts	401.59	393.04
	TOTAL	**824.62**	**440.25**

9	CURRENT FINANCIAL ASSETS : OTHER BANK BALANCES	As at 31-03-2020	As at 31-03-2019
	Other Bank Balances		
	Unclaimed dividend accounts	6.33	7.81
	Term deposits held as margin money against bank guarantee and other commitments	13.35	13.19
	TOTAL	**19.69**	**21.00**

10	CURRENT FINANCIAL ASSETS : OTHERS	As at 31-03-2020	As at 31-03-2019
	Accrued Interest Income	23.29	17.87
	Currency Options	10.64	-
	Others*	-	130.16
	TOTAL	**33.93**	**148.03**

* Others represents fair value of derivatives

11	CURRENT TAX ASSETS (NET)	As at 31-03-2020	As at 31-03-2019
	Opening Balance	(27.32)	-
	Add: Provision for Income-tax for the year	0.00	-
	Add: Tax on defined benefit plans	46.75	-
	Add: Short / (Excess) Provision for earlier years	46.67	-
	Add: Advance Tax Paid	26.63	-
	Closing Balance (refer note 24)	**92.73**	**-**

12	OTHER CURRENT ASSETS (UNSECURED, CONSIDERED GOOD)	As at 31-03-2020	As at 31-03-2019
	Advances other than capital advances	399.99	155.15
	Security Deposits	34.82	51.18
	Balance with Central Excise & GST Authorities	1,316.06	777.65
	Prepaid Expenses (Refer note 5)	70.57	61.05
	Receivable from LIC (Gratuity claim)	6.11	5.82
	Duty drawback Receivable	92.78	72.18
	Others	0.34	0.86
	TOTAL	**1,920.68**	**1,123.91**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

13	EQUITY	As at 31-03-2020	As at 31-03-2019
	Authorized 15,00,000 equity shares of ₹10 each	150.00	150.00
	Issued, Subscribed and fully Paid up 13,33,333 equity shares of ₹ 10 each	133.33	133.33
	TOTAL	**133.33**	**133.33**

	As at 31-03-2020		As at 31-03-2019	
	Units (Nos)	(₹ in lakhs)	Units (Nos)	(₹ in lakhs)
At the beginning of the year	1,333,333	133.33	1,333,333	133.33
Add: Issued during the year	-	-	-	-
At the end of the year	1,333,333	133.33	1,333,333	133.33

Rights, preferences and restrictions attached to shares

1. The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity shares is entitled to one vote per share.
2. In the event of liquidation of the Company, the holders of the equity shares of the Company will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts in proportion to their shareholding.

Details of shares held by shareholders holding more than 5% of the aggregate shares in the company

	As at 31-03-2020		As at 31-03-2019	
	Shares (Nos)	% of Holding	Shares (Nos)	% of Holding
Mrs. Meera Philip	81,666	6.12%	81,666	6.12%

14	OTHER EQUITY	As at 31-03-2020	As at 31-03-2019
	Capital reserve		
	Special capital incentive and subsidy		
	Balance as per last Balance sheet	53.30	53.30
	Profit on re-issue of forfeited shares		
	Balance as per last Balance sheet	0.01	0.01
	Securities Premium account		
	Balance as per last Balance sheet	41.67	41.67
	Excess of Share in Net Assets of subsidiary company / Joint Venture		
	Balance as per last Balance sheet	1.02	1.02
	General Reserve		
	Balance as at beginning of the year	6,509.32	6,509.32
	Add: Transferred from the statement of profit and loss account	-	-
	Balance as at the end of the year	**6,509.32**	**6,509.32**
	Retained Earnings		
	As per last Balance sheet	6,137.46	5,624.87
	Add: Profit for the year	296.73	532.68
	Less: Appropriations :		
	Dividend on Equity Shares (Dividend per Share ₹ 8.00, Previous year ₹ 1.25)	(106.67)	(16.67)
	Tax on Dividend	(21.93)	(3.43)
	Interim Dividend on Equity Shares (Dividend per Share ₹ 5.50, Previous year ₹ NIL)	(73.33)	-
	Tax on Interim Dividend	(15.07)	-
	Balance as at the end of the year	**6,217.19**	**6,137.46**
	Other Comprehensive Income (OCI)		
	As per last Balance sheet	104.98	43.31
	Add: Movement in OCI (Net) during the year	(341.13)	61.67
	Balance as at the end of the year	**(236.16)**	**104.98**
	TOTAL	**12,586.35**	**12,847.75**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

Description of nature and purpose of each reserve

General Reserve - General reserve is created from time to time by way of transfer from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

Capital Reserve - Capital reserve represents Special Capital subsidy received and profit on re-issue of forfeited shares

Securities Premium Reserve - Securities premium reserve represents the premium received on issue of equity shares.

15 NON CURRENT FINANCIAL LIABILITIES : BORROWINGS	As at 31-03-2020	As at 31-03-2019	As at 31-03-2020	As at 31-03-2019
	Current Maturity		Non - Current portion	
Secured - At Amortised Cost				
Term Loans from Banks				
- Rupee Loan	432.73	224.75	1,131.68	279.25
	432.73	**224.75**	**1,131.68**	**279.25**
Unsecured - At Amortised Cost				
Deferred Payment Liability	13.41	19.60	16.36	10.04
	13.41	**19.60**	**16.36**	**10.04**
	446.14	**244.35**	**1,148.03**	**289.29**
Amount disclosed under the head Current Financial Liabilities : Others (refer note 21)	**(446.14)**	**(244.35)**	**-**	**-**
TOTAL	**-**	**-**	**1,148.03**	**289.29**

1 Borrowings are measured at amortised Cost

Nature of security and terms of repayment for borrowings:

2 Rupee loan from HDFC Bank Ltd of ₹ 1285.16 lakhs (31-Mar-2019: ₹ Nil lakhs) for Capex

First exclusive charge by way of hypothecation of plant & machinery which are funded through this loan and by way of extension of equitable mortgage on office at 510, Kohinoor City, Kurla (West), Mumbai.

Repayable in 54 equal monthly instalments beginning from 08-Jun-2020 along with interest @ 9.70% p.a.

3 Rupee loan from Citi Bank N.A. of ₹ 279.25 lakhs (31-Mar-2019: ₹ 475.25 lakhs) for Capex

First exclusive charge by way of hypothecation on Plant & Machinery which are funded through Citi Bank term loan.

Repayable in 16 equal quarterly instalments beginning from 11-Jul-2017 along with interest @ 10.20% p.a.

4 Rupee loan from HDFC Bank Ltd of ₹ Nil (31-Mar-2019: ₹ 28.75 lakhs) for Capex

First exclusive charge by way of mortgage of immovable properties (including land & building) and hypothecation of all movable property, plant and equipment (including plant & machinery) and current assets of LLP located at Pithampur, Dist. Dhar, Madhya Pradesh factory.

