



GARWARE SYNTHETICS LIMITED

CIN : L99999MH1969PLC014371

**47TH
ANNUAL REPORT
2015- 2016**



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Sunder K. Moolya	Whole Time Director
Mr. Santosh Borkar	Executive Director
Mr. Ramesh G. Chandorkar	Non- Executive Director (Independent Director)
Mr. Kirtikumar B. Doshi	Non- Executive Director (Independent Director)
Mrs. Kavita S. Pawar	Non- Executive Director (Independent Director)

AUDITORS

B .V SHAH & ASSOCIATES (CHARTERED ACCOUNTANTS)

306, Swapna Siddhi,
Akurli Road, Kandivali (East),
Mumbai-400 101

REGISTRARS AND SHARE TRANSFER AGENTS:

UNIVERSAL CAPITAL SECURITIES PRIVATE LIMITED

21, Shakil Niwas, Mahakali Caves Road,
Andheri (E), Mumbai-400 093

REGISTERED OFFICE

Manish Textiles Industrial Premises,
Opposite Golden Chemical,
Penkar Pada, Mira Road (East)-401104
Dist - Thane, Maharashtra

BANKERS

Bank of Baroda
Indian Overseas Bank
ICICI Bank



NOTICE

Notice is hereby given that the 47th Annual General Meeting of Garware Synthetics Limited will be held at Radha Krishna Hall, Ram Industrial Estate, Behind Samrat Hotel, W. E. Highway, Dahisar Checknaka, Mira Road, Dist- Thane on 30th September, 2016 at 9.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider & adopt the Audited Balance Sheet as at 31st March 2016 and Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Sunder Moolya, (DIN: 02926064) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify re-appointment of **B. V. Shah & Associates, Chartered Accountants**, Mumbai, as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

“RESOLVED THAT, M/s. B. V. Shah & Associates, Chartered Accountants, Mumbai (Membership No. 040210) be and are hereby appointed Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such as a remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**By order of the Board of Directors
Garware Synthetics Limited,**

**Sd/-
Sunder Kocha Moolya
Whole-Time Director
DIN: 02926064**

**Place: Mumbai
Date: 12th August, 2016**

Registered Office:

Manish Textiles Industrial Premises,
Opposite Golden Chemical, Penkar Pada,
Mira Road – 401104
CIN: L99999MH1969PLC014371



NOTES: -

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. Corporate Members intending to send their Representative to attend the Meeting in pursuance to Section 113 of Companies Act, 2013 are requested to send a Certified True Copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than **Forty-Eight Hours** before the meeting (on or before 28th September, 2016, 9.00 A.M).
4. During the beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a members would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The register of Director and key managerial personnel and their shareholding, maintained under section 170 of Companies, Act 2013 will be available for inspection by the members at the AGM.
6. The Register of contracts or Arrangements, in which the directors are interested, maintained under Section 189 of Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Pursuant to the provision of Section 91 of Companies Act 2013, the register of members and share transfer books will remain closed from **24th September, 2016 to 30th September, 2016** (both days inclusive).
8. (a) Members are requested to notify changes of address, if any, with PIN CODE number and quote reference of their Folio Number/s.
(b) In case your mailing address mentioned on this Annual Report is without the PIN CODE then you are requested to inform your PIN CODE immediately.
9. Members are requested to quote Folio Numbers in all correspondences
10. Additional information pursuant to Regulations under SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015 of the Listing Agreement with the stock exchanges in respect of Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.
11. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to address their queries to the Registered Office of the Company in writing at least seven days in advance before the date of the Meeting, to enable the Company to keep the necessary information ready.
12. Members are requested to bring their copy of Annual Report to the Meeting and notices of AGM is being send by electronic Mode to those Members whose e-mail address are Registered with the Company/Depositories.
13. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.



14. The Annual Report of the Company is also available on the Company's website at www.garwaresyn.com
15. SEBI has made it mandatory for every participant in the securities/capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of both sides of the PAN card, duly attested, to the Registrar and Share Transfer Agents of the Company i.e. Universal Capital Securities Private Limited.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

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

- (i) The voting period begins on **27th September, 2016 i.e. Tuesday, 09.00 A.M** and ends on **29th September, 2016 i.e. Thursday, 5.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on **23th September, 2016** may cast their vote electronically .The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (iv) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).



- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Garware Synthetics Limited> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If DEMAT account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.



- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (i) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
 - (ii) The voting period begins on **27th September, 2016 i.e. Tuesday, 09.00 A.M** and ends on **29th September, 2016 i.e. Thursday, 5.00 P.M.** During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on **23th September, 2016** may cast their vote electronically .The e-voting module shall be disabled by CDSL for voting thereafter.
 - (iii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
15. **Mr. Suhas Ganpule, a Practicing Company Secretary, (Membership No. 12122; Certificate of Practice No. 5722)** has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
16. The Results shall be declared on the date of AGM of the Company. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website and on the website of CDSL within 3 (three) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
17. The members are requested to:
- i. Intimate to the Registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
 - ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;
 - iii. Dematerialise the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialised form for all the investors.



DIRECTORS' REPORT

To
The Members,
Garware Synthetics Limited

Your Directors have pleasure in presenting their 47th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

FINANCIAL RESULTS:

(₹ In Lakhs)

PARTICULARS	2015-2016	2014-2015
Total Revenue for the Period	815.63	901.23
Profit/ (Loss) for the year before providing Depreciation & Financial Charges	38.16	79.31
Less: Depreciation	1.81	1.74
Financial Charges	13.83	15.81
Profit/(Loss) Before Exceptional Items and Tax	22.52	61.75
Exceptional Items and Extraordinary Item	—	12.34
Profit Before Tax	22.52	49.41
Current Tax:	7.80	—
Deferred Tax	(1.93)	(11.82)
Profit After Tax	16.65	61.23

BUSINESS REVIEW:

The Company achieved the Revenue from Operations of Rs.790.12 during the financial year ended on 31st March, 2016 as against Rs. 810.34 achieved during the previous year ended on 31st March, 2015.

During the year Company earned Net Profit of Rs.16.65 as against Net Profit of Rs.61.23 during the previous year ended on 31st March, 2015.

DIVIDEND:

With a view to strengthen the financial position of the Company, your Directors did not recommend any dividend for its equity shareholders.

DEPOSITS:

Your Company has not accepted deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the year 2015-2016 as stated in the notes to Accounts which form part of this Annual Report.



PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The particulars of loans, guarantees and investments made / given by the Company in the year 2015 – 2016 as per section 186 of the Companies Act, 2013 has been disclosed in the Financial Statements.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, and size and complexity of its operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations, and all assets and resources are acquired economically, used efficiently and adequately protected.

The Company, through its own, independent Internal Audit Department carries out periodic audits and functions based on the annual audit plan (keeping in mind various key risks) approved by the Audit Committee, and inter alia, tests the design, adequacy and operating effectiveness of the internal controls. Significant observations including recommendation for improvement of business processes are reviewed by the Management before reporting to the Audit Committee, which reviews the Internal Audit reports, and monitors the implementation of audit recommendations.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:

Particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo forms part of this report and is annexed as Annexure 'A'.

EMPLOYEES RELATIONS:

During the year under review, your Company enjoyed cordial relationship with employees at all levels.

DIRECTORS:

Declaration by an Independent Director(s) and Re- Appointment:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of Companies Act, 2013 read with Rules and Regulation 27 of SEBI (LODR) Regulation, 2015 with the Stock Exchanges.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

Appointment:

None of the Directors were appointed during the financial year 2015 – 2016.

Cessation:

None of the Directors ceased from their office during the financial year 2015-2016.

Retirement by rotation:

Pursuant to the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Sunder Moolya (DIN: 02926064) Director of the Company, shall retire by rotation at this Annual General



Meeting, and being eligible, offer himself for re-appointment. The Board commends their re- appointment by the members at the forthcoming Annual General Meeting.

None of the Directors are disqualified from being appointed as specified in Section 164 of the Companies Act, 2013 as amended.

FORMAL ANNUAL EVALUATION:

Pursuant to the provision of the Companies Act 2013 the Board is required to carry out the annual evaluation of its own performance and that of its committees and individual Director. The Nomination and Remuneration Committee of Board is also required to carry out evaluation of every director's performance. Performance evaluation of the Board and the Director was carried out through an evaluation mechanism in terms of the performance evaluation Framework and policy of the Company.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors during the year and the gap between to Board meeting did not exceed one Hundred and twenty days. The Board Meeting was held on following dates:

Sr No.	Date of Board meeting Held	No. of Director Present during the Meeting.
1	30 th May, 2015	5
2	11 th August, 2015	5
3	3 rd September, 2015	5
4	9 th November, 2015	5
5	12 th February, 2016	5

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(3) (c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i) in the preparation of the accounts for the financial year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the accounts for the financial year ended 31st March, 2016 on a going concern basis. The Directors are very much hopeful that the Company's performance will improve in the forth coming financial years.



