



GOVIND RUBBER LIMITED

Regd. Office: 418-422, 4th Floor, Creative Industrial Estate,
72, N. M. Joshi Marg, Lower Parel, Mumbai - 400 011, INDIA.
Tel.: 91-22-2309 5641 / 1784 • 3008 3800-3 • Fax : 91-22-2309 2296
Email: info@grtires.com • Web: www.grtires.com
CIN : L25110MH1985PLC036320

Date: 09th October, 2018

To,
BSE Limited.,
(Scrip Code: 509148)
Listing Compliance,
P. J. Towers, Dalal Street,
Mumbai 400 001

Attn: Corporate Relation Dept.

Dear Sir,

Sub: In compliance with Regulation 34 of SEBI (LODR) Regulations 2015 and companies act, 2013, submission of Annual Report 2017-18 duly approved and adopted by the shareholders of the company

We are enclosing herewith the Annual Report 2017-18 approved and adopted by the shareholders of the company at the 33rd Annual General Meeting held on 29th September, 2018.

Kindly take the same on record.

Thanking you,

Yours Faithfully,
For GOVIND RUBBER LIMITED

Vinod Poddar
Director

Encl: As Above.





TIRES & TUBES

Wheel of progress

Bicycle Tires & Tubes

2017-18
ANNUAL REPORT

Motor Cycle Tires & Tubes



LORD GANESH TEMPLE AT LUDHIANA PLANT

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REGISTERED OFFICE

418, Creative Industrial Estate
72, N.M.Joshi Marg
Lower Parel
Mumbai-400011

WORKS

- a. V.P.O. Jugiana,
G.T.Road Ludhiana,
Punjab-141120
- b. Kanganwal Road,
V.P.O. Jugiana,
G.T.Road Ludhiana,
Punjab-141120

BOARD OF DIRECTORS

VINOD PODDAR
(Executive Chairman)

JITENDRA YADAV
(Independent Director w.e.f 27.12.2017)

SOURAV TAPASWI
(Independent Director w.e.f. 30.03.2018)

MAYURI KAPADIA
(Independent Director w.e.f 30.03.2018)

RAHUL PODDAR
(Managing Director upto 19.09.2017)

KUMUD MANSETA
(Independent Director upto 13.09.2017)

SANJIV RUNGTA
(Independent Director upto 23.12.2017)

SANDEEP JHUNJHUNWALA
(Independent Director upto 26.04.2018)

SAJJAN KUMAR BAWRI
(Chief Financial Officer upto 10.01.2018)

SURESH JOGANI
(Chief Executive Officer w.e.f. 30.05.2018)

KESHAV PUROHIT
(Company Secretary & Compliance Officer upto 29.12.2017)

AUDITORS

M/s. SONGIRA & ASSOCIATES
Chartered Accountants

BANKERS

CENTRAL BANK OF INDIA
STATE BANK OF INDIA
BANK OF BARODA
INDIAN OVERSEAS BANK

GOVIND RUBBER LIMITED

Regd. Office: 418, Creative Industrial Estate, 72, N.M.Joshi Marg, Lower Parel, Mumbai – 400 011
Corporate Identity Number (CIN): L25110MH1985PLC036320
Tel: 022-3008 3800-02. Fax: 022-2309 2296. Email id: info@grltires.com . Website: www.grltires.com

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Members of Govind Rubber Limited will be held on Saturday, the 29th September, 2018 at 11.00 a.m. at Damodar Hall, N. M. Joshi Vidhya Sankul, Dr. B. A. Road, Parel, Mumbai-400012 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on 31st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS:

2. To appoint Statutory Auditors of the Company and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby appoint M/s. J. Singh & Associates, Chartered Accountants, Mumbai, (Firm Registration Number 110266W), in the place of resigned auditor M/s. Songira & Associates, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be convened in the year 2023 on such remuneration as may be determined by the Board of Directors/Audit Committee in consultation with the Statutory Auditors.”

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

3. Regularization of Additional Director Mr. Jitendra Yadav:

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time in force) and regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jitendra Yadav (DIN: 00939861) who was appointed as an additional director of the Company with effect from December 27, 2017 by the Board of Directors and holds office up to the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 (“The Act”) and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to conclusion of 38th Annual General Meeting of the company for the calendar year 2023 and who is not liable to retire by rotation.”

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorised to file relevant forms with the Registrar of companies, Mumbai, and to do such other acts, deeds and

things as may be considered necessary in connection with the above appointment”

4. Regularization of Additional Director Mrs. Mayuri Kapadia:

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time in force) and regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Mayuri Kapadia (DIN: 08099526) who was appointed as an additional director of the Company with effect from March 30, 2018 by the Board of Directors and holds office up to the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 (“The Act”) and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to conclusion of 38th Annual General Meeting of the company for the calendar year 2023 and who is not liable to retire by rotation.”

RESOLVED FURTHER THAT Mr. Vinod Poddar, Chairman of the Company, be and is hereby authorised to file relevant forms with the Registrar of companies, Mumbai, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment”

5. Regularization of Additional Director Mr. Sourav Tapaswi:

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time in force) and regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sourav Tapaswi (DIN: 08099499) who was appointed as an additional director of the Company with effect from March 30, 2018 by the Board of Directors and holds office up to the date of this Annual General Meeting under Section 161 of the Companies Act, 2013 (“The Act”) and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to conclusion of 38th Annual General Meeting of the company for the calendar year 2023 and who is not liable to retire by rotation.”

RESOLVED FURTHER THAT Mr. Vinod Poddar, Chairman of the Company, be and is hereby authorised to file relevant forms with the Registrar of companies, Mumbai, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment”

Notice



6. Ratification of Remuneration payable to M/s. K G Goyal & Associates, Cost Accountants:

To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, M/s K G Goyal & Associates, Cost Accountants, (Firm Registration Number **00024**), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company, be paid a remuneration, for the Financial Year ending March 31, 2019, amounting to Rs. 35,000/- (Rupees Thirty Thousand only) plus GST as applicable and re-imbursalment of out of pocket expenses incurred by them in connection with the aforesaid audit.”

For and on behalf of the Board

VINOD PODDAR
Executive Chairman
DIN: 00182629

Place: Mumbai
Date: 3rd September, 2018

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.**
- The Register of Members and the Share Transfer books of the Company will remain closed from 26.09.2018 to 29.09.2018 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2018.
- Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to address their queries to the Compliance officer at the Registered Office of the Company, so as to reach him at least seven days before the date of Meeting.
- Members / Proxies attending the Meeting are requested to bring their Attendance Slip, sent herewith, duly filled in and also their copies of the Annual Report.
- In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- The Company's Shares are listed on BSE Ltd and applicable listing Fees have been paid up to date including Financial Year 2018-19.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
- The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company or Registrar.
- Details under SEBI Regulation 25 (LODR), Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is not furnished as no director is being appointed/reappointed at the Annual General Meeting
- Electronic copy of the Notice of the 33rd Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. The Members who have not registered their email address, so far are required to register their email address for receiving all communication including Annual Report, Notices circular etc, from the Company electronically. The physical copies of the Notice of the 33rd Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for financial year 2017-2018 will also be available on the Company's website www.grltires.com for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost.
- All documents referred to in the Notice will be available for inspection at the registered office of the Company during normal business hours on working days up to the date of AGM.
- Members are requested to kindly notify changes including email address, if any, in their address and write for all correspondence relating to share department; to the Company's Registrar & Transfer Agent, M/s. LINK INTIME INDIA PVT LTD.(Unit: Govind Rubber Limited) C-101, 247 Park, L.B.S.Marg, Vikhroli (W), Mumbai- 400 083.
Email: rnt.helpdesk@linkintime.co.in
- PROCEDURE FOR E-VOTING THROUGH ELECTRONIC MEANS**
 - In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI Regulation 44 (LODR), Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the

Notice



- Annual General Meeting (AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 26th September, 2018 at 9:00 am and ends on 28th September, 2018 at 5:00 pm. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22.09.2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use your existing password for casting the vote. If you have forgotten your password, you can reset your password by using "Forget User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free No.: 1800-222-990.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - Click on Shareholder - Login
 - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - Select "EVEN" of "Govind Rubber Limited".
 - Now you are ready for remote e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- Initial password is provided as below at the bottom of the Attendance Slip/Ballot Form for the AGM :
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22.09.2018.
- X. Any person, who acquires shares of the Company and becomes Member of the Company after 31.08.2018 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date i.e., may obtain the login ID and password by sending a request at or gnyanesh@linkintimeindia.com.
- XI. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Prabhat Maheshwari, Partner, GMJ & Associates, Company Secretaries (Membership No. 2405), has been appointed for as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the Meeting and there after unblock the votes cast through remote e-voting in the presence of at least two witnesses

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not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company grltires.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchanges where the shares of the Company are listed.

ANNEXURE TO NOTICE:

Statement pursuant to Section 102(1) of the Companies Act, 2013 for the Item Nos. 2 of the accompanying notice is as under:-

Item No.2:-

As per the provision of Section 139(8)(i) of the Companies Act, 2013 any casual vacancy in the office of an Auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor. The Board in their meeting held on 3rd September, 2018 had filled the casual vacancy by appointing M/s. J. Singh & Associates, Chartered Accountants, Mumbai caused by the resignation of M/s Songira & Associates. The said appointment of Statutory Auditors in casual vacancy arose due to the resignation of M/s Songira & Associates, Chartered Accountants shall also be approved by the Company at ensuing 33rd Annual General Meeting.

The Board recommended the ordinary resolution as set out at item No. 02 of the Notice for approval of Members.

None of the Directors or key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in any way concerned or interested in the above resolution.

Item No.3:-

Mr. Jitendra Yadav has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Jitendra Yadav fulfills the conditions specified in the Act and Rules framed there under for appointment as Independent Director and is independent of the management.

Mr. Jitendra Yadav is not disqualified from being appointed as Director in terms of Section 164 of the Act and given his consent to act as Director.

The Company has received notice in writing from a member U/s 160 of the Act proposing his candidature for the office of the Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Jitendra Yadav as an Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of Mr. Jitendra Yadav shall be open for inspection by the Members at the Registered office of the Company during normal business hours on any working day.

Brief resume and other details of Mr. Jitendra Yadav whose appointment is proposed is provided in the annexure to the Explanatory Statement attached herewith.

Mr. Jitendra Yadav is deemed to be interested in the resolutions set

out at Item No.3 of the notice with regard to his appointment.

The Board of Directors recommends the said resolutions for your approval.

Save & Except Mr. Jitendra Yadav, none of the other Directors or key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in any way concerned or interested in the above resolutions.

Item No.4:-

Mrs. Mayuri Kapadia has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mrs. Mayuri Kapadia fulfills the conditions specified in the Act and Rules framed there under for appointment as Independent Director and is independent of the management.

Mrs. Mayuri Kapadia is not disqualified from being appointed as Director in terms of Section 164 of the Act and given her consent to act as Director.

The Company has received notice in writing from a member U/s 160 of the Act proposing his candidature for the office of the Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Mayuri Kapadia as an Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of Mrs. Mayuri Kapadia shall be open for inspection by the Members at the registered office of the Company during normal business hours on any working day.

Brief resume and other details of Mrs. Mayuri Kapadia whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith.

Mrs. Mayuri Kapadia is deemed to be interested in the resolutions set out at Item No.3 of the notice with regard to her appointment.

The Board of Directors recommends the said resolutions for your approval.

Save & Except Mrs. Mayuri Kapadia, none of the other Directors or key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in any way concerned or interested in the above resolutions.

Item No.5:-

Mr. Sourav Tapaswi has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Sourav Tapaswi fulfills the conditions specified in the Act and Rules framed there under for appointment as Independent Director and is independent of the management.

Mr. Sourav Tapaswi is not disqualified from being appointed as Director in terms of Section 164 of the Act and given his consent to act as Director.

The Company has received notice in writing from a member U/s 160 of the Act proposing his candidature for the office of the Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sourav Tapaswi as an Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of Mr. Sourav Tapaswi shall be open for inspection by the Members at the registered office of the Company during normal business hours on any working day.

Brief resume and other details of Mr. Jitendra Yadav whose

Notice



appointment is proposed is provided in the annexure to the Explanatory Statement attached herewith.

Mr. Sourav Tapaswi is deemed to be interested in the resolutions set out at Item No.4 of the notice with regard to his appointment.

The Board of Directors recommends the said resolutions for your approval.

Save & Except Mr. Sourav Tapaswi, none of the other Directors or key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in any way concerned or interested in the above resolutions.

Item No.6:-

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the Audit of the cost records of the Company for the financial year ended 31st March' 2018.

In accordance with the provisions of section 148 of the Act read with the Company's (audit and auditors) Rules, 2015 the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No.6 of the Notice for ratification of the remuneration payable to the cost auditors for the

financial year ended 31st March' 2018.

None of the Directors / Key Managerial Personnel of the Company/ their relatives is, in any way concerned or interested, financially or otherwise in the resolution set out at item No.5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the Shareholders.

For and on behalf of the Board

VINOD PODDAR
Executive Chairman
DIN: 00182629

Place: Mumbai
Date: 3rd September, 2018

Please address all correspondence relating to this matter to:

M/S. LINK INTIME INDIA PRIVATE LIMITED.
Unit:-Govind Rubber Limited
C-101, 247 Park
LBS Marg, Vikhroli (W)
Mumbai – 400 083
Tel: 022-6772 0300/400
Fax: 022-2859 1568
E-mail: rnt.helpdesk@linkintime.co.in

LISTING REQUIREMENTS:

As required under SEBI Regulation 25 (LODR) Regulations, 2015, given below are the details of the Director(s) who are eligible for appointment (Resolution at Item No.2, 3 &):

Name of Director	Jitendra Yadav	Mayuri Kapadia	Sourav Tapaswi
Date of Birth	14.09.1976	23.04.1964	02.01.1978
Qualification(s)	B.Com	B.Com	B.com
Expertise/Experience	He is serving as director in companies which is manufacturing tyres producing machines and apparatus. He is having experience in machineries and technical specification of machineries.	Ms. Mayuri Kapadia is having good knowledge of commercial business and she has completed her graduation. Ms. Mayuri Kapadia is having good exposure in planning business strategy.	He is having good knowledge of commercial business and he has completed graduation.
Directorship in other Public Companies	<ul style="list-style-type: none">Trimec Machinery Manufacturing Company Pvt LtdAakash Poly-Rub Company Private Limited	NIL	NIL
Shareholding in the Company	NIL	NIL	NIL
Membership of committees of Board of other Companies.	NIL	NIL	NIL
Chairperson of committees of Board of other Companies	NIL	NIL	NIL

For and on behalf of the Board

Place: Mumbai
Date: 3rd September, 2018

Please address all correspondence relating to this matter to:

M/S. LINK INTIME INDIA PRIVATE LIMITED.
Unit:-Govind Rubber Limited
C-101, 247 Park
LBS Marg, Vikhroli (W)
Mumbai - 400083
Tel: 022-6772 0300/400
Fax: 022-2859 1568
E-mail: rnt.helpdesk@linkintime.co.in

VINOD PODDAR
Executive Chairman
DIN: 00182629

Directors' Report



DIRECTORS' REPORT

To
The Members,
Govind Rubber Limited

Your Directors have pleasure in presenting the 33rd Annual Report and Audited Financial Statements of the Company for the year ended 31st March, 2018.

FINANCIAL RESULTS/PERFORMANCE:

Particulars	Rs.In Lakhs	
	2017-18	2016-17
Sales and Operational Income (Gross)	10911	21618
Other Income	134	48
TOTAL INCOME	11045	21666
Net Profit/(Loss) before Dep. and Tax	(3418)	(941)
Depreciation	259	342
Profit before Tax	(3677)	(1283)
Tax Expenses	-	372
Profit/(Loss) after Tax	(3677)	(911)
Balance brought forward	(3877)	(2966)
Balance carried forward to Balance Sheet	(7555)	(3877)

REVIEW OF OPERATIONS:

Your Company has achieved a Gross Turnover and Operational Income of Rs. 10911 Lakhs as compared to Rs. 21,618 Lakhs in the previous year. The Net Loss before depreciation and tax is Rs. 3418 Lakhs as compared to Net Loss before depreciation and tax of Rs.941 Lakhs in the previous year. The Net Loss for the year stood at Rs.3677 Lakhs as compared to loss of Rs.911 Lakhs in the previous year.

Your Company is undertaking various efforts to increase the revenue and cost rationalization measures to improve bottom-line of the Company.

DIVIDEND AND RESERVES:

As the company has incurred losses for the current financial year, the Board of Directors does not recommend any payment of Dividend for the year under review.

During the year under review, no amount was transferred to General Reserve.

NATURE OF BUSINESS

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

SHARE CAPITAL:

The paid up equity share capital as at March 31, 2018 stood at Rs.21.84 Crores divided into 2,18,38,462 Equity shares, having face value of Rs. 10/- each fully paid up. During the year under review, the company has not issued shares with differential voting rights nor has granted any stock options or sweat equity shares. As on March, 31 2018 none of the Directors of the company hold instruments convertible into equity shares of the Company.

OUTLOOK:

Your Company is making all its efforts to turn the tide in our favour and come out of difficult financial situation. The concern relating to working capital shortfall and operational cost is being addressed by various techniques and methods to improve overall financial position of the company. The demand for standard product from overseas buyers is strong and which are always of good margin and due to shortfall in the working capital of the Company there is drastic decrease in domestic and export sales.

AUDITORS AND AUDITORS REPORT:

Pursuant to Section 139(2) of the Act and the rules made there under, the Members at their 32nd Annual General Meeting held on September 06, 2017 had appointed M/s Songira & Associates, Chartered Accountants (Firm Registration No. 128085W) as the statutory Auditors of the company for a term of Five years Starting from the conclusion of 32nd Annual General Meeting till the conclusion of 37th Annual General Meeting and M/s. Songira & Associates as Statutory Auditors of the Company.

On 3rd September, 2018 Board of Directors has appointed M/s. J. Singh & Associates as Statutory Auditors of the Company for a term of Five years starting from the conclusion of 33rd Annual General Meeting till the conclusion of 38th Annual General Meeting.

With respect to the aforesaid appointment, the Company has received a certificate from the Statutory Auditors to the effect that ratification of their appointment, if made, would be in accordance with the provisions of Section 141 of the Act.

The Statutory Auditors Report contains qualification with respect to consolidation of accounts of joint venture G. K. Co. Ltd. and Company has made various efforts to get financials of joint venture from the directors and officers of G. K. Co. Ltd. and due to non availability of data management was unable to reach at fair value of investment made in joint venture. Further Board was unable to find suitable candidate for appointment of director during the specified period.

COST AUDITORS:

As per the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2015 the Board of Directors of the Company has appointed M/s. K.G Goyal & Associates as Cost Auditors of the Company to conduct the cost Audit for the financial year 2018-2019.

SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s.GMJ & Associates, Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as Annexure-A. The Secretarial Report contains a qualification with respect to the Composition of the Board and Board was unable to find suitable candidate for appointment of director.

BOARD'S COMMENTS ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARKS IN THE AUDITORS REPORT:

The Secretarial Report contains a qualification with respect to the Composition of the Board.

CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS (MDA):

The Company adheres to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. The Company has implemented several best corporate Governance Practices.

The Corporate Governance and Management & Analysis Report, which form an integral part of this Report, are set out as separate Annexure B & C, together with the Certificate from the Practising Company Secretaries of the Company regarding compliance with the requirements of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015.

Directors' Report



JOINT VENTURE:

To mark its global presence and cater the different geographies, the Company has a Joint Venture – GK Company Limited, in South Korea. Due to unavailability of the financial statements of Joint Venture with G K Company Ltd. South Korea, the Company is unable to comment on the same; however non-inclusion will not have any material impact on financial statements of Company.