Loan repaid on 16-Nov-2019

5 Deferred Payment Liability

(a) Vehicle loan of ₹ Nil (31-Mar-2019: ₹9.48 lakhs) is secured by vehicles under hypothecation with bank. Loan is repaid on 01-Mar-2020.

(b) Vehicle loan of ₹ 10.04 lakhs (31-Mar-2019: ₹ 20.15 lakhs) is secured by vehicles under hypothecation with NBFC. Loan is repayable in 48 monthly instalments from Mar-2017 along with interest @ 8.27% p.a.

(c) Vehicle loan of ₹ 19.73 lakhs (31-Mar-2019: ₹ Nil) is secured by vehicles under hypothecation with Bank. Loan is repayable in 60 monthly instalments from Mar-2020 along with interest @ 8.50% p.a.

6 For explanation on the Group's Interest rate risk and foreign currency risk refer Note 43

16 NON CURRENT FINANCIAL LIABILITIES : OTHERS	As at 31-03-2020	As at 31-03-2019
Lease Liability (refer note 21)	85.43	-
Deferred Income (refer note 21)	10.00	11.00
TOTAL	**95.43**	**11.00**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

17	NON CURRENT LIABILITIES : PROVISIONS	As at 31-03-2020	As at 31-03-2019
	Provision for Leave encashment (refer note 23)	65.85	54.47
	TOTAL	**65.85**	**54.47**

18	DEFERRED TAX LIABILITIES (NET):	As at 31-03-2020	As at 31-03-2019
	At the beginning of the year	2,137.60	2,197.22
	Charge/(credit) to Statement of Profit and Loss	(475.48)	(89.67)
	Charge/(credit) to Other Comprehensive Income	(91.89)	30.05
	At the end of year	**1,570.23**	**2,137.60**

Component of Deferred tax liabilities / (asset)	As at 31-03-2019	Charge / (credit) to Profit and Loss	Charge / (credit) to Other Comprehensive Income	As at 31-03-2020
Deferred tax liabilities / (asset) in relation to:				
Property, plant and equipment	2,111.74	(396.56)	-	1,715.18
Financial assets	0.58	(0.31)	-	0.27
Financial Liabilities	-	(36.03)	-	(36.03)
Loan and advances	18.05	(44.31)	-	(26.26)
Provisions	(19.35)	0.92	-	(18.43)
Others	26.58	0.81	(91.89)	(64.49)
Total	**2,137.60**	**(475.48)**	**(91.89)**	**1,570.23**

19	CURRENT FINANCIAL LIABILITIES : BORROWINGS	As at 31-03-2020	As at 31-03-2019
	Secured - At Amortised Cost		
	Working Capital Loan payable on demand from banks		
	Foreign Currency Loan	5,186.98	4,316.50
	Rupee Loan	1,764.86	1,613.28
	TOTAL	**6,951.83**	**5,929.78**

Nature of security and terms of repayment for secured borrowings:

1 **Working Capital Loan from HDFC Bank Ltd of ₹ 4,620.26 lakhs (31-Mar-2019: ₹ 4,425.73 lakhs)**

First pari passu charge by way of hypothecation of entire current assets, both present and future at par with other banks. First pari passu charge on entire property, plant and equipment located at Ankleshwar & Panoli plant of the parent company at par with other banks.

2 **Working Capital loan from Citi Bank N. A. of ₹ 1,258.25 lakhs (31-Mar-2019: ₹ 1,460.29 lakhs)**

First pari passu charge in favour of Citi Bank N.A. by way of hypothecation of entire Fixed assets both movable and immovable, both present & future of the parent company located at Manufacturing unit at Ankleshwar & Panoli Plant, District Bharuch, Gujarat at par with other banks.

3 **Working Capital loan from ICICI Bank Ltd of ₹ 1,029.01 lakhs (31-Mar-2019: ₹ Nil)**

First pari passu charge by way of hypothecation of entire current assets, both present and future at par with other banks. First pari passu charge on entire property, plant and equipment located at Ankleshwar & Panoli plant of the parent company at par with other banks.

4 **Working Capital loan from HDFC Bank Ltd of ₹ 44.31 lakhs (31-Mar-2019: ₹ 43.76 lakhs)**

First exclusive charge by way of hypothecation of entire current assets, both present and future, including inventories, book debts, bills receivables and entire movable property, plant and equipment and mortgage of immovable property of the LLP.

5 **For explanation on the Group's Interest risk and foreign currency risk refer Note 43.**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

20	**CURRENT FINANCIAL LIABILITIES : TRADE PAYABLES**	**As at 31-03-2020**	**As at 31-03-2019**
	Dues of micro and small enterprises	213.49	180.11
	Dues of creditors other than micro and small enterprises	2,131.50	1,990.14
	TOTAL	**2,344.99**	**2,170.26**

Details of Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act,2006 ("MSMED Act").

To comply with the requirement of The Micro, Small and Medium Enterprises Development Act, 2006, the Group requested its suppliers to confirm it whether they are covered as Micro, Small or Medium enterprise as is defined in the said Act. Based on the communication received from such suppliers confirming their coverage as such enterprise, the Group has recognized them for the necessary treatment as provided under the Act, from the date of receipt of such confirmations and are disclosed in note below.

	As at 31-03-2020	**As at 31-03-2019**
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
- Principal amount outstanding (whether due or not) to micro and small enterprises	213.49	180.11
- Interest due thereon	0.38	0.16
The amount of interest paid by the Group in terms of section 16 of the MSMED Act, 2006.	-	-
The amount of payment made to the supplier beyond the appointed day during the year	718.48	470.51
Amount of interest due and payable on delayed payments	4.92	5.46
Amount of interest accrued and remaining unpaid as at year end (Net of reversal)	15.53	18.82
The amount of further interest due and payable even in the succeeding year	-	-

21	**CURRENT FINANCIAL LIABILITIES : OTHERS**	**As at 31-03-2020**	**As at 31-03-2019**
	Current maturities of Long-term borrowings (Refer note 15)	446.14	244.35
	Current maturities of Lease Liability (refer note 16)	53.15	-
	Interest accrued and due on borrowings	29.89	20.61
	Unclaimed Dividend*	6.33	7.81
	Creditors for Capital Goods & Services	52.20	41.25
	Deposit from Dealers	60.40	60.40
	Deferred Income (refer note 16)	1.00	1.00
	Security Deposit for Let out property	0.65	5.65
	Others**	284.63	1.12
	TOTAL	**934.40**	**382.19**

*There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as on 31st March, 2020.
**Others represents fair value of derivatives

22	**OTHER CURRENT LIABILITIES**	**As at 31-03-2020**	**As at 31-03-2019**
	Advances from customers	4.59	8.75
	Statutory dues	93.50	99.11
	Others	849.23	583.61
	TOTAL	**947.32**	**691.47**

