GUJARAT BOROSIL

GUJARAT BOROSIL LIMITED

TWENTY-EIGHTH ANNUAL REPORT

2016-2017

BOARD OF DIRECTORS

B. L. Kheruka - Chairman
P. K. Kheruka - Vice Chairman
Shashi Kumar Mehra
Jagdish M Joshi
Ashok Kumar Doda
Ashok Jain
Shalini Kamath
Rajesh Chaudhary - Whole-time Director

CHIEF FINANCIAL OFFICER

Sunil Kumar Roongta

COMPANY SECRETARY

Kishor Talreja

REGISTERED OFFICE & PLANT

Village - Govali, Taluka - Jhagadia,
District - Bharuch - 393 001 (Gujarat).
CIN: L26100GJ1988PLC011663, Website: www.gujaratborosil.com
Ph: 02645-258100, Fax: 02645-258235

CORPORATE OFFICE

1101, Crescenzo, G Block,
Opp. MCA Club, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.
Ph: 022- 67406300
Fax: 022-67406514

STATUTORY AUDITORS

M/s. Chaturvedi & Shah.
Chartered Accountants

INTERNAL AUDITOR

Vikas Runthala

BANKERS

Bank of Baroda
Indusind Bank

REGISTRAR AND SHARE TRANSFER AGENT

Universal Capital Securities Pvt. Ltd.
Unit : Gujarat Borosil Limited
21, Shakil Niwas,
Mahakali Caves Road,
Andheri (East),
Mumbai - 400 093.
Ph: 022- 2820 7203 / 2820 7204 / 2820 7205

CONTENTS	PAGE

The Shareholders are requested to fill up and send back **EMAIL REGISTRATION FORM** as provided in the inner back page of this Annual Report.

GUJARAT BOROSIL LIMITED

CIN: L26100GJ1988PLC011663

Registered Office : Village - Govali, Taluka - Jhagadia, District - Bharuch - 393 001 (Gujarat).
Ph: 02645-258100, Fax: 02645-258235
Website: www.gujaratborosil.com, Email : gborosil@borosil.com

NOTICE

Notice is hereby given that the Twenty-Eighth Annual General Meeting of members of Gujarat Borosil Limited will be held on Tuesday, August 08, 2017 at 2.00 pm at the Registered Office of the Company at Village – Govali, Taluka – Jhagadia, District – Bharuch 393 001, Gujarat State, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. B L Kheruka (DIN 00016861), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment or re-enactment thereof) and pursuant to the approval of the Members at the 27th Annual General Meeting, appointment of M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration no.101720W) as Auditors of the Company, be and is hereby ratified; and they do hold office as such from the conclusion of this Annual General Meeting until the conclusion of the 29th Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors."

SPECIAL BUSINESS:

ITEM NO.4: Remuneration of the Cost Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and such other permissions as may be necessary, the payment of the remuneration of ₹ 1,20,000/- (Rupees One Lac Twenty thousand only) with reimbursement of actual out of pocket expenses and applicable tax to M/s. Kailash Sankhlecha & Associates, Cost Accountants (Firm Registration No. 100221), who were appointed by the Board of Directors of the Company, as Cost Auditors to conduct audit of the cost records maintained by the Company for the Financial year ending March 31, 2017, be and is hereby ratified;

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

ITEM NO.5: Approval /ratification of remuneration (in form of one-time special bonus) paid to Mr. Rajesh Chaudhary, Whole Time Director

To approve/ ratify remuneration (in form of one-time special bonus) paid to Mr. Rajesh Chaudhary, Whole-Time Director of the Company and in this regard to consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 of the Companies Act, 2013 ("Act") and such other applicable provisions, if any, of the Act and rules made thereunder read with Schedule V of the Act, the members be and hereby approve/ratify the remuneration paid in form of one-time special bonus of ₹ 50,00,000/- (Rupees Fifty Lacs only) to Mr. Rajesh Chaudhary, Whole-Time Director (DIN: 07425111) of the Company during the financial year 2016-17, which is within of the limits prescribed under Schedule V of the Companies Act, 2013 but in view of loss as per Section 198 of the Companies Act, 2013 for the financial year 2016-17;

RESOLVED FURTHER THAT payment of remuneration as aforesaid is in partial modification of the terms and conditions mentioned in the Explanatory Statement to the resolution passed by the members at the 27th Annual General Meeting of the Company held on August 08, 2016 for appointment and remuneration payable to Mr. Rajesh Chaudhary, Whole-Time Director (DIN: 07425111);

RESOLVED FURTHER THAT all steps taken by the Board in the above matter be and are hereby approved and ratified."

By Order of the Board
For Gujarat Borosil Limited

Kishor Talreja
Company Secretary

Mumbai, May 03, 2017

NOTES

(1) The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto and forms part of this Notice.