CONSOLIDATED FINANCIAL STATEMENT:

The Company has not prepared consolidated financial statements due to unavailability of the financial statements of its Joint Venture with GK Company Ltd. - South Korea, for the year under review. However this non-inclusion will not have any material impact on Financial Statements of the company.

INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY:

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial disclosures.

DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The directors had prepared the annual accounts on a going concern basis; and
- The directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149

The independent directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in subsection(6).

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9, as required under section 92 of the Companies Act, 2013, is included in this report as Annexure-D

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board made the following appointments/re-appointments based on the recommendations of the Nomination and

Remuneration committee:

The Board has appointed Mr. Jitendra Yadav as Additional Director (Independent) w.e.f. 27.12.2017 to hold the Office up to conclusion of the 33rd Annual General Meeting to be held on 29th September, 2018. The Board has appointed Mr. Suresh Jogani as Chief Executive Officer on 30.05.2018.

The Board has appointed Mr. Sourav Tapaswi and Mrs. Mayuri Kapadia as Additional Directors (Independent) w.e.f. 30.03.2018 to hold the Office up to conclusion of the 33rd Annual General Meeting to be held on 29th September, 2018.

Ms. Kumud Manseta, Independent Director has resigned from the company with effect from 13.09.2017, Mr. Rahul Poddar, Managing Director has resigned from the company with effect from 19.09.2017, Mr. Sanjiv Rungta, Independent Director has resigned from the company with effect from 23.12.2017. Mr. Keshav Purohit, Company Secretary and Mr. Sajjan Kumar Bawri, Chief Financial Officer, has resigned from their respective posts from 29.12.2017 and 10.01.2018 respectively. The Board places on record its appreciation for the services rendered by them during their tenure with the Company.

ANNUAL PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the performance evaluation of the Chairman was carried out by the Independent Directors in their separate meeting who also reviewed the performance of the Board as whole.

The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, Board Structure and Composition, effectiveness of Board process, information and functioning.

The Directors were evaluated on aspects such as attendance and contribution at Board / Committee Meetings and guidance / support to the management outside Board/Committee Meetings. In addition, the Chairman was also evaluated on Key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement of all Board Members.

Evaluation of Independent Directors was done by the entire Board.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The details of familiarization program are available on our website (www.grltires.com/investor-relation.html).

NUMBER OF MEETINGS OF THE BOARD:

During the year ended March, 31 2018, Six Board Meetings were held.

The Details of the number of Meetings of the Board held during the Financial Year 2017-18 forms part of the Corporate Governance Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of Regulation 22 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, includes an Ethics & Compliance Task Force comprising senior executives of the Company. The details of the Policy on Vigil Mechanism and Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of the Company.

NOMINATION AND REMUNERATION POLICY:

The Board of Directors has re-constituted the Nomination and Remuneration Committee on 27.12.2017. The Nomination and

Directors' Report



Remuneration committee has framed the Nomination and Remuneration Policy and broad parameters are mentioned in Corporate Governance Report section and also available on our website (www.grltires.com/investor-relation.html).

RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were at arm's length basis and were in the ordinary course of business and the audit committee granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed by the audit committee and the Board of Directors. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee and also before the Board for approval and details of related party transaction is given in Annexure - E.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

As per the provisions of section 135 of Companies Act, 2013 the company has constituted the Corporate Social Responsibility Committee (CSR).

The Corporate Social Responsibility (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The Annual report on CSR activities in accordance with the Companies (Corporate Social Responsibility policy) Rules, 2014 is set out as Annexure - H forming part of this Report.

COMPOSITION OF AUDIT COMMITTEE AND OTHER DISCLOSURES:

The Composition of the Audit Committee has been given in Corporate Governance Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

PARTICULARS OF EMPLOYEES:

Particular of remuneration paid to the employees as required pursuant to Section 197 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are furnished in Annexure - G.

INDIAN ACCOUNTING STANDARDS (IND AS)

The company has adopted Indian Accounting Standards (Ind As) with effect from 1st April, 2017 pursuant to Ministry of Corporate affairs notification of the Companies (Indian Accounting Standards) Rules, 2015.

DEPOSITORY SERVICES:

The Company's Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and also the Central Depository Services (India) Limited (CDSL). As a result the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories. The Company has been allotted ISIN No. INE011C01015. Shareholders therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

CODE OF CONDUCT:

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors, Senior Management Personnel and Employees of the Company. This will help in dealing with ethical issues and also foster a culture of accountability and integrity. The Code has been posted on the Company's website www.grltires.com. All the Board Members and Senior Management Personnel have confirmed compliance with the Code.

PUBLIC DEPOSIT:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and there was no outstanding deposit as on 31st March, 2018.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on company's operations in future.

INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has constituted an Internal Complaint Committee under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, no complaint was made before the Committee.

ENVIRONMENT AND SAFETY:

The Company is aware of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances, environmental regulations and preservation of natural resources at the Plant.

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

Information in terms of requirement of clause (m) of Sub-Section (3) of Section 134 of the Companies Act, 2013 regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo, read along with the Companies (Accounts) Rules, 1988 is given in Annexure-F of the report

LISTING:

The Securities of the Company is listed on the Bombay Stock Exchange, Mumbai.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to place on record their warm appreciation and acknowledge with gratitude the assistance, co-operation and support extended to your Company by bankers, clients, employees as well as the investing community and look forward to their continued support.

For and on Behalf of the Board of Directors

Jitendra Yadav
Director
(DIN 00939861)

Vinod Poddar
Executive Chairman
(DIN 00182629)

Place: Mumbai
Date: 3rd September, 2018

**ANNEXURE - A TO DIRECTORS' REPORT
FORM NO. MR - 3**

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018

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

**To,
The Members,
Govind Rubber Limited**
418, Creative Industrial Estate,
72, N.M. Joshi Marg, Lower Parel,
Mumbai - 400 011.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Govind Rubber 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, 2018 complied with the statutory provisions of the applicable Acts 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, 2018 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Companies Amendment Act, 2017 (to the extent notified);
- iii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iv. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- v. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment.
- vi. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act");
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable during the period of audit)
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- f. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable during the period of audit)
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- vii. We report that the Company operates in manufacturing of auto tires and rubber Products and apart from Labour Laws and Environment, Pollution and safety related compliances no specific Acts were applicable to the Company.

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

- i. Secretarial Standards with respect to Board and General Meetings (SS-1 and SS-2) specified by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company BSE Limited read with The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except for the following:

1. As per Section 149(1) of the Companies Act, 2013, every Public Company shall have 3 Directors. However from 23.12.2017 to 26.12.2017 the Company had only 2 Directors.
2. The Board of Directors of the Company was not duly constituted with respect to proper balance of Executive Directors, Non-Executive Directors and Independent Directors from 23.12.2017 until 26.12.2017.
3. As per Section 129(3) of the Companies Act, 2013, the Company is required to prepare Consolidated Financial Statements if Company has one or more subsidiaries / associate / joint venture. The Company has one Joint Venture G K Co. Ltd. However, the Company has not prepared Consolidated Financial Statements for the year ended 31st March, 2017 and 31st March, 2018.
4. As per Section 149(3) of the Companies Act, 2013 and Rule 3 of The Companies (Appointment and Qualification of Directors) Rules, 2014, the Company is required to appoint a women Director on the Board in case of any intermittent

vacancy at the earliest but not later than immediate next Board meeting or three months from the date of such vacancy whichever is later. However the Company has appointed a woman Director on 30th March, 2018 which is more than 3 months from the date of vacancy i.e. 13th September, 2017.

5. As per Regulation 19(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Nomination and Remuneration Committee shall comprise of at least 3 Directors. However for the Quarter ended 30th September, 2017, the committee comprised of only 2 Directors after the resignation of Mrs. Kumud Manseta.
6. The Chief Financial Officer of the Company resigned w.e.f. 10.01.2018 and the Company Secretary cum Compliance Officer of the Company resigned w.e.f. 29.12.2017. The Company is under the process of appointing a Chief Financial Officer and a qualified Company Secretary cum Compliance Officer.

We further report that:

The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors from 23.12.2018 until 26.12.2018..

Adequate notice is given to all Directors to schedule the Board Meetings, Board Committee Meetings, agenda and detailed notes on agenda were sent well 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 decisions are carried out unanimously at Board Meetings and Committee Meetings and recorded in the minutes of the meeting of

the Board of Directors or Committees of the Board, as the case may be.

We further report that based on the information provided and the representation made by the Chief Financial Officer / Company Secretary and taken on record by the Board of Directors of the Company, in our opinion, 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.

As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

For **GMJ & ASSOCIATES**
Company Secretaries

[CS PRABHAT MAHESHWARI]
PARTNER
FCS No.: 2405
COP No. : 1432

PLACE: MUMBAI
DATE: 30th MAY,2018

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report.

ANNEXURE I

To,
The Members,
Govind Rubber Limited
418, Creative Industrial Estate,
72, N.M.Joshi Marg, Lower Parel,
Mumbai - 400 011.

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

1. Maintenance of secretarial records is the responsibility of 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 records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.

4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **GMJ & ASSOCIATES**
Company Secretaries

[CS PRABHAT MAHESHWARI]
PARTNER
FCS No.: 2405
COP No. : 1432

PLACE: MUMBAI
DATE: 30th MAY,2018

ANNEXURE-B TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE

I. Company's Philosophy on Code of Corporate Governance

Govind Rubber is committed to executing sustainable business practices and creating long term value for all stakeholders. To achieve this objective, the company remains firm in its value system that incorporates integrity, transparency and fairness across all its business activities.

The Company continues to focus on its commitment towards the development of the community where it operates. Company's value systems are based on the foundation of fair and ethical practices in all its dealings with stakeholders including customers, vendors, contractors, suppliers and all other who are part of the company's business value chain.

Towards this end, all Directors and senior management are committed to the Company's code of conduct, the compliance to which is periodically reviewed.

II. Board of Directors

a) Composition of Board :

There have been Four Directors on the Board of the Company. The Company has a Executive Chairman and three Non-Executive Independent Directors. The Independent Directors are professionals, drawn from amongst persons with experience in business & industry, finance and law. The composition of the Board of Directors is in conformity with the requirement of Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. During the year under review Board of Directors of the Company was not duly constituted in compliance with Regulation 17 of SEBI (LODR), 2017 from 13th September, 2017, since the resignation of Ms. Kumud Manseta, Women Independent Director, upto 29th March, 2018 when Mrs. Mayuri Kapadia was Appointed.

b) Independent Directors :

The Non-Executive Independent Directors fulfill the conditions of Independence specified in Section 149(6) of the Companies Act, 2013 and Rules made there under and requirements SEBI (LODR) Regulations, 2015. A formal letter of appointment to Independent Directors as provided in the Companies Act, 2013 has been issued. The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. One Meeting of Independent Directors was held on 12.02.2018 during the year under review.

Number of Board Meetings:

There have been six Board Meetings held during the year as follows-

30th May' 2017, 14th September' 2017, 27th September, 2017, 14th December, 2017, 27th December, 2017 & 12th February' 2018.

c) Composition of Board of Directors, attendance record and Directorship held :

The Composition and category of Directors and attendance at the Board Meetings during the year and at the last Annual General Meeting, as also the number of outside Directorships and Committee Memberships/ Chairmanships in public Companies is given below.

Sr. No.	Name of Directors	Category	Attendance		Directorship in other Public Companies*	Committee positions	
			Board Meeting	Last AGM		Chairman	Member
1	Vinod M. Poddar	Executive Chairman	6	Yes	1	1	1
2	Rahul V. Poddar	Managing Director	2	Yes	-	-	-
3	Sandeep Jhunjhunwala	Non-Executive Independent Director	6	Yes	5	2	2
4	Sanjiv Rungta	Non-Executive Independent Director	4	No	3	-	-
5	Kumud Manseta	Non-Executive Independent Director	1	No	-	-	-
6	Jitendra Yadav	Non-Executive Additional Independent Director	1	No	-	1	2
7	Mayuri Kapadia	Non-Executive Additional Independent Director	0	No	-	-	-
8	Sourav Tapaswi	Non-Executive Additional Independent Director	0	No	-	-	-

* The Directorship held by Directors as mentioned above, do not include Alternate Directorships and Directorships in foreign companies, companies registered under section 25 of the Companies Act, 1956/section 8 of the Companies Act, 2013 and private limited Companies.

** Memberships/ Chairmanships of only Audit Committee and Stakeholders Relationship Committee in all public limited companies have been considered.

Notes:

- I. Ms. Kumud Manseta (DIN 07498385) resigned from the Board w.e.f. 13.09.2017.
- II. Mr. Rahul Poddar (DIN 02232117) resigned from the Board w.e.f. 19.09.2017.
- III. Mr. Sanjiv Rungta (DIN 00381643) resigned from the Board w.e.f. 23.12.2017.

- IV. Mr. Sandeep Jhunjunwala (DIN 00214387) resigned from the Board w.e.f. 26.04.2018.
- V. Mr. Jitendra Yadav (DIN 00939861) was inducted in the Board of Directors of the Company w.e.f. 27.12.2017.
- VI. Mrs. Mayuri Kapadia (DIN:08099526) was inducted in the Board of Directors of the company w.e.f. 30.03.2018.
- VII. Mr. Sourav Tapaswi (DIN:08099499) was inducted in the Board of Directors of the company w.e.f. 30.03.2018.

d) Familiarization Program for Independent Directors:

At the time of appointing a Director, a formal letter of appointment is being given to the Director, which inter alia explains the role, function, duties and responsibilities expected from him/her as a Director. The Directors are also explained in detail the Compliance required from them under the Companies Act, 2013, Regulation 25 of the SEBI (LODR) Regulations, 2015 and other relevant regulations and affirmations taken with respect to the same. The Chairman has one to one discussion with the newly appointed Directors to familiarize them with the Company's operations. Independent Directors have free and independent access to the Company's officials and records, so that they can form independent opinion about the state of affairs of the company. The details of familiarization program are also available on our website (www.grltires.com/investor-relation.html).

e) Disclosure of relationships between directors inter-se:

Name of Directors	Relationship between Director's inter-se
Mr. Vinod Poddar	None
Mr. Jitendra Yadav	None
Mrs. Mayuri Kapadia	None
Mr. Sourav Tapaswi	None

III. Audit Committee

- a) The Audit Committee has been constituted by the Board in accordance with the terms of Section 177 of the Companies Act, 2013 & Regulation 18 of SEBI (LODR) Regulations, 2015 of SEBI.

The terms of reference of the Audit Committee are broadly as under;

All items as prescribed under the terms of reference of the Audit Committee under Regulation 18 of SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013 have been adopted by the Company.

- b) Composition, Name of Members and Chairman:-

The Audit Committee consists of three Directors as follows;

- I. Mr. Jitendra Yadav (Chairman),
- II. Mr. Sandeep Jhunjunwala
- III. Mr. Vinod Poddar

The Chairman of the Audit Committee is a Non- Executive Independent Director and majority of the members of the Audit Committee are Independent Directors and are highly knowledgeable in the Corporate Finance, Accounting, and

business matters. The Statutory Auditors are invited at the Audit Committee Meetings.

The Audit Committee met four times during the year i.e. on 30th May, 2017, 14th September, 2017, 14th December, 2017 and 12th February, 2018.

The attendance of each Audit Committee Member is as under:-

Sr. No.	Name of Director	Designation	No. of Meetings entitled to attend	No. of Meetings Attended
1.	Jitendra Yadav	Chairman	1	1
2.	Sanjiv Rungta	Member	3	3
3.	Sandeep Jhunjunwala	Member	4	4
4.	Kumud Manseta	Member	1	1
5.	Vinod Poddar	Member	1	1

- i. Mr. Jitendra Yadav (DIN 00939861) was inducted as Chairman of Audit Committee w.e.f. 27.12.2017.
- ii. Mr. Vinod Poddar (DIN 00182629) was inducted as Member of Audit Committee w.e.f. 27.12.2017.
- iii. Ms. Kumud Manseta (DIN 07498385) resigned from the Board of Directors of the Company w.e.f. 13.09.2017.
- iv. Mr. Sanjiv Rungta (DIN 00381643) resigned from the Board of Directors of the Company w.e.f. 23.12.2017.

IV. Joint Venture

The Company has a Joint Venture in South Korea. The Company has not prepared consolidated financial statements due to unavailability of the financial statements of its Joint Venture with GK Company Ltd. – South Korea, for the year under review. However this non-inclusion will not have any material impact on Financial Statements of the company.

V. Nomination & Remuneration Committee

The policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive/ non-executive) and also the criteria for determining the remuneration of the directors, key managerial personnel and other employees.

In pursuant to the provisions of Section 178 of the Companies Act, 2013, the Company has not constituted a Nomination & Remuneration Committee of Directors since 14th September, 2017. The terms of reference of the Committee are in line with Regulation 19 of SEBI (LODR) Regulations, 2015 and broadly the terms of reference are to appraise the performance of Managing/ Executive/ Whole time Directors, determine and recommend to the Board, compensation payable to them, details of which are included in this report.

Further detailed policy on remuneration of Directors, key managerial personnel & senior employees is available on our website. (www.grltires.com/investor-relation.html).

Whenever, there is any deviation from the Policy, the justification /reasons will be indicated / disclosed adequately.

The Company pays remuneration to its Chairman by way of Salary, perquisites and allowances. Salary is paid within the range as approved by the Shareholders and as per Schedule

V to the Companies Act, 2013. The Board approves all the revisions in salary, perquisites and allowances subject to the overall ceiling prescribed by Section 197 and 198 of the Companies Act, 2013. Non-Executive directors are paid only sitting fees for attending Board and Committee Meetings.

Composition, names of Members and attendance during the year.

The Committee consists of two Independent Directors.

The composition of the Nomination & Remuneration Committee and the details of Meetings held and attended by the Members of the Nomination & Remuneration Committee are given below:

Sr. No.	Name of Director	Designation	No. of Meetings entitled to attend	No. of Meetings Attended
1.	Sandeep Jhunjhunwala	Chairman	02	02
2.	Sanjiv Rungta	Member	01	01

i. Mr. Sanjiv Rungta has been inducted in the Nomination & Remuneration Committee w.e.f. 14.09.2017.

The Nomination & Remuneration Committee met one time during the year 2017-18 i.e. on 27th December, 2017.

Remuneration paid to the Directors during the year 2017-2018

Sr. No.	Name of Director	Sitting Fees (Rs.)	Salary & Perquisites (Rs.)	Commission	Total (Rs.)
01	Vinod Poddar	--	49.36	--	49.36
02	Rahul Poddar	--	40.26	-	40.26
03	Sandeep Jhunjhunwala	0.23	--	--	0.23
04	Sanjiv Rungta	0.17	--	--	0.17
05	Kumud Manseta	0.05	--	--	0.05
06	Jitendra Yadav	0.10	--	--	0.10
07	Mayuri Kapadia	0.05	--	--	0.05
08	Sourav Tapaswi	0.05	--	--	0.05

The Company does not have any stock option plans and hence such instrument does not form part of the remuneration package payable to any Executive Director and / or Non-Executive Director.

Pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company

The independent Directors do not have any material pecuniary relationship or transactions with the Company, its Directors and its senior management personnel which may affect their independence, except for the Sitting fees, drawn for attending the meetings of the Board and Committee(s) thereof.

Performance evaluation criteria for independent directors:

In addition to the parameters laid down for Directors, which shall be common for evaluation to both Independent and Non-executive directors, an Independent director shall also be evaluated on the following parameters:

- Exercise of objective independent judgment in the best interest of Company;

- Ability to contribute to and monitor corporate governance practice;
- Adherence to the code of conduct for independent directors.