23	**CURRENT LIABILITIES : PROVISIONS**	**As at 31-03-2020**	**As at 31-03-2019**
	Current maturities of Long-term provisions of Employees Benefit expenses		
	- Provision for Leave encashment (refer note 17)	5.03	3.48
	- Provision for Gratuity payment	101.02	-
	TOTAL	**106.05**	**3.48**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

24	CURRENT TAX LIABILITIES (NET)	As at 31-03-2020	As at 31-03-2019
	Opening Balance	-	37.41
	Add: Provision for Income-tax for the year	-	333.39
	Add: Tax on defined benefit plans	-	1.19
	Less: Short / (Excess) Provision for earlier years	-	(55.02)
	Less: Advance Tax Paid	-	(289.64)
	Closing Balance	**-**	**27.32**

25	REVENUE FROM OPERATIONS:	Year ended 31-03-2020	Year ended 31-03-2019
	Revenue from Operations (Gross)	36,301.20	37,297.49
	Power generation from Windmill	80.15	80.68
	Export incentives	340.74	309.69
	Revenue from Operations (Gross)	**36,722.08**	**37,687.86**
	Less: Goods and Service Tax Recovered	1,852.28	1,951.01
	Revenue from Operations (Net)	**34,869.80**	**35,736.85**

Disaggregation of Revenue

Revenue based on Geography

	Year ended 31-03-2020	Year ended 31-03-2019
Export	25,066.72	25,352.82
Domestic	9,803.08	10,384.03
Total	**34,869.80**	**35,736.85**

26	OTHER INCOME:		Year ended 31-03-2020	Year ended 31-03-2019
	Interest Income		18.30	18.28
	Amortization of State Government Subsidy		-	6.84
	Amortization of Deferred Income		1.00	1.00
	Net Gain on Sale of Property, Plant and Equipment		9.64	-
	Other Non-operating Income		34.71	22.67
		TOTAL	**63.65**	**48.79**

27	CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE:		Year ended 31-03-2020	Year ended 31-03-2019
	Stock at the beginning of the year:			
	Finished goods		572.50	549.40
	Goods-in-transit (Finished Goods)		408.42	550.00
	Work-in-progress		520.65	401.35
		(A)	**1,501.58**	**1,500.75**
	Stock at the end of the year:			
	Finished goods		1,001.83	572.50
	Goods-in-transit (Finished Goods)		145.00	408.42
	Work-in-progress		687.51	520.65
		(B)	**1,834.34**	**1,501.58**
		TOTAL (A) - (B)	**(332.77)**	**(0.83)**

28	EMPLOYEE BENEFITS EXPENSES:	Year ended 31-03-2020	Year ended 31-03-2019
	Salaries and Wages	5,380.62	5,195.98
	Contribution to Provident fund and Other funds*	446.48	398.95
	Staff Welfare and other benefits	250.43	268.18
	TOTAL	**6,077.53**	**5,863.12**

*For Disclosure as per IND-AS 19 'Employee Benefits' refer note no 36

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

		Year ended 31-03-2020	Year ended 31-03-2019
29	**FINANCE COST:**		
	Interest on Term & Working Capital Loans*	395.52	325.49
	Applicable loss on foreign currency transactions and translation	343.24	57.96
	Interest on Other Loans	18.86	15.05
	Financial Charges	60.56	74.47
	TOTAL	**818.18**	**472.96**

* Interest Expenses are net of Interest Capitalised of ₹ 4.20 lakhs (Previous year ₹ 4.76 lakhs) (Refer note 2B)

		Year ended 31-03-2020	Year ended 31-03-2019
30	**DEPRECIATION AND AMORTIZATION EXPENSES:**		
	Depreciation on Property, Plant & Equipment	1,355.95	1,319.46
	Depreciation on Investment Property	2.32	2.32
	Amortisation of Intangible Assets	6.20	9.26
	TOTAL	**1,364.47**	**1,331.04**

		Year ended 31-03-2020	Year ended 31-03-2019
31	**OTHER EXPENSES:**		
	Manufacturing Expenses		
	Packing Material consumed	966.45	917.91
	Stores and Spare Parts Consumed	613.84	694.41
	Power, Fuel & Water Consumed:-		
	- Power Consumption	3,925.28	4,018.22
	- Fuel Consumption	826.94	912.58
	- Water Consumption	42.07	52.00
	Repairs & Maintenance Expenses:-		
	- Plant & Machineries	321.97	367.78
	- Factory Buildings	14.10	28.67
		6,710.66	**6,991.58**
	Sales & Distribution expenses		
	Freight & Forwarding expenses	2,792.48	2,480.64
	Other Selling and Distribution expenses	48.13	83.21
		2,840.61	**2,563.85**
	Administration & Other Expenses		
	Insurance	49.72	32.68
	Vehicle Expenses	49.34	129.05
	Printing & Stationery	20.43	21.09
	Advertisements	2.91	3.32
	Rent, Short Term Lease Rent & Other Charges	12.86	1.40
	Repairs to Other Assets	94.57	97.29
	Legal & Professional charges	200.33	279.68
	Travelling & Conveyance	188.47	178.43
	Postage & Telephones	27.38	27.92
	Provision for expected credit loss	-	7.91
	Net Loss on foreign currency transactions and translation	(660.47)	(408.22)
	Auditors Remuneration (Refer note 33)	12.32	10.92
	Directors' Sitting Fees	9.95	9.85
	Commission to Director	0.48	10.90
	Rate and Taxes	71.52	16.80
	Corporate Social Responsibility Expense (Refer note 40)	20.41	20.15
	Factory / Office Expenses	46.01	53.24
	Office electricity expenses	15.71	14.32
	Bad Debts Written off	14.24	-
	Other Expenses	139.09	189.04
	Net Loss on Sale of Property, Plant and Equipment	-	17.89
		315.26	**713.67**
	TOTAL	**9,866.54**	**10,269.10**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

32 INCOME TAX:

A The note below details the major components of income tax expenses for the year ended 31-Mar-20 and 31-Mar-19. The note further describes the significant estimates made in relation to Group's income tax position and also explains how the income tax expense is impacted by non-assessable and non-deductible items.

Particulars	Year ended 31-03-2020	Year ended 31-03-2019
Current Tax	**(46.67)**	**278.36**
Current Tax	-	333.38
(Excess) / Short Provision for earlier years	(46.67)	(55.02)
Deferred Tax	**(475.48)**	**(89.67)**
Deferred Tax	(475.48)	(89.67)
Income tax expense reported in the statement of profit and loss	**(522.15)**	**188.69**
Other Comprehensive Income (OCI)		
Income tax relating to items that will not be reclassified to profit or loss	(46.75)	1.19
Deferred tax relating to items that will be reclassified to profit or loss	(91.89)	30.05

B Reconciliation of tax expenses and the accounting profit multiplied by applicable tax rate as notified under Income Tax Act, 1961 enacted in India for the years ended 31-Mar-2020 and 31-Mar-2019.

