



32nd

Annual Report

2017-18

**GUJARAT RAFFIA
INDUSTRIES LIMITED**

(CIN: L17110GJ1984PLC007124)

GUJARAT RAFFIA INDUSTRIES LIMITED
(CIN: L17110GJ1984PLC007124)
32nd ANNUAL REPORT 2017-18

BOARD OF DIRECTORS	:	-	Shri Pradeep R. Bhutoria	-	Chairman & Managing Director
			Smt. Sushma P. Bhutoria	-	Whole Time Director
			Shri Abhishek P. Bhutoria	-	Director
			Shri Alpesh R. Tripathi	-	Independent Director
			Shri Dipen M. Shah	-	Independent Director
			Shri Karan Singh Chandalia	-	Independent Director
COMPANY SECRETARY	:	-	Gunjan Kothari		
CHIEF FINANCIAL OFFICER	:-		Sheetal Rawal		
AUDITORS	:		M/s. V S Agarwal & Associates, Chartered Accountants, Ahmedabad.		
BANKERS	:		Union Bank of India		
REGISTERED OFFICE & WORKS	:		Plot No.455, Santej Vadsar Road, Village: Santej, Taluka: Kalol-382721. Dist: Gandhinagar. Tel:-02764-286632,286672,286673,286674 Fax: - 02764-286652,286646, Website:- www.griltarp.com Email: - info@griltarp.com ; accounts@griltarp.com		
REGISTRAR AND SHARE TRANSFER AGENT	:		M/s. Link Intime India Pvt Ltd., Ahmedabad Branch, 5 th Floor, 506 To 508, Amarnath Business Centre – 1, (ABC-1), Besides Gala Business Centre, Nr. St. Xavier's Collage Corner, Off. C. G. Road, Ahmedabad – 380 006. (o): 079 – 2646 5179 e-mail id: ahmedabad@linkintime.co.in		
SECRETARIAL AUDITOR	:		Premjeet Singh, Practicing Company Secretary Sangrag, 2 nd floor, 85/222, S. N. Roy Road, Kolkata- 700038		

CONTENT

Sr. No.	Particular	Page No.
1.	Notice of Annual General Meeting	02
2.	Directors Report	18
3.	Corporate Governance Report	45
4.	Management Discussion & Analysis	58
5.	Independent Audit Report	60
6.	Financial Statements	66

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 32nd ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. GUJARAT RAFFIA INDUSTRIES LIMITED WILL BE HELD AS SCHEDULED BELOW:

Date: 21st September, 2018

Day: Friday

Time: 2.00 p.m.

Place: At the Registered Office of the Company at:
Plot No. - 455, Santej-Vadsar Road, Village: Santej,
Taluka: Kalol -382 721. Dist: Gandhinagar.

To transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and cash flow statement for the year ended on that date and reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Sushma Pradeep Bhutoria (DIN: 00284819) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Special Business:**3. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTERS/PROMOTER GROUP:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT in accordance with the provisions of Section 42, 62 and all other applicable provisions if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto (the **"SEBI (ICDR) Regulations, 2009"**), and subject to the regulations/guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement/ Regulations entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies (**"Concerned Authorities"**) in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **"the Board"**, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to create,

issue and allot on preferential basis to the following entities forming part of the Promoter Group of the Company (hereinafter referred to as the "Proposed Allottees"), upto maximum of 409725 (Four Lakhs Nine Thousand Seven Hundred Twenty Five) equity shares of face value of Rs. 10/- each (Rupees Ten Only) at an Issue Price of Rs. 35/- (Rupees Thirty Five Only) per equity share, including a premium of Rs. 25/- (Rupees Twenty Five Only) per equity share, aggregating to an amount not exceeding Rs. 1,44,00,000/- (Rupees One Crore Forty Four Lakhs Only) or at such higher price as may be determined in accordance with chapter VII of the SEBI (ICDR) Regulations, 2009 upon the conversion of unsecured loan, to the extent outstanding as on date, of the respective Proposed Allottees, and on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit as mentioned below:

Sr. No.	Name of the Proposed Allottees	No of Equity Shares to be allotted	Allottee is: QIB /MF /FI/ Trust/ Banks/ Others	Mode of Payment
	Promoter Group:			
1.	Bengal Business LLP	209725	Others	In consideration of the extinguishment of the amount due on account of the principal debt amount, not exceeding Rs. 73.40 Lakhs from the Company.
2.	Asian Gases Limited	200000	Others	In consideration of the extinguishment of the amount due on account of the principal debt amount, not exceeding Rs. 70.00 Lakhs from the Company.
	Total	409725		

"RESOLVED FURTHER THAT:

- The relevant date for the purpose of determining the minimum Issue Price of the shares in accordance with the SEBI (ICDR) Regulations, 2009, be fixed as Wednesday, 22.08.2018, being the 30th day prior to Friday, 21.09.2018, i.e., the date on which the Annual General Meeting of the shareholders is convened, in terms of Section 62(1)(c) of the Companies Act, 2013 (to the extant rules notified) to consider the proposed preferential issue. However, as 22.08.2018, falls on holidays, in terms of the explanation provided under regulation 71 of the SEBI (ICDR) Regulations, 2009, 21.08.2018, being the immediate preceding working day, shall be reckoned as the Relevant Date.
- The equity shares to be issued and allotted pursuant to the preferential allotment shall be in dematerialized form only.
- The new equity shares allotted in terms of this resolution shall be subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company and shall rank pari- passu in all respects with the existing fully paid up equity shares of Rs. 10/- each of the Company.
- The new equity shares to be allotted to the Proposed Allottees shall be subject to a lock-in period in accordance with Regulation 78 of the SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto.
- The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of equity shares, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the shareholders of the Company in AGM.

"RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of equity shares of the Company the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of equity shares of the Company as it may in its absolute discretion deem fit and proper, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the aforesaid resolution."

4. Payment of Remuneration to Mr. Pradeep Bhutoria (DIN: 00284808) as Managing Director of the company

To consider and if thought fit, to pass the following Resolution with or without modification, as an **ORDINARY RESOLUTION**

"RESOLVED THAT in addendum to earlier resolution dated 11th November, 2016 pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 read with schedule V and and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Pradeep Bhutoria (DIN: **00284808**), as Managing Director of the Company:-

1.	Salary	Upto a maximum remuneration Rs. 15,00,000/- P.A. (Rupees Fifteen Lakh Only P.A.)
2.	Other terms & Conditions	No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.

"RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or Schedule V.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Executive Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Executive Director, the above remuneration excluding commission amount payable on the minimum remuneration by way of salary, Perquisites and Other terms & Conditions as specified above and subject to receipt of the requisite approvals.

5. Payment of Remuneration to Mrs. Sushma Bhutoria (DIN: 00284819) as Whole Time Director of the company

To consider and if thought fit, to pass the following Resolution with or without modification, as an **ORDINARY RESOLUTION**

"RESOLVED THAT in addendum to earlier resolution dated 09th February, 2017 pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 read with schedule V and and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for payment of remuneration to Mrs. Sushma Bhutoria (DIN: **00284819**), as Whole Time Director of the Company:-

1.	Salary	Upto a maximum remuneration Rs. 10,00,000/- P.A. (Rupees ten Lakh Only P.A.)
----	---------------	--

2.	Other terms & Conditions	No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.
----	-------------------------------------	--

"RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or Schedule V.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Executive Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Executive Director, the above remuneration excluding commission amount payable on the minimum remuneration by way of salary, Perquisites and Other terms & Conditions as specified above and subject to receipt of the requisite approvals.

6. Payment of Remuneration to Mr. Abhishek Bhutoria (DIN: 07263523) as Executive Director of the company

To consider and if thought fit, to pass the following Resolution with or without modification, as an **ORDINARY RESOLUTION**

"RESOLVED THAT in addendum to earlier resolution dated 27th May, 2017 pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 read with schedule V and and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Abhishek Bhutoria (DIN: 07263523), as Executive Director of the Company:-

1.	Salary	Upto a maximum remuneration Rs. 10,00,000/- P.A. (Rupees ten Lakh Only P.A.)
2.	Other terms & Conditions	No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.

"RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or Schedule V.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Executive Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Executive Director, the above remuneration excluding commission amount payable on the minimum remuneration by way of salary, Perquisites and Other terms & Conditions as specified above and subject to receipt of the requisite approvals.

7. Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013

To consider and approve, the following resolution with or without modification, as a Special resolution:

"RESOLVED THAT pursuant to Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and in terms of Articles of Association of the Company and subject to such approvals consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose or any person(s) authorized by the Board) for making investment(s) in excess of limits specified under section 186 of Companies Act, 2013 from time to time in acquisition of securities of any body corporate or for giving loans, guarantees or providing securities to any body corporate or other person / entity whether in India or outside India, as may be considered appropriate for an amount not exceeding Rs.50 crores (Rupees Fifty crores only), notwithstanding that such investment and acquisition together with the Company's existing investments in all other bodies corporate, loans and guarantees given and securities provided shall be in excess of the limits prescribed under section 186(3), of the Companies Act, 2013.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution."

**By Order of the Board
For Gujarat Raffia Industries Limited
Sd/-
Pradeep Bhutoria
Managing Director
DIN: 00284808**

Place: Santej
Date: 11.08.2018

**Plot No.455,
Santej Vadsar Road,
Village: Santej,
Taluka: Kalol-382721.
Dist: Gandhinagar
CIN: L17110GJ1984PLC007124**

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, is annexed herewith and forms part of the Notice.
2. The Auditor's certificate certifying that the Issue of equity shares on Preferential Basis is being made in accordance with the SEBI (ICDR) Regulations, 2009 on preferential issues, will be available for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days up to the date of AGM and at the AGM.
3. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 27th September, 2016.
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

5. Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
6. A member registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as his / her proxy unless such other person is also a member of the Company.
7. Members are requested to bring their dully filled attendance slip along with their copy of Annual Report at the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours (10.00 a.m. to 05.00 p.m.) up to the date of the Meeting.
10. Pursuant to the Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Book of the Company will remain closed from Saturday, 15th September, 2018 to Friday, 21st September, 2018 (both days inclusive).
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or its Registrars & Transfer Agents (RTA), Link Intime India Private Limited.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited (RTA).
13. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Private Limited, for consolidation into a single folio. The share certificates will be returned to the members after making requisite changes thereon.
15. Non-Resident Indian Members are requested to inform Link Intime India Private Limited immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. To support the 'Green Initiative' members who have not registered their e-mail addresses so far are requested to register their e-mail address with RTA /Depository Participants for receiving all communication including annual report, notices, circulars, etc. from the company electronically.
14. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Annual General Meeting so that the information required may be made available at the Annual General Meeting.
15. The Company has connectivity from the CDSL & NSDL and Equity Shares of the Company may also be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their depository account. The ISIN No. for the Equity Shares of the Company is INE610B01024. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrars & Transfer Agents (RTA).
16. Trading in the shares of the Company is compulsorily in dematerialized form for all investors. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
17. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
18. Information relating to the Directors proposed to be appointed and those retiring by rotation and seeking re-appointment at this Meeting, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.
19. In compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

PROCEDURE FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 18th September, 2018 at 10.00 a.m. and ends on Thursday, 20th September, 2018 at 05.00 p.m.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / Address Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this

password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant 'Gujarat Raffia Industries Limited' on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
Mr. Himanshu Maheshwari, Practicing Company Secretary [ACS No. 14406] has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
The scrutinizer shall within a period of not exceeding Two (2) working days from the conclusion of the e-voting period unblock the votes in presence of atleast two witnesses not in the employment of the company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the company. The result shall be declared at or after the Annual General Meeting of the company. The result declared along with the scrutinizer's report shall be placed on company's website

www.griltarp.com and on the website of CDSL within two days of passing of resolutions at the Annual General Meeting of the company and communicated to BSE Limited and National Stock Exchange.

- (xx) All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the company during normal business hours (10.00 am to 5.00 pm) on all working days.

**By Order of the Board
For Gujarat Raffia Industries Limited
Sd/-
Pradeep Bhutoria
Managing Director
DIN: 00284808**

Place: Santej
Date: 11.08.2018

**Registered Office:
Plot No.455,
Santej Vadsar Road,
Village: Santej,
Taluka: Kalol-382721.
Dist: Gandhinagar
CIN: L17110GJ1984PLC007124**

EXPLANATORY STATEMENT TO BE ANNEXED TO NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (TO THE EXTANT RULES NOTIFIED AND APPLICABLE) AND DISCLOSURES AS REQUIRED UNDER REGULATION 73 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2009, AND SUBSEQUENT AMENDMENTS THERETO [“SEBI (ICDR) REGULATIONS, 2009”].

Item No. 3: Preferential issue:

The Board of Directors at their meeting held on 11.08.2018, upon the request letters dated 01.08.2018 received from all of the respective proposed allottees, wherein they requested the Company either to make payment of their part loans outstanding or to convert their loans in to Equity Shares/ Warrants, has decided to convert amount due toward the unsecured loan of all the proposed allottees forming part of the Promoters/ Promoter Group, i.e., Bengal Business LLP and Asian Gases Limited, into the Equity Shares of the Company. Further, the Board has also considered that in view of current financial situation and liquidity position of the Company, it would be in the interest of the Company to convert the unsecured loans due to the Company of the Promoters/ Proposed allottees in Equity Shares, which will enhance the Networth and financial ratio of the Company.

Since the Equity Shares are proposed to be issued and allotted on private placement basis, the consent of the shareholders by a Special Resolution is necessary in terms of section 62(1)(c) of the Companies Act, 2013 subject to receipt of requisite corporate and regulatory approvals. The aforesaid issue and allotment of Equity Shares will be governed by the provisions of the SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto.

Disclosure that is required to be made pursuant to clause 73(1) of the SEBI (ICDR) Regulations, 2009:

a) Object of the Issue:

The members are informed that the object of the issue of the equity shares by way of the proposed preferential offer is to convert the outstanding amount of unsecured loans of all the Proposed Allottees due to the Company into Equity Shares of the Company as it is considered more feasible rather than borrowing from banks and other sources for repayment of the unsecured loans, which are attributed to hefty interest payment. The Promoters/ Proposed allottees of the Company have requested the Board of the Company to either to make payment of their loans outstanding or to convert their outstanding unsecured loan amount due to the Company into Equity Shares/ warrants. Thus, in view of current financial position of the Company, the Board of Directors of the Company has decided to convert unsecured loans in to Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company which may increase net worth of the Company.

b) Intention of the Promoters/Directors/Key Management Persons to subscribe to this Offer:

The Promoters/ Promoter Group of the Company, as detailed below, intend to subscribe to the extent of 409725 equity shares of face value of Rs. 10/- (Rupees Ten Only) in lieu of their respective outstanding unsecured loan amount. The details of the Promoters and their unsecured loans outstanding as on date are as under:

Name of the Proposed Allottees	PAN	Amount of unsecured loans which will be adjusted against issue of equity shares (Rs. In Lakhs)	No. of Securities
Bengal Business LLP	AARFB6739N	73.40	209725
Asian Gases Limited	AABCA6314K	70.00	200000
TOTAL		143.40	409725

Except the above, there is no intention of any other Promoters, Directors and Key Management Persons of the Company to subscribe to the captioned Preferential Issue.

c) Shareholding Pattern before and after the Offer: (as of 30.06.2018)

The pattern of shareholding before and after the proposed preferential issue of Equity Shares would be as under:

Class of Members	Pre- Preferential Issue		Post- Preferential Issue (Assuming full allotment of 409725 equity shares)	
	No. of Shares	% of share capital	No. of Shares	% of share capital
A. Promoters/ Promoter Group:				
a. Indian Promoters				
(i) Proposed Allottees	541814	10.85	951539	17.61
(ii) Others	1164253	23.31	1164253	21.54
b. Foreign Promoters	0	0.00	0	0.00
Total for Promoter Group (A)	1706067	34.16	2115792	39.15
B. Public Shareholdings:	0	0.00	0	0.00
i Mutual Fund	0	0.00	0	0.00
ii Institutional	0	0.00	0	0.00
iii Central/ State Government/President of India	0	0.00	0	0.00
iv Non Institutional				
- Individuals				
a. Individual members holding nominal share capital up to Rs. 2 Lakhs	2899128	58.04	2899128	53.64
b. Individual members holding nominal share capital in excess of Rs. 2 Lakhs	250544	5.02	250544	4.64
c. NBFCs registered with RBI	1687	0.03	1687	0.03
d. Foreign Nationals	500	0.01	500	0.00
e. Any Other				
- Bodies Corporate	65463	1.31	65463	1.21
- Clearing Member	7248	0.15	7248	0.13
- Non-resident Individual	24157	0.48	24157	0.45
- HUF	39981	0.80	39981	0.74
v Any Other				
- Custodian/ DR Holder/ Employee benefit Trust	0	0.00	0	0.00
Total Public Shareholdings (B)	3288708	65.84	3288708	60.85
GRAND TOTAL (A) + (B)	4994775	100.00	5404500	100.00

(i) The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/ or who ultimately control the proposed allottee and the percentage of Post Preferential Issue Capital that may be held by them:

Name of the Proposed Allottee	Category	Identity of the Natural Person who is the ultimate Beneficial Owner	Pre- Preferential Issue Equity and Voting Share Capital of the Co.		Equity Shares to be issued and allotted*		Post- Issue Equity and Voting Share Capital of the Company*	
			No.	%	No.	%	No.	%
Bengal Business LLP	Promoter	Mr. Pradeep Bhutoria	300579	6.02	209725	3.88	510304	9.44
Asian Gases Limited	Promoter	Mr. Pradeep Bhutoria	241235	4.83	200000	3.70	441235	8.16

*Calculated on the post preferential issue capital of the Company, i.e., 5404500 fully paid-up equity shares.

d) Lock-in :

The aforesaid allotment of equity shares shall be locked-in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months

from the date of receipt of the trading approval from BSE Limited i.e., the only Stock Exchange where the equity shares of the Company are listed.

e) Change in the control or composition of the Board:

Subsequent to the proposed issue of Equity Shares there will neither be a change in control nor a change in the management of the Company. However, there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the captioned preferential allotment of Equity Shares.

f) Price of the Issue:

The preferential allotment of 409725 equity shares of the face value of Rs. 10/- each shall be issued at a price of Rs. 35/- (Rupees Thirty Five Only) per equity share, including a premium of Rs. 25/- (Rupees Twenty Five Only) per equity share, aggregating to an amount not exceeding Rs. 1,44,00,000/- (Rupees One Crore Forty Four Lakhs Only) or at such higher prices as may be determined as per Chapter VII of the SEBI (ICDR) Regulations, 2009.

g) Undertakings :

- i. The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

h) Auditor`s Certificate :

A copy of the certificates from the Statutory Auditor of the Company, i.e., M/s. V. S. Agarwal & Associates, Chartered Accountants, certifying that the issue of the Equity Shares is being made in accordance with the requirement of the SEBI (ICDR) Regulations, 2009 for Preferential Issue, will be available for inspection at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on any working day up to the date of AGM and at the AGM.

i) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case since the Company being a Listed Company the pricing is in terms of SEBI ICDR Regulations. Further, the proposed allotment is for cash consideration.

j) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

k) Disclosures pertaining to willful defaulters:

Neither our Company, nor our Directors or Promoters have been identified as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

Any equity shares issued as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity/investor, on the same terms and conditions.