- v) the Directors had laid down internal financial controls to be followed by Company and that such internal financial controls are adequate and were operating effectively.
- vi) the Director had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. The Related party Transactions entered into by the Company is annexed in this Report as Annexure 'B'.

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary Company as per provisions of the Companies Act, 2013.

SHARE CAPITAL:

During the year 2015-2016 the Company has not issued equity shares with differential voting Rights, Sweat Equity Shares and Employee Stock Option.

CORPORATE SOCIAL RESOPOSIBILITY (CSR):

The Company does not fall under the section 135 of the Companies Act, 2013 and therefore it has not framed CSR committee and its Policy.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

In compliance with the requirement of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role , rights and responsibilities as Directors, the working of the Company, changes in the regulatory environment, etc.

Details of familiarization program are provided in www.garwaresyn.com

CODE OF CONDUCT:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts. The code laid down by the Board is known as "code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

**MANAGERIAL REMUNERATION:**

The Disclosure pursuant to Rule 5 (1) of the Companies (Appointment of Managerial Personnel) 2014 is as follows:

Name of the Director	Amount of remuneration to Directors	Percentage increase in the remuneration	Ratio of remuneration of each Director / to median remuneration of employees
Mr. Sunder Moolya	3,69,500	0.00	0.422
Mr. Santosh Borkar	3,08,000	0.00	0.506

1. The Independent Directors do not receive any remuneration except sitting fees.
2. There was change in the remuneration of any Director other than Key Managerial Personnel or Director.
3. The percentage decrease in the median remuneration of the employees in the financial Year was 14.71%
4. As on 31st March 2016 there were a total of 80 employees on the roll of the Company.
5. It is affirmed that the remuneration is as per the remuneration policy of the company.

None of the employee of the Company was in receipt of the remuneration (throughout the financial year or part thereof) as per Rule 5(2) of the Companies (Appointment of Managerial Personnel) 2014.

The Company does not have any Holding or Subsidiary Company and Associate Company as per Companies Act, 2013 and Rules made thereunder.

REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy may be accessed on the Company's website at the link www.garwaresyn.com.

PREVENTION OF SEXUAL HARASSMENT:

During the year under review, there was no case pursuant to the sexual harassment at Workplace (Prevention, Prohibition and Redressed) Act, 2013. Prevention of Sexual harassment Policy can be viewed on Company's website on the link: www.garwaresyn.com.

WHISTLE BLOWER POLICY:

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will meet out to any person for a genuinely raised concern.



A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

PREVENTION OF INSIDER TRADING:

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

The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

AUDITORS AND AUDIT REPORT:

M/s. B. V. Shah & Associates, Chartered Accountants, Auditors of the Company be and is hereby appointed statutory auditor of the Company, to hold office from conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for reappointment. The Company has obtained an eligibility certificate from them of their re-appointed it would be in accordance with the prescribed limits specified under section 139 of the Companies Act, 2013.

The Report of the statutory Auditors along with the notes to schedule is enclosed to this report and the Report obtained from Auditor does not contain any qualification, reservation or adverse remark or disclaimer.

SECRETARIAL AUDIT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **S. G. and Associates, Practicing Company Secretaries** (Mumbai) to undertake the Secretarial Audit of the Company for the Financial Year 2015-2016. The Secretarial Audit report i.e. Form MR-3 is annexed herewith as Annexure 'C'.

EXTRACT OF ANNUAL RETURN:

The Extract of Annual Return i.e. Form MGT-9 is forming the part of this Annual Report and is annexed herewith as Annexure 'D'

RISK MANAGEMENT POLICY:

The company has framed a risk management policy and the same is available on the website of the Company on the link www.garwaresyn.com. The Company believes that risk should be managed and monitored on a continuous basis. As a result, the Company has designed a dynamic risk management framework to allow managing risks effectively and efficiently, enabling both short term and long term strategic and business objectives to be met.

PARTICULARS OF EMPLOYEES:

There is no employee in the Company whose particulars are required to be given pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Any information regarding employees will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on



employees particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the Compliance Officer in advance.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report for the year on the operations of the Company, as required under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 is provided in a separate section and forms a part of this Annual Report.

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, a Report on Corporate Governance Report is not applicable to the Company as it does not fall under the criteria of Paid Up Share Capital of Rs. 10 Crore and Networth of Rs. 25 Crores. This of importance provision pertaining to corporate Governance are highlighted here below.

AUDIT COMMITTEE:

The Audit Committee met 4 times during the year under review. The meetings were held on 30th May, 2015, 11th August, 2015, 13th November, 2015 and 12th February, 2016.

Composition and attendance during the financial year ended 31st March, 2016 are as under :

Sr. No.	Name of Directors	Designation	Category	No. of meetings attended
1.	Shri. Ramesh Chandorkar	Chairman	Non Executive Independent Director	4
2.	Shri. Kirtikumar Doshi	Member	Non Executive Independent Director	4
3.	Shri. Santosh Borkar	Member	Director	4
4.	Smt. Kavita Pawar	Member	Non Executive Independent Director	4

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee met 2 times during the Financial Year 2015-2016. The meetings were held on 30th May, 2015 and 13th November, 2015.

Composition of Nomination and Remuneration Committee is as under:

Sr. No.	Name of Director	Designation	Category
1.	Shri. Ramesh Chandorkar	Member	Non Executive Independent Director
2.	Shri. Kirtikumar Doshi	Chairman	Non Executive Independent Director
3.	Ms. Kavita Pawar	Member	Non Executive Independent Director



The Nomination and Remuneration Committee has formulated a policy relating to the appointment, remuneration and removal of Executive Directors, Key Managerial Personnel and Other Senior Management Personnel of the Company, in accordance with the provisions of Section 178 of the Act.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholder relationship Committee has met one time during the Year i.e. on 27th February, 2016.

Composition of Stakeholders Relationship Committee is as under:

Sr. No.	Name of Director	Designation	Category
1.	Shri. Ramesh Chandorkar	Chairman	Non Executive Independent Director
2.	Shri. Kirtikumar Doshi	Member	Non Executive Independent Director
3.	Ms. Kavita Pawar	Member	Non Executive Independent Director

The details as following complaints received during the year 2015-2016.

No. of Compliant received : one

No. of complaints resolved : one

No. of Complaints Pending : Nil

INDEPENDENT DIRECTORS:

The Company has Independent Directors of the Company as per The Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2016.

The Meeting of Independent Directors was held on 12th February, 2016 and all the Independent Directors of the Company were present at the Meeting.

The Composition of Independent Director are as follows:

Sr. No.	Name of Director	Designation	Category
1.	Shri. Ramesh Chandorkar	Chairman	Non Executive Independent Director
2.	Shri. Kirtikumar Doshi	Member	Non Executive Independent Director
3.	Ms. Kavita Pawar	Member	Non Executive Independent Director

**GENERAL SHAREHOLDERS INFORMATION :**

Annual General Meeting	47 th Annual General Meeting
Date	30 th September, 2016
Time	9.00 A.M.
Venue	Radha Krishna Hall, Ram Industrial Estate, Behind Samrat Hotel, W. E.Highway, Dahisar Checknaka, Mira Road, Dist. Thane
Financial Year	01 st April, 2015 to 31 st March, 2016
Book Closure	24 th September, 2016 to 30 th September, 2016 (Both Days Inclusive)
Dividend Payable	NIL
Registrar and share Transfer Agents	Universal Capital Securities Private Limited., 21, Shakil Niwas, Mahakali Caves Road, Andheri (E), Mumbai – 400 093 Tel No. : 91-22-2579 2724, Fax no. : 91-22-2579 3003

LISTING WITH STOCK EXCHANGE:

The Company confirms that it has paid the Annual Listing Fees for the year 2015-16 to BSE where the Company's shares are listed.

STATUTORY DISCLOSURES:

The Company has complied with all the statutory requirements. A declaration regarding compliance of the provisions of the various statutes is also made by the Managing Director at each Board Meeting. The Company ensures compliance of the ROC, SEBI Regulations and provisions of the Listing Agreement.

ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

For and on behalf of the Board
For Garware Synthetics Limited,

Date : 12th August, 2016
Place : Mumbai

- Sd -
Sunder. K. Moolya
Whole Time Director
DIN: 02926064

- Sd -
Santosh Borkar
Director
DIN: 03134348

**ANNEXURE 'A' FORMING PART OF DIRECTORS' REPORT**

Particulars required under the Companies (Disclosure of particulars in the report of Board of Director(s) Rules), 1988.

Particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo forms are as follows:

CONSERVATION OF ENERGY**Power & Fuel Consumption**

Sr. No.	Particulars	Current Year 2015-16	Previous Year 2014-15
1	Electricity Units KWH (Lakhs)	7.57	7.46
2	Value in Rs. (Lakhs)	75.99	71.87

Consumption per unit of production

Sr. No.	Particulars	Current Year 2015-16	Previous Year 2014-15
1	Cost per Unit (Rs.)	26.98	26.45
2	Consumption per ton of Production (Rs.)	26977	26450

RESEARCH & DEVELOPMENT:

- a. Specific areas in which R & D carried out by the Company:
The R & D efforts of the Company are directed towards process Development, cost reduction, energy conservation, pollution control, efficiency Improvement and quality up gradation.
- b. Benefits derived as a result of the above R & D:
 - i) Increase in productivity, improvement in quality and material utilization.
 - ii) Reduction in manufacturing cost.
- c. Future Plan of Action:
Continuation of the present work in R & D for introduction of new Products and processes improvement in the existing products and processes in the areas in which the Company is operating.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

Efforts are being made towards Technology adaption and innovation. The Company at present does not have any formal technical collaboration.

**FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Sr. No.	Particulars	Current Year 2015-16	Previous Year 2014-15
1	Foreign Exchange Earning	NIL	NIL
2	Foreign Exchange Outgoings	NIL	NIL

For and on behalf of the Board
For Garware Synthetics Limited,

Date : 12th August, 2016
Place : Mumbai

- Sd -
Sunder. K. Moolya
Whole Time Director
DIN: 02926064

- Sd -
Santosh Borkar
Director
DIN: 03134348

**ANNEXUR B
FORM NO. AOC -2**

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

Particular			Duration of Contract / Arrangement / Transaction	Salient Term of the Contract	Amount paid in Advance	Date on Passing Board Resolution / Special Resolution
Name of Related party	Nature of Relation	Name of Transaction				
M/s CBG Trading Pvt Ltd	As per section 2(76)(VI)	Loan & advances from Related Parties	N.A	Paid on Demand	Nil	30 th May, 2015
M/s Garware Finance Corporation Ltd	As per section 2(76)(VI)	Loan & advances from Related Parties	N.A	Paid on Demand	Nil	30 th May, 2015
M/s Tyson Marketing Pvt Ltd	Common Directors	Loan & advances from Related Parties	N.A	Paid on Demand	Nil	30 th May, 2015



Particular			Duration of Contract / Arrangement / Transaction	Salient Term of the Contract	Amount paid in Advance	Date on Passing Board Resolution / Special Resolution
Name of Related party	Nature of Relation	Name of Transaction				
M/s Garflon Marketing	Common Directors	Loan & advances from Related Parties	N.A	Paid on Demand	Nil	30 th May, 2015
Sunder Moolya	Director	Remuneration to Director	N.A.	Paid on Monthly	Nil	30 th September, 2015 (Special Resolution)
Santosh Borkar	Director	Remuneration to Director	N.A	Paid on Monthly	Nil	30 th September, 2015 (Special Resolution)

For and on behalf of the Board
For Garware Synthetics Limited,

Date : 12th August, 2016
Place : Mumbai

- Sd -
Sunder. K. Moolya
Whole Time Director
DIN: 02926064

- Sd -
Santosh Borkar
Director
DIN: 03134348



Annexure 'C'
Form No. MR-3
Secretarial Audit Report

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]
For the Financial Year ended 31st March, 2016

To,
The Members,
Garware Synthetics Limited

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 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. 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, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



- e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - f. The Securities and Exchange Board of India (Listing Obligation and Disclosure requirements) Regulation, 2015.
- V. Other laws applicable to the Company as per the representations made by the Company. We have also examined compliance with the applicable clauses of the following:
- i. The Factories Act, 1948.
 - ii. The Payment of Wages Act, 1936.
 - iii. The Minimum Wages Act, 1948.
 - iv. The Employees' State Insurance Act, 1948.
 - v. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952.
 - vi. The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975.

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The Listing Agreements entered into by the Company with BSE.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above except to the extent as mentioned below:

The Company has not appointed Chief Financial Officer and Company Secretary as required under Section 203 of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosures requirements) Regulation, 2015.

Statutory dues are pending such as Professional Tax, ESIC & also few cases are under dispute with Sales Tax, Income Tax etc.

Legal cases are pending with the Court of Law, the quantum of which is not ascertainable.

We further report that,

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

All the decisions were carried out unanimously by the members of the Board and Committees and the same were duly recorded in the minutes of the meeting of the board of Directors and Committees of the Company.

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

I further report that during the audit period, there were no instances of:

- i. Public / Rights issue of shares / debentures / sweat equity.
- ii. Buy-Back of securities.
- iii. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013
- iv. Merger / amalgamation / reconstruction etc
- v. Foreign technical collaborations

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this Report.

**For S.G. and Associates,
Company Secretaries
Sd/-
Suhas Ganpule,
Proprietor,
Membership No: 12122
C. P No: 5722**

**Date : 10.08.2016
Place : Mumbai**



ANNEXURE A of Secretarial Audit Report

To,
The Members,
Garware Synthetics Limited,
Mumbai.

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. We have reported, in our audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in our opinion, are material and having major bearing on financials of the Company.

For SG & Associates

-Sd-

(Suhas S. Ganpule)
Practising Company Secretary
Proprietor
Membership No. 12122
CP No. 5722

Date: 10.08.2016

Place: Mumbai



Annexure 'D'
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31/03/2016

[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:

CIN:	L99999MH1969PLC014371
Registration Date [DDMMYY]	01/09/1969
Name of the Company	Garware Synthetics Limited
Category of the Company	Company Limited by Shares
Address of the Registered office and contact details:	Manish Textiles Industrial Premises, Opposite Golden Chemical, Penkar Pada, Mira Road, Mumbai - 401104 022-28457763
Whether listed company: YES	Bombay Stock Exchange Limited (BSE Limited)
Name, Address and Contact details of Registrar and Transfer Agent :	Universal Capital Securities Pvt. Ltd., 21, Shakil Niwas, Near Satya Sai Baba Temple, Mahakali Caves Road, Andheri (East), Mumbai – 400093, 022 - 28207203 – 05 info@unisec.in

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)

SN	Name and Description of main products / services	NIC code of the product / service	% to total turnover of the company
1	Garflon Nylon Bristles	24304	58.39%
2	Garflon Nylon Bushes & Rods	25201	13.22%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
NOT APPLICABLE			



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[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2659282	—	2659282	45.78	2659282	—	2659282	45.78	—
b) Central Govt	—	—	—	—	—	—	—	—	—
c) State Govt(s)	—	—	—	—	—	—	—	—	—
d) Bodies Corp.	—	—	—	—	—	—	—	—	—
e) Banks / FI	—	—	—	—	—	—	—	—	—
f) Any other	—	—	—	—	—	—	—	—	—
Total shareholding of Promoter (A)	2659282	—	2659282	45.78	2659282	—	2659282	45.78	—
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	—	—	—	—	—	—	—	—	—
b) Banks / FI	400	—	400	0.01	400	—	400	0.01	—
c) Central Govt	—	—	—	—	—	—	—	—	—
d) State Govt(s)	—	—	—	—	—	—	—	—	—
e) Venture Capital Funds	—	—	—	—	—	—	—	—	—
f) Insurance Companies	—	—	—	—	—	—	—	—	—
g) FIs	—	—	—	—	—	—	—	—	—
h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—
i) Others (specify)	—	—	—	—	—	—	—	—	—
Sub-total (B)(1):-	400	—	400	0.01	400	—	400	0.01	—
2. Non-Institutions									
a) Bodies Corp.	386484	11117	397601	6.84					
i) Indian									
ii) Overseas		—	—	—	—	—	—	—	—
b) Individuals									



Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	807523	1289522	2097045	36.10	910946	1279922	2190868	37.72	
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	281298	191000	472298	8.13	305634	75616	381250	6.56	
c) Others (specify)					456883	120217	577100	9.93	
NRIs/OCBs	33300	110100	143400	2.47					
Foreign Nationals	—	—	—	—					
Clearing Members	38774	-	38774	0.67					
Trusts	100	—	100	0.00					
Foreign Bodies - D R	—	—	—	—	—	—	—	—	—
Sub-total (B)(2):-	1547479	1601739	3149218	54.22	1673463	1475755	3149218	54.21	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1547879	1601739	3149218	54.22	1673863	1475755	3149618	54.22	0.72
C. Shares held by Custodian for GDRs & ADRs	—	—	—	—	—	—	—	—	—
Grand Total (A+B+C)	3947161	1861739	5808900	100	4333145	1475755	5808900	100	—



ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% 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	Nihal C.Garware	2274682	39.16	—	2274682	39.16	—	—
2	Anita Garware	122700	2.11	—	122700	2.11	—	—
3	Ashok B. Garware	124500	2.14	—	124500	2.14	—	—
4	Monika S. Garware	12600	0.22	—	12600	0.22	—	—
5	Shashikant B. Garware	124800	2.15	—	124800	2.15	—	—
	TOTAL	2659282	45.78	—	2659282	45.78	—	—

iii) Change in Promoters' Shareholding :

There is no change in Shareholding of Promoter and Promoter Group during the Financial Year 31st March, 2016.

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

SN	Name of the Share Holders	Shareholding at the beginning of the year		Shareholding At the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Niche Financial Services Pvt Ltd	226785	3.90	226785	3.90
2.	Aditya Ashok Garware	87600	1.58	87600	1.58
3.	Diya Garware	87600	1.58	87600	1.58
4.	Shashvat Investments Consultancy and Pro.	87600	1.58	84600	1.58
5.	Jaideep Chandrakant Garware	48600	0.83	48600	0.83
6.	Ramesh Balchandra Garware	27016	0.46	27016	0.46
7.	Manoj Daga	24926	0.42	25002	0.43
8.	Bhavin Thakkar (HUF)	20700	0.35	40350	0.69
9.	Latha Kanakagiri	20000	0.34	20000	0.34
10	Vayu Ramesh Garware	0	0	90084	1.55

**v) Shareholding of Directors and Key Managerial Personnel**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Sunder K. Moolya				
	At the beginning of the year	100	0.00		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	—	—	—	—
	At the end of the year	100	0.00		
2.	Mr. Ramesh G. Chandorker				
	At the beginning of the year	200	0.00	—	—
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer / bonus/ sweat equity etc):	—	—	—	—
	At the end of the year	200	0.00		
3.	Mr. Santosh B. Borkar				
	At the beginning of the year	200	0.00		
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	—	—	—	—
	At the end of the year	200	0.00	—	—
	TOTAL	500	0.00		



V. INDEBTEDNESS:

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	42,873,467	15,00,000	44,373,467
ii) Interest due but not paid	-	14,10,813	-	14,10,813
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	44,284,280	15,00,000	45,784,280
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	567064	-	567064
Net Change	-	(567064)	-	(567064)
Indebtedness at the end of the financial year				
i) Principal Amount	-	42,306,403	15,00,000	43,806,403
ii) Interest due but not paid	-	14,10,813	-	14,10,813
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	43,717,216	15,00,000	45,217,216

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL

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

SN.	Particulars of Remuneration	Particulars	Total Amount
		Sunder k. Moolya Whole Time Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	366000	366000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3500	3500
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	—	—
2	Stock Option	—	—
3	Sweat Equity	—	—
4	Commission- as % of profit- others, specify...	—	—
5	Others, please specify	—	—
	Total (A)	3,69,500	3,69,500
	Ceiling as per the Act		30,00,000



B. Remuneration to other directors

SN.	Particulars of Remuneration	Ramesh Chanorkar	Kirit Kumar Doshi	Kavita Pawar
		(Non-executive Director)	(Non-executive Director)	(Non-executive Director)
1	Independent Directors			
	Fee for attending board committee meetings	15000	15000	20000
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	15000	15000	20000
2	Other Non-Executive Directors	-	-	-
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	15000	15000	20000
	Total Managerial Remuneration	50000		
	Overall Ceiling as per the Act	1,00,000		

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

SN.	Particulars of Remuneration	Key Managerial Personnel
		Santosh Borkar(Executive Director)
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	304500
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3500
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
	- as % of profit	-
	others, specify...	-
5	Others, please specify	-
	Total	308000



vii) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
COMPANY					
Penalty	NIL				
Punishment					
Compounding					
DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

For and on behalf of the Board
For Garware Synthetics Limited,

Date : 12th August, 2016
Place : Mumbai

- Sd -
Sunder. K. Moolya
Whole Time Director
DIN: 02926064

- Sd -
Santosh Borkar
Director
DIN: 03134348



MANAGEMENT DISCUSSION AND ANALYSIS

This Management Discussion and Analysis Report form a part of the Annual Report of the Company. It indicates the Company's movement in the external environment Vis-a -Vis its own strengths and resources.

INDUSTRY STRUCTURE AND DEVELOPMENT:

Garware Synthetics Limited manufactures wide range of bristles made from Nylon 6, 66, 610, PBT, Polypropylene, which finds extensive application in various Brush Industries. Recently Company has developed nylon sutures, which was currently imported into our country. These sutures are used mainly for medical purpose. The management is trying its best to improve the working of the Company.

OPPORTUNITIES AND THREATS:

Your company has got good demand for its products due to high quality standards. The company can produce almost 570 MT per year if work at its full capacity. However, the Company is not producing the sufficient quantity of products due to scarcity of the Working Capital. At the same time, many potential markets are untapped due to shortage of raw material. In spite of all odds, the Company is still enjoying the reputation on grounds of quality.

Our raw materials are petro- based products. In the current year also oil prices remained high all time. This has resulted in increasing the raw material prices considerably. As the market could not absorb all the raw material prices, resulted into loss of sale and company profit margin.

Your management is of the opinion that the following determining factors of Opportunities and Threats would play a vital role in case of your company.

FACTOR FOR OPPORTUNITY

1. Additional production capacity to meet the market demand and achieve economies of scale.
2. Use of latest technology to facilitate further reduction in wastages and improvement in quality.
3. The company has brand equity and a reputation in the industry for producing quality products, its continuous service and customer care.
4. The Company is a pioneer in plastic industry.

FACTOR FOR THREATS

1. Your company faces competition from the unorganized sector in the industry.
2. Your company faces adversity due to volatile raw material Prices.



3. Your company suffers from huge amount of power shortage. Due to the power- cutting all over state, Company suffered huge amount of production loss during the current year. The same trend will continue in the next year also as the State is not having adequate power generating capacity

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has a compact organization Structure which helps it run business operation smoothly. The Company has adequate internal control system, commensurate with the size and nature of its operations. One of the important functions of the Audit Committee is to review the adequacy of internal control systems and compliance thereof.

HUMAN RESOURCES DEVELOPMENT:

The inter- personal relations of the employees have been very cordial throughout the year. The Company has constituted an Internal Complaints Committee (ICC) pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (Sexual Harassment Act).

CAUTIONARY STATEMENT:

Your Company is facing a financial crunch and because of same your company can not fulfill huge demand from domestic as well as international market. At the same time due to shortage of working capital funds the continuity of the production breaks frequently resulting into heavy wastage. All this may result into diversion of our customers to our competitors.

For and on behalf of the Board
For Garware Synthetics Limited,

Date : 12th August, 2016
Place : Mumbai

- Sd -
Sunder. K. Moolya
Whole Time Director
DIN: 02926064

- Sd -
Santosh Borkar
Director
DIN: 03134348



WHOLE TIME DIRECTOR'S CERTIFICATION

**To,
The Board of the Directors,
Garware Synthetics Limited**

I hereby certify to the Board that;

- A. I has received the Financial Statements and the Cash Flow Statements for the year 2015-2016 and that to the best of our knowledge and belief :
- (I) These statements do not contain any materially untrue or misleading statements nor omits any material fact.
- (II) These statements together present a true and fair view of Companies 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 2015-2016 which are fraudulent, illegal or violative as per Company Code of Conduct.
- C. I accept the responsibility for establishing and maintaining the internal controls for the Financial Reporting and that I have evaluated the effectiveness of the internal control system of the Company pertaining to the financial reporting and disclosed to the Auditors and the Audit Committee, deficiencies in the design or operations of such a internal control, if any, of which I am aware and steps I has taken or proposed to take to rectify these deficiencies.
- D. I have indicated to the Auditors and Audit Committee:
1. Significant changes in the internal control over financial reporting during the year 2015-2016
 2. Significant changes in the accounting policies during the year 2015-2016 and that the same have been incorporated in the notes to the financial statements and
 3. Instances of significant fraud, if any of which I have become aware, and involvement therein if any, of the Management or an Employee having significant role in Companies internal control system over a financial reporting.