Particulars	Year ended 31-03-2020	Year ended 31-03-2019
Profit before income tax expense	(225.41)	721.37
Income tax expense calculated at 26.000% (31 March 2019 : 33.384%)	(75.25)	240.82
Tax effect of adjustments in calculating taxable income		
- Disallowance of expenses as per Income tax	443.37	575.20
- Allowance of expenses (Depreciation, R&D)	(513.67)	(482.07)
Effect of difference in tax rates for subsidiary companies	-	(0.57)
Current Tax Provision (A)	**-**	**333.38**
Short / (Excess) Provision for earlier years (B)	**(46.67)**	**(55.02)**
Incremental Deferred Tax Liability on account of Property, Plant and Equipment and Intangible Assets	(396.56)	(192.84)
Incremental Deferred Tax Liability / (Asset) on account of Financial Assets and Other Items	(78.91)	103.17
Differed Tax Provision (C)	**(475.48)**	**(89.67)**
Tax Expenses recognised in Statement of Profit and Loss (A+B+C)	**(522.15)**	**188.69**
Effective Tax rate	**-**	**26.16%**

Deferred tax includes onetime impact of ₹ 356.12 lakhs being reversal of opening deferred tax liability due to reduction in tax rate applicable to the Group by Finance Act (No. 2) 2019.

33 DETAILS OF PAYMENT TO AUDITORS EXCLUDING TAXES:	Year ended 31-03-2020	Year ended 31-03-2019
Statutory Audit fees	7.85	7.15
Limited Review fees	0.75	0.75
Tax Audit fees	2.50	2.25
Reimbursement of expenses	0.31	0.77
TOTAL	**11.41**	**10.92**

34 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR) :	Year ended 31-03-2020	Year ended 31-03-2019
Guarantees by Banks not provided for (Net)	356.81	371.53
Letter of Credit	26.58	88.65
Claims against the group (Including Sales tax, Excise duty, etc.) not acknowledged as debts		
- Sales Tax	168.46	204.62
- Excise Duty & Service Tax	144.85	144.85
- Income Tax liability	193.28	118.90
Estimated amount of contracts remaining to be executed on capital account towards PPE	24.02	139.21
TOTAL	**914.00**	**1,067.76**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

35 LEASES:		Year ended 31-03-2020	Year ended 31-03-2019
Premises given on Operating Lease:			
The Group has given premises on operating lease to Marangoni GRP Private Limited for a term of 36 months.			
-	Gross carrying amount as on balance sheet date	13.37	13.37
-	Accumulated depreciation amount as on balance sheet date	(2.43)	(2.25)
-	Net carrying amount as on balance sheet date	10.94	11.12
-	Depreciation recognised in statement of profit and loss	0.18	0.18
The future minimum lease rental income is as follows			
(a)	Not later than 1 year	3.00	3.00
(b)	Later than 1 year but not later than 5 years	0.75	3.75
(c)	Later than 5 years	-	-
Premises given on Operating Lease: Refer note 2D			

36 EMPLOYEE BENEFITS :

As per Indian Accounting Standard 19 “Employee benefits”, the disclosures as defined are given below :

The Group has various schemes for long term benefits such as provident fund, superannuation, gratuity and leave encashment. The Group’s defined contribution plans are Employees’ Provident fund and Pension Scheme (under the provision of the Employees’ Provident Fund and Miscellaneous Provisions Act, 1952) since the Group has no further obligation beyond making the contributions.

A Defined Contribution Plans

Contribution to Defined Contribution Plans, recognised as expense for the year is as under

		Year ended 31-03-2020	Year ended 31-03-2019
i	Employer’s Contribution to Provident & Pension Fund	262.14	250.54
ii	Employer’s Contribution to Superannuation Fund	26.94	24.82

B Defined Benefit Plans

Disclosure Statement as Per Indian Accounting Standard 19

Para 139 (a) Characteristics of defined benefit plan

The Group has a defined benefit gratuity plan in India (funded). The Group’s defined benefit gratuity plan is a final salary plan for employees, which requires contributions to be made to a separately administered fund. The fund is managed by a trust which is governed by the Board of Trustees. The Board of Trustees are responsible for the administration of the plan assets and for the definition of the investment strategy.

Para 139 (b) Risks associated with defined benefit plan

Gratuity is a defined benefit plan and company is exposed to the Following Risks:

I**nterest rate risk:** A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan’s liability.

Investment Risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on Government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Asset Liability Matching (ALM) Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration Risk: Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

Para 139 (c) Characteristics of defined benefit plans

During the year, there were no plan amendments, curtailments and settlements.

Para 147 (a)

A separate trust fund is created to manage the Gratuity plan and the contributions towards the trust fund is done as guided by rule 103 of Income Tax Rules, 1962.

		As at 31-03-2020	As at 31-03-2019
		Gratuity Funded	
i)	**Reconciliation of opening and closing balances of Defined Benefit Obligation**		
	Defined Benefit Obligation at beginning of the year	567.32	511.29
	Current Service Cost	61.64	53.37
	Past Service Cost	-	-
	Interest Cost	44.19	40.14
	Actuarial (Gain) / Loss	177.42	35.53
	Benefits Paid	(131.50)	(73.01)
	Defined Benefit Obligation at year end	**719.07**	**567.32**
ii)	**Reconciliation of opening and closing balances of fair value of Plan Assets**		
	Fair value of Plan Assets at beginning of year	621.38	570.05
	Expected Return on Plan Assets	48.41	44.75
	Employer Contribution	82.14	40.50
	Benefits Paid	(131.50)	(73.01)
	Actuarial (Gain) / Loss	(2.37)	39.10
	Fair value of Plan Assets at year end	**618.05**	**621.38**
iii)	**Reconciliation of fair value of Assets and Obligations**		
	Present Value of Benefit Obligation at the end of the Period	719.07	567.32
	Fair value of plan assets as at end of the year	618.05	621.38
	Funded status (Surplus/ (Deficit))	(101.02)	54.07
	Net (Liability)/Asset Recognized in the Balance Sheet	**(101.02)**	**54.07**
iv)	**Expenses recognised during the year**		
	Current service cost	61.64	53.37
	Past service cost	-	-
	Actuarial (Gains)/Losses on Obligation For the Period	-	-
	Net Interest cost	(4.21)	(4.61)
	Expenses recognised in the statement of profit and loss account	**57.43**	**48.76**
	Actuarial (Gains)/Losses on Obligation For the Period	177.42	35.53
	Return on Plan Assets, Excluding Interest Income	2.37	(39.10)
	Net (Income)/Expense For the Period Recognized in OCI	**179.79**	**(3.57)**
v)	**Actuarial Assumptions**		
	Discount Rate	6.84%	7.79%
	Salary Escalation	5.00%	5.00%