Pursuant to the above preferential allotment of the equity shares, no change in management control is contemplated. The equity shares arising out of issue of equity shares pursuant to the proposed resolution shall rank pari- passu in all respects with the existing equity shares of the Company and will be listed on the BSE Limited, where the Equity Shares of the Company are listed.

None of the Directors of the Company, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the said resolution except to the extent of their respective shareholding in the Company and also to the extent of fresh equity shares being allotted to the Companies in which they are interested as

Director or Shareholder. The Board of Directors believes that this Preferential Issue will be in the best interest of the Company and its Shareholders.

Regulation 72(1)(a) of the SEBI (ICDR) Regulations, 2009 provides that the Preferential Issue of specified securities by a Listed Company would require approval of its shareholders by way of Special Resolution. The Board, therefore, recommends the above mentioned Special Resolutions as set out in the item no. 3 of the accompanied notice for your approval.

Item No. 4:

Mr. Pradeep Bhutoria, Managing Director is responsible for the overall affairs of the Company. The business operations of the Company are growing substantially and there has been increase in the Managing Director's responsibilities. He has been part of sustained growth of the Company. He has commerce degree from Calcutta University. He joined the management team in 1992 and was in charge of Production, finance and Marketing. He stated export business of the company. He spearheads the overall performance of the Company. In view of the same, the Board of Director's of the Company felt it appropriate to re-appoint Mr. Pradeep Bhutoria as Managing Director of the Company, commensurate with his role and responsibilities. Accordingly, the Board of Director of the company at its meeting held on 11th November, 2016 has decided to re-appoint Mr. Pradeep Bhutoria as Managing Director for a period of 5 (five) years with effect from 1st January, 2017 with a remuneration Rs. 15.00/- Lacs P.A. (Including Basic Salary, Medical Allowance, Conveyance Allowance and House Rent Allowance with the authority to the Board of Director's to determine the salary and grant such increases from time to time within the aforesaid limit) based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company.

The aforesaid remuneration shall be within the ceiling limits as mentioned in schedule V of the Companies Act, 2013

Mr. Pradeep Ratanlal Bhutoria himself and Mr. Abhishek Pradeepkumar Bhutoria and Mrs. Sushma Pradeep Bhutoria are interested in the resolution being his relatives.

No other Director, Key Managerial Personnel or their relatives, except Mr. Pradeep Ratanlal Bhutoria, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommended the Ordinary Resolution set out in Item No. 4 for approval of the Members.

Item No. 5:

Mrs. Sushma P. Bhutoria has been Whole Time Director of the Company since 2012. She presently serves as a Whole Time Director of the Company. She became the first woman director on the board of the company and thereby helps Company to meet the new law requiring listed entity to have at least one woman in the boardroom to boost gender diversity. She has a commerce degree from Rajasthan University. She joined management team in the year 2008 and was looking after finance and marketing division of the company. She along with her husband started export business of the company and build company a leading manufacturer of Plastic Tarpaulin and sacks. With her continues support and dedication towards the work Company smoothly manages to start manufacturing of other technical textile products like pond lining, canel lining, Vermibed/Agro sheet etc. She is looking after a overall performance of the organization. She is a strong advocate of the business fundamentals, technology focus and innovative business models of the company. Mrs. Sushma Bhutoria as Whole Time Director of the company, commensurate with her role and responsibilities. Accordingly, the Board of Director of the company at its meeting held on 09th February, 2017 has decided to re-appoint Mrs. Sushma P. Bhutoria as Whole Time Director for a period of 5 (five) years with effect from 1st April, 2017 with a remuneration Rs. 10.00/- Lacs P.A. (Including Basic Salary, Medical Allowance, Conveyance Allowance and House Rent Allowance with the authority to the Board of Director's to determine the salary and grant such increases from time to time within the aforesaid limit) based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company.

The aforesaid remuneration shall be within the ceiling limits as mentioned in schedule V of the Companies Act, 2013

Mrs. Sushma Pradeep Bhutoria herself and Mr. Abhishek Pradeepkumar Bhutoria and Mr. Pradeep Ratanlal Bhutoria are interested in the resolution being her relatives.

No other Director, Key Managerial Personnel or their relatives, except Mrs. Sushma Pradeep Bhutoria, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommended the Ordinary Resolution set out in Item No. 5 for approval of the Members.

Item No. 6:

Mr. Abhishek P. Bhutoria (DIN: 07263523) is a Director of the Company and joined the Board of Directors of the Company in September, 2015. He did his Master Degree in the Field of Business Administration from California State University, USA. Considering his full time involvement into the affairs of the business of the Company the Board of Director of the company at its meeting held on 27th May, 2017 has decided to pay remuneration to Mr. Abhishek P. Bhutoria as with effect from 1st April, 2017 with a remuneration Rs. 10.00/- Lacs P.A. based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company.

Mr. Abhishek P. Bhutoria himself and Mrs. Sushma Pradeepkumar Bhutoria and Mr. Pradeep Ratanlal Bhutoria are interested in the resolution being his relatives.

No other Director, Key Managerial Personnel or their relatives, except Mr. Abhishek P. Bhutoria, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommended the Ordinary Resolution set out in Item No.6 for approval of the Members.

Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting

Name of the Director	Mr. Pradeep Bhutoria	Mrs. Sushma Bhutoria
Date of Birth and Age	18-10-1959 & 58 Years	25-08-1962 & 55 Years
Date of Appointment	01-01-2007	21-02-2008
Qualification	B.Com	B.Com
Expertise in specific functional areas	28 years in Line of activity of Marketing, Production, Finance	14 years in Business Administration
Directorship held in other companies (Excluding Foreign Companies)	NIL	NIL
Membership/Chairmanship of committee of other Companies (includes only Audit Committee and Share holders/Investor Grievance Committee)	Audit Committee Member, Stakeholder Relation sheep Committee Member	Nil
Number of Share Holder	6,69,029	1,38,310

Item No. 7:

Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Board accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

By Order of the Board
For Gujarat Raffia Industries Limited
Sd/-
Pradeep Bhutoria
Managing Director
DIN: 00284808

Place: Santej
Date: 11.08.2018

registered Office:
Plot No.455,
Santej Vadsar Road,
Village: Santej,
Taluka: Kalol-382721.
Dist: Gandhinagar
CIN: L17110GJ1984PLC007124

DIRECTOR'S REPORT

Dear Shareholders,

Your Directors present the **32nd** Annual Report together with the Audited Statement of Accounts for the year ended on **31st March, 2018**.

1. FINANCIAL RESULTS:

The summary of Financial Results of the Company for the year under review along with the figures for previous year is as follows:

Particulars	(Rs. In Lakhs)	
	Standalone	
	2017-18	2016-17
Total Revenue	3862.56	3654.97
Less: Operating and other Admi. Exps.	3542.93	3363.95
Profit Before Depreciation, Interest and Tax	319.63	409.01
Less: Depreciation	121.03	171.04
Less: Finance Costs	91.43	136.03
Profit Before Tax and Exceptional Items	107.17	102.39
Exceptional Items	-	-
Profit Before Tax	107.17	102.39
Less: Current Tax	22.00	24.14
Less: Earlier Year Tax	-	-
Less: Deferred Tax	-	-
(Excess) / Shortfall in provision for current tax for earlier years	-	-
Less: Minority Interest	-	-
Profit After Tax & Minority Interest	85.17	78.26
Earnings Per Equity Share		
Basic	1.71	1.57
Diluted	1.71	1.57

2. DIVIDEND:

With a view to conserve the resources for expansion of the business activities and working capital requirements of the Company, the board of directors of the company have not recommended any dividend for the year under review.

3. REVIEW OF OPERATIONS, SALES AND WORKING RESULTS:

Your director report that during the year under review, in spite of economic slowdown the Company has recorded total sales of Rs. 3861.79 Lakhs as compared to Rs. 3650.52 Lakhs for the financial year ended on 31st March, 2017. The Profit before tax for the period under review is Rs. 107.17 Lakhs as compared to Rs. 102.39 Lakhs in the previous year 2016- 17. The Profit after tax during the year under review is Rs. 85.17 Lakhs as against Rs. 78.26 Lakhs in the previous year 2016-17.

4. MATERIAL CHANGES, TRANSACTION AND COMMITMENT/CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of the business of the Company for the year under review. The equity shares of the Company were suspended on the platform of National Stock Exchange of India Limited ["NSE"], however, during the period under review, the suspension on equity shares of NSE were revoked vide their letter no. NSE/CML/36398 dated 28.11.2017 and presently the equity shares are listed and traded on both BSE Limited and NSE.

Except as stated above there were no significant or material order was passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

5. MANAGEMENT DISCUSSION AND ANALYSIS (MDA):

MDA, for the year under review, is presented in a separate section, which forms part of the Annual Report.

6. SHARE CAPITAL:

During the year under review, the Company has not increased its paid up capital. The paid up equity share capital of the Company as on 31st March, 2018 is Rs. 4,99,47,750/-.

During the year under review, the Company has neither issued shares with differential voting rights nor granted stock options or sweat equity.

7. TRANSFER TO RESERVES:

The Company has not transferred any amount to the General Reserves for the current reporting period. An amount of ₹ 85.17 Lakhs is proposed to be retained in the Statement of Profit and Loss of the Company.

8. EXTRACT OF THE ANNUAL RETURN:

The extract of the Annual Return in form MGT-9 is annexed herewith as **Annexure - A**.

9. BOARD MEETINGS HELD DURING THE YEAR:

During the year, Six Board meetings were held, with gap between Meetings not exceeding the period prescribed under the Companies Act, 2013.

Board meeting dates are finalized in consultation with all directors and agenda papers backed up by comprehensive notes and detailed background information are circulated in advance before the date of the meeting thereby enabling the Board to take informed decisions.

Sr. No.	Date on which board Meetings were held	Total Strength of the Board	No of Directors Present
1.	15/05/2017	5	5
2.	27/05/2017	6	6
3.	05/08/2017	6	6
4.	13/11/2017	6	6
5.	05/02/2018	6	6
6.	26/03/2018	6	6

ATTENDANCE OF DIRECTORS AT BOARD MEETINGS:

Sr. No.	Name of Directors	No. of Meeting Held	No. of Meeting Attended
1.	Mr. Pradeep Bhutoria	6	6
2.	Mrs. Sushma Bhutoria	6	6
3.	Mr. Alpesh R Tripathi	6	6
4.	Mr. Dipen M Shah	6	6
5.	Mr. Abhishek P Bhutoria	6	6
6.	Mr. Karan Singh Chandalia	5	5

10. SUBSIDIARY COMPANIES:

The Company does not have subsidiary company, joint venture or associate companies during the year.

There is no company which has ceased to be Company's subsidiary, joint venture or associate company during the year.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Board consists of Executive and Non-executive Directors including Independent Directors who have wide and varied experience in different disciplines of corporate functioning.

During the year under review Mr. Sanjay Rana has resigned as Chief Financial Officer of the Company w.e.f 11.11.2017 and Mrs. Sheetal Rawal was appointed as Chief Financial Officer in place of Sanjay Rana w.e.f 13.11.2017. However, Mrs. Sheetal Rawal has resigned as Chief Financial Officer of the Company w.e.f 28.05.2018.

Mrs. Sushma Pradeep Bhutoria, Director, retires by rotation at the forthcoming Annual General Meeting, and being eligible offers himself for re-appointment.

Apart from this, there were no changes in the Directors or Key Managerial Personnel during the year under review.

A brief resume of directors being appointed / re-appointed with the nature of their expertise, their shareholding in the Company as stipulated under as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice of the ensuing Annual General Meeting.

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

12. INDEPENDENT DIRECTOR'S FAMILIARIZATION PROGRAMME:

Independent Directors at the time of their appointment are given the formal appointment letter mentioning various terms and conditions of their engagement. Independent Directors of the company are made aware of their role, duties, rights and responsibilities at the time of their appointment.

Independent Directors have visited the plants of the company for understanding of manufacturing operations and different processes of their plants.

The Board of Directors has complete access to the information within the company and to interact with senior management personnel. Independent Directors have freedom to interact with the management of the company.

The Familiarization programme has been conducted during the year under review and different aspects such as legal compliance management, corporate governance and role of independent directors have been covered in the same.

13. EVALUATION OF BOARD, COMMITTEES AND DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking

into consideration the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by separate meeting held by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

14. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

The Board, on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining Qualifications, Positive Attributes and Independence of a Director as also a Policy for remuneration of Directors, Key managerial Personnel and senior management.

15. SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:

The Independent Directors of your Company, in a separate meeting held on 26th March, 2018 to carry out the evaluation for the financial year 2017-18 and inter alia, discussed the following:

- Reviewed the performance of Non-Independent Directors of the Company and the Board as a whole.
- Reviewed the performance of the Chairman of the Company taking into account the views of Executive Directors and Non-executive Directors.
- Assessed the quality, quantity and timelines of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonable perform their duties.

All Independent Directors of the Company were present at the Meeting.

16. AUDITORS:

a) STATUTORY AUDITORS:

Pursuant to provision of Section 139 of the Act and the rules framed thereunder, M/s V S Agarwal & Associates, Chartered Accountant, were appointed as statutory auditors of the Company from the conclusion of the 30th Annual General Meeting (AGM) of the Company held on 27th September, 2016 till the conclusion of 35th AGM to be held in the year 2021, subject to ratification of their appointment at every Annual General Meeting.

The observations of the auditors in their report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments.

The notes of the auditors are self explanatory in the nature.

b) SECRETARIAL AUDITORS:

Mr. Premjeet Singh, Practicing Company Secretaries is appointed to conduct the secretarial audit of the Company for the financial year 2017-18, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. Your Company has received consent from Mr. Premjeet Singh to act as the auditor for conducting audit of the Secretarial records for the financial year ending 31st March, 2018. The secretarial audit report for FY 2017-18 forms part of the Annual Report as '**Annexure B**' to the *Board's report*.

17. INTERNAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK:

The Company has an Internal Control System, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations.

The Company has appointed Mr. Sanwarmal Agarwalla, as Internal Auditors of the Company. The Audit Committee in consultation with the internal auditors formulates the scope, functioning, periodicity and methodology for conducting the internal audit. The internal auditors carry out audit, covering inter alia, monitoring and evaluating the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations and submit their periodical internal audit reports to the Audit Committee. Based on the internal audit report and review by the Audit committee, process owners undertake necessary actions in their respective areas. The internal auditors have expressed that the internal control system in the Company is robust and effective.

The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such system are adequate and operating effectively.

18. AUDIT COMMITTEE:

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

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

There has been no complaint related to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, during the year.

20. RISK MANAGEMENT AND POLICY ON RISK MANAGEMENT:

At present the company has not identified any element of risk which may threaten the existence of the company.

The Board has formulated Policy on Risk Management and the same is uploaded on the Company's website at www.griltarp.com.