Shareholding of Non-Executive Director

Non – Executive Directors does not hold any shares in the Company.

VI. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee has been constituted to strengthen the investor relations and to inter-alia, resolve the grievances of security holders pertaining to transfer of shares, non- receipt of declared dividends, non-receipt of Annual Report, issues concerning dematerialization etc.

Composition of Committee:

In pursuant to the provisions of Section 178 (5) of the Companies Act, 2013, the Stakeholders' Relationship Committee has been formed by the Company. At present there have been two Directors in the Committee.

The Stakeholders' Relationship Committee met four times in the year i.e. 30th May' 2017, 14th September' 2017, 14th December' 2017 & 12th February' 2018.

The Stakeholders' Relationship Committee met four times in the year i.e. 30th May' 2017, 14th September' 2017, 14th December' 2017 & 12th February' 2018.

Sr. No.	Name of Director	Designation	No. of Meetings entitled to attend	No. of Meetings Attended
01	Sandeep Jhunjhunwala	Chairman	04	04
02	Sanjiv Rungta	Member	03	03
03	Kumud Manseta	Member	01	01
04	Jitendra Yadav	Member	01	01

- Mr. Sanjiv Rungta has been inducted in the Committee w.e.f. 14.09.2017.
- Ms. Kumud Manseta was replaced by the Board from the committee w.e.f. 14.09.2017
- Mr. Jitendra Yadav has been inducted in the Committee w.e.f. 27.12.2017

During the year under review Company has not received any complaints from shareholders.

VII. Corporate Social Responsibility Committee

Corporate Social Responsibility provisions are not applicable to the Company due to unavailability of profits so there was no meeting of the CSR Committee conducted during the year.

Composition of Committee:

Sr. No	Name of Member	Designation
01	Vinod Poddar	Chairman
02	Sandeep Jhunjhunwala	Member
03	Jitendra Yadav	Member

The Committee's constitution and terms of reference meet with the requirement of the Companies Act, 2013.

VIII. General Body Meetings

Locations and time where last three Annual General Meetings of the Company were held:

Financial Year	Location	Date & Time
2016-2017	Damodar Hall, N. M. Joshi Vidhya Sankul, Parel, Mumbai 400012	06.09.2017 at 11.00 am
2015-2016	Nehru Centre, Hall of Harmony Worli, Mumbai-400 018	12.09.2016 at 11.00 A.M.
2014-2015	Nehru Centre, Hall of Harmony Worli, Mumbai-400 018	15.09.2015 at 11.00 A.M.

Whether any special resolutions passed in the previous three AGMs- Yes details of which are given hereunder:-

Date	Matter
06.09.2017	<ul style="list-style-type: none"> No Special Resolution
12.09.2016	<ul style="list-style-type: none"> No Special Resolution
15.09.2015	<ul style="list-style-type: none"> Appointment of Executive Chairman. Appointment of Vice Chairman & Managing Director. Appointment of Whole-Time Director Creation of Charge 180(1) (a) Adoption of new set of Articles of Association

Whether any resolution was proposed to be conducted through postal ballot – No.

IX. Disclosure

- a) **Related Party Transaction:** There were no transactions of material nature other than reported under "Related Party Disclosures" that have been entered into by the Company with the Promoters, Directors, their relatives and the management and in any Company in which they are interested, that may have potential conflict with the interest of the Company.
- b) **Disclosure of Accounting Treatment:** All accounting standards mandatorily required have been followed in preparation of financial statements and no deviation has been made in following the same.
- c) **Risk Management:** Business risk evaluation and management is an ongoing process within the Company.
- d) **Details of non-compliances, penalties etc. Imposed on the Company by SEBI or Stock Exchange or any other statutory authority on any matter related to capital market, during the last three years:** The Company has complied with the requirements of the Stock Exchange, SEBI, and other Statutory Authorities on all matters relating to Capital Markets during the last three years except there was non-compliance with the Regulation 17 of SEBI (LODR) Regulation, 2015 since the resignation of Women Independent Director from 13.09.2017 and Section 203 (Appointment of Key Managerial Person) is also not complied since the resignations of Mr. Keshav Purohit, Company Secretary w.e.f 29.12.2017 and Mr. Sajjan Kumar Bawri,

Chief Financial Officer w.e.f. 10.01.2018.

- e) **Vigil Mechanism /Whistle Blower Policy:** - Pursuant to Section 177 (9) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, the Company has adopted a Vigil Mechanism/Whistle Blower Policy. The Company believes in professionalism, transparency, integrity and ethical behavior and had thus established a 'Whistle Blower Policy' to facilitate employees to report concerns of any unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. No employee of the company has been denied access to the Audit Committee of the Board of Directors.

- f) **Web link where policy for determining 'material subsidiaries is disclosed**

<http://www.grltires.com/investor-relation.html>

- g) **Web link where policy on dealing with related party transactions:**

<http://www.grltires.com/investor-relation.html>

- h) **Details of compliance with Mandatory Requirement and adoption of Non Mandatory Requirement of this Clause:-**

The Company has complied with all mandatory requirements of SEBI (LODR) Regulations, 2015 with the Stock Exchange and has implemented the following non mandatory requirements:

- The Board:** Company has regular chairman who preside over the Board Meetings.
- Shareholders Rights:** Presently the company is not sending half yearly communication.
- Audit Qualification:** It is always the company's endeavor to present unqualified financial statements. There are no audit qualifications in the company's financial statement for the year under review.
- Separate posts of Chairman and CEO:** The Company has separate post of Chairman and no CEO is been appointed.
- Reporting of Internal Auditor:** The Internal Auditor is directly reporting to Audit Committee.

X. Disclosure regarding appointment/reappointment of Directors

Mr. Jitendra Yadav, (DIN: 00939861) Independent Director, was appointed as an Independent Director on 27.12.2017, the same needs to regularized at ensuing Annual General Meeting.

Mrs. Mayuri Kapadia, (DIN: 08099526) Independent Director, was appointed as an Independent Director on 30.03.2018, the same needs to regularized at ensuing Annual General Meeting.

Mr. Sourav Tapaswi, (DIN: 08099499) Independent Director, was appointed as an Independent Director on 30.03.2018, the same needs to regularized at ensuing Annual General Meeting.

XI. Disclosure regarding unpaid/ unclaimed dividend

There has been no unclaimed dividend to be transferred to Central Government.

XII. Means of Communications

Quarterly, half yearly results and annual audited financial results are published in Free Press Journal & Nav-Shakti (Vernacular). All these results are promptly submitted to the Stock Exchange and uploaded on Company's website at www.grltires.com.

No Presentations to any institutional investors or analysts has been made during the Financial Year ended 31st March, 2018.

XIII. General Shareholders Information's**A. Annual General Meeting:**

- Date : 29th September, 2018
- Time : 11.00 a.m.
- Venue : Damodar Natyagrah, N. M. Joshi Vidhya Sankul, Dr. B. A. Rd., Parel, Mumbai - 400012.

B. Financial Results (Tentative)

- 1st Quarter : 2nd Week of Sep, '18
- 2nd Quarter : 2nd Week of Nov, '18
- 3rd Quarter : 2nd Week of Jan, '19
- Audited Yearly Results : 4th Week of May, '19

C. Financial Calendar' 2018-19 : April, '18 to March, '19

D. Date of Dividend Payment : NA

E. Book Closure Date : 26th September 2018 to 29th September 2018

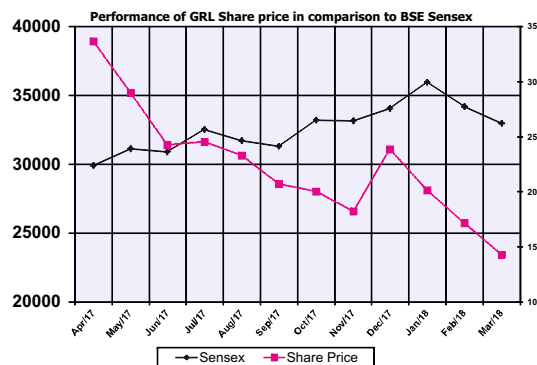
F. Listing on Stock Exchange : BSE, Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.

G. Annual Listing Fees has been paid to the Stock Exchange up to 31.03.2019.

H. Stock Code : 509148 **ISIN for NSDL & CDSL** : INE011C01015

I. STOCK PRICE DATA FOR THE YEAR 2017-2018 AT BOMBAY STOCK EXCHANGE, MUMBAI [AS TAKEN FROM BSE SITE]

Month	(Rupees)			BSE SENSEX		
	High	Low	Close	High	Low	Close
April	40.20	33.35	33.65	30184.22	29241.48	29918.40
May	37.9	28.35	29.00	31255.28	29804.12	31145.80
June	29.40	23.50	24.25	31522.87	30680.66	30921.61
July	27.40	24.00	24.55	32672.66	31017.11	32514.94
August	26.45	20.50	23.30	32686.48	31128.02	31730.49
September	24.80	18.85	20.70	32524.11	31081.83	31283.72
October	21.50	17.10	20.00	33340.17	31440.48	33213.13
November	21.40	18.10	18.20	33865.95	32683.59	33149.35
December	25.45	18.00	23.85	34137.97	32565.16	34056.83
January	28.00	20.00	20.15	36443.98	33703.37	35965.02
February	21.65	16.80	17.15	36256.83	33482.81	34184.04
March	17.40	13.75	14.25	34278.63	32483.84	32968.68

Performance in comparison to broad-based indices:**J. In case the securities are suspended from trading, reason thereof:**

The securities of the Company have not been suspended from trading.

K. Share Transfer System

The Company's shares are traded compulsorily in Demat segment in the BSE Stock Exchange, Mumbai. Shares in physical segment which are lodged for transfer are processed by our Registrar and returned to the Shareholders within stipulated time period.

L. Registrar & Transfer Agent

Link Intime India Pvt.Ltd.
C-101, 247 Park,
L.B.S.Marg, Vikhroli (W),
Mumbai- 400 083
Tel: - +91 22 49186000, Fax:- +91 22 49186060
Email: - rnt.helpdest@linkintime.co.in
Bonds.helpdest@linkintime.co.in

M. Distribution of Shareholding as on 31.03.2018

Range of holding	No. of Shareholders	% of total Shareholders	No. of Shares held	% of total Shares
1 to 500	7502	71.99	1574164	7.21
501 to 1000	1328	12.74	1152492	5.28
1001 to 2000	699	6.71	1128950	5.17
2001 to 3000	269	2.58	690114	3.16
3001 to 4000	126	1.21	462018	2.12
4001 to 5000	143	1.37	686932	3.14
5001 to 10000	202	1.94	1487130	6.81
10001 & above	152	1.46	14656662	67.11
Total	10421	100.00	21838462	100.00

N. Dematerialization of Shares

The Company's shares are compulsorily traded in dematerialized form. 97.34% shares have been dematerialized as on 31st March, 2018.

O. Outstanding GDRs/ADRs/Warrants/Convertible Instruments and their impact on equity:

Your Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments as on 31st March, 2018.

P. Commodity price risk or foreign exchange risk and hedging activities:

Not applicable.

Q. Plants Location

- a) Village & P.O. Jugiana - Pin 141 120 Dist: Ludhiana
- b) Kanganwal – Pin 141 120, Dist.: Ludhiana

R. Address for Correspondence : (for shareholders)

Link Intime India Pvt.Ltd.
C-101, 247 Park
L.B.S.Marg, Vikhroli (W)
Mumbai- 400 083
Tel:- +91 22 49186000, Fax:- +91 22 49186060
Email:- rnt.helpdest@linkintime.co.in
Bonds.helpdest@linkintime.co.in

XIV. Code of Conduct

The Company has adopted a Code of Conduct for the Directors, Senior Management Personnel and Employees of the Company. The members of the Board and Senior Management of the Company have submitted their affirmation on compliance with the code for the effective period. The Declaration by the Managing Director to that

effect forms part of this Report.

XV. Management Discussions & Analysis

Management Discussion and Analysis Report is given in a separate section forming part of the Directors' Report in this Annual Report.

XVI. Steps for Prevention of Insider Trading

In compliance of the SEBI (Prohibition of Insider Trading Regulations 2015, the Company has issued comprehensive guidelines advising and cautioning management staff and other relevant business associates on the procedure to be followed while dealing in equity shares of the Company, and disclosure requirements in this regard. Further, in compliance with the requirements of the Regulation 8 & Regulation 9 of the amended SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI Circular dated May 11, 2015; the Board of Directors at its meeting held on May 15, 2015 formulated and adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct to regulate, monitor and report trading by its employees and other connected persons. These are being uploaded on the official website of the Company.

To
The Board of Directors
Govind Rubber Limited
Mumbai- 400 011

I hereby confirm that the Company has in respect of the year ended 31st March, 2018, received from its Board Members as well as Senior Management Personnel affirmation as to compliance with the code of conduct.

Vinod Poddar
Executive Chairman

Place: Mumbai
Date: 3rd September, 2018

ANNEXURE-C TO THE DIRECTOR'S REPORT**MANAGEMENT DISCUSSION AND ANALYSIS****INDUSTRY STRUCTURE AND DEVELOPMENTS:**

The company is engaged in manufacture of bicycle & auto tires and tubes.

OVERALL REVIEW:

Company is committed to be an effective low cost source of supply, while maintaining the required quality of the product. Over a period of time we have identified new opportunities and developed our product line by leveraging technology, so that we can customize our products to meet the unique needs of our customers.

INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:

The Company is following a proper and adequate system of internal controls in respect of all its activities including safeguarding and protecting its assets against loss from unauthorized use or disposition. Further all transaction entered into by the company are fully authorized, recorded and reported correctly.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Your Company has achieved a Gross Turnover and Operational Income of Rs. 10911 lakhs as compared to Rs. 21618 lakhs in the previous year. The net loss before depreciation & tax is Rs. 3418

lakhs as compared to Rs. 941 lakhs in the previous year. The net loss for the year stood at Rs. 3677 lakhs as compared to Rs. 911 lakhs in the previous year.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT:

The relationship with the staff & workers with all levels remained cordial during the year.

CAUTIONARY STATEMENT:

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

ANNEXURE-D TO THE DIRECTOR'S REPORT**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2018

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

I. REGISTRATION & OTHER DETAILS:

CIN	L25110MH1985PLC036320
Registration Date	23.05.1985
Name of the Company	GOVIND RUBBER LIMITED
Category/Sub-category of the Company	Public Company/ Limited by shares
Address of the Registered office & contact details	418, Creative Industrial Estate, 72, N.M. Joshi Marg, Lower Parel, Mumbai – 400011. Tel No. 022 23095641
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any	Link Intime India Private Limited C-101, 247 Park, L.B.S Marg, Vikhroli (West) Mumbai – 400083. Tel No: +912249186270 Fax: +912249186060

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Cycle Tyres & Tubes and Auto Tyres & Tubes	22112	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	Name and address of the company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	G K Co. Ltd 497-43, Angok-ro , Hanlim- myeon, Kimhae-si, Kyeongnam, Korea	NA	Joint Venture	50	2 (6)

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

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
(1) Indian									
a) Individual/ HUF	11709495	0	11709495	53.62	10679655	0	10679655	48.90	-4.76
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	11709495	0	11709495	53.62	10679655	0	10679655	0	-4.76
B. Public Shareholding									
1. Institutions									
a) Mutual Funds/UTI	0	9400	9400	0.04	0	9400	9400	0.04	0
b) Banks / FI	500	50	550	0.00	500	50	550	0.00	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	500	9450	9950	0.04	500	9450	9950	0.04	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	830855	0	830855	3.80	828372	0	828372	3.79	-0.01
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4465036	476301	4941337	22.62	5786391	470601	6256992	28.65	6.02
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2467788	0	2467788	11.30	2597242	0	2597242	11.89	0.59
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	92154	700	92854	0.42	102824	700	103524	0.46	0.05
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	95238	95238	0.44	0	95238	95238	0.44	0
Clearing Members	1120250	0	1120250	5.12	448488	0	448488	2.05	-3.08
Trusts	0	0	0	0	5000	0	5000	0.02	0.02
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Hindu Undivided Family	570695	0	570695	2.61	814001	0	814001	3.73	1.11
Sub-total (B)(2):-	9546778	572239	10119017	46.33	10582318	566539	11148857	51.05	4.71
Total Public Shareholding (B)=(B)(1)+ (B)(2)	9547278	581689	10128967	46.38	10582818	575989	11158807	51.09	4.71
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	21256774	581689	21838463	100.00	21262474	575989	21838463	100.00	0.00

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year - 2017			Shareholding at the end of the year - 2018			% change in shareholding 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	
1	Vinod Kumar M Poddar	1510040	6.92	6.92	1510040	6.92	6.92	0.00
2	Rahul V Poddar	2972390	13.61	0.68	2972390	13.61	0.68	0.00
3	Vinod Kumar Poddar HUF	31000	0.14	0.00	31000	0.14	0.00	0.00
4	Sunitadevi Vinodkumar Poddar	7193815	32.94	31.32	6163975	28.22	13.00	-4.71
5	Mahabirprasad Arvindkumar HUF	1200	0.01	0.00	1200	0.01	0.00	0.00
6	Rishita Vinodkumar Poddar	1050	0.00	0	1050	0.00	0	0.00
	Total	11709495	53.62	38.92	10679655	48.90	20.61	-4.71

C) Change in Promoters' Shareholding:

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	% of total shares of the company	Date of transaction	No. of shares	No. of shares held	% of total shares of the company
1	SUNITADEVI VINODKUMAR PODDAR Transfer Transfer AT THE END OF THE YEAR	7192765	32.9362	08 Sep 2017 26 Jan 2018	(4000000) 2970160	7192765 3192765 6162925 6162925	32.9362 14.6199 28.2205 28.2205
2	RAHUL V PODDAR AT THE END OF THE YEAR	2972390	13.6108			2972390 2972390	13.6108 13.6108
3	VINOD KUMAR M PODDAR AT THE END OF THE YEAR	1510040	6.9146			1510040 1510040	6.9146 6.9146
4	VINOD KUMAR PODDAR AT THE END OF THE YEAR	31000	0.1420			31000 31000	0.1420 0.1420
5	MAHABIRPRASAD ARVINDKUMAR HUF AT THE END OF THE YEAR	1200	0.0055			1200 1200	0.0055 0.0055
6	RISHITA VINODKUMAR PODDAR AT THE END OF THE YEAR	1050	0.0048			1050 1050	0.0048 0.0048
7	SUNITADEVI VINODKUMAR PODDAR AT THE END OF THE YEAR	0	0.0000			0 0	0.0000 0.0000

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr No.	For Each of the Top 10	Shareholding at the beginning of the year - 2017		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	% of total shares of the company	No. of shares held	% of total shares of the company
1	SUPRIYA KHANNA	169012	0.77	159012	0.73
2	BRIJWASI SECURITIES PRIVATE LIMITED	140000	0.64	155000	0.71
3	GUINNESS SECURITIES LIMITED	159178	0.73	154011	0.71
4	BHUMIKA CONSULTANCY PVT LTD	124183	0.57	153854	0.70
5	MAHENDRA CHANDULAL DHARU	96983	0.44	98985	0.45
6	PREMILABEN MAHENDRAKUMAR DHARU	86787	0.40	89487	0.40
7	VISHAL RAMESHKUMAR PODDAR	82295	0.38	82295	0.38
8	NEETA JATIN JHAVERIO	0	0.00	77761	0.36
9	SARITA GOVIND YADAV	50000	0.23	70000	0.32
10	SWAPNIL MILIND BUTALA	54800	0.25	58200	0.27

Change in top ten Shareholding:

Date of Transfer	No. of Shares transferred	Shares transferred as a % of total shares of the company	Cumulative Shareholding during the year	Cumulative Shareholding as a % of total shares of the company	Reason for Increase / Decrease in Shareholding
SUPRIYA KHANNA					
07 Apr 2017	-10000	-0.05	159012	0.73	SALE
BRIJWASI SECURITIES PRIVATE LIMITED					
07 Apr 2017	-10000	-0.05	130000	0.59	SALE
12 May 2017	20000	0.09	150000	0.68	PURCHASE
10 Nov 2017	30000	0.14	180000	0.82	PURCHASE
08 Dec 2017	-5000	-0.02	175000	0.80	SALE
29 Dec 2017	-5000	-0.02	170000	0.77	SALE
05 Jan 2018	-5000	-0.02	165000	0.75	SALE
12 Jan 2018	-5000	-0.02	160000	0.73	SALE
16 Mar 2018	-5000	-0.02	155000	0.71	SALE
GUINNESS SECURITIES LIMITED					
28 Apr 2017	8681	0.04	167859	0.76	PURCHASE
09 Jun 2017	35000	0.16	202859	0.92	PURCHASE
16 Jun 2017	7035	0.03	209894	0.96	PURCHASE
23 Jun 2017	9264	0.04	219158	1.00	PURCHASE
01 Dec 2017	50	0	219208	1.00	PURCHASE
22 Dec 2017	-50	0	219158	1.00	SALE
05 Jan 2018	-5147	-0.02	214011	0.98	SALE
12 Jan 2018	-60000	-0.27	154011	0.70	SALE
26 Jan 2018	25	0	154036	0.70	PURCHASE
02 Feb 2018	-25	0	154011	0.71	SALE

Date of Transfer	No. of Shares transferred	Shares transferred as a % of total shares of the company	Cumulative Shareholding during the year	Cumulative Shareholding as a % of total shares of the company	Reason for Increase / Decrease in Shareholding
BHUMIKA CONSULTANCY PVT LTD					
07 Apr 2017	-1500	-0.01	122683	0.56	SALE
14 Apr 2017	450	0	123133	0.56	PURCHASE
21 Apr 2017	-1588	-0.01	121545	0.55	SALE
28 Apr 2017	10823	0.05	132368	0.60	PURCHASE
05 May 2017	-1992	-0.01	130376	0.59	SALE
12 May 2017	-10891	-0.05	119485	0.54	SALE
19 May 2017	-2316	-0.01	117169	0.53	SALE
26 May 2017	-14383	-0.07	102786	0.47	SALE
02 Jun 2017	-8154	-0.04	94632	0.43	SALE
09 Jun 2017	-70317	-0.32	24315	0.11	SALE
16 Jun 2017	3662	0.02	27977	0.12	PURCHASE
23 Jun 2017	5578	0.03	33555	0.15	PURCHASE
30 Jun 2017	6744	0.03	40299	0.18	PURCHASE
07 Jul 2017	19938	0.09	60237	0.27	PURCHASE
14 Jul 2017	24816	0.11	85053	0.38	PURCHASE
21 Jul 2017	7828	0.04	92881	0.42	PURCHASE
28 Jul 2017	7419	0.03	100300	0.45	PURCHASE
04 Aug 2017	1677	0	101977	0.46	PURCHASE
11 Aug 2017	-2248	-0.01	99729	0.45	SALE
18 Aug 2017	-4769	-0.02	94960	0.43	SALE
25 Aug 2017	6783	0.03	101743	0.46	PURCHASE
01 Sep 2017	3191	0.01	104934	0.48	PURCHASE
08 Sep 2017	19315	0.09	124249	0.56	PURCHASE
15 Sep 2017	11992	0.05	136241	0.62	PURCHASE
22 Sep 2017	2600	0.01	138841	0.63	PURCHASE
29 Sep 2017	700	0	139541	0.63	PURCHASE
06 Oct 2017	-1400	-0.01	138141	0.63	SALE
13 Oct 2017	9465	0.04	147606	0.67	PURCHASE
20 Oct 2017	3215	0.01	150821	0.69	PURCHASE
27 Oct 2017	6899	0.03	157720	0.72	PURCHASE
03 Nov 2017	1300	0.01	159020	0.72	PURCHASE
10 Nov 2017	1690	0.01	160710	0.73	PURCHASE
17 Nov 2017	-1323	-0.01	159387	0.72	SALE
24 Nov 2017	-35742	-0.16	123645	0.56	SALE
01 Dec 2017	9818	0.04	133463	0.61	PURCHASE
08 Dec 2017	-9892	-0.05	123571	0.56	SALE
15 Dec 2017	3300	0.02	126871	0.58	PURCHASE
22 Dec 2017	-29340	-0.13	97531	0.44	SALE
29 Dec 2017	1392	0.01	98923	0.45	PURCHASE
30 Dec 2017	-28906	-0.13	70017	0.32	SALE
05 Jan 2018	35925	0.16	105942	0.48	PURCHASE
12 Jan 2018	9650	0.04	115592	0.52	PURCHASE
19 Jan 2018	11353	0.05	126945	0.58	PURCHASE
26 Jan 2018	5850	0.03	132795	0.60	PURCHASE
02 Feb 2018	9849	0.05	142644	0.65	PURCHASE
09 Feb 2018	-325	0	142319	0.65	SALE
16 Feb 2018	5900	0.03	148219	0.67	PURCHASE
23 Feb 2018	1700	0.01	149919	0.68	PURCHASE
02 Mar 2018	2000	0.01	151919	0.69	PURCHASE
09 Mar 2018	7000	0.03	158919	0.72	PURCHASE
16 Mar 2018	1950	0.01	160869	0.73	PURCHASE
23 Mar 2018	4035	0.02	164904	0.75	PURCHASE
31 Mar 2018	-11050	-0.05	153854	0.71	SALE

Date of Transfer	No. of Shares transferred	Shares transferred as a % of total shares of the company	Cumulative Shareholding during the year	Cumulative Shareholding as a % of total shares of the company	Reason for Increase / Decrease in Shareholding
MAHENDRA CHANDULAL DHARU					
02 Jun 2017	150	0	97133	0.44	PURCHASE
09 Jun 2017	-150	0	96983	0.44	SALE
25 Aug 2017	500	0	97483	0.44	PURCHASE
01 Sep 2017	-500	0	96983	0.44	SALE
05 Jan 2018	2002	0.01	98985	0.46	PURCHASE
PREMILABEN MAHENDRAKUMAR DHARU					
26 May 2017	2700	0.01	89487	0.40	PURCHASE
02 Jun 2017	-2700	-0.01	86787	0.39	SALE
05 Jan 2018	2700	0.01	89487	0.41	PURCHASE
VISHAL RAMESHKUMAR PODDAR					
NIL	NIL	NIL	82295	0.38	NIL
NEETA JATIN JHAVERI					
17 Nov 2017	77761	0.36	77761	0.36	PURCHASE
SARITA GOVIND YADAV					
07 Apr 2017	-20000	-0.09	30000	0.13	SALE
28 Apr 2017	20000	0.09	50000	0.22	PURCHASE
14 Jul 2017	20000	0.09	70000	0.33	PURCHASE
SWAPNIL MILIND BUTALA					
07 Apr 2017	600	0	55400	0.25	PURCHASE
09 Jun 2017	700	0	56100	0.25	PURCHASE
04 Aug 2017	1000	0	57100	0.26	PURCHASE
11 Aug 2017	1	0	57101	0.26	PURCHASE
25 Aug 2017	599	0	57700	0.26	PURCHASE
17 Nov 2017	500	0	58200	0.27	PURCHASE

E) Shareholding of Directors and Key Managerial Personnel:

Sr No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative 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
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	-	-

Note: None of the Directors and KMP holds shares of the Company in their personal capacity other than above mentioned in promoters category.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Vinod Poddar	Rahul Poddar*	
1	Gross salary	49.36	40.26	89.62
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(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			
	Total (A)	49.36	40.26	89.62
	Ceiling as per the Act	84.00	84.00	--

* Mr. Rahul Poddar Resigned as Managing Director from the company since 19.09.2017

B. Remuneration to other directors

SN. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Sanjiv Rungta*	Sandeep Jhunjhunwala	Kumud Manseta**	Jitendra Yadav #	Mayuri Kapadia ***	Sourav Tapaswi ##	
1	Independent Directors							
	Fee for attending Board & Committee meetings	0.17	0.23	0.05	0.10	0.05	0.05	0.65
	Commission	--	--	--	--	--	--	--
	Others, please specify	--	--	--	--	--	--	--
	Total (1)	0.17	0.23	0.05	0.10	0.05	0.05	0.65
2	Other Non-Executive Directors	--	--	--	--	--	--	--
	Fee for attending board committee meetings	--	--	--	--	--	--	--
	Commission	--	--	--	--	--	--	--
	Others, please specify	--	--	--	--	--	--	--
	Total (2)	--	--	--	--	--	--	--
	Total (B)=(1+2)	--	--	--	--	--	--	--
	Total Managerial Remuneration	0.17	0.23	0.05	0.10	0.05	0.05	0.65
	Overall Ceiling as per the Act	--	--	--	--	--	--	--

* Mr. Sanjiv Rungta Resigned from the Board w.e.f. 23.12.2017

** Ms. Kumud Manseta Resigned from the Board w.e.f. 13.09.2017

*** Ms. Mayuri Kapadia was appointed on the Board since 30.03.2018

Mr. Jitendra Yadav was appointed on the Board since 27.12.2017

Mr. Sourav Tapaswi was appointed on the Board since 30.03.2018

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Rs. In Lakhs

SN	Particulars of Remuneration	Key Managerial Personnel			
		CS	CEO	CFO*	Total
1	Gross salary	5.61	--	17.13	23.74
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	--
	(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	5.61	--	17.13	23.74

* Mr. Keshav Purohit, Company Secretary, resigned from the post w.e.f. 29.12.2017

Mr. Sajjan Kumar Bawri, Chief Financial Officer, resigned from the post w.e.f. 10.01.2018

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)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

ANNEXURE-E TO THE DIRECTOR'S REPORT

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 arm's length transactions under third proviso thereto.

1. **Details of contracts or arrangements or transactions not at arm's length basis: Nil**
2. **Details of material contracts or arrangement or transactions at arm's length basis:**

(Rs. Lacs)

PARTICULARS	(1)
Name(s) of the related party Nature of relationship Nature of contracts/arrangements/ transactions	GRL International Limited Associate Sales/ Commission
Duration of the contracts / arrangements/transactions	3 years
Salient terms of the contracts or arrangements or transactions including the value, if any	
Date(s) of approval by the Board	30 th May, 2017
Amount paid as advances, if any:	N.A.

For and on Behalf of the Board of Directors

VINOD PODDAR
Executive Chairman

Place: Mumbai
Dated: 3rd September, 2018

ANNEXURE-F TO DIRECTORS' REPORT

THE CONVERSION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO PURSUANT TO THE PROVISIONS OF SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014

A. CONSERVATION OF ENERGY:

a) **Energy conservation measures taken:**

- I. Rice-husk is being used in place of Coal for which special purpose boilers have been installed.
- II. Maximum demand of Electricity is being reduced by evenly distributing the loads throughout the day and increasing efficiency of Plants & Equipment's.

- b) **Additional investments and proposals, if any, being implemented for reduction of Consumption of energy.**

The use of rice-husk boilers has resulted in reduction in consumption of energy. However, this also depends on quality and cost of rice-husk available.

- c) **Impact of the measurers at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods.**

As per Table (A)

- d) **Total and per unit energy consumption as per form A.**

	2017-2018	2016-2017
(A) Power & Fuel Consumption		
1) Electricity:		
a) Purchased:		
Units	5772471	11934968
Total Amount (Rs.)	46296456	96853077
Rate/Unit (Rs.)	8.02	8.12
b) Own Generators		
i) Through Diesel Generator:		
Units	29116	138167
Units per liter of diesel	2.32	2.35
Cost/Unit (Rs.)	24.77	22.82
ii) Through Steam		
Turbine/Generator	Nil	Nil
2) (a) Coal		
Quantity (Kgs.)	0	0
Amount (Rs.)	0	0
Rs./Kg.	0	0
(b) Rice-Husk		
Quantity (Kgs.)	3497630	11858855
Amount (Rs.)	14371846	41484910
Rs./Kg.	4.11	3.50

(B) **Energy Consumption per Unit of Production:**

Sr. No.	Product	2017-2018			2016-2017		
		Electricity units	Coal Kgs.	Rice-Husk Firewood Kgs.	Electricity Units	Coal Kgs.	Rice-Husk Kgs.
1	Cycle Tyre	0.53	0	0.68	0.51	0	0.62
2	Cycle Tube	0.31	0	0.62	0.29	0	0.52
3	Auto Tyres	0	0	0	6.57	0	5.70
4	Auto Tubes	0	0	0	0.31	0	0.62

NOTE: The Company manufactures a wide range of products and the consumption of energy will vary significantly depending upon the actual product mix for the period.

B. **TECHNOLOGY ABSORPTION**

Efforts made in technology absorption as per Form B

FORM - B

Form for disclosure of particular with respect to technology absorption.

A) Research & Development (R&D):**1) Specific area in which Research & Development carried out by the Company.**

The Company has developed new products to meet the requirement of the customers in niche market for domestic and international markets. These involve developing of new pattern, constructions, rubber compounds and raw materials sources.

2) Benefit derived as a result of above Research & Development :

To remain better than the best in the industry, continuous R & D activities helps the Company to set new international bench marking and maintain growth in value added products.

3) Future plan of action

Development of new varieties and product mix thereby achieving complete customer solution.

B) Technology absorption, adaptation and innovation:**I. Efforts in brief made towards technology absorption, adaptation and Innovation;**

1) The Company has been making improvements in process technology in its various manufacturing sections which are being implemented into regular manufacturing operations.

2) The new value added products were developed based on the various inputs received from our local & foreign customers. The processes were further adapted and innovated to be compatible with the newly acquired equipment.

II. Benefits derived as a result of the above efforts.

Improved process efficiency, higher product quality, cost reduction and achieved a better customer satisfaction.

III. Information of Imported Technology

Nil

C) FOREIGN EXCHANGE EARNINGS AND OUTGO:**f) Activities relating to exports, initiatives taken to increase exports,**

Development of new markets for products and services and export plans: The Company is one of the largest exporter of Cycle Tyres/Tubes in the country. The Company exports a large quantity to over fifty countries.

g) Total foreign exchange used & earned:

	2017-18	2016-17
I. USED (Rs. in Lacs)		
i) Import of Raw Materials/ Capital goods	561.99	1334.16
ii) Commission on Exports	8.32	43.93
iii) Sales Promotion	27.29	51.67
iv) Others	39.84	50.80
Total	637.44	1480.56
II. EARNED (Rs. in lacs)		
i) Exports at F.O.B. Value	3394.84	5420.80
ii) Reimbursement of Freight and insurance	80.02	97.87
iii) Indirect Exports	351.56	576.60
Total	3826.42	6095.27

For and on Behalf of the Board of Directors

VINOD PODDAR
Executive Chairman

Place: Mumbai
Dated: 3rd September, 2018

Annexure-G

Disclosure pursuant to Rule 5(1) of the Companies (appointment and Remuneration of Managerial Personnel) Rules, 2014

(I) & (ii) The ratio of remuneration of each Director to the median remuneration of the Employees of the Company for the financial year and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.

SI No.	Name of the Directors/ Key Managerial Personnel	Ratio to Median Remuneration (times)	Percentage Increase/ Decrease in Remuneration
1	Mr. Vinod Poddar Executive Chairman	20.06	17.52%
2	Rahul Poddar Managing Director (Upto 19.09.2017)	12.23	40%
3*	Keshav Purohit Company Secretary (Upto 29.12.2017)	NotApplicable	-
4**	Sajjan Bawri Chief Financial Officer (upto 10.01.2018)	NotApplicable	-

- (ii) The percentage increase in the median remuneration of employees in the financial year: 7%
- (iii) The number of permanent employees on the rolls of Company: around 225
- (iv) Average percentile increase already made in the salaries of employees other than the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average increase in salaries of employees other than managerial personnel in 2017-18 was 7%.

- (v) Affirmation that the remuneration is as per the remuneration policy of the Company:

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

* Mr. Keshav Purohit has Resigned on 29.12.2017.

** Mr. Sajjan Bawri has Resigned on 10.01.2018.

Annexure H

Corporate Social Responsibility (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies
(Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy:
 - a. Promoting healthcare including preventive healthcare.
 - b. Promotion of education including investment in technology in schools.

The Company has framed a CSR policy in compliance with the provisions of the Companies Act, 2013 and the same is uploaded in the Company's website: <http://www.grltires.com/investor-relation.html>

2. The Composition of the CSR Committee:

Name	Chairman / Member
VINOD PODDAR	CHAIRMAN
SANDEEP JHUNJHUNWALA	MEMBER
JITENDRA YADAV	MEMBER

3. Average net profit of the company for last three financial years 2014-15, 2015-16 & 2016-17 - NA
4. Prescribed CSR Expenditure (2% per cent of the amount as in item 3 above): NA
5. Details of CSR spent during the financial year
 - (a) Amount unspent: NA
 - (b) Total amount spent during the financial year: NA
 - (c) Amount unspent, if any: Nil
 - (d) Manner in which the amount spent during the financial year is detailed below: NA
6. The CSR Committee confirms that the implementation and monitoring of the CSR policy is in compliance with the CSR objectives and policy of the company.

Vinod Poddar
Chairman of CSR Committee / Executive Chairman

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
GOVIND RUBBER LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Govind Rubber Limited ('the Company')**, which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statement").

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and the statement of changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also 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; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting 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 thereunder and the Order issued under section 143(11) of the Act.

We conducted our audit of the standalone financial statements 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 standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's

preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone financial statements.

Basis for Qualified Opinion

The Company's non current investments as at 31st March 2018 includes non current investment of Rs 312.30 lakhs in a Joint Venture ,being considered good and recoverable by the management of the Company. In the absence of sufficient appropriate evidence , we are unable to comment upon the carrying value of the investment in joint venture and the consequential impact, if any, on the accompanying Statement.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, *except for the effects of the matter described in the Basis for Qualified Opinion paragraph above*, 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, 2018, and its loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Emphasis of Matters

The Company has outstanding loan & advances including amounting Rs 921.78 Lakhs outstanding for more than three years and subject to confirmation/reconciliation. No provision against these amounts has been made as the management is of view that the Company is taking all steps for recovery of these loan and advances amounts.

During the current year, the company has changed accounting policy in respect of PPE(Property, Plant & Equipment) measurement in respect of Land from cost model to revaluation model and revalued freehold land based on the valuation report of the Govt Registered Independent Valuer, accordingly amount of freehold land value is increased by Rs 3538.01 Lakhs and corresponding amount has been transferred to Revaluation Surplus Account under Other Equity through Other Comprehensive Income (OCI).

Our opinion is not modified in respect of these matters.

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 section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

Auditors' Report



- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Companies (Indian accounting standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors as on 31st March, 2018 and taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies

(Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact, if any, of pending litigations on its financial position in its standalone financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For and on behalf of
SONGIRA & ASSOCIATES
Chartered Accountants
(Firm Reg. No. 128085W)

(DHARMENDRA S. SONGIRA)
Partner
Membership No: 113275

Place : MUMBAI
Date : 30th MAY 2018

ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2018, we report that:

- (i) a) In our opinion, the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) As explained to us, the company has a regular programme for physical verification in a phased periodic manner, which, in our opinion, is reasonable having regards to the size of the Company and nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds/lease deeds of immovable properties (which are included under the Note 2 of the financial statements - 'Property, plant and equipments') are held in the name of the Company.
- (ii) As explained to us physical verification of inventory has been conducted at reasonable intervals by the management and discrepancies noticed on such physical verification between physical stocks and book records were not material considering the operations of the Company and the same have been properly dealt with in the books of account.
- (iii) In our opinion and according to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to Companies, firms or other parties as covered in the register maintained under section

189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a), (b), and (c) of the Order are not applicable.