C Sensitivity Analysis

The key assumption and sensitivity of the defined benefit obligation to changes in the weighted principal assumption is:

Particulars	**Year ended 31-03-2020**	**Year ended 31-03-2019**
Expected Return on Plan Assets	6.84%	7.79%
Rate of Discounting	6.84%	7.79%
Rate of Salary Increase	5.00%	5.00%
Rate of Employee Turnover	2.00%	2.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08)	

Particulars	**Year ended 31-03-2020**	**Year ended 31-03-2019**
Delta Effect of +1% Change in Rate of Discounting	(59.78)	(46.49)
Delta Effect of -1% Change in Rate of Discounting	70.76	54.68
Delta Effect of +1% Change in Rate of Salary Increase	70.36	54.79
Delta Effect of -1% Change in Rate of Salary Increase	(60.39)	(47.27)
Delta Effect of +1% Change in Rate of Employee Turnover	11.25	13.61
Delta Effect of -1% Change in Rate of Employee Turnover	(12.95)	(15.64)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

37 RELATED PARTIES DISCLOSURE:

Sr. No.	Name of Related Party	% Share	Relationship
1	MARANGONI GRP Private Limited	50.000%	Joint Venture
2	Rajendra V Gandhi; Managing Director		Key Managerial Personnel (KMP)
3	Harsh R Gandhi; Joint Managing Director		
4	Ganesh A Ghangurde; Chief Financial Officer; Company Secretary*		
5	Shilpa N Mehta; Chief Financial Officer		
6	Abhijeet Sawant; Company Secretary		
7	Nayna R. Gandhi		Relatives of Key Managerial Personnel (KMP)
8	Hemal H. Gandhi		
9	Mahesh V. Gandhi		
10	Alphanso Netsecure Pvt. Ltd.		Enterprises over which Key Managerial Personnel are able to exercise significant influence
11	GRP Employees Group Gratuity Trust		Post Employment Benefits Plans
12	GRP Employees Group Superannuation Scheme		

Sr. No.	Particulars	Joint Venture		Key Managerial Personnel	
		2019-2020	2018-19	2019-2020	2018-19
1	Shareholding	112.70	112.70	-	-
2	Shares subscribed during the year	-	38.88	-	-
3	Purchase of Goods	0.05	-	-	-
4	Sale of Goods and Services	3.19	34.79	-	-
5	Contributions during the year	-	-	-	-
6	Outstanding Receivable	41.74	53.94	-	-
7	Remuneration paid	-	-	340.57	364.57
8	Sitting Fees Paid	-	-	-	-

Sr. No.	Particulars	Relatives of Key Managerial Personnel		Enterprises over which Key Managerial Personnel are able to exercise significant influence		Post Employment Benefit plans	
		2019-2020	2018-19	2019-2020	2018-19	2019-2020	2018-19
1	Shareholding	-	-	-	-	-	-
2	Shares subscribed during the year	-	-	-	-	-	-
3	Purchase of Goods	-	-	2.11	0.67	-	-
4	Sale of Services	-	-	-	-	-	-
5	Contributions during the year	-	-	-	-	109.08	65.32
6	Outstanding Receivable	-	-	-	-	-	-
7	Remuneration paid	19.93	19.97	-	-	-	-
8	Sitting Fees Paid	1.40	1.50	-	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

Disclosure in respect of material transactions of the same type with related parties during the year

Sr. No.	Particulars	Year ended 31-03-2020	Year ended 31-03-2019
1	**Shareholding** - MARANGONI GRP Private Limited	112.70	112.70
2	**Shares subscribed during the year** - MARANGONI GRP Private Limited	-	38.88
3	**Purchase of Goods**		
	- MARANGONI GRP Private Limited	0.05	-
	- Alphanso Netsecure Private Limited	2.11	0.67
4	**Sale of Goods and Services** - MARANGONI GRP Private Limited	3.19	34.79
5	**Contributions during the year**		
	GRP Employees Group Gratuity Trust	82.14	40.50
	GRP Employees Group Superannuation Scheme	26.94	24.82
6	**Outstanding Receivable** - MARANGONI GRP Private Limited	41.74	53.94
7	**Remuneration paid**		
	- Rajendra V Gandhi	111.77	100.36
	- Harsh R Gandhi	175.62	147.50
	- Ganesh A Ghangurde*	-	91.66
	- Shilpa N Mehta	39.94	-
	- Hemal H Gandhi	19.93	19.97
8	**Sitting Fees Paid**		
	- Mahesh V Gandhi	0.80	0.75
	- Nayna R. Gandhi	0.60	0.75

* Ceased to be KMP w.e.f. 13-Feb-2019.

Terms and conditions of transactions with related parties

Transaction entered into with related party are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured, interest free and will be settled in cash. There have been no guarantees received or provided for any related party receivables or payables.

Compensation of Key management personnel

Sr. No.	Particulars	Year ended 31-03-2020	Year ended 31-03-2019
1	Short-term employee benefits	312.75	334.58
2	Post-employment benefits	27.82	29.99
3	Other long-term benefits	-	-
4	Termination benefits	-	-
5	Share-based payments	-	-
	Total Compensation paid to Key Management personnel	**340.57**	**364.57**

38	RESEARCH & DEVELOPMENT ELIGIBLE FOR DEDUCTION UNDER SECTION 35(2AB) OF INCOME TAX ACT, 1961	Year ended 31-03-2020	Year ended 31-03-2019
	Accounting for Research & Development expenditure incurred :		
	(a) Capital Expenditure incurred on Equipments & Machinery	233.15	22.69
	(b) Capital Expenditure incurred on Buildings, Furniture, office equipments & Computer Hardware	-	-
	(c) Capital Work in Progress	7.08	14.79
	(d) Revenue Expenditure incurred towards the R&D Projects	161.27	174.36

39 SEGMENT REPORTING:

As per Indian Accounting Standard (Ind AS) -108 on Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Group's performance and allocates resources based on an analysis of various performance indicators of business segment/s in which the group operates, 'Reclaim Rubber' has been identified as reportable segment and smaller business segments not separately reportable have been grouped under the heading 'Others'.

The accounting policies adopted for segment reporting are in line with the accounting policy of the Group with following additional policies for segment reporting.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

a) Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as “Unallocable”.

b) Segment Assets and Segment Liabilities represent Assets and Liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as “Unallocable”.