21. VIGIL MECHANISM:

The Company has set up vigil mechanism viz. Whistle Blower Policy to enable the employees and Directors to report genuine concerns and irregularities, if any in the Company, noticed by them. The same is reviewed by the Audit Committee from time to time.

22. RELATED PARTY TRANSACTIONS AND POLICY ON 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. Details on Related Party Transactions in Form AOC - 2 have been enclosed as **Annexure - C**.

The Board has formulated Policy on Related Party Transactions and the same is uploaded on the Company's website at www.griltarp.com.

23. MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES:

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report and statement of particulars of employees is annexed as **Annexure - D & E**.

24. LOANS, GUARANTEES OR INVESTMENTS:

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

25. DEPOSITS:

Your Company has not accepted any deposits from the public falling within the purview of Section 73 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014.

26. DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors confirm:

- a. that in the preparation of the annual accounts for the year ended 31st March, 2018, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- b. that the directors had selected 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 ended 31st March 2018 and of the profit of the Company for that period;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual accounts/financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. That 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.

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

A statement containing the necessary information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed to this report as **Annexure - F**.

28. CORPORATE GOVERNANCE:

As per regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, report on "Corporate Governance" is attached and forms a part of Directors Report. A Certificate from the Chartered Accountant regarding compliance of the conditions of Corporate Governance as stipulated under the Listing Regulation is annexed to this Report.

29. DISCLOSURES UNDER SECTION 134(3)(L) OF THE COMPANIES ACT, 2013:

Except as disclosed elsewhere in this report, there have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

30. LISTING OF SHARES OF THE COMPANY

The equity shares of the Company are actively traded on both BSE Ltd. and National Stock Exchange of India Ltd.

31. ACKNOWLEDGEMENT:

Your Directors express their sincere gratitude for the assistance and cooperation extended by Financial Institutions, Banks, Government Authority, Shareholders, Suppliers, Customers and Stakeholders.

Your Directors also wish to place on record their appreciation of the contribution made by the employees at their level towards achievements of the Companies goals.

**By order of the Board of Directors
For Gujarat Raffia Industries Limited**

**Date: 28th May, 2018
Place: Santej**

**Sd/-
Pradeep Bhutoria
Chairman & Managing Director
DIN:-00284808**

Annexure – A
Form No. MGT-9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2018

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	:	L17110GJ1984PLC007124
ii.	Registration Date	:	30 th July, 1984
iii.	Name of the Company	:	GUJARAT RAFFIA INDUSTRIES LIMITED
iv.	Category / Sub-Category of the Company	:	Company limited by shares
v.	Address of the Registered office and contact details	:	Plot No 455, Santej-Vadsar Road, Gandhinagar-382721 Gujarat, India
vi.	Whether listed company Yes / No	:	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	M/s. Link Intime India Pvt Ltd., Ahmedabad Branch, 5 th Floor, 506 To 508, Amarnath Business Centre – 1, (ABC-1), Besides Gala Business Centre, Nr. St. Xavier's Collage Corner, Off. C. G. Road, Ahmedabad – 380 006 Contact Number: 079 – 2646 5179 e-mail id: ahmedabad@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1.	Tarpaulin & Fabrics	17215	97.24
2.	Sacks	21021	2.76

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
1.	Nil	Nil	Nil	Nil	Nil

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of the shareholders	No. of Shares held at the beginning of the year 1 st April, 2017				No. of Shares held at the end of the year 31 st March, 2018				% Chang e durin g the year
	Demat	Physical	Total	% of Total Share s	Demat	Physical	Total	% of Total Share s	
A. PROMOTER & PROMOTER GROUP									
(1) Indian									
Individual/HUF	11,64,253	-	11,64,253	23.31	11,64,253	-	11,64,253	23.31	0.00
Central Government / State Government(s)	-	-	-	-		-	-	-	-
Bodies Corporate	5,41,814	-	5,41,814	10.85	5,41,814	-	5,41,814	10.85	0.00
Financial Institution/ Bank	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	17,06,067	-	17,06,067	34.16	17,06,067	-	17,06,067	34.16	0.00
(2) Foreign									
Individuals (NRIs/Foreign Individuals)	-	-	-	-	-	-	-	-	-
Other-Individuals	-	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-	-
Financial Institution/ Bank	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
TOTAL SHAREHOLDIG OF PROMOTER (A) = (A)(1)+(A)(2)	17,06,067	-	17,06,067	34.16	17,06,067	-	17,06,067	34.16	0.00
B. PUBLIC SHAREHOLDIG									
1. Institutions									
Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
Financial Institution/ Bank	-	-	-	-	-	-	-	-	-
Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
Bodies Corporate	52,390	-	52,390	1.05	55,467	-	55,467	1.11	0.06
Indian	-	-	-	-	-	-	-	-	-
Foreign Nationals	500	-	500	0.01	500	-	500	0.01	0.00

Category of the shareholders	No. of Shares held at the beginning of the year 1 st April, 2017				No. of Shares held at the end of the year 31 st March, 2018				% Chang e durin g the year
	Demat	Physical	Total	% of Total Share s	Demat	Physical	Total	% of Total Share s	
Individuals									
HUF	43,853	-	43,853	0.88	39,395		39,395	0.79	(0.09)
i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	7,62,080	22,15,162	29,77,242	59.61	6,51,027	21,92,350	28,43,377	56.93	(2.68)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 Lakh	134116	-	134116	2.69	236454	-	236454	4.73	2.05
Others (Specify)									
Clearing Member	56,275	-	56,275	1.13	89,408	-	89,408	1.79	0.66
Non Resident Indians (Repat)	17,375	-	17,375	0.35	16,725	-	16,725	0.33	(0.01)
Non Resident Indians (Non Repat)	6,957	-	6,957	0.14	7,382	-	7,382	0.15	(0.00)
Sub-total (B)(2):-	10,73,546	22,15,162	32,88,708	65.84	10,96,358	21,92,350	32,88,708	65.84	(0.00)
TOTAL PUBLIC SHAREHOLDING (B)=(B)(1)+(B)(2)	10,73,546	22,15,162	32,88,708	65.84	10,96,358	21,92,350	32,88,708	65.84	(0.00)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A+B+C)	27,79,613	22,15,162	49,94,775	100	28,02,425	21,92,350	49,94,775	100	-

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Pradeep Bhutoria	6,69,029	13.39	0	6,69,029	13.39	0	-

2.	Bengal Business LLP	3,00,579	6.02	0	3,00,579	6.02	0	-
3.	Asian Gases Ltd	2,41,235	4.83	0	2,41,235	4.83	0	-
4.	Bhutoria Pradeep Kumar HUF	1,81,264	3.63	0	1,81,264	3.63	0	-
5.	Sushma Bhutoria	1,38,310	2.77	0	1,38,310	2.77	0	-
6.	Abhishek P Bhutoria	1,35,500	2.71	0	1,35,500	2.71	0	-
7.	Sneha Bhutoria	40,150	0.80	0	40,150	0.80	0	-
	Total	17,06,067	34.16	0	17,06,067	34.16	0	-

(iii) Change in Promoters' Shareholding:

Sr · N o.	Particulars	Shareholding at the beginning of the year		Increase / Decrease in Shareholding during the year*		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	No. of Shares	No. of shares	% of total shares of the company
Nil							

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

Sr. No.	For Each of the Top 10 Shareholders*	Shareholding at the beginning of the year 1st April, 2017			Cumulative Shareholding during the year 31st March, 2018			
		No. of shares	% of total shares of the company	Date of opening/closing/ Transfer	Increase / Decreases in share holding	Reason	No. of shares	% of total shares of the company
1.	GANDHI PRATIK RAJENDRA	60,000	1.20		-	-	60,000	1.20
				05/05/2017	700	Transfer	60700	1.2153
				12/05/2017	(50)	Transfer	60650	1.2143
				25/08/2017	350	Transfer	61000	1.2213
				20/10/2017	(1000)	Transfer	60000	1.2013
				27/10/2017	(9500)	Transfer	50500	1.0111
				22/12/2017	(500)	Transfer	50000	1.0010
		50000	1.00	31/03/2018	-	-	50000	1.0010
2.	MNM STOCK BROKING PVT. LTD.	47,508	0.95		-	-	47,508	0.95
				21 Apr 2017	1055	Transfer	48563	0.9723
				28 Apr 2017	(48563)	Transfer	0	0.0000

				05 May 2017	6476	Transfer	6476	0.1297
				12 May 2017	(6446)	Transfer	30	0.0006
				19 May 2017	10279	Transfer	10309	0.2064
				26 May 2017	784	Transfer	11093	0.2221
				09 Jun 2017	316	Transfer	11409	0.2284
				16 Jun 2017	3073	Transfer	14482	0.2899
				23 Jun 2017	1854	Transfer	16336	0.3271
				14 Jul 2017	4044	Transfer	20380	0.4080
				21 Jul 2017	(20380)	Transfer	0	0.0000
				28 Jul 2017	370	Transfer	370	0.0074
				04 Aug 2017	2584	Transfer	2954	0.0591
				11 Aug 2017	915	Transfer	3869	0.0775
				18 Aug 2017	260	Transfer	4129	0.0827
				25 Aug 2017	4377	Transfer	8506	0.1703
				01 Sep 2017	(6730)	Transfer	1776	0.0356
				08 Sep 2017	1600	Transfer	3376	0.0676
				15 Sep 2017	1510	Transfer	4886	0.0978
				22 Sep 2017	1995	Transfer	6881	0.1378
				29 Sep 2017	(2200)	Transfer	4681	0.0937
				13 Oct 2017	674	Transfer	5355	0.1072
				20 Oct 2017	3251	Transfer	8606	0.1723
				27 Oct 2017	(6084)	Transfer	2522	0.0505
				03 Nov 2017	24860	Transfer	27382	0.5482
				10 Nov 2017	3438	Transfer	30820	0.6170
				17 Nov 2017	1817	Transfer	32637	0.6534
				24 Nov 2017	87	Transfer	32724	0.6552
				01 Dec 2017	(28509)	Transfer	4215	0.0844
				08 Dec 2017	4257	Transfer	8472	0.1696
				15 Dec 2017	220	Transfer	8692	0.1740
				22 Dec 2017	4754	Transfer	13446	0.2692
				29 Dec 2017	804	Transfer	14250	0.2853
				05 Jan 2018	8078	Transfer	22328	0.4470
				12 Jan 2018	(100)	Transfer	22228	0.4450
				26 Jan 2018	6610	Transfer	28838	0.5774
				02 Feb 2018	(1740)	Transfer	27098	0.5425
				09 Feb 2018	9412	Transfer	36510	0.7310
				16 Feb 2018	(8743)	Transfer	27767	0.5559
				23 Feb 2018	8801	Transfer	36568	0.7321
				02 Mar 2018	67973	Transfer	104541	2.0930
				09 Mar 2018	17893	Transfer	122434	2.4512

				23 Mar 2018	(24060)	Transfer	98374	1.9695
				31 Mar 2018	(18405)	Transfer	79969	1.6011
3.	Ramesh JAMNADAS THAKKAR	24984	0.50	01 Apr 2017	-	-	24984	0.50
				11 Aug 2017	133	Transfer	25117	0.5029
				13 Oct 2017	(5117)	Transfer	20000	0.4004
		20000	0.4004	31 Oct 2018	-	-	20000	0.4004
4.	PUNAJI SOMJI THAKOR	20684	0.41	01 Apr 2017	-	-	20684	0.41
				12 May 2017	(9649)	Transfer	11035	0.2209
				21 Jul 2017	400	Transfer	11435	0.2289
				01 Sep 2017	983	Transfer	12418	0.2486
				13 Oct 2017	1070	Transfer	13488	0.2700
				27 Oct 2017	(282)	Transfer	13206	0.2644
				03 Nov 2017	(13206)	Transfer	0	0.0000
				02 Feb 2018	3755	Transfer	3755	0.0752
				16 Feb 2018	125	Transfer	3880	0.0777
				02 Mar 2018	(3880)	Transfer	0	0.0000
		0	-0.41	31 Mar 2018	-	-	0	0
5.	MADHUBEN DHIRAJLAL GANDHI	20000	0.40	01 Apr 2017	-	-	20000	0.40
				22 Dec 2017	(5000)	Transfer	15000	0.3003
				29 Dec 2017	(890)	Transfer	14110	0.2825
				05 Jan 2018	(8485)	Transfer	5625	0.1126
				26 Jan 2018	(625)	Transfer	5000	0.1001
		5000	0.1001	31 Mar 2018	-	-	5000	0.1001
6.	BHARAT K PARIKH	18000	0.36	01 Apr 2017	-	-	18000	0.36
		18000	0.36	31 Apr 2018	-	-	18000	0.36
7.	SHAH HEMALBEN SANJAYBHAI	13448	0.27	01 Apr 2017	-	-	13448	0.27
				28 Apr 2017	10451	Transfer	23899	0.4785
				12 May 2017	2356	Transfer	26255	0.5256
				21 Jul 2017	3775	Transfer	30030	0.6012
				28 Jul 2017	(25)	Transfer	30005	0.6007
				15 Sep 2017	500	Transfer	30505	0.6107
				15 Dec 2017	1635	Transfer	32140	0.6435
				05 Jan 2018	(676)	Transfer	31464	0.6299
				19 Jan 2018	(100)	Transfer	31364	0.6279
				02 Feb 2018	(300)	Transfer	31064	0.6219
				23 Feb 2018	(13)	Transfer	31051	0.6217
				02 Mar 2018	6046	Transfer	37097	0.7427

		37097	0.7427	31 Mar 2018			37097	0.7427
8.	JAGDISH DALAMAL RAMANI	12500	0.25	01 Apr 2017	-	-	12500	0.2503
				31 Mar 2018	-	-	12500	0.2503
9.	EDELWEISS BROKING LTD	10810	0.22	01 Apr 2017	-	-	10810	0.22
				07 Apr 2017	119	Transfer	10929	0.2188
				14 Apr 2017	270	Transfer	11199	0.2242
				21 Apr 2017	1901	Transfer	13100	0.2623
				28 Apr 2017	(2565)	Transfer	10535	0.2109
				05 May 2017	100	Transfer	10635	0.2129
				12 May 2017	2904	Transfer	13539	0.2711
				02 Jun 2017	(13489)	Transfer	50	0.0010
				09 Jun 2017	1481	Transfer	1531	0.0307
				16 Jun 2017	10	Transfer	1541	0.0309
				23 Jun 2017	(897)	Transfer	644	0.0129
				30 Jun 2017	156	Transfer	800	0.0160
				14 Jul 2017	(104)	Transfer	696	0.0139
				28 Jul 2017	(494)	Transfer	202	0.0040
				04 Aug 2017	15650	Transfer	15852	0.3174
				25 Aug 2017	(15702)	Transfer	150	0.0030
				08 Sep 2017	100	Transfer	250	0.0050
				15 Sep 2017	300	Transfer	550	0.0110
				22 Sep 2017	(100)	Transfer	450	0.0090
				10 Nov 2017	(200)	Transfer	250	0.0050
				24 Nov 2017	(100)	Transfer	150	0.0030
				01 Dec 2017	20	Transfer	170	0.0034
				08 Dec 2017	(20)	Transfer	150	0.0030
				15 Dec 2017	250	Transfer	400	0.0080
				22 Dec 2017	(250)	Transfer	150	0.0030
				05 Jan 2018	2	Transfer	152	0.0030
				12 Jan 2018	8	Transfer	160	0.0032
				19 Jan 2018	642	Transfer	802	0.0161
				26 Jan 2018	(571)	Transfer	231	0.0046
				02 Feb 2018	(81)	Transfer	150	0.0030
				16 Feb 2018	80	Transfer	230	0.0046
				23 Feb 2018	241	Transfer	471	0.0094
				02 Mar 2018	(311)	Transfer	160	0.0032
				16 Mar 2018	5	Transfer	165	0.0033
				23 Mar 2018	10	Transfer	175	0.0035
				31 Mar 2018	5	Transfer	180	0.0036

		180	0.0036	31 Mar 2018	-	-	180	0.0036
10	VIVEK GOYAL	9041	0.1810	01 Apr 2017	-	-	9041	0.1810
				16 Jun 2017	(9041)	Transfer	0	0.0000
		0	0	31 Mar 2018	-	-	0	0
11	MAHAVIRBHAI BABUBHAI TIWARI	0	0	01 Apr 2017	-	-	0	0
				21 Jul 2017	210	Transfer	210	0.0042
				28 Jul 2017	3750	Transfer	3960	0.0793
				08 Dec 2017	514	Transfer	4474	0.0896
				26 Jan 2018	1	Transfer	4475	0.0896
				02 Feb 2018	4319	Transfer	8794	0.1761
				16 Feb 2018	9099	Transfer	17893	0.3582
				31 Mar 2018	512	Transfer	18405	0.3685
		18405	0.3685	31 Mar 2018	-	-	18405	0.3685
12	SHAILESH PITHABHAI CHAUHAN	1596	0.0320	01 Apr 2017	-	-	1596	0.0320
				05 May 2017	6050	Transfer	7646	0.1531
				12 May 2017	9761	Transfer	17407	0.3485
				19 May 2017	3700	Transfer	21107	0.4226
				16 Jun 2017	437	Transfer	21544	0.4313
				04 Aug 2017	(3900)	Transfer	17644	0.3532
				10 Nov 2017	928	Transfer	18572	0.3718
				22 Dec 2017	100	Transfer	18672	0.3738
				05 Jan 2018	2463	Transfer	21135	0.4231
				19 Jan 2018	500	Transfer	21635	0.4332
				02 Feb 2018	(881)	Transfer	20754	0.4155
		20754	0.4155	31 Mar 2018	-	-	20574	0.4155
13	HEMLATABEN MAHAVIRBHAI TIWARI	0	0	01 Apr 2017	-	-	0	0
				01 Dec 2017	12000	Transfer	12000	0.2403
				08 Dec 2017	(1000)	Transfer	11000	0.2202
				05 Jan 2018	12800	Transfer	23800	0.4765
		23800	0.4765	31 Mar 2018	-	-	23800	0.4765
14	NPR INFOTECH PVT LTD	0	0	01 Apr 2017	-	-	0	0
				21 Jul 2017	4897	Transfer	4897	0.0980
				01 Sep 2017	6536	Transfer	11433	0.2289
				03 Nov 2017	(2185)	Transfer	9248	0.1852
				23 Mar 2018	14866	Transfer	24114	0.4828
		24114	0.4828	31 Mar 2018	-	-	24114	0.4828
15	SHAH TUSHAR SHASHIKANT	0	0	01 Apr 2017	-	-	0	0
				02 Jun 2017	13489	Transfer	13489	0.2701

				25 Aug 2017	15702	Transfer	29191	0.5844
				08 Sep 2017	(50)	Transfer	29141	0.5834
				24 Nov 2017	100	Transfer	29241	0.5854
		29241	0.5854	31 Mar 2018	-	-	29241	0.5854

*The shares of the Company are traded on a daily basis and hence the date wise increase / decrease in shareholding is not indicated. Shareholding is consolidated based on permanent account number (PAN) of the shareholder.