- iv) 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 Act, with respect to loans and advances given, investments made, guarantees and securities made.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit within the meaning of Section 73 to 76 of the Act, and the rules framed thereunder.
- (vi) We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the Rules made by the Central Government, the maintenance of cost records have been prescribed under Section 148 (1) of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determining whether they are accurate or complete.
- (vii) (a) According to the records of the Company and the information and explanations given to us, the Company has been generally depositing with the appropriate authorities undisputed statutory dues with some delays in payment including Provident Fund, Employees' State Insurance, Income tax, Sales-Tax, Value added Tax, and any other statutory dues applicable to it, except Rs. 40.30 Lakhs.

According to the information and explanations given to us, arrears of undisputed statutory dues outstanding for a period of more than six months as on the date of

Auditors' Report



balance sheet i.e. March 31, 2018, was Rs. 40.30 Lacs as mentioned below:

SN.	Name of the Statute	Nature of the dues	Amount (in Lakhs)	Period to which the amount relates	Due Date	Date of Payment	Remarks if any
1	ESIC	Contribution	40.30	May-17	Overdue	Not Yet Paid	

(b) According to the information and explanations given to us, the dues in respect of Income Tax, Sales Tax, Service Tax, Duty of Customs and Excise Duty and that have not been deposited with the appropriate authorities on account of dispute and the forum where the disputes are pending are given below :-

Sr. No.	Name of the Statute	Nature of dues	Financial Year to which the matter pertains	Forum where dispute is pending	Amount (Rs. in lacs)
1	Central and State Sales Tax Acts	Sales Tax	2001-2002	AETC (Appeal), Ludhiana	0.98
2	Central and State Sales Tax Acts	Sales Tax	2006-2007	AETC (Appeal), Ludhiana	14.38
3	Central and State Sales Tax Acts	Sales Tax	2007-2008	AETC (Appeal), Ludhiana	0.95
4	Central and State Sales Tax Acts	Sales Tax	2009-2010	AETC (Appeal), Ludhiana	0.45

(viii) Based on our audit procedures and according to the information and explanations given by the management, *the Company has defaulted in repayment of loans (in respect of Term Loans) from bank/financial institutions as per following details:*

S.N.	Name of lenders	Amount of Default as at 31.03.2018	Nature of Bank Loan	Period of Default	Remarks if Any
1	ICICI	60.99 Lakhs	ZCTL (Term Loan)	Jan-16	Bank Classified Account as NPA
2	SBI	169.41 Lakhs	TL/ZCTL (Term Loan)	Mar-15	Bank Classified Account as NPA

Further as per the records of the Company, during the year there were no loans or borrowings from any debenture holders.

(ix) In our opinion and according to the information and the explanations given to us, the term loans outstanding at the beginning of the year have been applied for the purposes for which they were raised. Further as per the records, the

Company did not raise any money by way of initial public offer or further public offer (including debt instruments).

(x) Based upon the audit procedures performed and to the best of our knowledge and belief and according to the information and explanations given to us no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For and on behalf of
SONGIRA & ASSOCIATES
Chartered Accountants
(Firm Reg. No. 128085W)

(DHARMENDRA S. SONGIRA)
Partner
Membership No: 113275

Place : MUMBAI
Date : 30TH MAY 2018

Auditors' Report



Annexure - B to the Auditors' Report

Report on the Internal Financial Controls 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 **Govind Rubber Limited ('the Company')**, as of 31st March, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of internal financial controls with reference to financial statements 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 Companies Act, 2013.

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 Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to financial statements over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2018:

1. *The policies, procedures and overall internal controls needs to be strengthened in order to provide proper evidences regarding recoverability of receivables, valuation of inventories, provision of payables /liabilities and statutory compliances. We are unable to ascertain its impact, if any on the statements in respect of the above matters.*

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, *except for the effects/possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria*, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
SONGIRA & ASSOCIATES
Chartered Accountants
(Firm Reg. No. 128085W)

(DHARMENDRA S. SONGIRA)
Partner
Membership No: 113275

Place : MUMBAI
Date : 30TH MAY 2018

Auditors' Report



To the Members of

GOVIND RUBBER LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter dated 15th September, 2017.
2. This report contains details of compliance of conditions of Corporate Governance by of **Govind Rubber Limited ('the Company')** for the year ended 31st March, 2018, as stipulated in Regulations 17-27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), pursuant to the Listing Agreement of the Company with Stock exchanges.

Management's Responsibility for compliance with the conditions of SEBI Listing Regulations

3. The compliance with the conditions of Corporate Governance is the responsibility of the management of the Company, including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

Auditor's Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the SEBI Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations for the year ended 31st March, 2018.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ('ICAI') and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion, and to the best of our information and according to explanations given to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations *except for the following:*
 1. *As per Section 149(1) of the Companies Act, 2013, every Public Company shall have 3 Directors. However from 23.12.2017 to 26.12.2017 the Company had only 2 Directors.*
 2. *The Board of Directors of the Company was not duly constituted with respect to proper balance of Executive Directors, Non-Executive Directors and Independent Directors from 23.12.2017 until 26.12.2017.*
 3. *As per Regulation 19(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Nomination and Remuneration Committee shall comprise of at least 3 Directors. However for the Quarter ended 30th September, 2017, the committee comprised of only 2 Directors after the resignation of One of the Director*
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose.

Accordingly, we do not accept or assume any liability or any duty of care for another purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For and on behalf of
SONGIRA & ASSOCIATES
Chartered Accountants
(Firm Reg. No. 128085W)

(DHARMENDRA S. SONGIRA)
Partner
Membership No: 113275

Place : MUMBAI
Date : 30TH MAY 2018

Balance Sheet



BALANCE SHEET AS AT 31ST MARCH 2018

PARTICULARS	Note No.	(Rs. In Lakhs)		
		As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
I ASSETS				
1 NON-CURRENT ASSETS				
(a) Property, Plant and Equipment	2	7,326.42	4,063.34	4,296.22
(b) Capital Work-in-Progress	2	41.49	0.00	4.69
(c) Intangible Assets	3	3.47	8.03	7.45
(d) Intangible assets under development	3	56.92	56.56	-
(e) Financial Assets				
i) Investments	4	312.58	312.58	312.58
ii) Other Financial Assets	5	290.98	257.33	242.55
(f) Deferred Tax Assets	6	1,255.62	1,255.62	880.62
(g) Income Tax Assets (net)	7	48.93	47.03	47.11
TOTAL NON-CURRENT ASSETS		9,336.41	6,000.49	5,791.22
2 CURRENT ASSETS				
(a) Inventories	8	4,010.00	5,739.55	5,145.93
(b) Financial Assets				
i) Trade Receivables	9	4,938.49	7,939.85	11,241.88
ii) Cash and Cash Equivalents	10	107.03	106.35	82.04
iii) Other Bank balances	11	110.00	278.95	195.50
iv) Loans	12	87.90	44.69	46.42
v) Other Financial Assets	13	2,739.30	2,642.45	2,232.42
(c) Other Current Assets	14	1,790.66	1,764.76	3,026.69
TOTAL CURRENT ASSETS		13,783.38	18,516.60	21,970.88
TOTAL ASSETS		23,119.79	24,517.09	27,762.10
II EQUITY AND LIABILITIES				
EQUITY				
(a) Share Capital	15	2,184.18	2,184.18	2,184.18
(b) Other Equity	16	81.11	135.95	1,012.78
TOTAL		2,265.29	2,320.13	3,196.96
LIABILITIES				
1 NON CURRENT LIABILITIES				
(a) Financial Liabilities				
i) Borrowings	17	1,960.41	1,960.41	1,903.04
ii) Other Financial Liabilities	18	1,306.17	1,066.39	1,118.61
(b) Provisions	19	109.81	161.21	117.75
TOTAL NON-CURRENT LIABILITIES		3,376.39	3,188.01	3,139.40
2 CURRENT LIABILITIES				
(a) Financial Liabilities				
i) Borrowings	20	11,122.64	11,209.19	10,885.00
ii) Trade Payable	21	3,740.16	4,867.17	7,096.58
iii) Other Financial Liabilities	22	1,696.78	1,532.96	1,496.89
(b) Other Current Liabilities	23	868.21	1,322.37	1,889.03
(c) Provisions	24	50.32	77.26	58.24
TOTAL CURRENT LIABILITIES		17,478.11	19,008.95	21,425.74
TOTAL EQUITY AND LIABILITIES		23,119.79	24,517.09	27,762.10

SIGNIFICANT ACCOUNTING POLICIES 1
NOTES FORMING PART OF THE FINANCIAL STATEMENTS 2 to 44

The accompanying notes are an integral part of financial statements.

As per our report of even date attached
FOR SONGIRA & ASSOCIATES.
 Chartered Accountants
 (FRN-128085W)

For and on behalf of the Board of Directors

DHARMENDRA S. SONGIRA
 Partner
 (M.N.113275)
 Mumbai: 30th May,2018.

JITENDRA YADAV
 DIRECTOR
 DIN-00939861

VINOD PODDAR
 EXECUTIVE CHAIRMAN
 DIN-00182629

Statement of

Profit & Loss



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH, 2018

(Rs. In Lakhs)

PARTICULARS	Note No.	Current Year	Previous Year
Income:			
Revenue from operations	25	10,911.12	20,572.55
		10,911.12	20,572.55
Other Income	26	134.42	76.26
Total Revenue		11,045.54	20,648.81
Expenses:			
Cost of materials consumed	27	5,820.62	10,613.44
Purchase of stock-in-trade	28	147.41	60.39
Changes in inventories of finished goods, work-in-progress and stock-in-trade	29	1,189.23	272.00
Excise duty		6.62	36.16
Employee benefits expense	30	2,390.72	3,177.53
Finance cost	31	1,582.49	1,718.06
Depreciation	2&3	258.80	341.54
Other expenses	32	3,327.14	5,350.90
Total Expenses		14,723.03	21,570.02
Loss before exceptional item and tax		(3,677.49)	(921.21)
Less: Exceptional Items		-	389.00
Loss before Tax		(3,677.49)	(1,310.21)
Tax expense:			
Current Tax		-	-
Deferred tax (Refer note no .6)		-	(401.37)
Tax in respect of earlier years		-	2.36
		-	(399.01)
Loss for the year		(3,677.49)	(911.20)
Other Comprehensive income (OCI)			
Items that will not be reclassified to profit and loss (net of tax)		3,622.65	34.39
Total comprehensive income for the period		(54.83)	(876.81)
Earning per equity share:			
Basic / Diluted earning per share	37	(16.84)	(4.17)
SIGNIFICANT ACCOUNTING POLICIES	1		
NOTES FORMING PART OF THE ACCOUNTS	2-44		

The accompanying notes are an integral part of financial statements.

As per our report of even date attached
FOR SONGIRA & ASSOCIATES.
 Chartered Accountants
 (FRN-128085W)

For and on behalf of the Board of Directors

DHARMENDRA S. SONGIRA
 Partner
 (M.N.113275)
 Mumbai: 30th May,2018.

JITENDRA YADAV
 DIRECTOR
 DIN-00939861

VINOD PODDAR
 EXECUTIVE CHAIRMAN
 DIN-00182629

STATEMENT OF THE CHANGE IN EQUITY FOR THE YEAR ENDED AS AT 31ST MARCH, 2018.**(a) Equity share capital**

(Rs. in Lakhs)

Particulars	No. of Shares	Amount
Balance as at 1st April 2016	21,838,463	2,183.85
Changes in equity share capital	-	-
Balance as at 31st March 2017	21,838,463	2,183.85
Changes in equity share capital	-	-
Balance as at 31 March 2018	21,838,463	2,183.85

(b) Other Equity

Particulars	Reserves and Surplus				Statement of other comprehensive Income		Total other equity
	Capital Reserve	Securities premium reserve	General Reserve	Retained earnings	Remeasurements of the net defined benefit Plans	Fair value through other comprehensive income - Property, Plant & Equipments	
Balance as at 1st April 2016	103.71	2,575.89	1,299.26	(2,966.08)	-	-	1,012.78
Total Comprehensive							
Profit for the year	-	-	-	(911.22)	-	-	(911.22)
Other comprehensive income for the year	-	-	-	34.39	-	-	34.39
Balance as at 31st March 2017	103.71	2,575.89	1,299.26	(3,842.91)	-	-	135.95
Total Comprehensive							
Profit for the year	-	-	-	(3,677.48)	-	-	(3,677.48)
Other comprehensive income for the year	-	-	-	-	84.63	3,538.01	3,622.64
Balance as at 31st March 2018	103.71	2,575.89	1,299.26	(7,520.39)	84.63	3,538.01	81.11

As per our report of even date attached
FOR SONGIRA & ASSOCIATES.
 Chartered Accountants
 (FRN-128085W)

DHARMENDRA S. SONGIRA
 Partner
 (M.N.113275)
 Mumbai: 30th May, 2018.

For and on behalf of the Board of Directors

JITENDRA YADAV
 DIRECTOR
 DIN-00939861

VINOD PODDAR
 EXECUTIVE CHAIRMAN
 DIN-00182629

Cash Flow

Statement



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. In Lakhs)

PARTICULARS	Current Year		Previous Year	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit before Tax		(3,677.48)		(1,310.24)
ADJUSTMENTS FOR:				
Depreciation	258.80		341.54	
Loss / (Profit) on Sale of Fixed Assets	(46.77)		(2.41)	
Provision for Doubtful Advances	-		-	
Interest received	(23.43)		(34.28)	
Foreign exchange (gain)/Loss	(52.97)		(27.99)	
OCI Gratuity Gain	84.63		60.76	
Finance Cost	1,582.49	1,802.75	1,718.06	2,055.67
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(1,874.73)		745.43
Trade and Other Receivables	3,001.36		3,302.03	
Inventories	1,729.55		(593.62)	
Other Financial Assets	(1.92)		(487.38)	
Loans	(43.20)		1.73	
Other Current Assets	(106.38)		1,299.68	
Other Financial Liabilities	259.31		(40.49)	
Provisions	(78.34)		62.49	
Other Current Liabilities	(454.16)		(566.66)	
Trade Payable	(1,127.01)	3,179.22	(2,229.42)	748.36
CASH GENERATED FROM OPERATIONS		1,304.49		1,493.79
Direct Taxes Refund / (Paid)		(1.90)		(2.27)
Net Cash From Operating activities		1,302.62		1,491.52
B. CASH FLOW FROM INVESTING ACTIVITIES				
Payments towards Capital Expenditures		(90.31)		(155.62)
Sale of Fixed Assets		88.10		12.80
Interest received		63.81		13.39
Bank balance not considered as cash and cash equivalents				
Net Cash Used in Investing Activities		61.60		(129.43)
C. CASH FLOW FROM FINANCING ACTIVITIES				
(Repayment) of / Increase in Long term Borrowings		-		(290.22)
(Repayment) of / Increase in Short term Borrowings-net		(86.54)		324.19
Finance Cost Paid		(1,329.92)		(1,399.77)
Foreign exchange gain /(Loss)		52.97		27.99
Unclaimed Dividend Paid		-		-
Net Cash Used in financing Activities		(1,363.49)		(1,337.81)
Net Increase of Cash and Cash Equivalent		0.68		24.31
Add : Opening Balance of Cash and Cash Equivalent		106.35		82.04
Closing Cash and Cash Equivalent		107.03		106.35

As per our report of even date attached
FOR SONGIRA & ASSOCIATES.
 Chartered Accountants
 (FRN-128085W)

DHARMENDRA S. SONGIRA
 Partner
 (M.N.113275)
 Mumbai: 30th May,2018.

For and on behalf of the Board of Directors

JITENDRA YADAV
 DIRECTOR
 DIN-00939861

VINOD PODDAR
 EXECUTIVE CHAIRMAN
 DIN-00182629

ACCOUNTING POLICIES FORMING PART OF THE ACCOUNTS

1 (a) General information

Govind Rubber Limited ('the Company') is engaged in the business of manufacturing and selling of "Tyres and Tubes business".

The company is a public limited company incorporated and domiciled in India and has its registered office at 418, Creative Industrial Estate, 72, N.M. Joshi Marg, Lower Parel, Mumbai-400011.

1 (b) Significant Accounting policies

(a) Basis of preparation

(i) The financial statements have been prepared in compliance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The financial statements up to year ended 31st March 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provision of that. These financial statement are the first financial statement of the Company under Ind AS. The date of transition to Ind AS is 1st April, 2016. Refer note no. 33 for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position and its net loss.

(ii) The financial statements have been prepared on the historical cost basis except for the following assets and liabilities which have been measured at fair value:

1. Financial instruments measured at fair value through profit and loss
2. Defined benefit plans – plan assets measured at fair value

(b) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in statement of profit and loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. The gain or loss

arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item.

(c) Revenue recognition

Sale of goods

Revenue is measured at the fair value of the consideration received or receivable. Revenue from sale of goods is recognised when the significant risks and rewards in respect of ownership of products are transferred by the Company, the entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold and no significant uncertainty exist regarding the amount of consideration that will be derived from the sale of goods as well as regarding its ultimate collection. Amounts disclosed as revenue are inclusive of excise duty (up to 30th June, 2017) and net of returns, Trade Discounts, Rebates, incentives, Value added taxes/Central Sales Tax/Goods and Services Tax, and amounts collected on behalf of third parties.

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity.

Export Benefits

Export Incentive under Duty Drawback Scheme and MEIS-Merchandise Exporters from India Scheme under the EXIM Policy is accounted for in the year of Export.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to statement of profit and loss on a systematic basis as and when export obligation are fulfilled.

(d) Property, Plant and Equipment (PPE)

i. Recognition and measurement

Upto last year Freehold land is carried at historical cost however during the current year, the company has changed accounting policy in respect of Freehold land from historical cost model to revaluation model and revalued freehold land based on the valuation report of the Govt Registered Independent Valuer, accordingly amount of freehold land value is increased by Rs. 3538.01 Lakhs and corresponding amount has been transferred to Revaluation Surplus Account under Other Equity through Other Comprehensive income(OCI).

Further all other items of PPE are measured at cost less accumulated depreciation and any accumulated impairment losses, if any.

The cost of an item of PPE comprises:

- a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable

of operating in the manner intended by management, are recognised in statement of profit and loss.

The Company has elected to continue with the carrying value of all its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as the deemed cost as at the transition date pursuant to the exemption under Ind AS 101.

Any gain or loss on disposal of an item of PPE is recognised in statement of profit and loss.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii. Depreciation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Leasehold land are amortised over the lease period.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Profit and loss on disposals are determined by comparing proceeds with carrying amount. These are included in statement of profit and loss.

(e) Intangible assets

Intangible assets comprise application software purchased, which are not an integral part of the related hardware, and are amortized on a straight line basis over a period of 3 years, which in Management's estimate represents the period during which the economic benefits will be derived from their use.

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific to which it relates.

The Company has elected to continue with the carrying value of all its intangible assets as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as the deemed cost as at the transition date pursuant to the exemption under Ind AS 101.

(f) Impairment of non-financial assets

Assets that have a definite useful life are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired.

The recoverable amount is higher of the asset's net selling price or value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount

does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

(g) Borrowing cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

(h) Leases

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease rentals are charged to the Statement of Profit and Loss on accrual basis.

(i) Income Tax

Provision for current tax is made and retained in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961. Deferred tax is recognised for timing differences between the carrying amount of assets and liabilities based on tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets, subject to the consideration of prudence, are recognised only if there is reasonable certainty that sufficient future taxable income will be available, against which they can be realised. At Balance Sheet date, the carrying amount of deferred tax assets is reviewed to reassure its realisation.