Sr.	Particulars	Reclaim Rubber		Others		Unallocable		Total	
		2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
1	**Segment Revenue**								
	Gross Revenue from Operations	34,937.25	35,835.30	1,784.83	1,852.56	-	-	36,722.08	37,687.86
	Less: Goods & Service Tax	1,730.69	1,870.38	121.58	80.63	-	-	1,852.27	1,951.01
	Net Revenue from Operations	33,206.56	33,964.92	1,663.24	1,771.93	-	-	34,869.81	35,736.85
2	**Segment Results before Interest & Tax**	2,461.38	3,092.36	141.51	212.70	(2,010.11)	(2,050.73)	592.79	1,254.33
	Less: Interest Expenses	-	-	-	-	-	-	818.18	472.96
	Add: Share of Profit/(Loss) of Joint Ventures	-	-	-	-	-	-	-	(60.00)
	Profit before Tax	2,461.38	3,092.36	141.51	212.70	(2,010.11)	(2,050.73)	(225.40)	721.36
	Current Tax	-	-	-	-	-	-	(46.67)	278.36
	Deferred Tax	-	-	-	-	-	-	(475.48)	(89.67)
	Profit After Tax	2,461.38	3,092.36	141.51	212.70	(2,010.11)	(2,050.73)	296.75	532.67
3	**Other Information**								
	Segment Assets	20,931.02	19,367.61	3,101.79	2,667.35	2,851.04	2,643.02	26,883.85	24,677.98
	Segment Liabilities	3,268.11	2,750.52	171.27	144.19	10,724.79	8,802.17	14,164.17	11,696.89
	Capital Expenditure	829.09	778.31	444.81	94.48	46.64	14.69	1,320.54	887.48
	Depreciation / Amortisation Expenses	1,132.19	1,152.19	112.93	102.36	119.34	76.50	1,364.46	1,331.04

1 The reportable Segments are further described below

- Reclaim Rubber segment includes production and marketing of Reclaim rubber products
- Others segment includes Windmill, Custom Die Forms, Engineering Plastics and Polymer Composite Products.

2 There are transactions with a single external customer which amounts to 10% or more of the Group’s revenue.

40	**CORPORATE SOCIAL RESPONSIBILITY EXPENSES:**	**Year ended 31-03-2020**	**Year ended 31-03-2019**
A	Gross amount required to be spent by the Group during the year.	19.98	-
B	Amount Spent during the year on:		

	Year 2019-20			Year 2018-19		
	In cash	Yet to be paid in cash	Total	In cash	Yet to be paid in cash	Total
i) Construction/acquisition of any asset	5.44	-	5.44	4.60	-	4.60
ii) On purposes other than (i) above	14.98	-	14.98	15.55	-	15.55
	20.41	**-**	**20.41**	**20.15**	**-**	**20.15**

As per the provision under Section 135 of the Companies Act, 2013, the Group is required to spend towards Corporate Social responsibility for the Financial Year 2019-20. (Not required for Financial Year 2018-19).

41

EARNINGS PER SHARE:	**Year ended 31-03-2020**	**Year ended 31-03-2019**
- Net Profit after tax for the year	296.74	532.68
- Number of equity shares of ₹ 10/- each.	1,333,333	1,333,333
- Earnings per share - Basic	22.26	39.95
- Earnings per share -Diluted	22.26	39.95
- Face value per equity share	10.00	10.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

42 FAIR VALUATION MEASUREMENT HIERARCHY

A CATEGORY-WISE CLASSIFICATION OF FINANCIAL INSTRUMENTS

	Refer Note	As at 31-03-2020	As at 31-03-2019
Financial assets measured at fair value through profit or loss (FVTPL)			
Forward Contract	10	-	72.09
Financial assets measured at fair value through other comprehensive income (FVTOCI)			
Investment in Equity Shares - Bank of Baroda	3	2.68	6.44
Forward Contract	10	-	58.07
Financial assets measured at amortised cost			
Trade Receivables	7	6,520.00	6,573.29
Cash and cash equivalents	8	824.62	440.25
Bank balances other than mentioned above	9	19.69	21.00
Accrued Interest Income	10	23.29	17.87
Financial liabilities measured at fair value through profit or loss (FVTPL)			
Forward Contract	21	48.11	1.40
Financial liabilities measured at fair value through other comprehensive income (FVTOCI)			
Forward Contract	21	236.52	(0.28)
Futures Contract	10	1.34	-
Financial liabilities measured at amortised cost			
Rupee Term Loan from Banks	15 & 21	1,564.41	504.00
Deferred Payment Liability	15 & 21	29.77	29.63
Lease Liability	16 & 21	138.58	-
Deferred Income	16 & 21	11.00	12.00
Foreign Currency Working Capital Demand Loan from Banks	19	5,186.98	4,316.50
Rupee Working Capital Demand Loan from Banks	19	1,764.86	1,613.28
Trade payables	20	2,344.99	2,170.26
Interest accrued and due on borrowings	21	29.89	20.61
Unclaimed Dividend	21	6.33	7.81
Creditors for Capital Goods & Services	21	52.20	41.25
Deposit from Dealers	21	60.40	60.40
Security Deposit for Let out property	21	0.65	5.65

The above table does not include financial assets measured at Cost. (Refer note 3)

B FAIR VALUE MEASUREMENTS

(i) The following table provides the fair value measurement hierarchy of the group's financial assets and liabilities:

Particulars	Carrying Amount	Fair value hierarchy		
		Quoted prices in active markets (Level 1)	Significant Observable inputs (Level 2)	Significant Unobservable inputs (Level 3)
As at 31-03-2020				
Financial Assets				
At Fair Value Through OCI (FVTOCI)				
Investment in Equity Shares - Bank of Baroda	2.68	2.68	-	-
Financial Liabilities				
At Amortised Cost				
Lease Liability	138.58	-	-	138.58
At Fair Value Through P&L (FVTPL)				
Other Financial Liabilities	48.11	-	48.11	-
At Fair Value Through OCI (FVTOCI)				
Other Financial Liabilities	236.52	-	236.52	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

Particulars	Carrying Amount	Fair value hierarchy		
		Quoted prices in active markets (Level 1)	Significant Observable inputs (Level 2)	Significant Unobservable inputs (Level 3)
As at 31-03-2019				
Financial Assets				
At Fair Value Through P&L (FVTPL)				
Other Financial Assets	72.09	-	72.09	-
At Fair Value Through OCI (FVTOCI)				
Investment in Equity Shares - Bank of Baroda	6.44	6.44	-	-
Other Financial Assets	58.07	-	58.07	-
Financial Liabilities				
At Fair Value Through P&L (FVTPL)				
Other Financial Liabilities	1.40	-	1.40	-
At Fair Value Through OCI (FVTOCI)				
Other Financial Liabilities	(0.28)	-	(0.28)	-

(ii) Financial Instrument measured at Amortised Cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

43 FINANCIAL RISK MANAGEMENT - OBJECTIVES AND POLICIES

The Group's financial liabilities comprise mainly of borrowings, trade payables and other payables. The Group's financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other receivables.

The Group is exposed to Market risk, Credit risk and Liquidity risk. The Board of Directors ('Board') oversee the management of these financial risks through its Risk Management Committee. The Risk Management Policy of the Group formulated by the Risk Management Committee and approved by the Board, states the Group's approach to address uncertainties in its endeavour to achieve its stated and implicit objectives. It prescribes the roles and responsibilities of the Group's management, the structure for managing risks and the framework for risk management. The framework seeks to identify, assess and mitigate financial risks in order to minimize potential adverse effects on the Group's financial performance.