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Increase / Decrease in Shareholding during the year*		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	No. of Shares	No. of shares	% of total shares of the company
	At the beginning of the year						
	DIRECTORS:						
1.	Alpesh Rajeshbhai Tripathi	-	-	-	-	-	-
2.	Dipen Mahasukhlal Shah	-	-	-	-	-	-
3.	Karan Singh Chandalia	-	-	-	-	-	-
4.	Abhishek P. Bhutoria	1,35,500	2.71	-	-	1,35,500	2.71
	KMP:						
1.	Pradeep Bhutoria	6,69,029	13.39	-	-	6,69,029	13.39
2.	Sushma Bhutoria	1,38,310	2.77	-	-	1,38,310	2.77
3.	Sheetal Rawal (CFO)	0.00	0.00	-	-	-	-
4.	Gunjan Kothari (CS)	0.00	0.00	-	-	-	-

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	846.76	31.09	0.00	877.84
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ ii+ iii)	846.76	31.09	0.00	877.84
Change in Indebtedness during the financial year				
➤ Addition	0.00	13.69	0.00	13.69
➤ Reduction	25.2		0.00	25.2
Net Change	(25.2)	13.69		(11.51)
Indebtedness at the end of the financial year				
i) Principal Amount	821.56	44.78	0.00	866.33
ii) Interest due but not paid	0.00	0.00	0.00	0.00

iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (I + ii+ iii)	821.56	44.78	0.00	866.33

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

(Rs. in lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Pradeep Bhutoria	Sushma Bhutoria	
1.	Gross salary	6.97	5.65	12.62
	(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 u/s 17(3) Income-tax Act, 1961	----	----	----
2.	Stock Option	----	----	----
3.	Sweat Equity	----	----	----
4.	Commission	----	----	----
	- as % of profit	----	----	----
	- others, specify...	----	----	----
5.	Others, please specify	0.68	0.65	1.33
	Total (A)	7.65	6.30	13.95
	Ceiling as per the Act	----	----	----
	Cumulative Ceiling as per the Act (10% of the Net Profit)	----	----	----

Remuneration to other directors:

(Rs. in lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
	3. Independent Directors	----	----	----
	• Fee for attending board / committee meetings			
	• Commission			
	• Others, please specify			
	Total (1)	----	----	----
	4. Other Non-Executive Directors	----	----	----
	• Fee for attending board / committee meetings			
	• Commission			
	• Others, please specify			
	Total (2)	----	----	----
	Total (B)=(1+2)	----	----	----
	Total Managerial Remuneration	----	----	----
	Overall Ceiling as per the Act (11% of the Net Profit, excluding seating fees)	----		

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

(Rs. in lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	Gunjan Kothari Company Secretary	Sanjay Rana CFO (01.04.2017 to 11.11.2017)	Sheetal Rawal CFO (13.11.2017 to 31.03.2018)	Total
1.	Gross salary	----	2.49	1.61	1.17	5.27
	(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	----	2.49	1.61	1.17	5.27

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	Not Applicable				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	Not Applicable				
Punishment					
Compounding					

C. OTHER OFFICERS IN DEFAULT

Penalty	Not Applicable
---------	----------------

**By order of the Board of Directors
For Gujarat Raffia Industries Limited**

**Date: 28th May, 2018
Place: Santej**

**Sd/-
Pradeep Bhutoria
Chairman & Managing Director
DIN:-00284808**

Annexure – B**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 Personnel) Rules, 2014]

**To,
THE MEMBERS,
GUJARAT RAFFIA INDUSTRIES LIMITED**

Plot No 455, Santej-Vadsar Road,
Gandhinagar-382721
Gujarat.

I, Premjeet Singh, Company Secretary, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GUJARAT RAFFIA INDUSTRIES LIMITED [CIN: L17110GJ1984PLC007124]** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **GUJARAT RAFFIA INDUSTRIES LIMITED** 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 Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Byelaws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(Not Applicable to the Company during the Audit Period);
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not Applicable to the Company during the Audit Period);**

- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period);**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit period);**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- 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).**
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

I. As informed to me the following other Laws specifically applicable to the Company as under:

A. INDUSTRIAL & LABOUR LAWS:

- a) Factories Act, 1948
- b) Industrial Disputes Act, 1947
- c) The Minimum Wages Act, 1948
- d) The Payment of Wages Act, 1936
- e) Employees' Provident Fund and Miscellaneous Provisions Act, 1952
- f) The Payment of Bonus Act, 1965
- g) The Payment of Gratuity Act, 1972
- h) The Contract Labour (Regulation and Abolition) Act, 1970
- i) The Maternity Benefit Act, 1961
- j) The Employees' Compensation Act, 1923
- k) The Apprentices Act, 1961
- l) Equal Remuneration Act, 1976

B. ENVIORNMENT RELATED:

- a) The Environment (Protection) Act, 1986
- b) The Hazardous Wasted (Management, Handling And Transboundary Movement) Rules, 2008
- c) The Water (Prevention & Control of Pollution) Act, 1974
- d) The Air (Prevention & Control of Pollution) Act, 1981

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

- a) Secretarial Standards with respect to General and Board Meetings Minutes issued by The Institute of Company Secretaries of India.
- b) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange Limited pursuant to Securities and Exchange Board of India (Listing Obligations & 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 and the *National Stock Exchange of India Limited (NSE)* vide their letter no. NSE/CML/36398 dated 28.11.2017 has revoked the suspension of equity shares of the Company. Hence the equity shares were actively traded on both BSE Limited and NSE.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the board were unanimous and the same was captured and recorded as part of the minutes.

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

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

Place: Kolkata
Date: 28/05/2018

Sd/-
Premjeet Singh
Company Secretary
C.P. No.: 16452
Membership No.: A31903

Note: *This Report is to be read with Our Letter of even date which is annexed as "Appendix A" and forms an integral part of this report.*

'Appendix A'

**To,
The Members,
GUJARAT RAFFIA INDUSTRIES LIMITED**

Plot No 455, Santej- Vadsar Road,
Gandhinagar-382721
Gujarat

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial 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. Where ever 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, regulations, standards is the responsibility of 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.

**Place: Kolkata
Date: 28/05/2018**

**Sd/-
Premjeet Singh
Company Secretary
C.P. No.: 16452
Membership No.: A31903**

Annexure – C
Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis: - Not Applicable

2. Details of material contracts or arrangement or transactions at arm's length basis

Sr. No.	Name of the Related Party	Nature of Relationship	Nature of contracts /arrangements/ transactions	Amount	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value , if any	Amount paid as Advances, if any
1.	Asian Gases Limited	Enterprises significantly influenced by Directors and/or their relatives	Loan taken	3,14,000	1 Year	Asian Gases Limited has given unsecured loan to the company	-----
			Loan Repaid	8,49,923	1 Year	Company has repaid the unsecured loan taken from Asian Gases Limited	-----
			Interest	2,90,994	1 Year	Company has paid the interest amount on unsecured loan	-----
2.	Bengal Business LLP	Enterprises significantly influenced by Directors and/or their relatives	Loan taken	3,94,000	1 Year	Bengal Business LLP has given unsecured loan to the company	-----
			Loan Repaid	3,06,400	1 Year	Company has repaid the unsecured loan taken from Bengal Business LLP	-----
			Interest	1,79,680	1 Year	Company has paid the interest amount on unsecured loan	-----

3.	Mahanagar Realestate LLP	Enterprises significantly influenced by Directors and/or their relatives	Loan Repaid	2,15,000	1 Year	Company has repaid the unsecured loan taken from Mahanagar Realestate LLP	-----
			Interest	1,66,400	1 Year	Company has paid the interest amount on unsecured loan	-----
4.	Pradeepkumar Bhutoria (HUF)	Key Managerial Personnel	Loan Taken	10,00,000	1 Year	Company has taken unsecured loan from Pradeepkumar Bhutoria (HUF)	-----
			Loan Repaid	0.00	1 Year	Company has repaid the unsecured loan taken from Pradeepkumar Bhutoria (HUF)	

For Gujarat Raffia Industries Limited

Date: 28th May, 2018
Place: Santej

Sd/-
Pradeep Bhutoria
Chairman & Managing Director
DIN: 00284808

Annexure – D**Particulars Pursuant to Section 197(12) of the Companies Act, 2013 and rule 5(1) of Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014:**

- 1) Ratio of Remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31st March, 2018:

Sr. No.	Executive Directors	Remuneration for FY 2016-17 (₹ in Lakhs)	% increase in remuneration in FY 2017-18
1.	Shri Pradeep Bhutoria, Chairman & Managing Director	7.20	6.25%
2.	Smt. Sushma Bhutoria, Whole Time Director	6.00	5%

- 2) Percentage increase in median remuneration of employees in the financial year ended 31st March, 2018: Nil
- 3) The number of permanent employees on the rolls of the company as on 31st March, 2018: 76
- 4) Average percentile increase already made in the salaries of the employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration:

The average increase in salaries of the employees other than Managerial Personnel in 2017-18 was Salary increased for the person to whom it is require and average percentage increase in the Managerial Remuneration for the year was Nil % which is in line with the overall remuneration of the company.

- 5) The key parameters for any variable components of remuneration availed by the Directors:

The executive directors are not paid variable remuneration in the form of commission on profits in addition to their salaries. No other Directors are paid any remuneration.

It is affirmed that the remuneration paid is as per the remuneration policy of the company.

Annexure – E**Disclosure under rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

Sr. No.	Name	Designation	Remuneration (In ₹)	Qualification	Experience (In Yrs)	Commencement of Employment	Age (In Yrs)	Particulars of Last Employment/ Employer/ Last Post & Period for which post held
1.	Pradeep R Bhutoria	Chairman & Managing Director	7,65,000	B.com.	29 Years in line of activity Marketing, Production, Finance	01/01/2007	58	NA
2.	Sushma P Bhutoria	Whole-Time-Director	6,30,000	B.com	14 Years in Business Administration	21/02/2008	56	NA

Notes:

1. Shri Pradeep Bhutoria, Chairman and Managing Director and Smt. Sushma Bhutoria, Whole-Time-Director are related to each other.

Annexure – F
CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO, ETC.
(A) Conservation of energy-

Sr. No.	Particulars	Status
i.	the steps taken or impact on conservation of energy;	Every effort is being voluntarily made by the company
ii.	the steps taken by the company for utilizing alternate sources of energy;	Not Applicable
iii.	the capital investment on energy conservation equipments;	Not Applicable

(B) Technology absorption-

Sr. No.	Particulars	Status
i.	the efforts made towards technology absorption;	Every effort is being voluntarily made by the company
ii.	the benefits derived like product improvement, cost reduction, product development or import substitution;	Not Applicable
iii.	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Not Applicable
iv.	the expenditure incurred on Research and Development	Not Applicable

(C) Foreign exchange earnings and Outgo-

Particulars	2017-18 Current year	2016-17 Current year
Foreign Exchange Earnings	8,53,48,714	8,98,99,980
Foreign Exchange Outgo	4,34,55,721	2,31,71,791

REPORT ON CORPORATE GOVERNANCE

INTRODUCTION:

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other stakeholders. This report sets out the compliance status of the Company with the requirements of corporate governance, as set out in Pursuant to Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year 2017-18.

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Company's philosophy on Corporate Governance is embedded in the rich legacy of ethical governance practices, most of which were implemented before they were mandatorily prescribed. Integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level. The Company's Code of Business Conduct, its Fraud Risk Management Policy and its well structured internal control systems which are subjected to regular assessment for its effectiveness, reinforces integrity of Management and fairness in dealing with the Company's stakeholders. This, together with meaningful CSR activities and sustainable development policies followed by the Company has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates. Your Company has complied with the requirements of newly incorporated SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 LODR (w.e.f 1st December, 2015)

2. VIGIL MECHANISM (WHISTLE BLOWER POLICY)

The Company has adopted the Whistle Blower Policy pursuant to which employees of the Company can raise their concerns relating to malpractices, inappropriate use of funds or any other activity or event which is against the interest of the Company. Further the mechanism adopted by the Company encourages the employees and Directors of the Company to report genuine concerns or grievances and provides for adequate safeguards against victimization of employees and directors who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in exceptional cases. The details of complaints received and the action taken are reviewed periodically by the Audit Committee. None of the Company's personnel have been denied access to the Audit Committee.

3. BOARD OF DIRECTORS:

a) Composition and Category of Directors:

Your company's Board comprises of Six Directors as on 31st March, 2018 comprising three Executive Directors, three Independent Non-Executive Directors. The Chairman is executive in nature. The Company does not have any Nominee Director.

The Board Meetings held during the financial year 2017-18, presence of the directors thereat and Membership / Chairmanship of the directors in the Committees and no. of directorships in other companies excluding Private Companies and our company are stated below:

Name of Directors	Category of Directorship	No. of other Director Ships*	Committee (1)Members hip/ (2) Chairmanshi p in other Companies	No. of Board Meetings attended	Attendanc e at the AGM held on 05 th September , 2017 Yes/ No
Mr. Pradeep Bhutoria Chairman & Managing Director	Promoter-Executive	-	-	06	Yes
Mrs. Shushma P. Bhutoria	Promoter-Executive	-	-	06	Yes

Mr. Abhishek Bhutoria	Promoter - Executive	-	-	06	Yes
Mr. Alpesh R. Tripathi	Independent-Non-Executive	-	-	06	Yes
Mr. Dipen M. Shah	Independent-Non-Executive	-	-	06	Yes
Mr. Karan Singh Chandalia	Independent-Non-Executive	-	-	05	Yes

* These numbers exclude the directorship/committee membership held in the company and in private limited companies, foreign companies, companies registered under Section 8 of the Companies Act, 2013 and alternate directorship. Further, it includes only the chairmanship/membership of the Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee. All Directors have informed the Company about the committee positions they occupy in other companies as per the Listing Regulation, which were placed before the Board.

Except Mr. Pradeep Bhutoria, Mrs. Sushma Bhutoria and Mr. Abhishek Bhutoria, who are related to each other, none of the other Directors are related to any other Director on the Board in term of definition of 'relative' as per the Companies Act, 2013.

Mrs. Sushma Pradeep Bhutoria is liable to retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible, has offered herself for re-appointment.

During the financial year, the three Independent Directors of the Company met on 26th March, 2018 without the presence of non-independent directors or management personnel to review the performance of Non-Independent Directors, the Board and its Chairman. The meeting also reviewed the quality, quantity and timeliness of flow of information between the Company and the Board. The terms and conditions of appointment of Independent Directors are incorporated on the website of the Company www.griltarp.com.

b) Details of the Directors seeking Appointment/Reappointment in forthcoming Annual General Meeting:

Name of the Director	Mrs. Sushma Bhutoria
Date of Birth and Age	25-08-1962 & 55 Years
Date of Appointment	21-02-2008
Qualification	B.Com
Expertise in specific functional areas	14 years in Business Administration
Directorship held in other companies (Excluding Foreign Companies)	NIL
Membership/Chairmanship of committee of other Companies (includes only Audit Committee and Share holders/Investor Grievance Committee)	Nil
Number of Share Holder	1,38,310

c) Board Procedures:

The Board of Directors meets regularly to review the performance and Financial Results. A detailed Agenda File is sent to all the Directors well in time of the Board Meetings. The Chairman/ Managing Director briefs the Directors at every Board Meeting, overall performance of the company.