By order of the Board of Direcotrs
Garware Synthetics Limited,

Date : 12th August, 2016
Place : Mumbai

-Sd -
Sunder. K. Moolya
Whole Time Director
DIN: 02926064

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF GARWARE SYNTHETICS LIMITED****Report on the Financial Statements**

We have audited the accompanying financial statements of **GARWARE SYNTHETICS LTD** ("the Company"), which comprise the Balance Sheet as at **March 31, 2016**, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate

in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2016, its profit/loss and its cash flows for the year ended on that date.



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 statement on the matters Specified in paragraphs 3 and 4 of the Order.

As required by section 143(3) of the Act, we further 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 purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Independent Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at March 31, 2016 on its Financial Position on its Financial Statements.
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.
2. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Act, we give in 'Annexure B' a statement on the matters specified in paragraphs 3 and 4 of the Order.

For B.V. Shah and Associates
Chartered Accountants
Firm Registration Number: 109511W

-Sd-

Bharat V. Shah
Proprietor
M. No. : 040210

Place: Mumbai
Date: 30/05/2016



ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

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

Report on the Internal Financial Controls 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 over financial reporting of **Garware Synthetics Limited** ('the Company') as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended and as on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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



Meaning of Internal Financial Controls over Financial Reporting

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

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

Opinion

In our opinion, 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 March 31, 2016, 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.

For B.V.SHAH & ASSOCIATES
Chartered Accountants
Firm Registration No 109511W

-Sd-

BHARAT V. SHAH

Proprietor

Membership Number 040210

Place: Mumbai

Date: 30/05/2016



ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

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

Report on Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013 ('the Act') of Garware Synthetics Limited ('the Company')

1. In respect of fixed assets

- (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed Asset.
- (b) As explained to us, Fixed Assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (c) As explained to us by the management and placing reliance on the certificate issued by the management, the title deeds of immovable properties are held in the name of the company. However the immovable property includes land & Building. The title of the same is under dispute and the case is pending with the court of law.
- (d) In our opinion and according to the information and explanations given to us, no substantial fixed asset has been disposed off during the year and therefore does not affect the going concern assumption.

2. In respect of inventories

- (a) As explained to us by the management and as observed by us, the inventory of raw material, finished goods stores and spares etc. has been physically verified during the year and specifically at the year-end by the management. In our opinion, the frequency of physical verification is reasonable having regard to the size and nature of business of the company.
- (b) In our opinion, the procedure for physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) On the basis of examination of the records of inventory and placing reliance on the certificate issued by the management, we are of the opinion that the company is maintaining proper records of inventory and no material discrepancy was noticed on physical verification of the same.

3. In respect of loans covered under Section 189 of the Companies Act, 2013.

The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Act.

**4. In respect of loans, investment, guarantees and security**

In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, in respect of loans, investments, guarantees, and security.

5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.

7. In respect of Statutory Dues

(a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, , Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India ; Except Profession Tax for the year amounting to 1,64,375, Contribution to Labour Welfare Fund amounting to 1,542, & Employer ESIC contribution for the year amounting to 2,01,307.

(b) According to the information and explanations given to us and based on the records of the company examined by us, the particulars of dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes are as follows,

Sr No.	Year	Bombay Sales Tax (BST)	Central Sales Tax (CST)	Income Tax	Forum where Dispute is pending
1	2001 - 02	34,80,294	7,70,246	-	Deputy Commissioner of Sales Tax
2	2002 - 03	33,16,840	11,15,852	-	Deputy Commissioner of Sales Tax
3	2003 - 04	62,22,840	50,98,890	-	Deputy Commissioner of Sales Tax
4	2004 - 05	19,48,300	9,46,532	-	Deputy Commissioner of Sales Tax
5	2011 - 12	-	-	6940480	Assistant Commissioner Of Income Tax

8. According to the records of the company examined by us and as per the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.



9. The Company has not raised money by way of initial public offer or further public offer (including debt instruments). Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanations given to us, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given to us, the 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.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and 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 under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion 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 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For B.V.SHAH & ASSOCIATES
Chartered Accountants
Firm Registration No 109511W

-Sd-

BHARAT V. SHAH

Proprietor

Membership Number 040210

Place: Mumbai

Date: 30/05/2016



GARWARE SYNTHETICS LIMITED

BALANCE SHEET AS AT 31st MARCH 2016

(Amount in Rs.)

PARTICULARS	Note No.	2015 - 16	2014 - 15
		₹	₹
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share Capital	1	58,089,000	58,089,000
(b) Reserves and Surplus	2	(83,404,448)	(85,069,562)
(c) Money Received Against Share Warrants		2,450,000	2,450,000
2 Share Application money pending allotment			
		-	-
3 Non-Current Liabilities			
(a) Long-Term Borrowings	3	45,147,286	45,714,350
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long-Term Liabilities	5	46,616,824	46,566,821
(d) Long-Term Provisions	6	3,623,962	3,889,806
4 Current Liabilities			
(a) Short-Term Borrowings	7	69,930	69,930
(b) Trade Payables	8	27,096,393	27,872,656
(c) Other Current Liabilities	9	15,664,188	15,928,175
(d) Short-Term Provisions	10	11,694,817	10,560,071
TOTAL		127,047,953	126,071,247
II ASSETS			
1 Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	11	104,342,029	104,343,336
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(iv) Intangible Assets Under Development		-	-
(b) Non-Current Investments	12	250	250
(c) Deferred Tax Assets (Net)	4	2,142,672	1,949,566
(d) Long-Term Loans and Advances	13	2,672,648	2,441,478
(e) Other Non-Current Assets		-	-
2 Current Assets			
(a) Current Investments		-	-
(b) Inventories	14	8,268,448	8,197,294
(c) Trade receivables	15	9,436,330	7,993,785
(d) Cash and Cash Equivalents	16	185,573	1,145,538
(e) Short-Term Loans and Advances		-	-
(f) Other Current Assets		-	-
TOTAL		127,047,953	126,071,247
See accompanying notes forming part of the financial statements			
(In terms of our report attached)			
For B. V. Shah & Associates		For and on behalf of the Board of Directors	
Chartered Accountants			
Sd/-		Sd/-	
Bharat V. Shah		Santosh Borkar	
Proprietor		Executive Director	
Membership No.: 040210		Place : Mumbai	
Place : Mumbai		Date : 30/05/2016	
DT: 30/05/2016			



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2016

PARTICULARS	Note No.	2015 - 16	2014 - 15
		₹	₹
I Revenue from Operations (Gross)	17	88,890,673	90,945,505
Less: Excise Duty		9,878,495	9,910,708
Revenue from Operations (Net)		79,012,178	81,034,797
II Other Income (Includes Prior period items)	18	2,550,887	9,089,164
III TOTAL REVENUE (I+II)		81,563,065	90,123,961
IV EXPENSES			
(a) Cost of Materials Consumed	19	41,927,285	50,275,926
(b) Purchases of Stock-in-Trade		-	-
(c) Changes in Inventories	20	179,179	(1,265,669)
(d) Employee Benefits Expense	21	14,839,210	12,800,483
(e) Finance Costs	22	1,383,200	1,581,655
(f) Depreciation and Amortisation Expenses	11	181,184	174,364
(g) Other Expenses	23	20,801,000	20,381,334
TOTAL EXPENSES		79,311,058	83,948,093
V Profit / (Loss) before Exceptional and Extraordinary Items and tax (III - IV)		2,252,007	6,175,868
VI Exceptional Items	24	-	1,234,491
VII Profit / (Loss) before Extraordinary Items and Tax		2,252,007	4,941,377
VIII Extraordinary Items		-	-
IX Profit / (Loss) Before Tax		2,252,007	4,941,377
X Tax Expense:			
(a) Current Tax		780,000	-
(b) Deferred Tax		(193,107)	(1,182,252)
XI Profit/(Loss) for the year (IX - X)		1,665,115	6,123,629
XII Earnings per Equity Share			
(a) Basic	0.29	1.10	
(b) Diluted	0.29	1.09	
XIII Earnings per Equity Share (excluding Extraordinary Items)			
(a) Basic		0.29	1.10
(b) Diluted		0.29	1.09
See accompanying notes forming part of the financial statements			
(In terms of our report attached)			
For B. V. Shah & Associates		For and on behalf of the Board of Directors	
Chartered Accountants		Sd/-	Sd/-
Sd/-		Sunder Moolya	Santosh Borkar
Bharat V. Shah		Whole Time Director	Executive Director
Proprietor		Place : Mumbai	
Membership No.: 040210		Date : 30/05/2016	
Place : Mumbai			
DT: 30/05/2016			



CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

PARTICULARS	2015 - 16	2014 - 15
	₹	₹
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	2,252,007	4,941,377
Adjustments for:		
Depreciation and amortisation	181,184	174,364
Loss of asset by fire	38,472	-
Provision for Dinution in value of Investment	-	500
Loss on one time settlement	-	1,234,491
Liabilities / provisions no longer required written back	16,031	(8,824,944)
Finance costs	1,383,200	1,581,655
Interest income	(13,247)	(78,578)
Operating profit / (loss) before working capital changes	3,857,647	(971,134)
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Inventories	(71,154)	(310,960)
Trade receivables	(1,442,546)	(12,393)
Short-term loans and advances	-	-
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	(776,263)	(2,773,187)
Other current liabilities	(281,898)	4,079,711
Short Term Borrowings	50,003	69,930
Short-term provisions	1,134,746	730,704
Long-term provisions	(265,844)	-
	(1,652,955)	1,783,805
Cash flow from extraordinary items	-	(1,234,491)
Cash generated from operations	2,204,692	(421,820)
Net income tax (paid) / refunds	780,000	-
Net cash flow from / (used in) operating activities (A)	1,424,692	(421,820)
B. Cash flow from investing activities		
Fixed Assets Purchased	(216,469)	(73,033)
- Purchased		
Interest received	-	-
- Others	13,247	78,578
Amounts received from Long Term Loans & Advances	(231,170)	475,688
Net cash flow from / (used in) investing activities (B)	(434,392)	481,233
Cash Flow Statement for the year ended March 31, 2016		



PARTICULARS	2015 - 16 ₹	2014 - 15 ₹
C. Cash flow from financing activities		
Proceeds from issue of equity shares	-	13000000
Proceeds from issue of share warrants	-	3062500
Repayment of long-term borrowings	(567064)	(13,953,196)
Payment of Long-term provisions & Liabilities		(458000)
Finance cost	(1383200)	(1581655)
Net cash flow from / (used in) financing activities (C)	(1950266)	69649
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	(959966)	129062
Cash and cash equivalents at the beginning of the year	1145539	1016477
Cash and cash equivalents at the end of the year	185573	1145539
* Comprises:		
(a) Cash on hand	68333	241007
(b) Balances with banks		
(i) In current accounts	117240	904532
(ii) In earmarked accounts (Refer Note (ii) below)	-	-
	185573	1145539

Notes:

- (i) The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discounting operations.
- (ii) These earmarked account balances with banks can be utilised only for the specific identified purposes.
- (iii) Figures for the P.Y. have been regrouped wherever necessary to confirm to the C.Y. classification.

In terms of our report attached.

For B. V. Shah & Associates

Chartered Accountants

Sd/-

Bharat V. Shah

Proprietor

Membership No.: 040210

Place : Mumbai

DT: 30/05/2016

For and on behalf of the Board of Directors

Sd/-

Sunder Moolya
Whole Time Director

Sd/-

Santosh Borkar
Executive Director

Place : Mumbai

Date : 30/05/2016



NOTES TO THE FINANCIAL STATEMENTS

**1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES
(Annexed to and forming part of financial statements for the year ended 31st March, 2016)**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India under the historical cost convention on accrual basis, except for certain tangible assets which are being carried at revalued amounts, pursuant to section 133 of the companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by the Central Government in consultation and recommendation of the National Financial Reporting Authority, the Existing Accounting standard notified under Companies Act, 1956 shall continue to apply, Consecutively, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) of the Companies Act, 2013.

All the assets and liabilities have been classified as current or noncurrent as per the normal operating cycle and other criteria set out in Schedule II to the companies Act, 2013.

1.1 Use of Estimates

The preparation of the financial statements is in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

1.2 Inventories

Inventories are valued as under: - Raw Materials, Packing Materials, Stores & Spares are valued at cost on FIFO basis after making provision for obsolescence & un-serviceability. - FINISHED GOODS & WORK IN PROGRESS at lower of cost or net realizable value. Cost comprises Material cost, cost of conversion, other expenses incurred to bring the inventories to their current condition and location.

1.3 Depreciation and Amortization

Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II of the Act. Depreciation is generally calculated using the straight-line method over the remaining useful life of the asset.

**1.4 Revenue Recognition**

Revenues/Incomes and Costs are generally accounted on accrual, as they are earned or incurred. Sales are recognized upon delivery of products and are recorded net of excise duty, VAT/CST.

1.5 Tangible Fixed Assets

Fixed assets are stated at cost of acquisition, including any attributable cost for bringing the asset to its working conditions for the intended use, less accumulated depreciation.

1.6 Investments

Long-term investments are stated at cost less provision for diminution in value, other than temporary. Current investments are stated at the lower of cost and fair value.

1.7 Employee Benefits

Employee benefits includes provident fund, gratuity fund, Leave encashment which are accounted on the basis of liability accrued. Leave Travelling Allowance has been charged to statement of Profit & Loss A/c as and when incurred.

1.8 Borrowing Costs

The company has not incurred any borrowing cost during the year.

1.9 Earnings per Share

Basic earnings per share are computed by dividing the profit after tax by the number of equity shares outstanding during the year. Since there are no dilutive potential equity shares, Diluted earnings per share is computed in the manner same as used for basic earnings per share.

1.10 Taxes on Income

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

1.11 Impairment of Assets

The carrying amounts of assets / cash generating units are reviewed at each Balance Sheet date to assess whether there is any indication of impairment based on internal / external factors. After review of this year, no impairment is recognized, as there was no necessity.



1.12 Provisions and Contingencies

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

1.13 Cash and Cash Equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and bank balances in current account.

1.14 Cash flow statement

Cash flows are reported using the indirect method, whereby profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

1.15 Segment Reporting

Geographical Segment

Company's entire business is conducted within India but there are no separate reportable geographical segments.

1.16 Related Party Disclosure

The Company has entered into transaction with related parties during the current year; however the terms are not prejudicial to the interest of the company.

1.17 Other Notes

- i. Previous year figures are regrouped wherever necessary to make them comparable with the figures of the current year.
- ii. Balances of loans/advances/ sundry creditors, debtors and fixed assets are subject to reconciliations, confirmation and adjustment, if any.
- iii. In the opinion of Board of Directors the Current Assets, Loans and advances are stated at net realizable value in the ordinary course of business.



- iv. In case of few creditors, actual liability does not arise during the year since it has been paid off in the past years and therefore company has written back the same during the year.
- v. Certain legal cases are pending with the court of law, the quantum of the same is not ascertainable. However, the management is of the opinion that, decision of the court will be in favor of the company.
- vi. There are certain banks accounts which are non-operative for a longer period and bank statements are not available and the balances of such bank accounts are subject to reconciliation if any.
- vii. In the absence of adequate information regarding the SSI Creditors, the Company is unable to give full particulars as required by Notification No. GSR - 376 (E) dated 22nd May 2002 issued by the Department of Company Affairs, Ministry of Law and Justice and Company Affairs.
- viii. As there is no Managing Director in the company, hence terms of Section 197 and 198 of the Companies Act, 2013 are not applicable to the Company.
- ix. Unless otherwise stated, in the opinion of the Board of Directors, the current assets, loans and advances are approximately of the value if realised in the ordinary course of business. The provisions for all known liabilities made are adequate and are neither short nor in excess of the amount reasonably necessary.
- x. Figures in Brackets in the Notes forming part of the accounts relate to the previous year.