The following disclosures summarize the Group's exposure to financial risks and information regarding use of derivatives employed to manage exposures to such risks. Quantitative sensitivity analysis have been provided to reflect the impact of reasonably possible changes in market rates on the financial results, cash flows and financial position of the Group.

1) Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of interest rate risk and currency risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables, loans and derivative financial instruments.

a) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Group's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

Interest Rate Exposure

	As at 31-03-2020	As at 31-03-2019
Borrowings		
Long Term Fixed Loan	1,732.75	533.63
Short Term Loan	6,951.83	5,929.78

Impact on Interest Expenses for the year on 0.5% change in Interest rate

Changes in rate	Effect on profit before tax		Effect on total equity	
	Year ended 31-03-2020	Year ended 31-03-2019	As at 31-03-2020	As at 31-03-2019
+0.5%	(34.24)	(29.30)	(34.24)	(29.30)
-0.5%	34.24	29.30	34.24	29.30

b) Foreign Currency Risk

The Group's business objective includes safe-guarding its earnings against foreign exchange rate fluctuation. The Group has adopted a structured risk management policy to hedge all these risks within an acceptable risk limit and an approved hedge accounting framework which allows for Fair Value and Cash Flow hedges. Hedging instruments include forward/options instruments to achieve this objective.

(i) Exposure in foreign currency - Hedged

The Group enters into forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Group does not enter into any derivative instruments for trading or speculative purposes.

The forward exchange contracts used for hedging foreign currency exposure and outstanding as at reporting date are as under:

Currency	(FC in lakhs)		(₹ in lakhs)	
	As at 31-03-2020	As at 31-03-2019	As at 31-03-2020	As at 31-03-2019
EUR	6.00	4.70	500.18	362.64
USD	10.45	10.00	794.18	695.75

(ii) Exposure in foreign currency - Unhedged

Payables	(FC in lakhs)		(₹ in lakhs)	
	As at 31-03-2020	As at 31-03-2019	As at 31-03-2020	As at 31-03-2019
EUR	15.69	17.67	1,299.05	1,364.12
USD	53.01	40.55	4,011.30	2,804.06
AED	0.01	-	0.15	-
CNY	0.02	-	0.17	-
SGD	-	-	0.14	-

Receivables	(FC in lakhs)		(₹ in lakhs)	
	As at 31-03-2020	As at 31-03-2019	As at 31-03-2020	As at 31-03-2019
EUR	11.34	10.86	934.78	837.11
USD	32.80	36.69	2,478.05	2,533.36
JPY	24.08	14.12	16.77	8.81
CNY	0.07	-	0.74	-
THB	0.07	0.04	0.16	0.09

(iii) Sensitivity

The Group is mainly exposed to changes in EUR & USD. The below table demonstrates the sensitivity to a 5% increase or decrease in the EUR / USD against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Group as at the reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.

Foreign Currency	Change in rate	Effect on profit after tax		Effect on total equity	
		Year 2019-20	Year 2018-19	As at 31-03-2020	As at 31-03-2019
EUR	+5%	(18.21)	(26.35)	(18.21)	(26.35)
EUR	-5%	18.21	26.35	18.21	26.35
USD	+5%	(76.68)	(13.54)	(76.68)	(13.54)
USD	-5%	76.68	13.54	76.68	13.54

c) **Other Price Risks:**

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. Other price risk arises from financial assets such as investments in equity instruments. The Group is exposed to price risk arising mainly from investments in equity instruments recognised at FVTOCI. As at 31st March, 2020, the carrying value of such equity instruments recognised at FVTOCI amounts to ₹ 2.68 lakhs (Previous year ₹ 6.44 lakhs as at 31st March 2019). The details of such investments in equity instruments are given in Note 3.

2) **Credit Risk:**

Credit risk refers to a risk that a counterparty will default on its contractual obligation resulting in a financial loss to the Group. Credit risk primarily arises from financial asset such as trade receivables and Derivative financial instruments and other balances with banks, loans and other receivables. The Group's exposure to credit risk in disclosed in note 7, 8, 9, and 10. The Group has adopted a policy of only dealing with counterparties that have sufficient credit rating. The Group's exposure and credit ratings of its counterparties are continuously monitored and the aggregate value of transaction is reasonably spread amongst the counterparties.

Credit risk arising from investment in derivative financial instrument and other balances with bank is limited and there is no collateral held against these because the counterparties are banks and recognised financial institution with high credit ratings assigned by international credit rating agencies.

The average credit period on sale of products and services is maximum of 60-90 days. Credit risk arising from trade receivables is managed in accordance with Group's established policy, procedures, and controls relating to customer credit risk management. Credit quality of Customer is assessed and accordingly individual credit limit is defined. The concentration of credit risk is limited due to the fact that customer base is large.

Movement in expected credit loss allowance on trade receivables	**As at 31-03-2020**	**As at 31-03-2019**
Balance at the beginning of the year	11.96	7.70
Loss allowance measured at lifetime expected credit loss	(1.77)	4.26
Balance at the end of the year	10.19	11.96

3) **Liquidity Risk:**

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value.

The Group has an established liquidity risk management framework for managing its short term, medium term and long term funding and liquidity management requirements. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group manages the liquidity risk by maintaining adequate funds in cash and cash equivalents. The Group also has adequate credit facilities agreed with banks to ensure that there is sufficient cash to meet all its normal operating commitments in a timely and cost-effective manner.

The table below analysis non-derivative financial liabilities of the Group into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

Non Derivative Liabilities	**Refer Note**	**< 1 year**	**1 - 5 years**	**Above 5 years**	**Total**
At 31st March 2020					
Long Term Borrowings	15, 16 & 21	499.29	1,233.46	-	1,732.75
Short Term Borrowings	19	6,951.83	-	-	6,951.83
Trade Payables	20	2,344.99	-	-	2,344.99
Other Financial Liabilities	21	149.14	-	-	149.14
At 31st March 2019					
Long Term Borrowings	15 & 21	244.35	289.29	-	533.63
Short Term Borrowings	19	5,929.78	-	-	5,929.78
Trade Payables	20	2,170.26	-	-	2,170.26
Other Financial Liabilities	21	136.73	-	-	136.73

Derivative Liabilities	**Refer Note**	**< 1 year**	**1 - 5 years**	**Above 5 years**	**Total**
At 31st March 2020					
Forward Contract / Future Contract	21	285.97	-	-	285.97
At 31st March 2019					
Forward Contract	21	1.12	-	-	1.12

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

4) Hedge Accounting:

The Group's business objective includes safe-guarding its foreign currency earnings against movements in foreign exchange and interest rates. Group has adopted a structured risk management policy to hedge all these risks within an acceptable risk limit and an approved hedge accounting framework which allows for Fair Value and Cash Flow hedges. Hedging instruments consists of forwards to achieve this objective. The table below shows the position of hedging instruments and hedged items as of the balance sheet date.