All major decisions/ approvals are taken at the meeting of the Board of Directors such as policy formation, business plans, budgets, and investment opportunities, Statutory Compliance etc. The meetings of the board of directors were held on 15-05-2017, 27-05-2017, 05-08-2017, 13-11-2017, 05-02-2018 and 26-03-2018.

d) Shareholding of Directors as on March 31, 2018:

Sr. No.	Name of Director	No. of Shares held
1	Mr. Pradeep R Bhutoria	669029
2	Mrs. Sushma P Bhutoria	138310
3	Mr. Abhishek P. Bhutoria	135500
4	Mr. Alpesh R. Tripathi	0
5	Mr. Dipen M. Shah	0
6	Mr. Karan Singh Chandalia	0

3. AUDIT COMMITTEE:

The Audit Committee, comprising Four Directors, Three are Non-Executive & Independent Directors and all of them have financial and accounting knowledge. The constitution of Audit Committee also meets with the requirements under Section 177 of the Companies Act, 2013 and as per Regulation 18 of SEBI (LODR) Reg, 2015. Members are regularly present at the meetings.

a. Number of Audit Committee Meetings held during the financial year 2016-2017 and dates of the meetings:

Audit Committee meeting	Date	Audit Committee Meeting	Date
1	27/05/2017	3	13/11/2017
2	05/08/2017	4	05/02/2018

b. The Composition of an Audit Committee as on 31.03.2018 and details of committee meetings attended by members are as under:-

Name of the Member	Designation	Category	No. of Committee Meetings held	Committee Meeting attended
Dipen M Shah	Chairman	Independent & Non-Executive	4	4
Pradeep R Bhutoria	Member	Executive	4	4
Alpesh R. Tripathi	Member	Independent & Non-Executive	4	4
Karan Singh Chandalia	Member	Independent & Non-Executive	4	4

The Chairman of the Audit Committee has attended AGM for the year 2017-18.

c. Keeping in view the provisions of section 177 of the Act, and the provisions of the SEBI LODR Regulations, 2015, the terms of reference of the Audit Committee include the following:-

- I. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- II. Recommending the appointment, remuneration and terms of appointment of statutory auditors, including cost auditors of the Company;
- III. Approving payment to statutory auditors, including cost auditors, for any other services rendered by them;
- IV. Reviewing with management the quarterly and annual financial statements before submission to the board, focusing primarily on;

- Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by the management;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and.
- V. Reviewing with the management, performance of statutory and internal auditors, external and Cost auditors, the adequacy of internal control systems, risk management systems.
- VI. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- VII. Discussion with internal auditors any significant findings and follow up there on.
- VIII. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- IX. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- X. Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate;.
- XI. Reviewing the Company's financial and risk management policies.
- XII. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
- XIII. to review the functioning of the Vigil Mechanism/Whistle blower mechanism

4. NOMINATION AND REMUNERATION COMMITTEE:

A. The composition of the Nomination and Remuneration Committee as on 31.03.2018 and the details of the meetings attended by the Directors are given below:-

Name of the Member	Designation	Category
Dipen M. Shah	Chairman	Independent & Non-Executive
Alpesh R. Tripathi	Member	Independent & Non-Executive
Karan Singh Chandalia	Member	Independent & Non-Executive

a) Number of Nomination and Remuneration Committee Meetings held during the financial year 2017-2018 and dates of the meetings:

Nomination and Remuneration Committee meeting	Date
1	13/11/2017

The 'Nomination and Remuneration Committee' of the Company recommends the nomination of Executive Directors (members of the Board) as well as Non-Executive Directors and remuneration of such Executive Directors and Non-Executive Directors [other than Independent Non-Executive Directors] and recommend and monitor the level and structure of remuneration of senior management of the Company as per the Remuneration Policy.

b) Remuneration policy

The Remuneration policy has been framed in accordance with the provisions of section 178 of the Companies Act, 2013 and as per Regulation 19 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, as amended from time to time. The policy on Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel has been framed by Nomination & Remuneration Committee and has been approved by the Board of Directors and the salient features of the Remuneration Policy form a part of the Directors Report and the same has been uploaded on the website of the company.

c) Remuneration to Non-executive Directors:

Non Executive Directors were not paid sitting fees. No Commission or Stock Option has been offered to the Directors during the year under review.

d) Remuneration to Executive Directors:

The appointment and remuneration of Executive Directors including Managing Director and Whole-Time Directors are governed by the recommendation of Nomination and Remuneration committee, resolutions passed by the Board of Directors and approved by the members of the company.

Details of remuneration paid:

1. The Company paid Managerial Remuneration of Rs. 7.65 Lakhs to Mr. Pradeep Bhutoria, Managing Director during the year 2017-18.
2. The Company paid Managerial Remuneration of Rs. 6.30 Lakhs to Mrs. Sushma Bhutoria, Whole Time Director during the year 2017-18.

e) Performance evaluation of Directors:

Pursuant to the provisions of Companies Act, 2013 and the corporate governance requirements as prescribed by SEBI (Listing Obligation and Discloser Requirements) Regulations, 2015 ("SEBI Listing Regulation"), the Board has carried out the annual performance evaluation for the financial Year under review of performances of the Directors individually as well as the evaluation of the working of its Board and their Committees.

Performance evaluation of each Director was carried out based on the criteria as laid down by the Nomination & remuneration Committee.

The broad criteria followed for evaluation of performance of Directors includes aspects such as attendance at the meetings, participation and independence during the meetings, interaction with management, role and accountability, knowledge and proficiency. The performance evaluation of the Managing Director and Whole-Time Directors was based on business achievements of the company.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE (erstwhile shareholders'/investors' grievance committee):

The Board has constituted a Stakeholder Relationship Committee for the purpose of effective redressal of the complaints of the shareholders such as Dematerialisation, Share Transfer, Non-receipt of Balance Sheet etc.

The composition of the Stakeholders Relationship Committee as on 27.05.2017 and 30.10.2017 and the details of the meetings attended by the Directors are given below:-

Name of the Member	Designation	Category	No. of Committee Meetings held	Committee Meeting attended
Mr. Dipen M Shah	Chairman	Independent & Non-Executive	2	2
Mr. Pradeep R Bhutoria	Member	Executive	2	2

Two Meeting of Stakeholders Relationship Committee was held during the year under review and date on which of meeting of Stakeholders Relationship Committee held was 27/05/2017 and 30/10/2017.

During the year under review, the Committee met as and when required and all the members have attended the meetings. The Committee looks into the redressal of Shareholders' complaints, which are summarized as follows:

- Approving transfer and transmission of shares
- Issue of duplicate share certificates
- Issue of new share certificate and to consider request for rematerialisation
- All other matters related to shareholders
- Looking into various complaints received from the shareholders and timely redressal of the same

All other requests like non-receipt of Annual Reports, change in address or any other details of the shareholders, etc., were resolved to the satisfaction of the shareholders. During the year, complaints received from the Shareholders have been resolved to the satisfaction of the shareholders. There was no outstanding complaint at the beginning of the year or at the end of the year.

6. INDEPENDENT DIRECTORS MEETING

With reference to the Schedule IV of the Companies Act, 2013 one meeting of the Independent Directors was held on 26th March, 2018. All the Independent Directors have attended the meeting. At the meeting, the Independent Directors reviewed the performance of the non-independent directors and the Board as whole and assessed the quality, quantity and timeliness of flow of information between the company, management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Familiarization programme for Independent Directors:

Independent Directors at the time of their appointment are given the formal appointment letter mentioning various terms and conditions of their engagement. Independent Directors of the company are made aware of their role, duties, rights and responsibilities at the time of their appointment. Independent Directors have visited the plants of the company for understanding of manufacturing operations and different processes of their plants.

The Board of Directors have complete access to the information within the company and to interact with senior management personnel. Independent Directors have freedom to interact with the management of the company.

The Familiarization programme has been conducted during the year under review and different aspects such as legal compliance management, corporate governance and role of independent directors has been covered in the same.

7. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings of the Company are given below:

Financial Year	Date	Time	Venue	Special Resolution passed
2015-16	27-09-2016	2.00 p.m.	Registered Office at Plot No. 455, Santej-Vadsar Road, Village: Santej, Taluka: Kalol-382 721. Dist: Gandhinagar.	NIL
2016-17	05-09-2017	2.00 p.m.		NIL
2017- 18	10-09-2017	2.00 p.m.		Yes

8. DISCLOSURES:

- a) The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company at large.
- b) There has neither been any intentional non compliance of any legal provision of applicable law, nor any penalty, structure imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.
- c) The Board of Directors has adopted the policy on Related Party Transactions and the same has been uploaded on the <http://www.griltarp.com/> website of the company.
- d) Related party transactions are disclosed in the Note forming Parts of Accounts in this Annual Report.
- e) While preparing the financial statements, the company has followed all relevant accounting standards.
- f) The Company has formulated a Risk Management Policy duly approved by the Board of Directors in terms of Section 177 of the Companies Act, 2013 read with Regulation 21 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- g) The company has implemented the Whistle Blower policy and the same has been reviewed by the Audit Committee. No complaints have been received under the policy during the financial year under review. In the opinion of the Board there are no cases where a person was denied access to the grievance process set up by the company and the same has been uploaded on the <http://www.griltarp.com/> website of the company.
- h) The company has a well-defined 'Code of Business Conduct' applicable to all the Board members and senior management personnel. The compliance to 'Code of Business Conduct' has been affirmed by the Managing Director of the company. The certificate for the affirmation to the same forms part of the Corporate Governance Report.
- i) The Managing Director of the Company give an annual certificate on financial reporting and internal controls to the Board in terms of as provided under Regulation 26(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Executive Chairman also give quarterly certificate on financial results while placing the financial results before the Board in terms of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- a) There has been no complaint under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, during the year.

9. MEANS OF COMMUNICATIONS:

- a) In compliance with the requirements of the Listing Agreement, the Company is regularly intimates Unaudited/ Audited Financial Results to the Stock Exchange/s immediately after they are taken on record by the Board of Directors. These Financial Results are normally published in 'Western Times' (English and Gujarati).

Results are displayed on Website of the Company and Quarterly results are not sent individually to the Shareholders.

- b) During the year ended on 31st March, 2018, no presentation was made to Institutional Investors or analyst or any other enterprise.
- c) Management Discussion and Analysis form part of the Annual Report.

10. SHAREHOLDERS' INFORMATION:

C. SHAREHOLDERS INFORMATION:				
A	Registered Office	Plot No. 455, Santej-Vadsar Road, Village: Santej, Taluka: Kalol-382721 Dist: Gandhinagar.		
B	Annual General Meeting	Day	Friday	
		Date	21 st September, 2018	
		Time	2.00 p.m.	
		Venue	Plot No. 455, Santej-Vadsar Road, Village: Santej, Taluka: Kalol-382721 Dist: Gandhinagar.	
C	Tentative Financial Calendar	Quarterly Unaudited Result		
		Quarter Ending 30 th June, 2018	On 13 th August, 2018	
		Quarter Ending 30 th September, 2018	On or before 14 th November, 2018	
		Quarter Ending 31 st December, 2018	On or before 14 th February, 2019	
		Annual Audited Result		
		Year ending 31 st March, 2019	Within 60 days from 31 March, 2019	
D	Book Closure Dates	From	To	
		15 th September, 2018	21 st September, 2018	
E	Registrar and Share Transfer Agents	M/s. Link Intime India Private Limited. Ahmedabad Branch, 5 th Floor, 506 To 508, Amarnath Business Centre – 1, (ABC-1), Besides Gala Business Centre, Nr. St. Xavier’s Collage Corner, Off. C. G. Road, Ahmedabad – 380 006. (o): 079 – 2646 5179 e-mail id: ahmedabad@linkintime.co.in		
F	ISIN	INE610B01024		
G	Dividend Payment Date	The Company has not declared Dividend		
H	Stock Exchange Code	Stock Exchange		Code
		Bombay Stock Exchange Limited National Stock Exchange of India		523836 GUJRAFFIA

- i) Stock Price Data: The shares of the Company were traded on both BSE Limited and National Stock Exchange of India Ltd(NSE). The information on stock price data are as under:

Month	Share price BSE		BSE Sensex		BSE volume (No of shares)	Share price NSE		NSE Nifty		NSE volume (No of shares)
	High (Rs.)	Low (Rs.)	High	Low		High (Rs.)	Low (Rs.)	High	Low	
April, 17	28.05	15.75	30184.22	29241.48	66870	0.00	0.00	9367.15	9075.15	0.00
May, 17	33.95	21.5	31255.28	29804.12	102265	0.00	0.00	9649.60	9269.90	0.00

June, 17	29.85	20.2	31522.87	30680.66	23795	0.00	0.00	9709.30	9448.75	0.00
July, 17	29.65	22.15	32672.66	31017.11	42028	0.00	0.00	10114.85	9543.55	0.00
Aug, 17	28.8	21.85	32686.48	31128.02	34171	0.00	0.00	10137.85	9685.55	0.00
Sep, 17	36.5	24	32524.11	31081.83	39117	0.00	0.00	10178.95	9687.55	0.00
Oct, 17	55	29.05	33340.17	31440.48	81644	0.00	0.00	10384.50	9831.05	0.00
Nov, 17	49.85	38.15	33865.95	32683.59	62854	0.00	0.00	10490.45	10094.00	0.00
Dec, 17	66.6	46.05	34137.97	32565.16	48235	70.00	51.30	10552.40	10033.35	11548
Jan, 18	83	54.3	36443.98	33703.37	68473	83.00	57.05	11171.55	10404.65	21449
Feb, 18	83.2	54	36256.83	33482.81	17628	82.95	55.00	11117.35	10276.30	22944
Mar, 18	61.3	55.35	34278.63	32483.84	535	61.70	41.10	10525.50	9951.90	9939

j) Share Transfer System:

The transfer of shares in physical form is processed and completed by M/s. Link Intime India Private Limited generally within a period of 15 days from the date of receipt thereof.

In case of Shares in electronic form, the transfers are processed by NSDL/CDSL through the respective Depository Participants.

k) Distribution of Shareholding as on 31st March, 2018:

No. of Equity Shares held	No. of Shareholders	% of Share holders	No. of Shares held	% of Shareholding
1 to 500	26836	98.5712	2430926	48.6694
501 to 1000	225	0.8264	170415	3.4119
1001 to 2000	87	0.3196	117310	2.3487
2001 to 3000	29	0.1065	70248	1.4064
3001 to 4000	7	0.0257	24236	0.4852
4001 to 5000	9	0.0331	42531	0.8515
5001 to 10000	10	0.0367	62005	1.2414
10001 to above	22	0.0808	2077104	41.5855
Grand Total	27225	100.0000	4994775	100.0000

l) Category of Shareholders as on 31st March, 2018:

Category	No. of Shares held	% of Shareholding
Promoters including Promoter Company	17,06,067	34.15
Financial Institutions/ Banks	0	0.00
Mutual Fund	0	0.00
Bodies Corporate	55,467	1.11
NRIs	24,107	0.48

Foreign National	500	0.01
Other (Clearing Member)	89,408	1.79
Public	30,79,831	61.66
Hindu Undivided Family (HUF)	39,395	0.79
Total	49,94,775	100%

m) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity: The Company has not issued any GDRs/ADRs.

n) Dematerialisation of Shares: The Company has entered into Shares Agreement with NSDL/CDSL for Dematerialisation of Shares.

As on 31st March, 2018, a total of 28,02,425 Shares of the Company which form 56.10% of the Share Capital of the Company stands dematerialised.

11. CODE OF CONDUCT

The Company has an approved Code of Conduct applicable to Directors and Senior Management personnel. A certificate of affirmation in this regard forms part of this Report as Annexure 1.

12. RELATED PARTY TRANSACTIONS

Transactions with related parties are disclosed in detail in Note to Accounts annexed to the financial statements for the year. Adequate care was taken to ensure that the potential conflict of interest did not harm the interests of the Company at large.

13. CEO / CFO CERTIFICATION

The Chairman/Managing Director and CFO have issued certificate pursuant to the provisions of under Regulation 17(8) of the (LODR) Reg, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

14. INCOME TAX PAN MANDATORY FOR TRANSFER OF SECURITIES:

As per Regulation 40(7) read with Schedule VII of the Listing Regulations, for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the listed entity for registration of transfer of securities.

15. PLANT LOCATIONS:

The Company's Plant is situated at: Plot No. 455, Santej-Vadsar Road, Village: Santej, Taluka: Kalol-382 721 Dist: Gandhinagar.

16. ADDRESS FOR CORRESPONDENCE:

For both Physical and Electronic Form:

M/s. Link Intime India Private Limited.