For and on behalf of the Board
For Garware Synthetics Limited,

Date : 12th August, 2016
Place : Mumbai

- Sd -
Sunder. K. Moolya
Whole Time Director
DIN: 02926064

- Sd -
Santosh Borkar
Director
DIN: 03134348



NOTES FORMING PART OF FINANCIAL STATEMENT

Particulars	2015-16		2014-15	
	Number of shares	₹	Number of shares	₹
Note 1 Share Capital				
(a) Authorised Share Capital				
Equity shares of ' 10/- each	9,950,000	99,500,000	9,950,000	99,500,000
13.5 % Non Cumulative Redeemable preference shares of '100/- each	5,000	500,000	5,000	500,000
		100,000,000		100,000,000
(b) Issued, Subscribed and fully paid up				
Equity shares of ' 10/- each	5,808,900	58,089,000	5,808,900	58,089,000
	5,808,900	58,089,000	5,808,900	58,089,000

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

Particulars	2015-16		2014-15	
	Number of shares	₹	Number of shares	₹
(a) Equity Shares				
Opening Balance	5,808,900	58,089,000	5,548,900	55,489,000
<u>Changes made during the year</u>				
Fresh Issue	-	-	260,000	2,600,000
Bonus	-	-	-	-
ESOP	-	-	-	-
Conversion	-	-	-	-
Buy Back	-	-	-	-
Other Changes	-	-	-	-
Closing Balance	5,808,900	58,089,000	5,808,900	58,089,000

Note: The company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share. In The event of liquidation, the equity shareholders are eligible to receive the remaining assets if the company, after distribution of all preferential amount, in proportion of their shareholding.

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	2015-16	2014-15
	Number of shares held	Number of shares held
Equity shares with voting rights		
Nihal C. Garware	2,274,682	2,274,682
Total	2,274,682	2,274,682



NOTES FORMING PART OF FINANCIAL STATEMENT

Particulars	2015-16	2014-15
	₹	₹
Note 2 Reserves and Surplus		
(a) Capital reserve		
Opening balance	87,182,309	87,182,309
Add: Additions during the year	-	-
Less: Utilised / transferred during the year	-	-
Closing balance	87,182,309	87,182,309
(b) Securities premium account		
Opening balance	22,682,000	22,682,000
Add : Premium on shares issued during the year	-	-
Less : Utilised during the year	-	-
Closing balance	22,682,000	22,682,000
(c) Investment allowance reserve		
Opening balance	1,056,100	1,056,100
Add: Additions during the year	-	-
Less: Utilised / transferred during the year	-	-
Closing balance	1,056,100	1,056,100
(d) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	(195,989,971)	(199,258,828)
Add/(Less) : Additional Depreciation pursuant to enactment of Schedule II of the Companies Act 2013	-	(2,854,772)
Add: Profit / (Loss) for the year	1,665,115	6,123,629
Closing balance	(194,324,857)	(195,989,971)
Total	(83,404,448)	(85,069,562)
Note 3 Long-Term Borrowings		
(a) Term loans from other parties		
Unsecured	7,574,745	10,057,316
	7,574,745	10,057,316
(b) Deferred payment liabilities		
Unsecured	-	22,141
	-	22,141
(c) Deposits		
Secured	1,500,000	1,500,000
	1,500,000	1,500,000
(d) Loans and advances from related parties		
Unsecured	20,375,041	19,137,393
	20,375,041	19,137,393
(e) Other loans and advances		
Unsecured	15,697,500	14,997,500
	15,697,500	14,997,500
Total	45,147,286	45,714,350



NOTES FORMING PART OF FINANCIAL STATEMENT

Particulars	2015-16	2014-15
	₹	₹
Note 4 Deferred Tax Assets		
Deferred tax asset	1,949,565	767,314
<u>Tax effect of items constituting deferred tax liability</u>		
On difference between Depreciation as per book and as per IT act.	10,120	28,826
	10,120	28,826
<u>Tax effect of items constituting deferred tax assets</u>		
Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	-	-
1. Employer ESIC Contribution	62,204	99,590
2. Labour Welfare Fund	476	517
3. Profession Tax	50,792	51,325
Unabsorbed depreciation carried forward	89,755	415,658
Brought forward business losses	-	643,987
	203,227	1,211,077
Total	2,142,672	1,949,566
Note 5 Other Long-Term Liabilities		
(a) Others:		
(i) Trade / security deposits received	200,003	150,000
(ii) Others	3,037,784	3,037,784
(iii) Advances on legal matter of Property	43,379,037	43,379,037
Total	46,616,824	46,566,821
Note 6 Long-Term Provisions		
(a) Provision for employee benefits:		
(i) Provision for gratuity	3,623,962	3,889,806
Total	3,623,962	3,889,806
Note 7 Short-Term Borrowings		
(a) Other Loans and advances		
Unsecured	69,930	69,930
Total	69,930	69,930
Note 8 Trade Payables		
Trade payables:Others	27,096,393	27,872,656
Total	27,096,393	27,872,656
Note 9 Other Current Liabilities		
(a) Other payables		
(i) Statutory remittances (Contributions to ESIC, Professional Tax, VAT, Service Tax, TDS etc.)	15,664,188	15,928,175
Total	15,664,188	15,928,175
Note 10 Short-Term Provisions		
(a) Provision for employee benefits:		
(i) Salary and Reimbursements	1,118,570	1,087,624
(ii) Contribution to PF	9,702,197	9,361,323
	10,820,767	10,448,947
(b) Provision - Others:		
(i) Provision for tax	780,000	-
(ii) Provision - others	94,050	111,124
	874,050	111,124
Total	11,694,817	10,560,071



Note 11 Fixed assets

Description	Gross Block at cost			Depreciation			Net Block			
	As on 01.04.2015 ₹	Addition ₹	Deductions ₹	As on 31.03.2016 ₹	As on 01.04.2015 ₹	Retained Earnings ₹	For the year ₹	Deduction ₹	As on 31.03.2016 ₹	As on 31.03.2015 ₹
(I) TANGIBLE ASSETS										
1 LAND	100995561	0	0	100995561	0	0	0	0	100995561	100995561
2 BUILDING	7123859	0	0	7123859	5083576	0	46505	0	5140081	2030283
3 PLANT & MACHINERY	5206568	76734	0	5283302	4091307	0	92775	0	4184082	1115261
4 FURNITURE & FIXTURES	41500	5000	0	46500	5820.55	0	5689	0	11510	35679
5 VEHICLES	0	0	0	0	0	0	0	0	0	0
5 OFFICE EQUIPMENTS	97666	126485	37610	186541	35756	0	21482	1018	56220	61910
6 ELECTRICAL INSTALLATIONS	117800	0	0	117800	13158	0	14402	0	27560	104642
7 LABORATORY EQUIPMENTS	0	8250	0	8250	0	0	331	0	331	0
TOTAL	113582954	216469	37610	113761813	9239618	0	181184	1018	9419784	104343336
Previous Year	168630578	73033	0	168703611	61331138	2854761	174364	0	64360263	104343348



NOTES FORMING PART OF FINANCIAL STATEMENT

Particulars	2015-16	2014-15
	₹	₹
Note 12 Non-Current Investments		
Investments (At cost):		
A. Trade		
(a) Other non-current investments	250	250
Total	250	250
Note 13 Long-Term Loans and Advances		
(a) Security deposits		
(i) Secured, considered good	768,987	818,987
	768,987	818,987
(b) Loans and advances to related parties		
(i) Unsecured, considered good	74,248	74,248
	74,248	74,248
(c) Balances with government authorities		
Unsecured, considered good		
(i) CENVAT credit receivable	1,250,289	963,641
(ii) VAT credit receivable	152,763	152,763
(iii) Tax Deducted at Sources	426,361	425,053
	1,829,413	1,541,457
(d) Other loans and advances		
(i) Unsecured, considered good	-	6,786
	-	6,786
Total	2,672,648	2,441,478
Note 14 Inventories		
(a) Raw materials	2,429,635	2,179,303
(b) Work-in-progress	994,450	481,419
(c) Finished goods	3,651,432	4,496,642
(d) Stores and spares	1,192,930	1,039,930
Total	8,268,448	8,197,294
Note 15 Trade receivables		
(a) Trade receivables outstanding for a period exceeding six months from the due date		
(i) Unsecured, considered good	-	406,462
(b) Other Trade receivables		
(i) Unsecured, considered good	9,436,330	7,587,323
Total	9,436,330	7,993,785