(j) Inventories

Inventories are valued at lower of the cost and net realizable value. Cost of inventories is computed on first in first out (FIFO) basis and net of CENVAT, wherever applicable. Cost comprises of all costs of purchases, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

(k) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency forward contracts, interest rate swaps and currency options; and embedded derivatives in the host contract.

i. Financial assets

Classification

The Company shall classify financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL) on the basis of its

business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

De-recognition

- A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:
 - The rights to receive cash flows from the asset have expired, or
 - The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
 - When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.
 - Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance

- b) Trade receivables - The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

ii. Financial liabilities

Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit and loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

Financial liabilities at fair value through profit and loss

Financial liabilities at fair value through profit and loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit and loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109.

Gains or losses on liabilities held for trading are recognised in the profit and loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost. Gains and losses are recognised in profit and loss when the liabilities are derecognized.

This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Derivative financial instruments

The Company uses derivative financial instruments, such as foreign exchange forward contracts to manage its exposure to foreign exchange risks. For contracts where hedge accounting is not followed, such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value through profit and loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

(l) Employee benefits

i. Short term employee benefits

Short term employee benefits consisting of wages, salaries, social security contributions, ex-gratia and accrued leave, are benefits payable and recognised in 12 months. Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised undiscounted during the year as the related service are rendered by the employee.

ii. Defined contribution plans

Company's contribution for the year paid/payable to defined contribution retirement benefit schemes are charged to Statement of Profit and Loss

The Company's contribution towards provident fund, superannuation fund and employee state insurance scheme for certain eligible employees are considered to be defined contribution plan for which the Company made contribution on monthly basis.

iii. Defined benefit plans

Company's liabilities towards defined benefit plans and other long term benefits viz. gratuity and compensated absences expected to occur after twelve months, are determined using the Projected Unit Credit Method. Actuarial valuations under the Projected Unit Credit Method are carried out at the balance sheet date. Actuarial gains and losses are recognised in the Statement of other comprehensive income in the period of occurrence of such gains and losses. The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets, if any.

(m) Provisions , Contingent Liabilities and Contingent Assets

A provision is recognised if as a result of a past event, the Company has a present obligation (legal or constructive) that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but

probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

(n) Earnings per share (EPS)

Basic EPS is computed using the weighted average number of equity shares outstanding during the period. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the results would be anti-dilutive.

(o) Key estimates and assumptions

The preparation of financial statements in accordance with Ind AS requires use of estimates and assumptions for some items, which might have an effect on their recognition and measurement in the balance sheet and statement of profit and loss. The actual amounts realised may differ from these estimates.

Estimates and assumptions are required in particular for:

- Determination of the estimated useful lives of tangible assets and intangible assets and the assessment as to which components of the cost may be capitalized.

Useful lives of tangible assets and intangible assets are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on management estimate, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support. Assumptions also need to be made, when the Company assesses, whether an asset may be capitalized and which components of the cost of the asset may be capitalised.

- Recognition and measurement of defined benefit obligations

The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation and vested future benefits and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations.

- Provisions and contingent liabilities

The Company exercises judgment in measuring and recognising provisions and the exposures to contingent liabilities related to pending litigation or other outstanding claims subject to negotiated settlement, mediation, arbitration or government regulation, as well as other contingent liabilities. Judgment is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the

possible range of the financial settlement. Because of the inherent uncertainty in this evaluation process, actual losses may be different from the originally estimated provision.

- **Measurement of fair values**

The Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

They regularly review significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values then the finance team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

(p) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs (up to two decimal) as per the requirement of Schedule III, unless otherwise stated.

(q) Standards issued or modified but not yet effective up to the date of issuance of the company's financial statements:

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration: On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from 1 April 2018. The Company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 21 is expected to be insignificant."

Ind AS 115

In March 2018, the Ministry of Corporate Affairs has notified the Companies (Indian Accounting Standards) Amended Rules, 2018 ("amended rules"). As per the amended rules, Ind AS 115 "Revenue from contracts with customers" supersedes Ind AS 11, "Construction contracts" and Ind AS 18, "Revenue" and is applicable for all accounting periods commencing on or after 1st April 2018.

Ind AS 115 introduces a new framework of five step model for the analysis of revenue transactions. The model specifies that revenue should be recognized when (or as) an entity transfer control of goods or services to a customer at the amount to which the entity expects to be entitled. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The new revenue standard is applicable to the Company from 1 April 2018.

The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach) The Company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 115 is expected to be insignificant"

NOTE NO.2

PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK IN PROGRESS AS AT 31ST MARCH 2018

Description	Gross Block				Depreciation (Including Amortisation)				Net Block	
	Balance as at 01.04.2017	*Additions/ Adjustments During the year	Deductions/ Adjustments During the year	Balance as at 31.03.2018	Balance as at 01.04.2017	*For the Year	Deductions During the year	Balance as at 31.03.2018	As at 31.03.2018	As at 31.03.2017
Tangible Assets:										
Property, Plant and Equipment										
Land Freehold	230.08	3,538.01	26.51	3,741.58	-	-	-	-	3,741.58	230.08
Building	2,125.51			2,125.51	91.38	91.38	-	182.76	1,942.75	2,034.13
Machinery	1,899.76	16.13	18.89	1,897.00	218.50	142.40	4.07	356.83	1,540.17	1,681.26
Electric & Power Installation	71.44	-	-	71.44	9.72	7.90	-	17.62	53.82	61.72
Office & Electric Equipment	39.24	4.51	-	43.75	6.79	5.25	-	12.04	31.71	32.45
Car & Moped	31.17	-	-	31.17	7.47	7.31	-	14.78	16.39	23.70
TOTAL PROPERTY, PLANT AND EQUIPMENT	4,397.20	3,558.65	45.40	7,910.45	333.86	254.24	4.07	584.03	7,326.42	4,063.34
CAPITAL WORK IN PROGRESS	41.49	-	41.49	-	-	-	-	41.49	-	-

*During the current year, the company has changed accounting policy in respect of PPE (Property, Plant & Equipment) measurement in respect of land from cost model to revaluation model and revalued freehold land based on the valuation report of the Govt Registered Independent Valuer, accordingly amount of freehold land value is increased by Rs. 3538.01 Lakhs and corresponding amount has been transferred to Revaluation Surplus Account under Other Equity through Other Comprehensive income(OCI).

PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK IN PROGRESS AS AT 31ST MARCH 2017

Description	Gross Block				Depreciation (Including Amortisation)				Net Block	
	Balance as at 01.04.2016	Additions/ Adjustments During the year	Deductions/ Adjustments During the year	Balance as at 31.03.2017	Balance as at 01.04.2016	For the Year	Deductions During the year	Balance as at 31.03.2017	As at 31.03.2017	As at 31.03.2016
Tangible Assets:										
Property, Plant and Equipment										
Land Freehold	230.08	-		230.08	-	-	-	-	230.08	230.08
Building	2,125.51	-		2,125.51	-	91.38		91.38	2,034.13	2,125.51
Machinery	1,806.62	104.76	11.62	1,899.76	-	221.08	2.58	218.50	1,681.26	1,806.62
Electric & Power Installation	72.29	0.28	1.13	71.44	-	10.23	0.51	9.72	61.72	72.29
Office & Electric Equipment	33.12	6.12		39.24	-	6.79		6.79	32.45	33.12
Car & Moped	28.60	3.60	1.03	31.17	-	7.77	0.30	7.47	23.70	28.60
TOTAL PROPERTY, PLANT AND EQUIPMENT	4,296.22	114.76	13.78	4,397.20	-	337.25	3.39	333.86	4,063.34	4,296.22
CAPITAL WORK IN PROGRESS	4.69	-	4.69	-	-	-	-	-	-	4.69

The Company has availed the deemed cost exemption in relation to the Tangible Assets on the date of transition and hence the net block carrying amount has been considered as the gross block carrying amount on that date. Refer note below for the gross block value and the accumulated depreciation on 1st April, 2016 under the previous GAAP.

Property plant and equipment	Gross Block as at 1 April 2016	Accumulated Depreciation as at 1 April 2016	Net Block as at 1 April 2016
Land Freehold	230.08	-	230.08
Building	2,998.15	872.64	2,125.51
Machinery	9,705.31	7,898.69	1,806.62
Electric & Power Installation	863.55	791.26	72.29
Office & Electric Equipment	347.58	314.46	33.12
Car & Moped	173.96	145.36	28.60
Total	14,318.63	10,022.41	4,296.22
Capital work in Progress	4.69	-	4.69

NOTE NO.3**INTANGIBLE ASSETS AS ON 31ST MARCH 2018**

Description	Gross Block				Depreciation (Including Amortisation)				Net Block	
	Balance as at 01.04.2017	Additions/ Adjustments During the year	Deductions/ Adjustments During the year	Balance as at 31.03.2018	Balance as at 01.04.2017	For the Year	Deductions During the year	Balance as at 31.03.2018	As at 31.03.2018	As at 31.03.2017
Computer software	12.32	-	-	12.32	4.29	4.56	-	8.85	3.47	8.03
TOTAL INTANGIBLE	12.32	-	-	12.32	4.29	4.56	-	8.85	3.47	8.03
Intangible Under Development	56.56	0.36	-	56.92	-	-	-	-	56.92	-

INTANGIBLE ASSETS AS ON 31ST MARCH 2017

Description	Gross Block				Depreciation (Including Amortisation)				Net Block	
	Balance as at 01.04.2016	Additions/ Adjustments During the year	Deductions/ Adjustments During the year	Balance as at 31.03.2017	Balance as at 01.04.2016	For the Year	Deductions During the year	Balance as at 31.03.2017	As at 31.03.2017	As at 31.03.2016
Computer software	7.45	4.87	-	12.32	-	4.29	-	4.29	8.03	7.45
TOTAL INTANGIBLE	7.45	4.87	-	12.32	-	4.29	-	4.29	8.03	7.45
Intangible Under Development	-	56.56	-	56.56	-	-	-	-	56.56	-

The Company has availed the deemed cost exemption in relation to the Intangible Assets on the date of transition and hence the net block carrying amount has been considered as the gross block carrying amount on that date.

Refer note below for the gross block value and the accumulated depreciation on 1st April, 2016 under the previous GAAP.

INTANGIBLE ASSETS	Gross Block as at 1 April 2016	Accumulated Depreciation as at 1 April 2016	Net Block as at 1 April 2016
Computer software	9.29	1.84	7.45

	As at 31st March 2018	As at 31st March 2017	(Rs. In Lakhs) As at 1st April 2016
NOTE NO.4			
NON CURRENT INVESTMENTS :			
Investment carried at amortised cost			
Other than trade (Unquoted)			
-Investment in Government securities			
National Saving Certificate (Deposit with Government Department)	0.28	0.28	0.28
Trade (Unquoted)			
-Equity Instrument			
Investment in Joint Venture			
69,412 (69,412) Shares of GK Company Limited of 10000 Won each	312.30	312.30	312.30
	312.58	312.58	312.58
Aggregate amount of unquoted investments.	312.58	312.58	312.58
NOTE NO.5			
OTHER FINANCIAL ASSETS			
- Security Deposits	257.55	220.25	214.41
Other Financial Assets	33.43	37.08	28.14
	290.98	257.33	242.55
NOTE NO.6			
DEFERRED TAX ASSETS			
-Deferred Tax Assets	1,255.62	1,255.62	880.62
	1,255.62	1,255.62	880.62
*Deferred tax for the current year has not been provided considering on the concept of prudence.			
NOTE NO.7			
INCOME TAX ASSETS(NET)			
- Advance Payments of Taxes and Tax deducted at source (Net of Provisions)	48.93	47.03	47.11
	48.93	47.03	47.11
NOTE NO.8			
INVENTORIES			
(At lower of Cost and Net Realisable Value)			
(a) Raw materials	1,659.91	2,169.37	1,454.80
(b) Work-in-Progress	258.00	538.87	608.91
(c) Finished Goods	1,852.35	2,766.09	2,922.74
(d) Stock-in-Trade	3.62	1.96	47.27
(e) Stores and Spares	233.53	260.04	102.73
(f) Others - Packing Materials and Fuel	2.59	3.22	9.48
	4,010.00	5,739.55	5,145.93

NOTE NO.9**TRADE RECEIVABLES**

Outstanding for a period exceeding six month-

(a) Secured Considered good

(b) Unsecured Considered good

less- Provision for doubtful receivable

other considered good

NOTE NO.10**CASH AND CASH EQUIVALENTS**

-Balances with banks

-Cash on hand

NOTE NO.11**OTHER BANK BALANCES**

-Margin Money (Including Fixed Deposit)

(Held against bank guarantee and other commitments)

NOTE NO.12**LOANS**

Unsecured, considered good

Loans and advances to employees

Loans to others

NOTE NO.13**OTHER FINANCIAL ASSETS**

- Interest accrued on Deposits and Loans

- Exprot Incentive Receivables

- Other Financial assets

NOTE NO.14**OTHER CURRENT ASSETS**

- Advance Payment to Suppliers

Excise/SalesTax/Service Tax/Custom Duty etc. Receivables

Other Current Assets

	As at 31st March 2018	As at 31st March 2017	(Rs. In Lakhs) As at 1st April 2016
	3,556.88	791.31	631.75
	84.75	84.75	84.75
	3,641.63	876.06	716.50
	84.75	84.75	84.75
	3,556.88	791.31	631.75
	1,381.61	7,148.54	10,610.13
	4,938.49	7,939.85	11,241.88
	30.83	50.02	22.93
	76.20	56.33	59.11
	107.03	106.35	82.04
	110.00	278.95	195.50
	110.00	278.95	195.50
	64.44	39.26	41.76
	23.46	5.43	4.66
	87.90	44.69	46.42
	0.06	40.43	19.54
	2,739.24	2,568.06	2,212.88
	-	33.96	-
	2,739.30	2,642.45	2,232.42
	1,594.81	1,663.26	2,963.84
	189.20	-	-
	6.65	101.50	62.85
	1,790.66	1,764.76	3,026.69

NOTE NO.15**SHARE CAPITAL****Authorised :**

	As at 31st March 2018	As at 31st March 2017	(Rs. In Lakhs) As at 1st April 2016
No of Shares	22,000,000	22,000,000	22,000,000
Face Value per Share	10.00	10.00	10.00
Amount	2,200.00	2,200.00	2,200.00

Issued

2,18,45,038 Equity Shares of Rs. 10/- each fully paid up.	2,184.50	2,184.50	2,184.50
	2,184.50	2,184.50	2,184.50

Subscribed

2,18,38,463 Equity Shares of Rs. 10/- each	2,183.85	2,183.85	2,183.85
	2,183.85	2,183.85	2,183.85

Paid up

2,18,38,463 (2,18,38,463) Equity Shares of Rs. 10/- each	2,183.85	2,183.85	2,183.85
Add : Amount paid-up on shares forfeited	0.33	0.33	0.33
	2,184.18	2,184.18	2,184.18

Out of the above-

- 50,69,745 Equity shares of Rs. 10/- each are issued as fully paid up to Financial Institutions/ Bank against simple Interest dues as on 31st March 2003 as per restructuring package approved by CDR Cell of RBI.
- 4,59,474 Equity shares of Rs. 10/- each are issued as fully paid up on Net present value (NPV) basis on account of 1% reduction in the rate of interest payable in future to Financial Institution/Bank, in terms of re-workout package approved by CDR Cell of RBI.

Terms/rights attached to equity shares:

All the Equity Shares have equal rights in respect of distribution of dividends and the repayment of capital.

Reconciliation of number of shares outstanding at the beginning and end of the year :

(Rs. In Lakhs)

Equity share :	As at 31st March 2018		As at 31st March 2017	
	Number of shares	Amount	Number of shares	Amount
Balance at the beginning of the year	21,838,463	2,184	21,838,463	2,184
Issued during the year	-	-	-	-
Balance at the end of the year	21,838,463	2,184	21,838,463	2,184

Shareholder's holding more than 5 % Shares in the Company

Name of Shareholders

	As at 31st March 2018 No. of Shares held	As at 31st March 2017 No. of Shares held	As at 1st April 2016 No. of Shares held
Sunitadevi Vinod kumar Poddar	6,163,975	7,193,815	7,193,815
% Holding	28.22%	32.94%	32.94%
Vinod Kumar M Poddar	1,510,040	1,510,040	1,510,040
% Holding	6.91%	6.91%	6.91%
Rahul V Poddar	2,972,390	2,972,390	2,972,390
% Holding	13.61%	13.61%	13.61%

	As at 31st March 2018	As at 31st March 2017	(Rs. In Lakhs) As at 1st April 2016
NOTE NO.16			
OTHER EQUITY			
Capital Reserves			
Amalgamation Reserve			
As Per last Balance sheet	103.71	103.71	103.71
Securities Premium Reserve			
As Per last Balance sheet	2,575.89	2,575.89	2,575.89
General Reserve			
As per last Balance Sheet	1,299.26	1,299.26	1,299.26
Statement of Profit and Loss			
Opening Balance	(3,877.30)	(2,966.08)	(2,979.11)
Add: Net Profit after tax for the year	(3,677.48)	(911.22)	13.03
Closing Balance	(7,554.78)	(3,877.30)	(2,966.08)
Other Comprehensive Income (OCI) :			
Remeasurements of the net defined benefit plans			
Opening Balance	34.39	-	-
Movement during the year	84.63	34.39	-
Closing Balance	119.02	34.39	-
Fair value through other comprehensive income - Property, Plant & Equipments			
Opening Balance	-	-	-
Movement during the year	3,538.01	-	-
Closing Balance	3,538.01	-	-
TOTAL	81.11	135.95	1,012.78

Securities premium reserve

The amounts received in excess of the par value of Equity shares issued have been classified as Securities premium. In accordance with the provisions of Section 52 of the Indian Companies Act, 2013, the securities premium account can only be utilised for the purposes of issuing bonus shares, repurchasing the Company's shares, redemption of preference shares and debentures, and offsetting direct issue costs and discount allowed for the issue of shares or debentures.

General reserve

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the statement of profit and loss.

Retained earnings

Retained earnings includes the Company's cumulative earnings and losses respectively

Remeasurements of the net defined benefit Plans

Remeasurements of defined benefit liability comprises actuarial gains and losses and return on plan assets (excluding interest income)

Fair value through other comprehensive income - Property, Plant & Equipments

During the current year, the company has changed accounting policy in respect of PPE (Property, Plant & Equipment) measurement in respect of land from cost model to revaluation model and revalued freehold land based on the valuation report of the Govt Registered Independent Valuer, accordingly amount of freehold land value is increased by Rs. 3538.01 Lakhs and corresponding amount has been transferred to Revaluation Surplus Account under Other Equity through Other Comprehensive income(OCI).