Ahmedabad Branch, 5th Floor 505 to 508 Amarnath Business Centre – 1 (ABC-1), Nr. St. Xavier Collage Road, Off C. G. Road, Navrangpura, Ahmedabad – 380 009, Tele. No. : (079) – 26465179, e-mail : ahmedabad@linkintime.co.in

For any assistance regarding correspondence dematerialisation of shares, share transfers, transactions, change of address, non-receipt of dividend or any other query, relating to shares:

Registered Office : Plot No. 455, Santej-Vadsar Road, Village: Santej,

Taluka: Kalol-382 721 Dist: Gandhinagar.

Telephone Nos. : (079) 2970 2373

Compliance Officer : Mr. Gunjan B Kothari is designated as Compliance Officer.

**By order of the Board of Directors
For Gujarat Raffia Industries Limited**

Date : 28th May, 2018
Place : Santej

Sd/-
Pradeep R Bhutoria
Chairman & Managing Director
DIN:-00284808

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

Pursuant to Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
THE MEMBERS,
GUJARAT RAFFIA INDUSTRIES LIMITED
SANTEJ

I, Pradeep Bhutoria, Managing Director, of Gujarat Raffia Industries Limited hereby declare that all the board members and senior executives one level below the executive directors including all functional heads have affirmed for the financial year ended 31st March, 2018, compliance with the code of conduct of the Company laid down for them.

Date : 28th May, 2018
Place : Santej

Sd/-
Pradeep R Bhutoria
Chairman & Managing Director
DIN:-00284808

Chief Executive Officer (CEO) / Chief Financial Officer (CFO) Certification under Regulation 17(8) of the (LODR) Reg, 2015

To,
The Board of Director
Gujarat Raffia Industries Limited
Santej

Mr. Pradeep Bhutoria, Managing Director in terms of Companies Act, 2013 and **Mr. Sheetal Rawal, Chief Financial Officer** of the Company hereby certify to the Board that:

- A.** We have reviewed financial statements and the cash flow statement of Gujarat Raffia Industries Limited for the year ended 31st March, 2018 and to the best of their knowledge and belief :
- 1.** these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2.** these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C.** They accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- D.** They have indicated to the auditors and the Audit committee:
- 1.** that there are no significant changes in internal control over financial reporting during the year;
 - 2.** that there are no significant changes in accounting policies during the year; and
 - 3.** that there are no instances of significant fraud of which we have become aware.

Place:- Santej
Date:- 28th May, 2018

Sd/-
Pradeep Bhutoria
Managing Director

Sd/-
Sheetal Rawal
Chief Financial Officer

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Gujarat Raffia Industries Limited
Ahmedabad

We have examined the compliance of conditions of Corporate Governance by **M/s. Gujarat Raffia Industries Limited**, for the year ended on **31st March, 2018** as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) of the said Company with stock exchanges in India. We have conducted over review on the basis of relevant records and documents maintained by the Company for the year ended **31st March, 2018** and furnished to us for the purpose of the review and the information and explanation given to us by the Company during the course of review.

MANAGEMENT'S RESPONSIBILITY

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

AUDITORS' RESPONSIBILITY

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), 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 and as per the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

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

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the Listing Regulations during the year ended **31 March 2018**.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For M/s V S AGARWAL & ASSOCIATES
Chartered Accountants
Firm Reg. No. :141089W
Sd/-
CA. Shikha Agarwal
Partner
Membership No. : 066763

Date: 28/05/2018
Place: AHMEDABAD

MANAGEMENT DISCUSSION AND ANALYSIS

a. Economic and Business Overview:

Despite the tumultuous global economic environment in 2017-18 and major economies showing signs of slowdown in growth, the Indian economy has emerged as the fastest growing economy as per Central Statistics Organisation (CSO) and International Monetary Fund (IMF). As per the second advance estimates of national income, released by the Central Statistics Office (CSO), growth rate of Gross Domestic Product (GDP) at constant market prices was 6.5 per cent in 2017-18 as compared to 7.1 per cent in 2016-17. According to IMF World Economic Outlook Update (January 2017), Indian economy is expected to grow at 7.2 per cent during FY 2016-17 and further accelerate to 7.7 per cent during FY 2017-18.

India is projected to grow by 7.6 per cent in fiscal 2018-19, remaining the fastest growing large developing economy, as it benefits from strong private consumption and gradual introduction of significant domestic reforms, a United Nations report said. The International Monetary Fund (IMF) on Tuesday called for accelerated economic reforms for India to achieve a higher growth trajectory, while retaining its GDP growth projection of 7.6% for 2018-19.

According to The World Bank, the Indian economy will likely grow at 7.3 per cent in 2018-19, followed by further acceleration to 7.6 per cent in 2017-18 and 7.8 per cent in 2018-19.

b. Industry Structure and Developments:

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 13 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers. The textile industry has two broad segments. First, the unorganized sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organized sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The textile industry employs about 105 million people directly and indirectly. India's overall textile exports during FY 2017-18 stood at US\$ 37.74 billion.

The Indian textiles industry is extremely varied, with the hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

c. Opportunities and Threats:

The growing demand of technical textiles in the manufacturing sector reflects an extensive opportunity for the domestic technical textile industry. We have a huge resource of food production in India, but almost 50% of the food gets wasted due to improper handling, storage and transit. Proper and modern packaging can change all this. The HDPE/PP woven Sacks/ Bags industry as a whole will be benefited by relaxation of Jute Mandatory and Packaging order subject to which will be enable Food Corporation of India and other agencies to pack of food grains in HDPE/PP Bags. HDPE/ PP Bags sector is the biggest sector in India for packaging. The Company has successfully initiated its efforts for increasing exports and has set a target of exporting more than 40% of its production.

d. Segment wise Performance:

The Company is operating only in one segment. The turnover/performance of the Company has been disclosed in the Directors report under the Head "Review of Operations, sales and working results."

e. Recent Trend and Future Outlook:

In spite of economic slowdown, the company is quite positive of better results as the Company has sizable presence in fertilizer sector. The opening up of food grains sector will enable the woven sacks industry to see better times again. We had done expansion work of our plant it is completed at the end of this year so, our production capacity also increased. We are expecting growth in Domestic market for Tarpaulin also.

f. Risks and Concerns:

The industry is plagued by intense competition due to major petrochemical manufacturers making available raw material abundantly.

g. Internal Control Systems and their Adequacy:

The Company has adequate internal audit and control systems. Internal auditors comprising of Chartered Accountants have been entrusted the job to conduct regular internal audits at all units and report the lapses, if any, to the management. Both Internal auditors and Statutory auditors independently evaluate the adequacy of internal control system. Based on the audit observations and suggestions, follow up and remedial measures are being taken including review and increase in the scope of coverage, wherever necessary. The Audit Committee of Directors in its periodical meetings, review the adequacy of internal control systems and procedures and suggest areas of improvements.

The Company has undertaken a detailed exercise to revisit its control systems in technical and other non financial areas to align them properly with Management Information Systems (MIS) to make MIS more efficient and result oriented. Information technology base created by the Company over the period is providing a very useful helping hand in the process. Needless to mention that ensuring maintenance of proper accounting records, safeguarding assets against loss and misappropriation, compliance of applicable laws, rules and regulations and providing reasonable assurance against fraud and errors will continue to remain the central point of the entire control system..

h. Financial Performance with respect to Operational Performance:

The financial performance of the company for the year 2017-2018 is described in the Director's report under the head "Review of Operations, sales and working results."

i. Material Developments in Human Resources and Industrial Relations Front:

The Company has continued to give special attention to Human Resources/ Industrial relations development. Industrial relations remained cordial throughout the year and there was no incidence of strike, lock out etc.

j. Cautionary Statement:

Statement in this Management Discussion and Analysis Report, Describing the Company's objectives, estimated and expectations may constitute "Forwarding Looking Statements" within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

Date : 28th May, 2018

Place : Santej

**For and on behalf of the Board,
Gujarat Raffia Industries Limited**

Sd/-

**Pradeep Bhutoria
Chairman & Managing Director
DIN:-00284808**

INDEPENDENT AUDITORS' REPORT

**TO,
THE MEMBERS OF
GUJARAT RAFFIA INDUSTRIES LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **GUJARAT RAFFIA INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at **31/03/2018**, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair

view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31/03/2018, and its profit /loss and it's cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013. We give in the Annexure A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on **31/03/2018** taken on record by the Board of Directors, none of the directors is disqualified as **31/03/2018** 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**".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For M/s V S AGARWAL & ASSOCIATES
Chartered Accountants
Firm Reg. No. :141089W

SD/-
CA. Shikha Agarwal
Partner
Membership No. : 066763

Date: 28/05/2018
Place: AHMEDABAD

ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT
Reports under The Companies (Auditor's Report) Order, 2016 (CARO 2016) for the year ended on
31st March 2018

To,
The Members of
GUJARAT RAFFIA INDUSTRIES LIMITED

In Respect of Fixed Assets

(a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) Fixed assets have been physically verified by the management in accordance with a regular programme of verification which, in our opinion, provided for physical verification of all the fixed assets at reasonable intervals; According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) We have inspected the original title deeds of immovable properties of the company held as fixed assets which are in custody of the company. We have obtained third party confirmations in respect of immovable properties of the company held as fixed assets which are in the custody of third parties such as mortgagees. Based on our audit procedures and the information and explanation received by us, we report that all the title deeds of immovable properties are held in the name of the company. However, we express no opinion on the validity of the title of the company to these properties.

In Respect of Inventories

As explained to us, the inventories were physically verified by the management during the year at reasonable interval. No material discrepancies were noticed on such verification.

Compliance under section 189 of The Companies Act, 2013

In our opinion and according to the information and explanations given to us by the company, company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly the clauses 3 (a), (b) and (c) are not applicable to the company and hence not commented upon.

Compliance under section 185 and 186 of The Companies Act , 2013

In our opinion and according to the information and explanations given to us, the company have complied with the provisions of section 185 and 186 of the Companies Act, 2013, while doing transaction for loans, investments, guarantees, and security.

Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed there under while accepting Deposits

In our opinion and according to the information and explanations given to us, the company have complied with the provisions of section 73, section 76 and other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 with regards to the deposits accepted from the members and the public. No order has been passed by the National Company Law Tribunal or Company Law Board or any Court or any other Tribunal with regard to deposits.

Maintenance of cost records

The Company is not required to maintain cost records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

Deposit of Statutory Dues

(a) The company has generally been regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales, tax wealth tax, service tax, custom duty, excise duty, Goods and Services Tax, Cess and other statutory dues applicable to the Company with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the March 31, 2018 for a period of more than six months from the date they became payable.

(b) There are no dues of Income tax, Wealth tax, Sales tax, Value added tax, Service tax, Custom Duty, Excise duty, Goods and Services Tax and cess which have not been deposited with the appropriate authorities on account of any dispute.

Repayment of Loans and Borrowings

Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution, bank and Government. The Company has not issued any debentures.

Utilization of Money Raised by Public Offers and Term Loan For which they Raised

According to the records of the company has not raised any money by way of initial public offer or further public offer {including debt instruments) and term loans. Hence this clause is not applicable.

Reporting of Fraud During the Year

Based on our audit procedures and the information and explanation made available to us by the management no such fraud noticed or reported during the year.

Managerial Remuneration

Based on our audit procedures and the information and explanation made available to us by the management, Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio

As per information and records available with us The company is not Nidhi Company.

Related party compliance with Section 177 and 188 of companies Act – 2013

In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

For M/s V S AGARWAL & ASSOCIATES

Chartered Accountants

Firm Reg. No. :141089W

Sd/-

CA. Shikha Agarwal

Partner

Membership No. : 066763

Date: 28/05/2018

Place: AHMEDABAD

**"Annexure B" to the Independent Auditor's Report of even date on the Standalone Financial
Statements of GUJARAT RAFFIA INDUSTRIES LIMITED**

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 **GUJARAT RAFFIA INDUSTRIES LIMITED** ("The Company") as of March 31, 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the 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 amount the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and operating effectiveness of internal control based on the assessed risk. The procedures selected depend upon on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 issues by the Institute of Chartered Accountants of India.

For M/s V S AGARWAL & ASSOCIATES

Chartered Accountants

Firm Reg. No. :141089W

Sd/-

CA. Shikha Agarwal

Partner

Membership No. : 066763

Date: 28/05/2018

Place: AHMEDABAD

GUJARAT RAFFIA INDUSTRIES LIMITED
(CIN:- L17110GJ1984PLC007124)

Registered Office: Plot No 455, Santej-Vadsar Road, Gandhinagar-382721, Gujarat

Balance Sheet As At March 31, 2018

Particulars	Note No.	In INR	
		Current Year	Previous Year
		March 31, 2018	March 31, 2017
EQUITY AND LIABILITIES:			
Shareholders' Funds:			
Share Capital	1	49,947,750	49,947,750
Reserves and Surplus	2	91,032,832	82,515,377
Money Received Against Share Warrants		-	-
		140,980,582	132,463,127
Share Application Pending Allotment		-	-
Non-Current Liabilities:			
Long Term Borrowings	3	4,737,410	18,907,700
Long Term Provisions	4	2,214,721	1,994,284
		6,952,131	20,901,984
Current Liabilities:			
Short Term Borrowings	5	81,896,005	68,877,012
Trade Payables	6	17,387,050	19,218,595
Other Current Liabilities	7	74,533,689	90,612,860
Short Term Provisions	8	2,529,353	1,098,443
		176,346,097	179,806,910
Total		324,278,810	333,172,021
ASSETS:			
Non-Current Assets:			
Fixed Assets:			
Tangible Assets	9	101,853,677	113,111,321
Capital Work-in-Progress		-	-
		101,853,677	113,111,321
Non-Current Investments	10	-	-
Long Term Loans And Advances		-	-
Other Non-Current Assets		-	-
		101,853,677	113,111,321
Current Assets:			
Inventories	11	86,451,002	96,474,583
Trade Receivables	12	97,834,466	105,914,025
Cash and Bank Balances	13	27,707,581	4,115,159
Short Term Loans and Advances	14	10,432,084	13,556,933
		222,425,133	220,060,700
Total		324,278,810	333,172,021
Significant Accounting Policies			
Notes to the Financial Statements	1 to 34		
The accompanying notes are an Integral part of Financial Statement.			

In terms of our audit report of even date attached.

V S Agarwal & Associates

Chartered Accountants
FRN : 141089W

For, Gujarat Raffia Industries Limited For, Gujarat Raffia Industries Limited

Sd/-
(CA. Shikha Agarwal)

Partner
Membership No. : 066763
Ahmedabad, Dated: 28th May, 2018

Sd/-
Pradeep Bhutoria
Managing Director

Sd/-
Gunjan B. Kothari
Comapany Secretary

Sd/-
Sushma Bhutoria
Wholetime Director

Sd/-
Sheetal Rawal
Chief Finance Officer

GUJARAT RAFFIA INDUSTRIES LIMITED
(CIN:- L17110GJ1984PLC007124)

Registered Office: Plot No 455, Santej-Vadsar Road, Gandhinagar-382721, Gujarat

Statement of Profit and Loss For The Year Ended March 31, 2018

Particulars	Note No.	In INR	
		Current Year	Previous Year
		March 31, 2018	March 31, 2017
REVENUE:			
Revenue from Operations:	16		
Sale of Products [Gross]		381,051,235	397,886,433
Less : Excise Duty		-	34,561,425
Sale of Products [Net]		381,051,235	363,325,008
Other Operating Revenues		5,127,481	1,726,813
Net Revenue from Operations		386,178,716	365,051,821
Other Income	17	77,148	445,115
Total Revenue		386,255,864	365,496,936
EXPENSES:			
Cost of Materials Consumed	18	277,191,532	280,777,740
Changes in Inventories of Finished goods, Work-in-progress and Stock-in-Trade	19	18,123,844	(18,563,281)
Employee Benefits Expense	20	11,623,657	11,922,247
Finance Costs	21	9,142,626	13,603,038
Depreciation and Amortisation expenses	9	12,102,784	17,104,477
Other Expenses	22	47,353,966	50,413,497
Total Expenses		375,538,409	355,257,717
Profit before exceptional & extraordinary items and Tax		10,717,455	10,239,219
Less: Exceptional Items		-	-
Profit before Tax		10,717,455	10,239,219
Less/[Add]: Tax Expense:			
Current Tax		2,200,000	2,180,000
Earlier Year Tax		-	233,542
Deferred Tax		-	-
Total Tax Paid	31	2,200,000	2,413,542
Profit for the Year		8,517,455	7,825,677
Basic & Diluted Earning per Equity Share [EPS] [in Rupees]	23		
Before/After Exceptional Items		1.71	1.57
Significant Accounting Policies			
Notes to the Financial Statements	1 to 34		
The accompanying notes are an Integral part of Financial statement.			

In terms of our audit report of even date attached.