Disclosure of effects of hedge accounting

A Fair Value Hedge

Hedging Instrument

Type of Hedge and Risks	Nominal Value	Carrying amount		Changes in FV	Hedge Maturity Date	Line Item in Balance Sheet
		Assets	Liabilities			
Foreign currency risk component - Forward Contract / Futures contract	1,246.25	1,294.35	-	(48.11)	Apr-20 to May-20	Current Financial Assets : Others

Hedging Items

Type of Hedge and Risks	Carrying amount		Changes in FV	Line Item in Balance Sheet
	Assets	Liabilities		
Trade Receivables	1,246.25	-	48.11	Current Financial Assets : Trade Receivables

B Cashflow Hedge

Hedging Instrument

Type of Hedge and Risks	Nominal Value	Carrying amount		Changes in FV	Hedge Maturity Date	Line Item in Balance Sheet
		Assets	Liabilities			
Foreign currency risk component - Forward Contract	6,806.82	7,044.68	-	(237.86)	Jun-20 to Feb-21	Current Financial Assets : Others

Hedging Items

Type of Hedge and Risks	Nominal Value	Changes in FV	Cashflow Hedge Reserve	Line Item in Balance Sheet
Foreign Currency Risk Highly probable Exports	6,806.82	(237.86)	(237.86)	Other Equity

44 DETAILS OF SUBSIDIARY AND JOINT VENTURE

Name of the Company	Country of Incorporation	% of Holding	
		As at 31-03-2020	As at 31-03-2019
Subsidiary			
Grip Polymers Limited	India	100.000%	100.000%
Grip Surya Recycling LLP	India	99.886%	99.886%
Joint Venture			
Marangoni GRP Private Limited	India	50.000%	50.000%

SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARIES / ASSOCIATES / JOINT VENTURES AS PER COMPANIES ACT, 2013

Name of the Company / LLP	Equity Share / Partners Capiltal	Other Equity	Total Assets	Total Liabilities	Total Income	Profit Before Tax	Total Other Comprehensive Income	% of Holding
Grip Polymers Limited	310.00	(305.21)	5.03	0.24	0.04	(0.76)	(4.53)	100.000%
Grip Surya Recycling LLP	361.50	-	472.83	111.34	766.62	28.97	26.00	99.886%
Marangoni GRP Private Limited	198.43	(297.05)	326.69	425.30	522.58	(89.00)	(89.00)	50.000%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020 (₹ in lakhs)

45 DISCLOSURE OF ADDITIONAL INFORMATION PERTAINING TO THE PARENT COMPANY, SUBSIDIARIES AND JOINT VENTURE AS PER SCHEDULE III OF THE COMPANIES ACT, 2013

Name of the company	FY 2019-20							
	Net Assets (Total Assets minus Total Liabilities)		Share in Profit or Loss		Other Comprehensive Income		Total Comprehensive Income	
	As a % of consolidated Net Assets	Net Assets	As a % of consolidated Profit or Loss	Profit / (Loss)	As a % of consolidated OCI	OCI	As a % of consolidated TCI	TCI
Parent Company:								
GRP Limited	100.35%	12,763.63	92.30%	273.88	98.90%	(337.37)	143.05%	(63.49)
Subsidiary Company:								
Grip Polymers Limited	0.03%	4.42	-0.27%	(0.79)	1.10%	(3.75)	10.23%	(4.54)
Gripsurya Recycling LLP	2.84%	361.50	8.76%	26.00	0.00%	-	-58.58%	26.00
Joint Venture:								
Marangoni GRP Private Limited	-0.39%	(49.31)	-15.00%	(44.50)	0.00%	-	100.27%	(44.50)
Non-Controlling Interests	0.00%	0.04	0.00%	0.00	0.00%	-	-0.01%	0.00
Sub Total		**13,080.28**		**254.59**		**(341.12)**		**(86.53)**
Adjustments arising out of consolidation	-2.83%	(360.56)	14.20%	42.15	0.00%	-	-94.97%	42.15
Grand Total	**100.00%**	**12,719.72**	**100.00%**	**296.74**	**100.00%**	**(341.12)**	**100.00%**	**(44.38)**

Name of the company	FY 2018-19							
	Net Assets (Total Assets minus Total Liabilities)		Share in Profit or Loss		Other Comprehensive Income		Total Comprehensive Income	
	As a % of consolidated Net Assets	Net Assets	As a % of consolidated Profit or Loss	Profit / (Loss)	As a % of consolidated OCI	OCI	As a % of consolidated TCI	TCI
Parent Company:								
GRP Limited	100.49%	13,044.11	118.46%	631.00	101.09%	62.33	116.66%	693.33
Subsidiary Company:								
Grip Polymers Limited	0.07%	8.98	-6.49%	(34.59)	-1.09%	(0.67)	-5.93%	(35.26)
Gripsurya Recycling LLP	2.58%	335.50	-0.75%	(3.97)	0.00%	-	-0.67%	(3.97)
Joint Venture:								
Marangoni GRP Private Limited	-0.04%	(4.81)	-11.78%	(62.74)	0.00%	-	-10.56%	(62.74)
Non-Controlling Interests	0.00%	0.04	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Sub Total		**13,383.82**		**529.70**		**61.66**		**591.36**
Adjustments arising out of consolidation	-3.10%	(402.70)	0.56%	2.98	0.00%	-	0.50%	2.98
Grand Total	**100.00%**	**12,981.12**	**100.00%**	**532.68**	**100.00%**	**61.66**	**100.00%**	**594.34**

46 CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Group. The primary objective of the Group when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximize shareholder value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEAR ENDED 31st MARCH, 2020

(₹ in lakhs)

The gearing ratio at end of the reporting period was as follows.

	As at 31-03-2020	As at 31-03-2019
Gross Debt	8,546.01	6,463.41
Cash and Marketable Securities	824.62	440.25
Net Debt (A)	7,721.39	6,023.16
Total Equity (As per Balance Sheet) (B)	12,719.68	12,981.08
Net Gearing (A/B)	0.61	0.46

47 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved for issue by the Board of Directors on 10th June, 2020.

As per our Report of even date

For DKP & Associates
Chartered Accountants
Firm Registration No. 126305W

Deepak K. Doshi
Partner
Membership no. 037148

Mumbai, 10th June, 2020

For and on behalf of the Board of Directors

Rajendra V Gandhi
Managing Director

Harsh R Gandhi
Joint Managing Director

Shilpa Mehta
Chief Financial Officer

Abhijeet Sawant
Company Secretary

Mumbai, 10th June, 2020

NOTES