	As at 31st March 2018	As at 31st March 2017	(Rs. In Lakhs) As at 1st April 2016
NOTE NO.17			
BORROWINGS			
Unsecured			
Loan from companies	1,960.41	1,960.41	1,903.04
	1,960.41	1,960.41	1,903.04
NOTE NO.18			
OTHER FINANCIAL LIABILITIES			
- Distributors/Dealers Deposit	1,306.17	1,066.39	1,118.61
	1,306.17	1,066.39	1,118.61
NOTE NO.19			
PROVISIONS			
-Provisions for Employee Benefits			
-Gratuity	109.81	161.21	117.75
	109.81	161.21	117.75
NOTE NO.20			
BORROWINGS			
Secured			
- From Banks			
1) Cash Credit/ Demand Loan	10,824.55	10,502.07	10,150.17
2) Packing credit	-	359.00	360.03
3) Bill Discounting	298.09	348.12	374.80
	11,122.64	11,209.19	10,885.00
1) Cash Credit, Packing Credit, Working Capital Demand Loans and Bill Discounting facilities from the banks as shown above are secured against the hypothecation of Inventories and Book debts and further secured by way of second charge on pari-passu basis on the Fixed Assets of the Company at Ludhiana.			
2) Loans/Facilities from Banks and Financial Institutions as shown above are personally guaranteed by the Managing Director.			
3) Interest on above borrowings ranging between 11.00 to 13.00%			
NOTE NO.21			
TRADE PAYABLES			
(a) Micro, Small and Medium Enterprises	63.34	123.41	141.41
(b) Trade Payables (Other than Micro, Small and Medium Enterprises)	3,676.82	4,743.76	6,955.17
	3,740.16	4,867.17	7,096.58

NOTE NO.22**OTHER FINANCIAL LIABILITIES**

- Interest accrued but not due
- Current maturity of Long Term debt
- Other Payable

	As at 31st March 2018	As at 31st March 2017	(Rs. In Lakhs) As at 1st April 2016
- Interest accrued but not due	1,051.92	799.35	481.06
- Current maturity of Long Term debt	230.41	230.41	578.00
- Other Payable	414.45	503.20	437.83
	1,696.78	1,532.96	1,496.89
NOTE NO.23			
OTHER CURRENT LIABILITIES			
- Income received in advance	-	214.35	125.08
- Statutory dues towards TDS/VAT/CST/Service Tax etc.	261.84	325.86	267.03
- Other current liabilities	606.37	782.16	1,496.92
	868.21	1,322.37	1,889.03
NOTE NO.24			
PROVISIONS			
Provision for employee benefits	50.32	77.26	58.24
	50.32	77.26	58.24

NOTE NO.24**PROVISIONS**

Provision for employee benefits

NOTE - 25**Revenue From Operations**

Sale of products

Less : Trade discount, Rebate etc.,

Total

	Current Year	(Rs. In Lakhs) Previous Year
Sale of products	11743.62	21617.77
Less : Trade discount, Rebate etc.,	832.50	1045.22
Total	10,911.12	20,572.55
NOTE -26		
Other Income		
Interest Received	23.43	34.28
Insurance Claim Received	-	4.34
Miscellaneous Income	54.13	7.24
Profit on Sale of Asset (Net)	46.77	2.41
Royalty Received	10.09	-
Foreign Exchange Fluctuation Loss	-	27.99
Total	134.42	76.26

NOTE -26**Other Income**

Interest Received

Insurance Claim Received

Miscellaneous Income

Profit on Sale of Asset (Net)

Royalty Received

Foreign Exchange Fluctuation Loss

Total

NOTE -27**Cost of Material Consumed**

Raw Material Consumed

Opening Stock

Add: Purchase during the year

Less: Closing Stock

Total**NOTE -28****Purchase of stock-in-trade**

Finished goods purchased

NOTE -29**Change in Inventories**

Opening Stock

Work In Process

Stock in Trade

Finished Goods

Closing Stock

Work In Process

Stock in Trade

Finished Goods

Total**NOTE -30****Employee Benefits Expense**

Salary, Wages, Bonus etc.

Contribution to provident and other fund

Retirement Gratuity

Employee Welfare Expenses

Total**NOTE -31****Finance Cost**

Interest

Other Borrowing Cost

Total

	(Rs. In Lakhs)	
	Current Year	Previous Year
	2169.37	1454.80
	5311.16	11328.01
	7,480.53	12,782.81
	1659.91	2169.37
	5,820.62	10,613.44
	147.41	60.39
	147.41	60.39
	538.87	608.92
	1.96	47.27
	2762.37	2922.73
	3303.20	3578.92
	258.00	538.87
	3.62	1.96
	1852.35	2766.09
	2113.97	3306.92
	1189.23	272.00
	2224.11	2817.17
	72.29	224.17
	42.76	73.17
	51.56	63.02
	2390.72	3177.53
	1464.19	1503.68
	118.30	214.38
	1582.49	1718.06

	(Rs. In Lakhs)	
	Current Year	Previous Year
NOTE -32		
Other Expenses		
Stores & Spares Consumed	193.94	305.68
Power & Fuel	824.26	1430.00
Repairs & Maintenance		
- Plant & Machinery	43.72	62.60
- Building	0.25	0.20
- Others	0.42	0.72
Excise duty on variation of stock of Finished Goods	3.72	2.44
Insurance Charges	22.25	30.32
Sundry Balance written off (Net)	-	0.47
Rents Rates & Taxes	132.64	134.99
Legal & Professional Charges	105.18	137.14
Printing & Stationery	25.70	24.15
Postage & Telephone	26.25	43.35
Travelling and Conveyance	179.54	254.95
Director Sitting Fees(Including service tax of Rs4734)	0.65	0.68
Donation	0.63	1.93
Misc Expenses	90.37	128.64
Commission on Sales	45.29	74.92
Discount	790.03	1577.55
Sales Claims and Other Rebates	221.12	269.22
Outward Freight and Octroi	421.67	626.75
Advertisement and Sales Promotions	199.51	244.20
Total	3327.14	5350.90

NOTE NO. 33**First - time adoption of Ind AS****I. Transition to Ind AS**

These are the company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 1(b) have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements for the year ended 31 March 2017 and in the presentation of an opening Ind AS balance sheet at 1 April 2016 (the Company's date of transition). In preparing its opening Ind AS balance sheet, the Company has adjusted the amount reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the company's financial position and financial performance is set out in the following tables and notes.

II. Exemptions from retrospective application

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

a) Deemed cost for Property, Plant and Equipment (PPE) and Intangible assets

Ind AS 101 permits a first time adopters to continue with the carrying value for all its property, plant and equipment and intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost. Accordingly, the company has elected to measure all of its PPE and intangible asset at their previous GAAP carrying values.

The remaining voluntary exemptions as per Ind AS 101 - First time adoption either do not apply or are not relevant to the Company.

b) Deemed cost for investment in Joint Venture

The Company has elected to use the previous GAAP carrying amount of its investment in joint venture on the date of transition as its deemed cost on that date, in its separate financial statements.

III. Exceptions from full retrospective application:

a) Estimates

Upon an assessment of the estimates made under Indian GAAP, the Company has concluded that there was no necessity to revise such estimates under Ind AS, except where estimates were required by Ind AS and not required by Indian GAAP.

b) Classification and measurement of financial assets

The Company has classified and measured the financial assets on the basis of facts and circumstances that exist at the date of transition to Ind AS

The remaining mandatory exceptions either do not apply or are not relevant to the Company.

IV. Reconciliations under Ind AS 101

a) Reconciliation of Equity as at 31st March, 2017

Particulars	Notes to first-time adoption	I GAAP*	Effects of transition to Ind AS	Ind AS
ASSETS				
Non current assets:				
Property, Plant and Equipment		4,063.34	-	4,063.34
Capital work-in-progress		-	-	-
Intangible assets		8.03	-	8.03
Intangible assets under development		56.56	-	56.56
Financial Assets:				
i. Investments		312.58	-	312.58
loans		-	-	-
ii. Other financial assets		257.33	-	257.33
Deferred tax assets		1,255.62	-	1,255.62
Income Tax Assets (net)		47.03	-	47.03
Total non current assets		6,000.49	-	6,000.49
Current assets:				
Inventories		5,739.55		5,739.55
Financial Assets:				
i. Investments		-	-	-
ii. Trade receivables		7,939.85	-	7,939.85
iii. Cash and cash equivalents		106.35	-	106.35
iv. Other Bank balances		278.95	-	278.95
v. Loans		44.69	-	44.69
vi. Other financial assets	2	2,608.48	33.96	2642.45
Other current assets		484.83	1,279.93	1,764.76
Total current assets		17,202.71	1,313.88	18,516.60
Total assets		23,203.20	1,313.88	24,517.09

Particulars	Notes to first-time adoption	I GAAP*	Effects of transition to Ind AS	Ind AS
EQUITY AND LIABILITIES				
Equity:				
Equity Share Capital		2,184.18	-	2,184.18
Other Equity	1,2	101.99	33.96	135.95
Total equity		2,286.17	33.96	2,320.13
LIABILITIES				
Non-current Liabilities				
Financial Liabilities				
i) Borrowings		1,960.41	-	1,960.41
ii) Other Financial Liabilities		1,066.39	-	1,066.39
Provisions		161.21	-	161.21
Total Non current liabilities		3,188.02	-	3,188.02
Current Liabilities:				
Financial liabilities				
i. Borrowings		11,209.19	-	11,209.19
ii. Trade payables		3,587.24	1,279.93	4,867.17
iii. Other financial liabilities		1,532.96	-	1,532.96
Other current liabilities		1,322.37	-	1,322.37
Provisions		77.26	-	77.26
Total current liabilities		17,729.02	1,279.93	19,008.95
Total liabilities		20,917.03	1,279.93	22,196.97
Total equity and liabilities		23,203.20	1,313.89	24,517.09

* The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note

b) Reconciliation of Equity as at 1ST April,2016

Particulars	Notes to first-time adoption	I GAAP*	Effects of transition to Ind AS	Ind AS
ASSETS				
Non Current Assets				
Property, Plant & Equipment		4296.22	-	4296.22
Capital work in progress		4.69	-	4.69
Other intangible Assets		7.45	-	7.45
Intangible Assets under development		-	-	-
Financial Assets				
i. Investment		312.58	-	312.58
ii. Loan		-	-	-
iii. Other financial Assets		242.55	-	242.55
Deferred Tax Assets		880.62	-	880.62
Income Tax (Assets)		47.11	-	47.11
Total non Current assets		5791.22	-	5791.22
Current assets				
Inventories		5145.93	-	5145.93

Particulars	Notes to first-time adoption	I GAAP*	Effects of transition to IndAS	Ind AS
Financial Assets				
i. Investments				
ii. Trade Receivable		11241.89	-	11241.89
iii. Cash and Cash equivalents		82.04	-	82.04
iv. Other bank Balance		195.50	-	195.50
v. Loan and advance		46.42	-	46.42
vi. Other Financial Assets		2232.42	-	2232.42
Other Current Assets		288.53	2738.17	3026.69
Total Current Assets		19232.72	2738.17	21970.89
Total Assets		25023.94	2738.17	27762.11
EQUITY & LIABILITES				
Equity				
Equity Share Capital		2184.18	-	2184.18
Other equity	1,2	1012.78	-	1012.78
Total Equity		3196.96	-	3196.96
LIABILITIES				
Non Current liabilities				
Financial Liabilities				
i) Borrowings		1903.04	-	1903.04
ii) Other financial liabilities		1118.61	-	1118.61
Provision		117.75	-	117.75
Total non current liabilities		3139.40	-	3139.40
Current Liabilities				
Financial liabilities				
i. Borrowing		10885.00	-	10885.00
ii. Trade Payable		4358.41	2738.17	7096.58
iii. Other financial liabilities		1496.89	-	1496.89
Other current liabilities		1889.03	-	1889.03
Provision		58.25	-	58.25
Total Current Liabilities		18687.58	2738.17	21425.75
Total Liabilities		21826.98	2738.17	24565.15
Total Equity and Liabilities		25023.95	2738.17	27762.11

* The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note

c) Reconciliation of profit or loss for the year ended 31 March 2017

Sr. No.	Particulars	Notes to first-time adoption	I GAAP*	Effects of transition to Ind AS	Ind AS
I	Revenue from Operation		20572.55	-	20572.55
II	Other income	1	42.31	33.96	76.27
III	Total Income(I+II)		20614.86	33.96	20648.82
IV	Expenses				
	Cost of material consumed		10613.44	-	10613.44
	Purchase of stock in trade		60.39	-	60.39
	Changes in inventories of finished goods and work in progress		272.00	-	272.00
	Excise Duty		36.15	-	36.15
	Employee Benefits		3116.76	60.77	3177.53
	Expenses Finance costs		1718.06	-	1718.06
	Depreciation and amortisation expense		341.54	-	341.54
	Other expenses		5350.95	-	5350.95
	Total Expenses (IV)		21509.29	-	21570.05
V	Profit before tax and exceptional items (III-IV)		(894.43)	(26.81)	(921.23)
VI	Exceptional items		389.00	-	389.00
	Profit/(Loss) before tax (III-IV)		(1283.43)	(26.81)	(1310.23)
VII	Income Tax expense				
	Current Tax		-	-	-
	Deferred Tax		(375.00)	(26.37)	(401.37)
	Income tax Of Earlier Year		2.36	-	2.36
	Total Tax expenses		(372.64)	(26.37)	(399.01)
VII	Profit after Tax(V-VI)		(910.79)	(0.44)	(911.23)
VIII	Other Comprehensive Income/(loss)				
	(i) Items that will not be reclassified to profit or loss		-	60.77	60.77
	-Remeasurement of defined benefit obligations		-	(26.37)	(26.37)
	-Income tax on above				
	(ii) Items that will be reclassified to profit or loss				
	Other Comprehensive Income/(loss)		-	34.40	34.40
IX	Total Comprehensive Income/(loss) (VII+VIII) (Comprising Profit and Other Comprehensive Income for the period)		(910.79)	33.96	(876.83)

* The Indian GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note

d) Reconciliation of Total Equity as at 31st March 2017 and 1st April 2016

Particulars	Footnote ref.	As on 31 March 2017	As on 1 April 2016
Net worth under IGAAP		2,286.17	3,196.96
Summary of Ind AS adjustments			
Accounting for derivative and foreign exchange differences	2	33.96	-
Total Ind AS adjustments		33.96	-
Net worth under Ind AS		2,320.13	3,196.96

e) **Reconciliation of Comprehensive income for the year ended on 31st March 2017**

Particulars	Footnote ref.	As on 31 March 2017
Comprehensive income under IGAAP		(910.79)
Summary of Ind AS adjustments		
Reclassification of net actuarial gain on employee defined benefit	1	(60.80)
Others		34.00
Impact of taxes in respect of the above adjustments		26.37
Other Comprehensive Income		
Reclassification of net actuarial loss on employee defined benefit	1	34.39
Total Ind AS adjustments		33.96
Comprehensive income under Ind AS		(876.83)

f) **Reconciliation of statement of Cash Flow ;**

There are no material adjustments to the statement of cash flow as reported under previous GAAP.

g) **Notes to the reconciliation:**

a. **Remeasurement of post employment benefit obligation**

Under Ind AS,remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income (net of deferred tax) instead of profit and loss under the previous GAAP.

b. **Accounting for derivative and foreign exchange differences**

- a) Ind AS 109 requires all derivatives to be measured at fair value as per Ind AS 113 on the reporting date with both unrealised gains and losses being recognised in the statement of profit and loss for the period in which such changes arise, unless hedge accounting is applied. Accordingly the company has fair valued foreign currency forward contracts outstanding as at transition date and as at 31 March 2017 and recognised gain / loss in the retained earnings and statement of profit and loss respectively and corresponding effect is given to asset or liability for gain and loss respectively, as Derivative Asset and Derivative liability.
- b) The group has also translated all financial assets / financial liabilities denominated in foreign currency at the year end rates.

NOTE NO.34

i) **Tax Reconciliation**

a) **The Income tax expense consists of the following:**

(₹ in Lakhs)

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Current income tax	-	-
Deferred tax expense*	-	(401.37)
Tax expense for the year	-	(401.37)

b) **Amounts recognised in other comprehensive income**

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Items that will not be reclassified to profit or loss	84.63	60.77
Remeasurment of post employment benefit obligation before tax	-	(26.37)
Tax (expenses)benefit	-	-
Fair value through other comprehensive income - Property, Plant & Equipment before tax	3538.01	-
Tax (expenses)benefit	-	-
Net Of Tax	3622.64	34.40

ii) Deferred Tax Disclosure*

(a) Movement in deferred tax balances

Particulars	Net balance as at 1st April, 2017	Recognised in profit or loss	Recognised in OCI	Net Deferred tax asset / liability as at 31st March, 2018
Deferred tax asset/ (liabilities)				
Unabsorbed Depreciation	749.13	-	-	749.13
Unabsorbed Business Loss	428.97	-	-	428.97
Other Item	616.30	-	-	616.30
Property, Plant & Equipment	(538.78)	-	-	(538.78)
Tax assets/(Liabilities)	1255.62	-	-	1255.62

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

****Deferred tax for the current year has not been provided considering on the concept of prudence.**

NOTE NO.35

Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in Lakhs)

Financial assets	As at 31 March 2018							
	Carrying amount			Fair value				
	Fair value through profit and loss	Fair value through other comprehensive income	Amotised Cost	Total	Level 1	Level 2	Level 3	Total
Cash and cash equivalents (Including other bank balances)	-	-	217.03	217.03	-	-	-	-
Loans	-	-	87.90	87.90	-	-	-	-
Trade and other receivables	-	-	4,938.49	4,938.49	-	-	-	-
Other financial assets	-	-	2,772.73	2,772.73	-	-	-	-
Security deposit	-	-	257.55	257.55	-	-	-	-
TOTAL	-	-	8,273.70	8,273.70	-	-	-	-
Financial liabilities								
Long term borrowings (Including current maturity of Long term borrowings)	-	-	2,190.82	2,190.82	-	-	-	-
Other financial liabilities	-	-	2,772.54	2,772.54	-	-	-	-
Short term borrowings	-	-	11,122.64	11,122.64	-	-	-	-
Trade and other payables	-	-	3,740.16	3,740.16	-	-	-	-
TOTAL	-	-	19,826.16	19,826.16	-	-	-	-

(₹ in Lakhs)

Financial assets	As at 31 March 2017							
	Carrying amount			Fair value				
	Fair value through profit and loss	Fair value through other comprehensive income	Amotised Cost	Total	Level 1	Level 2	Level 3	Total
Cash and cash equivalents (Including other bank balances)	-	-	385.03	385.03	-	-	-	-
Loans	-	-	44.69	44.69	-	-	-	-
Trade and other receivables	-	-	7,939.85	7,939.85	-	-	-	-
Other financial assets	-	-	2,679.53	2,679.53	-	-	-	-
Security deposit	-	-	220.25	220.25	-	-	-	-
TOTAL	-	-	11,269.62	11,269.62	-	-	-	-
Financial liabilities								
Long term borrowings (Including current maturity of Long term borrowings)	-	-	2,190.83	2,190.83	-	-	-	-
Other financial liabilities	-	-	2,368.94	2,368.94	-	-	-	-
Short term borrowings	-	-	11,209.19	11,209.19	-	-	-	-
Trade and other payables	-	-	4,867.17	4,867.17	-	-	-	-
TOTAL	-	-	20,636.12	20,636.12	-	-	-	-

(₹ in Lakhs)

Financial assets	As at 1 April 2016							
	Carrying amount			Fair value				
	Fair value through profit and loss	Fair value through other comprehensive income	Amotised Cost	Total	Level 1	Level 2	Level 3	Total
Cash and cash equivalents (Including other bank balances)	-	-	277.54	277.54	-	-	-	-
Loans	-	-	46.42	46.42	-	-	-	-
Trade and other receivables	-	-	11,241.88	11,241.88	-	-	-	-
Other financial assets	-	-	2,260.56	2,260.56	-	-	-	-
Security deposit	-	-	214.41	214.41	-	-	-	-
TOTAL	-	-	14,040.81	14,040.81	-	-	-	-
Financial liabilities								
Long term borrowings (Including current maturity of Long term borrowings)	-	-	2,481.04	2,481.04	-	-	-	-
Other financial liabilities	-	-	2,037.51	2,037.51	-	-	-	-
Short term borrowings	-	-	10,885.00	10,885.00	-	-	-	-
Trade and other payables	-	-	7,096.58	7,096.58	-	-	-	-
TOTAL	-	-	22,500.13	22,500.13	-	-	-	-

Fair values for financial instruments carried at amortised cost approximates the carrying amount, accordingly the fair values of such financial assets and financial liabilities have not been disclosed separately.