V S Agarwal & Associates

Chartered Accountants

FRN : 141089W

For, Gujarat Raffia Industries Limited

For, Gujarat Raffia Industries Limited

Sd/-
(CA. Shikha Agarwal)

Partner

Membership No. : 066763

Ahmedabad, Dated: 28th May, 2018

Sd/-
Pradeep Bhutoria
Managing Director

Sd/-
Gunjan B. Kothari
Company Secretary

Sd/-
Sushma Bhutoria
Wholtime Director

Sd/-
Sheetal Rawal
Chief Finance Officer

GUJARAT RAFFIA INDUSTRIES LIMITED
Notes to the Financial Statements

	In INR	
	Current Year	Previous Year
	March 31, 2018	March 31, 2017
Note: 1-Share Capital:		
Authorised:		
1,10,00,000 [as at 31-03-16 : 1,10,00,000] equity shares of Rs.10/- each	110,000,000	110,000,000
Total	110,000,000	110,000,000
Issued, Subscribed and Paid-up:		
49,94,775 [as at 31-03-16 : 49,94,775] equity shares of Rs.10/- each	49,947,750	49,947,750
Total	49,947,750	49,947,750
A The reconciliation of the number of shares outstanding is as under:	Equity Shares	
Number of shares at the beginning	4,994,775	4,994,775
Add: Bonus shares issued during the Year/shares issued during the Year	-	-
Less: Shares bought back/redeemed during the Year	-	-
Number of shares at the end	4,994,775	4,994,775
B Terms/rights attached to equity shares:		
The company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share The company declares and pays dividends in Indian rupees. The Dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of Interim dividend. The equity shares rank parri passu and carry equal rights with respect to voting and dividend. In the event of liquidation of the Company, the equity shareholders shall be entitled to proportionate share of their holding in the assets remained after distribution of all preferential amounts.		
C Details of Share Holders holding more than 5% of Equity Shares of Rs. 10/- each, fully paid:		
	Current Year	Previous Year
	31st March, 2018	31st March, 2017
	No of Shares	No of Shares
	% of Holding	% of Holding
Pradeep Bhutoria	669029	669029
Bengal Business LLP	300579	300579
As per records of the company, including its register of shareholders/members and declaration received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.		
D The Equity Share Capital of the Company had been reduced from 10,21,87,000 comprising of 1,02,18,700 shares of Rs.10/- per share fully 99,89,550 equity shares of Rs.5/- each fully paid up. The reduction in capital had been approved under section 100 of the Companies Act 1956 by the High Court Of Gujarat vide its order dated Sept.21,2007. The company then converted its reduced face value of shares from Rs 5 each to Rs 10 each vide special resolution passed in Extra-ordinary General Meeting dated October 15, 2007.		
Note: 2-Reserves and Surplus:		
Capital Reserve:		
Balance as per last balance sheet : (On forfeiture of 2,29,150, equity shares)	2,530,849	2,530,849
Addition during the Year	-	-
Closing Balance	2,530,849	2,530,849
General Reserve		
Balance as per last balance sheet	16,906,075	16,906,075
Add: Transfer from surplus in profit and loss account	-	-
Less: Transfer to surplus in statement of profit and loss	-	-
Closing Balance	16,906,075	16,906,075
Surplus/(deficit) in Statement of Profit and Loss:		
Balance as per last Balance Sheet	63,078,453	55,252,776
Add: (Loss)/Profit for the reporting Year	8,517,455	7,825,677
Net surplus in the statement of profit and loss	71,595,908	63,078,453
Total	91,032,832	82,515,377

GUJARAT RAFFIA INDUSTRIES LIMITED
Notes to the Financial Statements

			In INR			
			Current Year	Previous Year		
			March 31,	March 31,		
			2018	2017		
Note: 3-Long Term Borrowings:						
			In INR			
			Non-current portion		Current Maturities	
			Previous Year	Previous Year	Previous Year	Previous Year
			March 31,	March 31,	March 31,	March 31,
			2018	2017	2018	2017
A Term Loans/Finance Lease Obligation (Secured)						
a From Banks			259,935	15,799,066	15,607,133	20,674,425
			259,935	15,799,066	15,607,133	20,674,425
B From Others [Unsecured]						
a Inter corporate deposits			4,477,475	3,108,634	-	-
b Director and their relatives			-	-	-	-
			4,477,475	3,108,634	-	-
Total			4,737,410	18,907,700	15,607,133	20,674,425
The above amount includes:						
Secured borrowings			259,935	15,799,066	15,607,133	20,674,425
Unsecured borrowings			4,477,475	3,108,634	-	-
Amount disclosed under head "Other Current Liabilities" [Note-9]			-	-	(15,607,133)	(20,674,425)
Net Amount			4,737,410	18,907,700	-	-

A Securities and Terms of Repayment for Secured Long Term Borrowings:

- a Finance Lease obligations is secured by hypothecation of assets taken on lease.
- b Term Loan from Bank
- Secured against entire stock of Raw Material (imported / indigenous), semi-finished goods, Finished Goods, Book Debts and collateral Security of Factory Land and Building and Plant and Machinery.
 - Secured loan amounting to Rs. 492,051/- (P.Y. Rs. 682,507/-) is secured by hypothecation of vehicles.

B Terms of Repayment for Secured Long Term Borrowings:

- a Finance lease obligations are repayable in equal monthly installments along with interest for the Year.
- c There is no continuous default in repayment of Loan and interest their on as on March 31st, 2018 for any loans under this head.

Note: 4-Long Term Provisions:

Provision for Employee Benefits	2,214,721	1,994,284
Total	2,214,721	1,994,284
Disclosure pursuant to Accounting Standard-15 [Revised] "Employee Benefits":		
Defined benefit plan and long term employment benefit		
A General description:		
<u>Gratuity [Defined benefit plan]:</u>		
The Company operates one defined plan viz. Gratuity, for its employees. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure at 15 days of @ last drawn salary for each completed year of service. The scheme is not funded by the company.		
<u>[Defined contribution plan]</u>		
Contribution to Defined Contribution Plan, recognized as expense for the Year is as under: Gratuity		
	220,437	217,345
<u>Leave wages [Long term employment benefit]:</u>		
The employees of the company are entitled to leave as per the leave policy of the company. The liability on account of accumulated leave as on last day of the accounting Year is recognized as at the balance sheet date.		
	-	-

GUJARAT RAFFIA INDUSTRIES LIMITED
Notes to the Financial Statements

	In INR	
	Current Year	Previous Year
	March 31, 2018	March 31, 2017
Gratuity [Defined benefit plan]:		
a Change in the present value of the defined benefit obligation:		
Opening defined benefit obligation	1,994,284	1,776,939
Interest cost	-	-
Current service cost	220,437	217,345
Benefits paid	-	-
Actuarial [gain]/losses on obligation	-	-
Closing defined benefit obligation	2,214,721	1,994,284
b Change in the fair value of plan assets:		
Opening fair value of plan assets	-	-
Expected return on plan assets	-	-
Contributions by employer	-	-
Benefits paid	-	-
Actuarial gains/[losses]	-	-
Closing fair value of plan assets	-	-
Total actuarial gain [loss] to be recognized	-	-
c Actual return on plan assets:		
Expected return on plan assets	-	-
Actuarial gain/[loss] on plan assets	-	-
Actual return on plan assets	-	-
d Amount recognised in the balance sheet:		
[Assets]/Liability at the end of the Year	2,214,721	1,994,284
Fair value of plan Assets at the end of the Year	-	-
Difference	2,214,721	1,994,284
Unrecognised past Service cost	-	-
[Assets]/Liability recognised in the Balance Sheet	2,214,721	1,994,284
e [Income]/Expenses recognised in the Statement of Profit and Loss :		
Current service cost	220,437	217,345
Interest cost on benefit obligation	-	-
Expected return on plan assets	-	-
Net actuarial [gain]/loss in the Year	-	-
Net [benefit]/expense	220,437	217,345
f Movement in net liability recognised in Balance Sheet:		
Opening net liability	1,994,284	1,776,939
Expenses as above [P & L Charge]	220,437	217,345
Employer's contribution	-	-
[Assets]/Liability recognised in the Balance Sheet	2,214,721	1,994,284
g Principal actuarial assumptions as at Balance sheet date:		
Mortality table	NA	NA
Discount rate (rate annum)	NA	NA
Expected rate of return on plan assets (per annum)	NA	NA
Rate of escalation in salary	NA	NA
(Acturial valuer has not given these parameters in the certificate)		
Note: 5-Short Term Borrowings:		
Working Capital Loans from Banks [Secured] [*]	81,896,005	68,877,012
Total	81,896,005	68,877,012
[*] [Secured against entire stock of Raw Material (imported / indigenous), semi-finished goods, Finished Goods, Book Debts and collateral Security of Factory Land and Building, Plant and Machinery].		

GUJARAT RAFFIA INDUSTRIES LIMITED
Notes to the Financial Statements

	In INR	
	Current	Previous
	Year	Year
	March 31,	March 31,
	2018	2017
Note: 6-Trade Payables:		
Micro, Small and Medium Enterprises [*] (To the extent available to the company)	-	-
Others	17,387,050	19,218,595
Total	17,387,050	19,218,595
[*] The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the company is as under:		
Particulars		
Principal amount due and remaining unpaid	-	-
Interest due on above and the unpaid interest	-	-
Interest paid	-	-
Payment made beyond the appointed day during the Year	-	-
Interest due and payable for the Year of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding Years.	-	-
Note: 7-Other Current Liabilities:		
Current Maturities of Long Term Debt including current maturity of finance lease obligation [Refer Note No. 3]	15,607,133	20,674,425
Sundry Creditors - Capital Goods	-	-
Advances from Debtors	56,007,718	60,882,214
Others:		
Provision for Expenses	2,918,838	6,643,582
Payable to Statutory Authorities (*)	-	2,412,639
Total	74,533,689	90,612,860
(*) The company has recognised liability based on substantial degree of estimation for excise duty payable on clearance of finished goods lying in stock at the end of Year.		
Note: 8-Short Term Provisions:		
Provision for Employee Benefits	-	-
Others:		
Provision for Income Tax	2,529,353	1,098,443
Total	2,529,353	1,098,443
Note : 10 - Non Current Investments :		
Long Term Investments :		
Trade Investments :		
Investments in Equity Instruments	-	-
Other Investments :		
Investments in Equity Instruments	-	-
	-	-
Note: 11-Inventories:		
[The Inventory is valued at lower of cost and net realisable value]		
Classification of Inventories:		
Raw Materials	34,121,564	25,369,981
Work-in-progress	45,613,334	49,672,841
Finished Goods	4,378,128	18,660,462
Stores and Spares	1,824,000	2,475,320
Scrap	513,976	295,979
Total	86,451,002	96,474,583

GUJARAT RAFFIA INDUSTRIES LIMITED
Notes to the Financial Statements

	In INR	
	Current Year	Previous Year
	March 31,	March 31,
	2018	2017
Note: 12-Trade Receivables:		
[Unsecured]		
Outstanding for a Year exceeding six months from the date they are due for payment:		
Considered good	-	-
Others		
Considered good	97,834,466	105,914,025
Total	97,834,466	105,914,025
Note: 13-Cash and Bank Balances :		
Balances with Banks	25,884,067	4,092,010
Cash on Hand	1,823,514	23,149
Total	27,707,581	4,115,159
A Earmarked balances with banks:		
a Balances with Banks include balances to the extent held as margin money deposits against guarantee and letter of credit opened	751,661	4,025,818
b Bank deposits with maturity of more than 12 months	-	-
c Company keeps Fixed deposit with the Nationalised / Scheduled banks, which can be withdrawn by the company as per its own discretion / requirement of funds.		
Note: 14-Short Term Loans and Advances:		
[Unsecured, Considered Good]		
Loans and advances to related parties:		
Balances with Custom/ Central Excise/ Sales Tax Authorities	729,020	411,744
Advances to Suppliers	1,292,473	6,010,459
Advances recoverable in cash or in kind or for value to be received	8,410,591	7,134,730
Total	10,432,084	13,556,933
Note: 15-Contingent Liabilities and commitment [to the extent not provided for]:		
Contingent Liabilities:		
a Claims against the Company not acknowledged as debts		
i) Labour Matters	200,000	400,000
b In respect of guarantees given by Banks and/or counter guarantees given by the Company	-	250,000
c Other money for which the company is contingent liable:		
i) Letters of Credit for Imports	-	9,843,600
Note: 16-Revenue from Operations:		
Sales of Goods		
Sales	381,051,235	397,886,433
Services (Including Job Work)	-	-
	381,051,235	397,886,433
Other Operating Revenues:		
Net Gain on foreign currency transactions and translation	2,209,920	-
Freight Charges	762,066	1,112,265
Export Benefits	2,155,495	614,548
Total	5,127,481	1,726,813
Details of Sale of Goods (*) Net of Taxes (In Rs.)		
Tarpaulin and Fabric	369,529,869	276,803,304
Sacks	10,471,691	76,397,045
Note: 17-Other Income:		
Other Non-operating Income		
Interest income	77,148	445,115
Earlier Year Interest Subsidy	-	-
Other Income	-	-
Total	77,148	445,115

GUJARAT RAFFIA INDUSTRIES LIMITED
Notes to the Financial Statements

					In INR	
					Current Year	Previous Year
					March 31, 2018	March 31, 2017
Note: 18-Cost of Materials Consumed:						
Raw Materials:						
Stock at commencement					25,369,981	52,015,023
Add : Purchases					285,943,115	254,132,698
					311,313,096	306,147,721
Less : Stock at close					34,121,564	25,369,981
Total					277,191,532	280,777,740
A Details of Consumption of Raw Material [RM] is as under: (In Rs.)						
a Fabric					22,252,798	7,250,320
b Granuals					90,733,767	271,531,411
Note: 19-Changes in Inventories:						
Stock at close:						
Work-in-progress					45,613,334	49,672,841
Finished Goods					4,892,104	18,956,441
					50,505,438	68,629,282
Less: Stock at commencement:						
Work-in-progress					49,672,841	2,996,663
Finished Goods					18,956,441	50,245,537
					68,629,282	53,242,200
Less:Differential Excise Duty on Opening and Closing stock of Finished Goods					-	(3,176,199)
Total					(18,123,844)	18,563,281
A Details of Finished Goods is as under:						
		2016	2017	2018		
a	Sacks	2,993,355	2,963,232	828,128		
b	Tarpaulin/Roll/Cover/Fabric/sheets	46,617,452	15,697,230	3,550,000		
Note: 20-Employee Benefit Expense:						
Salaries, Bonus and wages					10,892,641	11,154,828
Contribution to provident and other funds					716,820	742,592
Staff welfare expenses					14,196	24,827
Total					11,623,657	11,922,247
Note: 21-Finance Cost:						
Interest expense [*]					8,231,114	12,448,386
Bank commission & charges					911,512	1,154,652
Total					9,142,626	13,603,038
[*] The break up of interest expense in to major heads is given below:						
On working capital loans					5,893,738	7,006,874
Others					2,337,376	5,441,512
					8,231,114	12,448,386
Note: 22-Other Expenses:						
Consumption of Stores and spare parts					7,275,846	4,452,465
Other Manufacturing Expenses					1,627,356	1,924,081
Power & fuel					22,222,797	22,142,273
Repairs to Plant and Machinery					37,210	192,593
Repairs to Others					846,464	459,193
Insurance					85,808	426,687
Commission					1,468,367	697,056
Rates and Taxes [excluding taxes on income] (*)					110,564	11,567,815
Directors' Remuneration					1,395,000	1,050,000
Traveling Expenses					477,983	585,009
Legal and Professional Fees					1,854,905	913,381
Freight and forwarding on sales					3,996,346	2,930,603
Bad Debts					-	699,312
Other marketing expenses					70,408	96,035
Miscellaneous Expenses [**]					5,884,912	2,276,995
Total					47,353,966	50,413,497
(*) Rate and taxes includes sales tax, excise duty, service tax and other taxes. Excise duty represents the aggregate of excise duty borne by the company .						
[**] Miscellaneous Expenses include Payment to the auditors as [Excluding Service Tax]:						
a	i Auditors			55,000	45,000	
	ii For taxation matters			15,000	15,000	
	iii For Other Services			-	-	
	iv Total			70,000	60,000	

GUJARAT RAFFIA INDUSTRIES LIMITED
Notes to the Financial Statements

	In INR	
	Current Year	Previous Year
	March 31,	March 31,
	2018	2017

Note: 23-Calculation of Earnings per Equity Share [EPS]:

The numerators and denominators used to calculate the basic and diluted EPS are as follows:			
A Profit attributable to Shareholders	INR	8,517,455	7,825,677
B Basic and weighted average number of Equity shares outstanding during the Year	Nos.	4,994,775	4,994,775
C Nominal value of equity share	INR	10	10
D Basic & Diluted EPS :	INR	1.71	1.57

Note: 24-Expenditure in Foreign Currency:

Business Promotion Expenses (*)	-	-
Import of Goods	43,455,721	23,171,791
Import of Capital Goods	-	-
	43,455,721	23,171,791
(*) Considered on payment basis only.		