NOTES FORMING PART OF FINANCIAL STATEMENT

Particulars	2015-16	2014-15
	₹	₹
Note 16 Cash and Cash Equivalents		
(a) Cash on hand	68,333	241,007
(b) Balances with banks		
(i) In current accounts	117,240	904,532
Total	185,573	1,145,538
Note 17 Revenue from Operations		
a) Sale of products	79,012,178	80,680,019
b) Other operating revenues	-	354,778
Total	79,012,178	81,034,797
Note 18 Other Income		
Liabilities / provisions no longer required written back	-	8,824,944
Prior period items (net)	326,864	-
Interest Received-Other	13,247	78,578
Miscellaneous Income	5,581	1,893
Discount	-	183,750
Speculation Profit on sale of shares	2,205,195	-
Total	2,550,887	9,089,164
Note 19 Cost of Materials Consumed		
Opening stock	2,179,303	3,134,012
Add: Purchases	42,177,617	49,321,217
Less: Closing stock	2,429,635	2,179,303
Total	41,927,285	50,275,926
Note 20 Changes in Inventories of Finished goods, Work-in-Progress and Stock-in-Trade		
<u>Inventories at the end of the year:</u>		
Finished goods	3,651,432	4,496,642
Work-in-progress	994,450	481,419
Stores & Spares	1,192,930	1,039,930
	5,838,813	6,017,992
<u>Inventories at the beginning of the year:</u>		
Finished goods	4,496,642	2,685,947
Work-in-progress	481,419	1,026,445
Stores & Spares	1,039,930	1,039,930
	6,017,992	4,752,322
Total	179,178.87	(1,265,669.44)
Note 21 Employee Benefits Expenses		
Salaries and wages	13,245,632	11,192,588
Contributions to provident Fund and other funds	1,403,265	1,412,603
Staff welfare expenses	190,313	195,292
Total	14,839,210	12,800,483



NOTES FORMING PART OF FINANCIAL STATEMENT

Particulars	2015-16	2014-15
	₹	₹
Note 22 Finance Costs		
a) Interest expense on:		
(i) Others		
-Others	1,383,200	1,581,655
Total	1,383,200	1,581,655
Note 23 Other Expenses		
Payments to auditors		
As auditors - statutory audit	90,000	90,000
Consumption of stores and spare parts	337,227	99,577
Donation	-	2,000
Power and fuel	7,598,611	7,187,380
Rent	3,203,972	3,010,488
Repairs and maintenance - Machinery	219,182	299,858
Repairs and maintenance - Others	31,985	87,272
Insurance	4,646	99
Rates and taxes (excluding taxes on income)	154,082	500,240
Prior period items (net)	-	214,798
Miscellaneous expenses		
Jobwork	2,917,243	2,606,900
Factory Expenses	540,201	526,630
Communication	118,639	122,456
Travelling and conveyance	228,185	189,284
Printing and stationery	162,212	163,592
Freight and forwarding	679,377	655,296
Sales commission	1,287,558	987,819
Business promotion	183,184	137,848
Legal and professional Charges	1,045,274	832,001
Other Miscellaneous expenses	1,999,424	2,667,796
Total	20,801,000	20,381,334
Note 24 Exceptional Items		
Loss on one time settlement of Bank Term Loans	-	1,234,491
Total	-	1,234,491



Note 25 DISCLOSURES UNDER ACCOUNTING STANDARDS

Note 25.1 - RELATED PARTY

25.1.1 Details of related parties:

Description of relationship

Key Management Personnel (KMP)	Santosh Borkar Sundar Moolya
--------------------------------	---------------------------------

Note: Related parties have been identified by the Management.

25.1.2 Details of related party transactions during the year ended 31st March, 2016:

Particulars	KMP	Total
Directors Remuneration	677,500 (588,000)	677,500 (588,000)

Note: Figures in bracket relates to the previous year

Note 25.2 - EARNING PER SHARE

Particulars	2015-16 ₹	2014-15 ₹
25.2.1 Earnings per share		
<u>Basic</u>		
25.2.2 Continuing operations		
Net profit / (loss) for the year from continuing operations	1,665,115	6,123,629
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	1,665,115	6,123,629
Earnings per share from continuing operations - Basic	0.29	1.10
25.2.3 Total operations		
Net profit / (loss) for the year	1,665,115	6,123,629
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year attributable to the equity shareholders		
Earnings per share - Basic	0.29	1.10
<u>Basic (excluding extraordinary items)</u>		
25.2.4 Continuing operations		
Net profit / (loss) for the year from continuing operations	1,665,115	6,123,629
(Add) / Less: Extraordinary items (net of tax) relating to continuing operations	-	-
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year from continuing operations attributable to the equity shareholders, excluding extraordinary items	1,665,115	6,123,629
Earnings per share from continuing operations, excluding extraordinary items - Basic	0.29	1.10



Particulars	2015-16	2014-15
	₹	₹
25.2.5 Total operations		
Net profit / (loss) for the year	1,665,115	6,123,629
(Add) / Less: Extraordinary items (net of tax)	-	-
Less: Preference dividend and tax thereon	-	-
Net profit / (loss) for the year attributable to the equity shareholders, excluding extraordinary items	1,665,115	6,123,629
Earnings per share, excluding extraordinary items - Basic	0.29	1.10

Note 25.3 - CONTINGENT LIABILITIES

25.3.1 Contingent Liabilities are not recognised but are disclosed in financial statements. Provision involving substantial degree of estimation in measurement is recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes.

25.3.2 Contingent liabilities and commitments) (to the extent not provided for	2015-16	2014-15
	₹	₹
<u>Contingent liabilities</u>		
(a) Income tax demands from Income tax authorities relating to F. Y. 2011-12 is outstanding against the company. These claim is being contested at various forums by the company. The Management does not expect these claims to succeed and accordingly, no provision for these claims has been recongnised in the financial statements.	69,40,480	69,40,480

Note 26 DISCLOSURE UNDER MSMED ACT, 2006

26.1 The disclosure required under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) has not been given since classification with respect to MSME and Others is not available and hence not given herein above.

GARWARE SYNTHETICS LIMITED

CIN : L99999MH1969PLC014371

Registered Office : Manish Textiles Industrial Premises, Opposite Golden Chemical, Penkar Pada, Mira Road, Thane - 401104
Email: garware.synthetic@gmail.com, Website: www.garwaresyn.com

ATTENDANCE SLIP

47th Annual General Meeting on Friday, the 30th September, 2016 at 09.00 A.M.

Registered Folio No./ DP ID/Client ID	
No. of Shares	
Name and address of the Member(s) Joint Holder 1 Joint Holder 2	

Serial No. 1

I/We hereby record my/our presence at the 47th Annual General Meeting of the Company to be held on Friday, 30th September, 2016 at 9.00.00 A.M at Radha Krishna Hall, Ram Industrial Estate, Behind Samrat Hotel, W. E.Highway, Dahisar Checknaka, Mira Road, Dist. Thane.

.....
Member's/Proxy's name in Block Letters

.....
Member's/Proxy's Signature

*Please hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
Members are requested to bring their copies of the Annual Report to the AGM*

Note: Please read carefully the instructions given in the Notice for voting through the e-voting platform. The voting period begins on 27th September, 2016(Tuesday) at 09.00 A.M. (IST) and ends on 29th September, 2016 (Thursday) at 5.00 P.M. (IST). The voting module shall be disabled by CDSL for voting thereafter.

EVSN (Electronic Voting Sequence Number)	*Default PAN
160829026	

*Only Member who have not updated their PAN with Company / Depository Participant shall use default PAN in the Pan Field.

Proxy form - Form No. MGT-11
(Pursuant to section 105(6) of the Companies Act, 2013 and rules 19 (3) of the Companies
(Management and administration) Rules 2014)

CIN L99999MH1969PLC014371
Name of the Company Garware Synthetics Limited
Registered Office Manish Textiles Industrial Premises,
Opposite Golden Chemical, Penkar Pada,
Mira Road - 401104

Name of the member(s) :	
Registered Address:	
Email Id :	
Folio No. / Client Id :	

I/We, being the member (s) of _____ shares of Garware Synthetics Limited, hereby appoint:-

1. _____ of _____ having email id _____ or falling him
2. _____ of _____ having email id _____ or falling him
3. _____ of _____ having email id _____ or falling him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting, to be held on Friday, the 30th Day of September, 2016 at 09.00 A.M. at Radha Krishna Hall, Ram Industrial Estate, Behind Samrat Hotel, W. E.Highway, Dahisar Checknaka, Mira Road, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

1. To receive, consider & adopt the Audited Balance Sheet as at 31st March 2016 and Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunder Moolya(DIN: 02926064), who retires by rotation and being eligible, offers himself for re-appointment.

To appoint B. V. Shah & Associates, Chartered Accountants, Mumbai, as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.

Signed this _____ day of _____ 2016

Signature of First Proxy shareholder

Signature of Second Proxy shareholder

Signature of Third Proxy shareholder

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

A Proxy need not be a member of the company