B. Measurement of fair values

Ind AS 107, 'Financial Instrument - Disclosure' requires classification of the valuation method of financial instruments measured at fair value in the Balance Sheet, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurements). The hierarchy gives the highest priority to un-adjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to un-observable inputs (Level 3 measurements). The three levels of the fair-value-hierarchy under Ind AS 107 are described below: Level 1: Level 1 Hierarchy includes financial instruments measured using quoted prices. Level 2: The fair value of financial instruments that are not traded in an active market are determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. Level 3: If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3. e.g. unlisted equity securities.

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company risk management framework. The board of directors is responsible for developing and monitoring the Company risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities, cash and cash equivalents, mutual funds, bonds etc.

The carrying amount of financial assets represents the maximum credit exposure.

Trade and other receivables

Around 45% of the sales are export sales. For major part of the sales, customer credit risk is managed by requiring domestic and export customers to pay advances before transfer of ownership, therefore substantially eliminating the Company's credit risk in this respect. Based on prior experience and an assessment of the current economic environment, management believes that no provision is required for credit risk wherever credit is extended to customers.

Impairment

The ageing of trade and other receivables that were not impaired was as follows:

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
Neither past due nor impaired	-	-	-
Past due but not impaired			
Past due 1-90 days	1272.74	6556.07	10140.41
Past due 91-180 days	108.87	592.47	469.72
Past due 181-270 days	-	-	-
Past due 271-365 days	3556.88	791.31	631.75
Past due more than 365 days	-	-	-
	4938.49	7939.86	11241.88

Management believes that the unimpaired amounts that are past due by more than 6 months are still collectible in full, based on historical payment behaviour.

Provision for doubtful debts movement

Particulars	(₹ in Lakhs)
Balance as at April 1, 2016	84.75
Impairment loss recognised	-
Amounts written off	-
Balance as at March 31, 2017	84.75
Impairment loss recognised	-
Amounts written off	-
Balance as at March 31, 2018	84.75

Concentration of credit risk

At 31st March 2018, the carrying amount of the Company's most significant customer is ₹ 2,574 lakhs (31st March, 2017 : ₹ 2,489 lakhs; 1st April, 2016 : ₹ 2,665 lakhs)

Loan to others

The credit worthiness of the counter party is evaluated by the management on an ongoing basis and is considered to be good. The Company did not have any amounts that were past due but not impaired. The Company has no collateral in respect of these loans.

Investment in bonds and Equity shares

The investment in Government bonds and Equity shares are entered into with Government of India and financial institution respectively. The credit worthiness of these counter parties are evaluated by the management on an ongoing basis and is considered to be good. The Company does not expect any losses from non-performance by these counter-parties.

Cash and cash equivalents

Credit risk from balances with banks is managed by the Company's treasury department in accordance with the company's policy. Investment of surplus funds are made in mainly in mutual funds with good returns and within approved credit ratings.

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired.

iii. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The Company has obtained fund and non-fund based working capital lines from various banks. The Company also constantly monitors funding options available in the debt and capital markets with a view to maintaining financial flexibility.

As at 31st March, 2018, the Company had working capital of ₹ (3694.72) lakhs, including cash and cash equivalents of ₹ 107.03 lakhs.

As at 31st March, 2017, the Company had working capital of ₹ (492.35) lakhs, including cash and cash equivalents of ₹ 106.35 lakhs.

As at 1st April, 2016 the Company had working capital of ₹ 545.16 lakhs, including cash and cash equivalents of ₹ 82.04 lakhs.

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities :

(₹ in Lakhs)

As at 31st March 2018	Contractual cash flows					
	Carrying amount	Total	1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Non-Current						
Unsecured Long term borrowings	1,960.41	1,960.41	-	-	-	1,960.41
Other financial liabilities	1,306.17	1,306.17	-	-	-	1,306.17
Current						
Secured Short term borrowings	11,122.64	11,122.64	11,122.64	-	-	-
Trade and other payables	3,740.16	3,740.16	3,740.16	-	-	-
Other financial liabilities	1,696.78	1,696.78	1,696.78	-	-	-

(₹ in Lakhs)

As at 31st March 2017	Contractual cash flows					
	Carrying amount	Total	1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Non-Current						
Unsecured Long term borrowings	1,960.41	1,960.41	-	-	-	1,960.41
Other financial liabilities	1,066.39	1,066.39	-	-	-	1,066.39
Current						
Secured Short term borrowings	11,209.19	11,209.19	11,209.19	-	-	-
Trade and other payables	4,867.17	4,867.17	4,867.17	-	-	-
Other financial liabilities	1,532.96	1,532.96	1,532.96	-	-	-

(₹ in Lakhs)

As at 1st April 2016	Contractual cash flows					
	Carrying amount	Total	1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Non-Current						
Unsecured Long term borrowings	1,903.04	1,903.04	-	-	-	1,903.04
Other financial liabilities	1,118.61	1,118.61	-	-	-	1,118.61
Current						
Secured Short term borrowings	10,885.00	10,885.00	10,885.00	-	-	-
Trade and other payables	7,096.58	7,096.58	7,096.58	-	-	-
Other financial liabilities	1,496.89	1,496.89	1,496.89	-	-	-

iv. Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

a) Currency risk

The company is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchase,

other expenses and borrowings are denominated and the functional currency of the company. The functional currency of the company is Indian Rupees (INR). The currencies in which these transactions are primarily denominated is USD.

Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows:

(₹ in Lakhs)

Particulars	As at 31st March 2018		As at 31st March, 2017		As at 1st April, 2016	
	EUR	USD	EUR	USD	EUR	USD
Financial assets (A)						
Trade receivables	45.26	219.01	221.10	278.80	-	-
	45.26	219.01	221.10	278.80	-	-
Financial liabilities(B)						
Trade payables	5.74	419.69	-	341.24	3.17	508.30
	5.74	419.69	-	341.24	3.17	508.30
Net statement of financial position exposure (A-B)	39.52	(200.68)	221.10	(62.44)	(3.17)	(508.30)

Sensitivity analysis

The strengthening / weakening of the respective foreign currencies with respect to functional currency of Company would result in increase or decrease in profit or loss and equity as shown in table below. This analysis assumes that all other variables, in particular interest rates, remain constant. The following analysis has been worked out based on the exposures as of the date of statements of financial position.

(₹ in Lakhs)

Particulars	Profit / (loss)		
	Strengthening / Weakening %	Strengthening	Weakening
As at 31st March, 2018			
EUR	2%	0.79	(0.79)
USD	3%	(6.02)	6.02

(₹ in Lakhs)

Particulars	Profit / (loss)		
	Strengthening / Weakening %	Strengthening	Weakening
As at 31st March, 2017			
EUR	2%	4.42	(4.42)
USD	3%	(1.87)	1.87

(Note: The impact is indicated on the profit/loss before tax basis)

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates.

For details of the Company's short-term loans and borrowings, including interest rate profiles, refer to Note of these financial statements.

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
Fixed-rate instruments			
Financial assets	110.28	279.23	195.78
Financial liabilities	13,313.46	13,400.01	13,366.04

Interest rate sensitivity - fixed rate instruments

The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in IND AS 107, since neither the carrying amount nor the future cash flow will fluctuate because of a change in market interest rates.

NOTE NO. 36

Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Company monitors capital using a ratio of 'net debt' to 'equity'. For this purpose, net debt is defined as total debt, comprising loans and borrowings less cash and cash equivalents and current investments.

The Company's net debt to equity ratio as at 31st March 2018, 31st March 2017 and 1st April 2016 was as follows.

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
Non-Current Borrowings	1960.41	1960.41	1903.04
Current Borrowings	11122.64	11209.91	10885.00
Current maturity of Long Term debt	230.41	230.41	578.00
Gross Debt	13313.46	13400.01	13366.04
Less-Cash & Cash Equivalents	107.03	106.35	82.04
Less- Current investment	-	-	-
Net Debt	13206.43	13293.67	13284.00
Total Equity	2265.29	2320.13	3196.96
Net Debt to Equity Ratio*	5.83	5.73	4.16

NOTE NO.37

Earning Per Share (EPS):

Basic EPS and Diluted EPS amounts are calculated by dividing the profit/(Loss) for the year attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year.

Particulars	Year ended 31st March 2018	Year ended 31st March 2017
Profit attributable to equity holders (in Lakhs)	(3,677.49)	(911.19)
Weighted average number of shares outstanding during the year	2,18,38,463	2,18,38,463
Nominal Value of Equity Shares (in Rs)	10.00	10.00
Earning Per Share Basic and Diluted (in Rs)	(16.84)	(4.17)

NOTE NO.38

Related Party Disclosures *

(Where transactions have taken place)

I Related Party Relationships

Key Management Personnel (KMP)

Vinod Poddar- Executive Chairman,

Rahul Poddar- Vice Chairman & Managing Director (up to 18/09/2017,

Sajjan Bawri- Chief Financial Officer (up to-09/01/2018),

Umesh Lathi-Whole Time Director & Chief Financial Officer** (up to 08/07/2016),

Keshav Purohit- Company Secretary*** (up to 28/12/2017)

II) Other Related Parties - (Enterprises-KMP having significant influence/owned by major shareholders)

- i) Associates:
GRL International Ltd.
- ii) Joint Ventures:
GK Co. Limited, South Korea.

Related Party transaction Transactions	As at 31st March 2018		As at 31st March 2017	
	KMP	Entities under direct or indirect control or substantial influence	KMP	Entities under direct or indirect control or substantial influence
Income				
<u>Sales goods/materials</u>				
GRL International Ltd.		427.26		754.45
Expenses				
<u>Commission Paid</u>				
GRL International Ltd.			14.99	5.72
<u>Rent paid</u>				
Rahul Poddar	8.40	-	4.50	-
<u>Managing Director's & Remuneration</u>				
Rahul Poddar	40.26	-	38.00	-
Director's Sitting fees	0.65	-	0.68	-
<u>Salary paid</u>				
Vinod Poddar	49.36	-	45.02	-
Umesh Lathi	-	-	16.62	-
Sajjan Bawri	17.13	-	12.58	-
Keshav Purohit	5.61	-	4.34	-

Outstanding Balances	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Assets			
<u>Trade Receivables</u>			
Entities under direct or indirect control or substantial influence	3157.83	2800.96	4442.58
Liabilities			
<u>Trade Payables</u>			
Entities under direct or indirect control or substantial influence	12.15	12.32	12.72

Terms and conditions of transactions with related parties

* All the related party transactions were made on terms equivalent to those that prevail in an arm's length transactions.

* Parties identified by the Management and relied upon by the auditors.

**Umesh Lathi resigned as whole time director & chief financial officer on 9th July 2016.

***Keshav Purohit resigned as company secretary on 29th Dec. ,2017.

****Sajjan Bawari resigned as Chief Financial officer on 10th Jan.,2018.

No amount in respect of related parties have been written off/back or are provided for.

NOTE NO.39

Leases - Operating leases as lessee:	Year ended 31st March 2018	Year ended 31st March 2017
The company has taken commercial premises under cancellable operating leases: The rental expenses recognised in the statement of Profit and Loss for operating leases :		
a) Minimum Rent	123.70	124.17
b) Contingent Rent	-	-

NOTE NO.40

- a) As at 31st March, 2018, there are no Micro, Small and Medium Enterprises, as defined in the Micro, Small, Medium Enterprises Development Act, 2006, to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made.
- b) The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

NOTE NO.41**Employee Benefit obligations****(A) Defined Contribution Plan**

The Company has various schemes for long-term benefits such as provident fund and superannuation. In case of funded schemes, the funds are recognised by the Income tax authorities and administered through trustees /appropriate authorities. The Company's defined contribution plans are superannuation and employees' pension scheme (under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952) since the Company has no further obligation beyond making the contributions. The liability of the Company on the exempt Provident Fund managed by the trustees is restricted to the interest shortfall if any.

(₹ in Lakhs)

Particulars	Year ended 31st March 2018	Year ended 31st March 2017
Charge to the Statement of Profit and Loss based on contributions:		
Employees' Provident fund	65.38	140.48

(B) Defined Benefit Plan

In accordance with the provisions of the Payment of Gratuity Act, 1972, the Company has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee's last drawn salary and the years of employment with the Company.

Liabilities in respect of the gratuity plan are determined by an actuarial valuation.

The most recent actuarial valuation of the defined benefit obligation in relation to the gratuity scheme was carried out as at March 31, 2018. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017	
	Gratuity (Unfunded plan)	Gratuity (Unfunded plan)	
(i) Change in Defined Benefit Obligation			
Opening defined benefit obligation	161.21	117.75	
Amount recognised in profit and loss			
Current service cost	38.95	34.51	
Interest cost	11.61	9.51	
Amount recognised in other comprehensive income	-	-	
Actuarial loss / (gain) arising from:			
Demographic assumptions	-	-	
Financial assumptions	(4.94)	10.54	
Experience adjustment	(79.69)	15.83	
Other (Past Service cost)	11.8	-	
Benefits paid	(29.12)	(26.94)	
Closing defined benefit obligation	109.81	161.21	
(ii) Change in Fair Value of Assets			
Opening fair value of plan assets	-	-	
Adjustment to Opening fair value of plan assets	-	-	
Amount recognised in profit and loss	-	-	
Interest income	-	-	
Amount recognised in other comprehensive income	-	-	
Actuarial gain / (loss)	-	-	
Return on Plan Assets, Excluding Interest Income	-	-	
Other	-	-	
Contributions by employer	-	-	
Benefits paid	-	-	
Closing fair value of plan assets	-	-	
Actual return on Plan Assets	-	-	
(iii) Plan assets comprise the following			
Fund	Unfunded	Unfunded	
(iv) Principal actuarial assumptions used			
Discount rate	7.85%	7.20%	
Rate of employee turnover	2.00%	2.00%	
Future Salary growth rate	5.00%	5.00%	
(v) Amount recognised in the Balance Sheet	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Present value of obligations as at year end	(109.81)	(161.21)	(117.75)
Fair value of plan assets as at year end	-	-	-
Net asset / (liability) recognised as at year end	(109.81)	(161.21)	(117.75)
Recognised under :			
Long term provisions	109.81	161.21	117.75

(vi) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(₹ in Lakhs)

Particulars	As at 31st March 2018		As at 31st March 2017	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement) - Gratuity	(6.57)	7.86	(11.87)	13.98
Employee turnover (1% movement) - Gratuity	0.81	(1.15)	1.32	(1.69)
Future salary growth (1% movement) - Gratuity	8.01	(6.79)	14.16	(12.20)

The above sensitivity analyses have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the reporting date. In practice, generally it does not occur. When we change one variable, it affects to others. In calculating the sensitivity, project unit credit method at the end of the reporting period has been applied.

(vii) Expected future cash flows

(₹ in Lakhs)

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
As at 31st March, 2018					
Defined benefit obligations (Gratuity)	36.13	14.40	11.82	191.29	253.63
Total	36.13	14.40	11.82	191.29	253.63

(₹ in Lakhs)

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
As at 31st March, 2017					
Defined benefit obligations (Gratuity)	22.91	14.15	36.29	284.44	357.79
Total	22.91	14.15	36.29	284.44	357.79

NOTE NO.42**Contingent Liabilities and Commitments**

(₹ in Lakhs)

Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
(i) Contingent Liabilities			
a) Guarantees given by the Company's bankers on behalf of the Company for the Company	150.00	219.37	153.70
b) other money for which the Company is contingently liable:			
(1) Sales Tax *	8.10	8.10	8.10
(2) Electricity Liability	-	113.94	113.94
(3) Other Claims against company (Not acknowledged as debt)	-	-	493.23
	158.10	341.41	768.97
(ii) Commitments			
a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-

*Company has filed appeal to appropriate authority against the demand.

NOTE NO.43**Payment to Auditors**

(₹ in Lakhs)

Particulars	Year ended 31st March 2018	Year ended 31st March 2017
Statutory Auditors*		
Audit Fees	3.50	3.50
Tax Audit Fees	-	0.50
Taxation Matters	-	0.25
Company Law matters	-	0.50
Certification & other work	3.28	1.60
Reimbursement of expenses	0.20	0.28
Total	6.98	6.63

Exclusive of Service Tax/GST*NOTE NO.44**

Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

For and on behalf of the Board of Directors

FOR SONGIRA & ASSOCIATES.Chartered Accountants
(FRN-128085W)**DHARMENDRA S. SONGIRA**Partner
(M.N.113275)
Mumbai: 30th May,2018.**JITENDRA YADAV**DIRECTOR
DIN-00939861**VINOD PODDAR**EXECUTIVE CHAIRMAN
DIN-00182629

Route Map for 33rd AGM Venue





GOVIND RUBBER LIMITED

(CIN: L25110MH1985PLC036320)

Regd. Office: 418, Creative Industrial Estate, 72, N.M.Joshi Marg, Lower Parel, Mumbai - 400 011

ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting

Name of the Member (s)	
Registered Address	
Email ID	
Folio No./DP-Client ID	

I/We hereby record my/our presence at the 33rd Annual General Meeting of the Company to be held at Damodar Hall, N.M. Joshi Vidya Sankul, Dr. B. A. Road, Parel, Mumbai-400012 on Saturday, the 29th September, 2018.

Signature of the Attending Member/ Proxy _____

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

(* Applicable for shareholder holding shares in dematerialized form)



GOVIND RUBBER LIMITED

(CIN: L25110MH1985PLC036320)

Regd. Office: 418, Creative Industrial Estate, 72, N.M.Joshi Marg, Lower Parel, Mumbai - 400 011

PROXY

Name of the Member (s)	
Registered Address	
Email ID	
Folio No./DP-Client ID	

I/We, being the member (s) holding..... Shares of Govind Rubber Limited, hereby appoint

- Name:
Address:
Email ID:.....
Signature or failing him/her
- Name:
Address:
Email ID:.....
Signature or failing him/her
- Name:
Address:
Email ID:.....
Signature



as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company to be held at Damodar Hall, N.M. Joshi Vidya Sankul, Dr. B. A. Road, Parel, Mumbai-400012 on Saturday, the 29th September, 2018 at 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	Optional (See Note 4)	
		For	Against
1.	To receive, consider and adopt the Audited financial Statements for the year ended as on 31 st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.		
2.	To appoint M/s. J. Singh & Associates, Chartered Accountants as a Statutory Auditors		
3.	To appoint Mr. Jitendra Yadav as Non-Executive Independent Director		
4.	To appoint Mrs. Mayuri Kapadia as Non-Executive Independent Director		
5.	To appoint Mr. Sourav Tapswi as Non-Executive Independent Director		
6.	To ratify the remuneration of Cost Auditors.		

Signed this..... Day of..... 2018

Signature of the Shareholder: _____

Signature of the Proxy holder(s): _____

Affix
Rs.1/-
Revenue
Stamp

Signature across the stamp

Notes:

- (1) This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 418, Creative Industrial Estate, 72, N. M. Joshi Marg, Lower Parel, Mumbai - 400 011, not less than 48 hours before the commencement of the Meeting.
- (2) A Proxy need not be a Member of the Company.
- (3) A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as proxy for any other person or shareholder.
- (4) This is only optional. Please put a "X" in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any of the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a Proxy does not prevent a member from attending the Meeting in person if he/she so wishes.
- (6) In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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GOVIND RUBBER LIMITED

Regd. Office: 418, Creative Industrial Estate, 72, N.M.Joshi Marg, Lower Parel, Mumbai – 400 011

Corporate Identity Number (CIN): L25110MH1985PLC036320

Tel: 022-3008 3800-02 • Fax: 022-2309 2296.

Email id: info@grltires.com • Website: www.grltires.com