Note: 25-Earnings in Foreign Exchange:

Export of goods calculated on F.O.B. basis	85,348,714	89,899,980
--	-------------------	-------------------

Note: 26-Remittances made on account of dividend in Foreign currency

	-	-
--	---	---

Note: 27-Raw Materials and Spare parts consumed:

	Current Year		Previous Year	
	March 31,		March 31,	
	2018		2017	
	INR	% to Total	INR	% to Total
Value of Raw Materials Consumed:				
Imported & Indigeneous	277,191,532	100	280,777,740	100
Total	277,191,532	100	280,777,740	100
Value of Spare parts Consumed:				
Imported	1,066,923	36	-	0
Indigenous	1,908,652	64	4,452,465	100
Total	2,975,575	100	4,452,465	100

Note : 28 - Derivative Financial Instruments :

- A** The Company has not entered into any forward contracts to offset foreign currency risks arising from the amounts denominated in currencies other than the Indian Rupee.
- B** The details of foreign currency exposures not hedged by derivative transactions are as under :

Dues to Creditors /Advance payment from Debtors/ Loans
Rupees *
US dollar

Dues from Debtors and advance payment to suppliers
Rupees *
US dollar

Value [*] in INR	
Current Year	Previous Year
March 31,	March 31,
2018	2017
1,490,365	459,529
22,929	7,070
24,188,436	16,131,641
372,130	248,179

Value [*] represents the Indian rupee equivalent of foreign currency contracts and derivatives converted in accordance with the accounting policy followed by the Company.

GUJARAT RAFFIA INDUSTRIES LIMITED
Notes to the Financial Statements

	In INR	
	Current Year	Previous Year
	March 31, 2018	March 31, 2017

Note: 29-Segment Information:

Based on the guiding principal given in Accounting Standard - 17 on Segment Reporting issued by the Institute of Chartered Accountants of India, the Company's primary business is manufacturing of PE, Tarpaulin, HDPE/PP Woven sacks and fabrics, which has similar risks and returns, accordingly there are no separate reportable segment as far as primary segment is concerned.

The operations of the company are in India and all assets and liabilities are located in India except export debtors and import creditors. The secondary business segment by geographical market is given below.

SECONDARY BUSINESS SEGMENT BY GEOGRAPHICAL MARKET

A Sales Revenue	Within India	Outside India	Total
Current reporting Year	295,702,521	85,348,714	381,051,235
Previous reporting Year	306,695,844	91,190,589	397,886,433
(Sale revenue is gross of excise duty and sales tax.)			
B Carrying amount of segment assets			
Current reporting Year	300,410,974	23,867,836	324,278,810
Previous reporting Year	317,499,909	15,672,112	333,172,021
(Assets outside India include Export Debtors)			

Note: 30-Related Party Transactions:
A Name of the Related Party and Nature of the Related Party Relationship:
a) Directors and their relatives:

Mr. Pradeepkumar Bhutoria
Mrs. Sushma Bhutoria
Mr. Abhishek Bhutoria

Managing Director
Wholetime Director
Director

b) Enterprises significantly influenced by Directors and/or their relatives:

Asian Gases Limited
Bengal Business LLP
Mahanagar Realestate LLP

Related party relationship is as identified by the Company and relied upon by the Auditors.

B Transactions with Related Parties:

The following transactions were carried out with the related parties in the ordinary course of business :

a) Details relating to parties referred to in A above

Nature of Transactions	Value of the Transactions [INR]			
	Related parties referred in A(a) above		Enterprises significantly influenced by Directors and/or their relatives	
	Reporting Year ended March 31,			
	2018	2017	2018	2017
Loan Taken	-	-	1,923,000	6,409,097
Loan Repaid	-	-	1,322,723	9,238,144
Interest/ Commision Paid	-	80,650	809,015	626,851
Remmuneration	1,395,000	1,050,000	-	-
Rent Paid	-	-	-	-
Total	1,395,000	1,132,667	4,054,738	16,274,092

b) Disclosure in respect of transactions which are more than 10% of total transactions of same type with related parties during the Year.
Transaction and Outstanding payable:

Name of Related Party	Balance as on 31.03.2017	Loan Taken	Amt Paid (*)	Amount taken as Deposit against Sale	Expenses	Closing Balance 31.03.2018
Asian Gases Limited	1,643,025	314,000	849,923	-	290,994	1,398,096
Bengal Business LLP	256,859	394,000	306,400	-	179,680	524,139
Mahanagar Realestate LLP	1,208,750	215,000	166,400	-	297,890	1,555,240
Pradeep Bhutoria-HUF(Loan)	-	1,000,000	-	-	-	1,000,000

(*) Including TDS and other deductions, if any

GUJARAT RAFFIA INDUSTRIES LIMITED
Notes to the Financial Statements

Note: 31 During the year 2013-2014, company has imported capital goods under EPCG License Scheme. The company has already fulfilled its obligation, license Pending for Closure.

Note: 32 The Company has worked out deferred tax liabilities/assets as at March 31, 2018. In view of unabsorbed depreciation and business losses under tax laws, net result of computation is net deferred tax assets, which are not recognised as a matter of prudence and in absence of virtual certainty as to its realization.

Note: 33 Confirmation letters have not been obtained from some of the Debtors, Creditors, and Loans & Advances. Hence the, balances of these accounts are subject to confirmation, reconciliation and consequent adjustments, if any.

Note: 34 Previous Year's figures have been regrouped/ reclassified wherever necessary to correspond with the current Year's classifications/ disclosure.

Signatures to Significant Accounting Policies and Notes 1 to 34 to the Financial Statements

In terms of our audit report of even date attached.

V S Agarwal & Associates

Chartered Accountants

FRN : 141089W

For, Gujarat Raffia Industries Limited For, Gujarat Raffia Industries Limited

Sd/-
(CA. Shikha Agarwal)

Partner

Membership No. : 066763

Ahmedabad, Dated: 28th May, 2018

Sd/-
Pradeep Bhutoria
Managing Director

Sd/-
Sushma Bhutoria
Wholetime Director

Sd/-
Gunjan B. Kothari
Comapany Secretary

Sd/-
Sheetal Rawal
Chief Finance Officer

GUJARAT RAFFIA INDUSTRIES LIMITED
Notes to the Financial Statements
FIXED ASSETS
Note No : 9

Particulars	GROSS BLOCK				DEPRECIATION / AMORTIZATION					NET BLOCK	
	As at April 1,2017	Addition during the year	Ded/Adj during the year	As at March 31,2017	Upto March 31, 2017	For the year	Ded/Adj during the year	Effect on Deprn as per Co. Act,2013	Upto March 31, 2018	As at March 31,2018	As at March 31,2017
Tangible Assets											
Buildings	33,510,318	-	-	33,510,318	8,133,931	1,089,489	-	-	9,223,420	24,286,898	25,376,387
Plant and Machinery	244,164,772	634,775	-	244,799,547	159,315,237	10,729,298	-	-	170,044,535	74,755,012	84,849,535
Furniture and Fittings	2,430,890	-	-	2,430,890	2,222,564	13,436	-	-	2,236,000	194,890	208,326
Motor Vehicles	3,207,657	45,264	-	3,252,921	1,983,040	180,879	-	-	2,163,919	1,089,002	1,224,617
Office Equipments	1,628,738	165,101	-	1,793,839	1,472,214	89,682	-	-	1,561,896	231,943	156,524
Land	1,295,932	-	-	1,295,932	-	-	-	-	-	1,295,932	1,295,932
Total :	286,238,307	845,140	-	287,083,447	173,126,986	12,102,784	-	-	185,229,770	101,853,677	113,111,321
Previous Year Total	286,092,668	145,639	-	286,238,307	156,022,509	17,104,477	-	-	173,126,986	113,111,321	130,070,159

GUJARAT RAFFIA INDUSTRIES LIMITED
(CIN:- L17110GJ1984PLC007124)
Registered Office: Plot No 455, Santej-Vadsar Road, Gandhinagar-382721, Gujarat
CASH FLOW STATEMENT FOR PERIOD ENDED 31ST MARCH 2018

Particulars	In INR			
	Current Year		Previous Year	
	March 31, 2018		March 31, 2017	
A. CASH ARISING FROM OPERATING ACTIVITIES:				
Net Profit before Tax and Exceptional Items as per Profit and Loss Accounts		10,717,455		10,239,219
ADD/(DEDUCT):				
Depreciation and Amortisation Expenses	12,102,784		17,104,477	
Interest Income	(77,148)		(445,115)	
Financial Charges	9,142,626		13,603,038	
Unrealised Foreign Exchange (Gain)/Loss	-	21,168,262	-	30,262,400
Operating Cash Profit Before Working Capital Changes		31,885,717		40,501,619
Change In Working Capital				
Increase (Decrease) in Trade and Other Current Liabilities	(17,690,279)		53,220,367	
(Increase) in Trade Receivable and Other Loans and Advances	11,204,408		(18,860,835)	
Decrease/(Increase) in Inventories	10,023,581		11,784,270	
Total Change in Working Capital		3,537,710		46,143,802
Cash flow from opration		35,423,427		86,645,421
Less:- Direct Taxes Paid		(769,090)		(2,908,970)
Net Cash Inflow/(Outflow) in the Course of Operating Activities after Exceptional Items		34,654,337		83,736,451
B. CASH FLOW ARISING FROM INVESTING ACTIVITIES:				
Inflow:				
Sale of Assets/ Investments	-		500,500	
Interest Received	77,148		445,115	
		77,148		945,615
Outflow:				
Investment In Shares of Other Company	-		-	
Acquisition of Fixed Assets (Including Capital WIP)	(845,140)		(145,639)	
		(845,140)		(145,639)
Net Cash Inflow/(Outflow) in the course of Investing Activities		(767,992)		799,976
C. CASH FLOW ARISING FROM FINANCING ACTIVITIES:				
Inflow:				
Proceeds from Secured Loan	(15,539,131)		(20,766,829)	
Proceeds From Bank	13,018,993		2,168,581	
Proceeds from Unsecured Loan	1,368,841		(55,534,872)	
		(1,151,297)		(74,133,120)
Outflow:				
Finance charges	(9,142,626)		(13,603,038)	
		(9,142,626)		(13,603,038)
Net Cash Inflow/(Outflow) in the Course of Financing Activities		(10,293,923)		(87,736,158)
Net Increase/(Decrease) in Cash and Cash Equivalents		23,592,422		(3,199,731)
Add: Opening Balance of Cash and Cash Equivalents		4,115,159		7,314,890
Closing Balance of Cash and Cash Equivalents		27,707,581		4,115,159

In terms of our audit report of even date attached.

V S Agarwal & Associates

Chartered Accountants
FRN : 141089W

For, Gujarat Raffia Industries Limited

For, Gujarat Raffia Industries Limited

Sd/-
(CA. Shikha Agarwal)

Partner

Membership No. : 066763
Ahmedabad, Dated: 28th May, 2017

Sd/-
Pradeep Bhutoria
Managing Director

Sd/-
Gunjan B. Kothari
Comapany Secretary

Sd/-
Sushma Bhutoria
Wholetime Director

Sd/-
Sheetal Rawal
Chief Finance Officer

ATTENDANCE SLIP
CIN: L17110GJ1984PLC007124
GUJARAT RAFFIA INDUSTRIES LIMITED

Registered office: Plot No.455, Santej Vadsar Road, Village: Santej, Taluka: Kalol-382721.
 Dist: Gandhinagar.

Date: _____

Please fill Attendance Slip and hand it over at the entrance of the meeting venue:

Name	
Address	
DP Id *	
Client Id *	
Folio No.	
No. of shares held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company held on 21st September, 2018 at 2.00 p.m. at the registered office of the Company at Registered office at Plot No.455, Santej Vadsar Road, Village: Santej, Taluka: Kalol-382721 Dist: Gandhinagar.

 Signature of Shareholder/Proxy

Form No. MGT-11

Proxy form

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

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the company, to be held on the 21st September, 2018 at 02: 00 p.m. at the registered office of the company at Plot No. 455 Santej-Vadsar Road, Village: Santej, Taluka: Kalol - 382721 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Note:

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

2) The proxy need not be a member of the company

Resolution No: -

Resolution No.

Sr. No	Business	Option	
		For	Against
	ORDINARY BUSINESS		
1.	To receive, consider and adopt the Audited Financial Statements as at 31 st March, 2018 including the Audited Balance Sheet as at 31 st March, 2018, the Statement of Profit and Loss for the year ended on that date and reports of the Directors' and Auditors' thereon		
2.	To appoint a Director in place of Mr. Sushma Bhutoria (DIN: 00284819) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment		
	SPECIAL BUSINESS		
3.	Issue of equity shares on preferential basis to the promoters/promoter group		
4.	Payment of Remuneration to Mr. Pradeep Bhutoria (DIN: 00284808) as Managing Director of the company		
5	Payment of Remuneration to Mrs. Sushma Bhutoria (DIN: 00284819) as Whole Time Director of the company		
6	Payment of Remuneration to Mr. Abhishek Bhutoria (DIN: 07263523) as Executive Director of the company		
7	Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013		

Signed this _____ day of _____ 2018

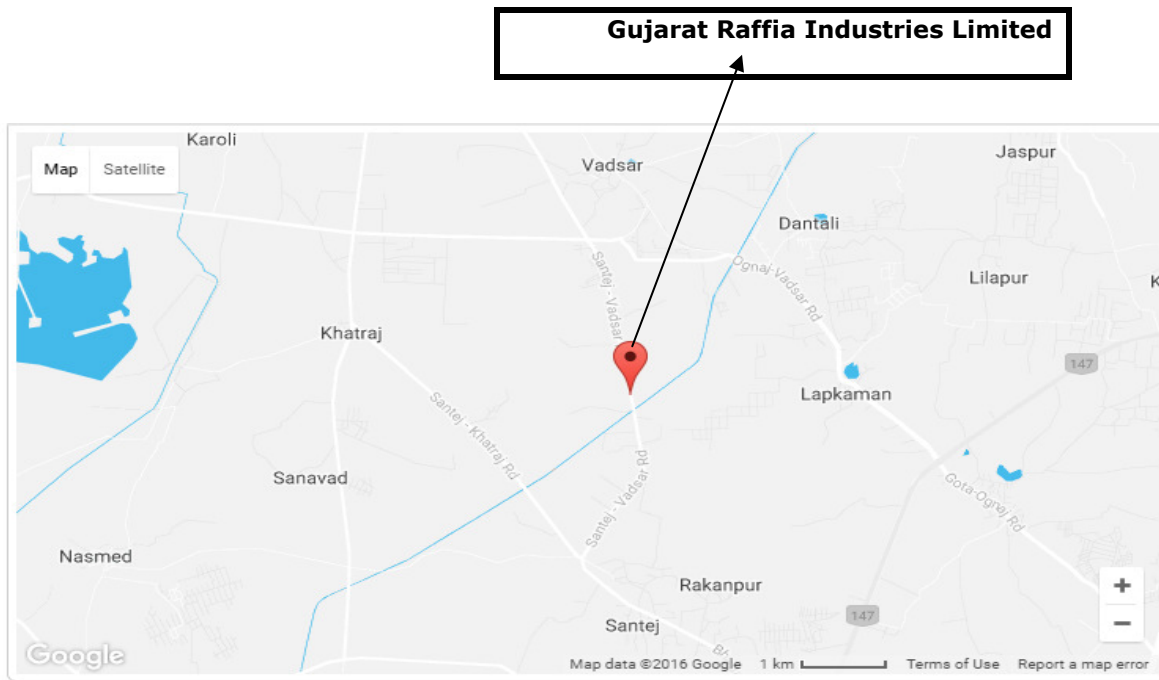
Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

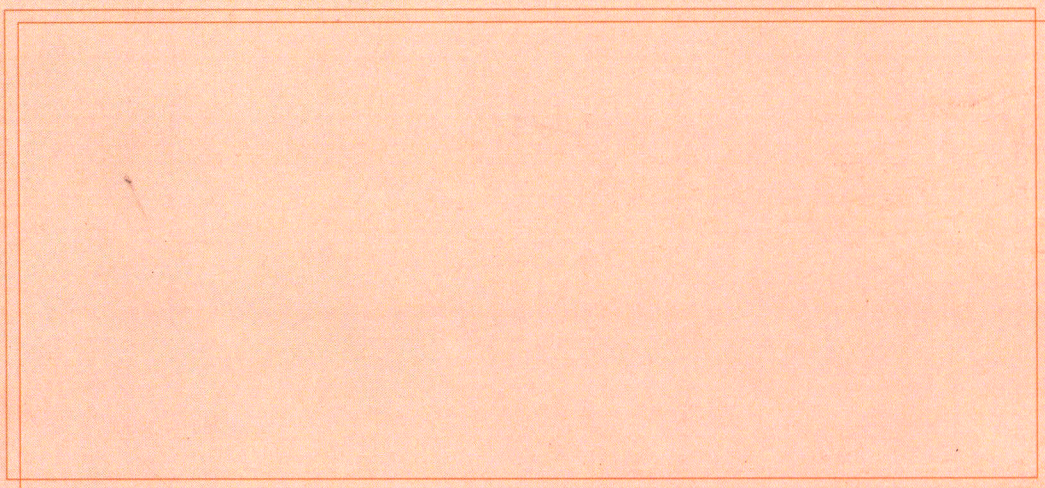
Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP TO AGM VENUE



BOOK POST

TO,



If undelivered please return to

GUJARAT RAFFIA INDUSTRIES LIMITED

Plot No.455, Santej Vadsar Road, Village: Santej, Taluka: Kalol,
Dist: Gandhinagar. Gujarat 382721