(2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

(3) Members / Proxies/ Authorised Representatives should bring the duly filled Attendance Slip at the Annual General Meeting. Corporate Members are requested to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.

(4) The Register of Members of the Company shall remain closed from August 02, 2017 to August 08, 2017 (both days inclusive).

(5) Members are requested to note that the Company's shares are under compulsory electronic trading for all investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants (DP).

(6) As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective DP.

(7) During the year under review, the dividend amount for the year 2008-09 remaining unclaimed and unpaid were transferred to the Investor Education and Protection Fund (IEPF).

(8) Members who have not registered their e-mail address so far are requested to register their e-mail address, by sending an email stating clearly your name, folio no. if you are holding shares in physical form / DP Id & Client Id if you are holding shares in dematerialized form to:- gbl.grievances@borosil.com.

The Annual Report for the year 2016-17 of the Company circulated to the members of the Company will be made available on the Company's website at www.gujaratborosil.com and also on the website of the BSE Limited at www.bseindia.com.

(9) Route map giving directions to the venue of the meeting is annexed to the Notice.

(10) All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to date of the AGM.

(11) The details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") and Secretarial Standard – 2 issued by The Institute of Company Secretaries of India, are furnished below:-

Name of Director	**Mr. B. L. Kheruka**
DIN	00016861
Date of Birth	07/11/1930
Date of appointment	22/12/1988
Expertise in specific Professional areas	Industrialist having rich industrial experience of about 65 years particularly in Glass Industry
Qualifications	B.com

List of other Indian Public Limited Companies in which Directorship held	1. Borosil Glass Works Limited 2. Window Glass Limited 3. Borosil Glass Limited 4. Borosil International Limited
Chairman/Member of the Committee of Board other Public Limited Companies	a. Borosil Glass Works Limited Share Transfer Committee- Chairman Corporate Social Responsibility Committee – Chairman Stakeholders Relationship Committee – Member b. Window Glass Limited Audit Committee - Member
Relationship between directors interse	Father of Mr. P. K. Kheruka
Number of Shares held in the Company	NIL

(12) **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Regulations, as amended from time to time, the Company is pleased to offer e-voting facility which will enable the members to cast their votes electronically on all the resolutions set out in the Notice. The Company has engaged Central Depository Services (India) Limited (CDSL) to offer e-voting facility to all its members to cast their vote electronically. E-voting is optional for members. The facility for voting through ballot/polling will also be made available at the venue of the AGM. Members who have voted electronically through remote e-voting may attend the AGM but shall not be allowed to vote at the Annual General Meeting. The Board of Directors has appointed Mr. Virendra Bhatt, Practicing Company Secretary as scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

(i) The remote e-voting period begins on August 04, 2017 (9.00 a.m. I.S.T) and ends on August 07, 2017 (5.00 p.m. I.S.T). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 01, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) 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.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) 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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as sr. no. affixed on Annual Report, in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed 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. Further, they are requested to send the scanned copy of the Board Resolution/ Authority letter to the email id of Scrutinizer (bhattvirendra1945@yahoo.co.in), RTA (ravi@unisec.in) and Company investor.relations@gujaratborosil.com

(xxi) In case of any grievances in connection with voting by electronic means the shareholders can contact Mr. Kishor Talreja, Company Secretary at his email kishor.talreja@borosil.com or contact him at 022 6740 6502.

(xxii) 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.

(13) The Results shall be declared within 48 hours after the Annual General Meeting (AGM) of the Company and the resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favor of the Resolutions. The results declared along with the Scrutinizer's Report shall be placed on the company's website www.gujaratborosil.com and on the website of CDSL www.evotingindia.com and the same shall also be communicated to BSE Limited.

By Order of the Board
For Gujarat Borosil Limited

Kishor Talreja
Company Secretary

Mumbai, May 03, 2017

ANNEXURE TO THE NOTICE

Statement Pursuant to section 102 (1) of the Companies Act, 2013

ITEM NO.4:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Kailash Sankhlecha, Cost Auditors to Conduct the Audit of the cost records of the Company for the financial year ending March 31, 2017.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended March 31, 2017.

None of the Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.4 of the Notice.

The Board recommends passing of the resolution as set out under Item No. 4 as an Ordinary Resolution.

ITEM NO. 5:

The members of the Company had approved appointment of Mr. Rajesh Chaudhary as Whole-time Director of the Company on the remuneration as was set out in the Statement to the resolution passed at the Annual General Meeting held on August 08, 2016 with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the ‘Nomination and Remuneration Committee ‘constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013.

Since the Company is embarking upon a major expansion plan, in which Mr. Rajesh Chaudhary has pivotal role and hence in order to provide him motivation, it was decided to provide him monetary benefit in the form of one-time special bonus of ₹ 50,00,000/- (Rupees Fifty Lacs only) on the recommendation of Nomination and Remuneration Committee.

Although his total remuneration of ₹ 89,65,406/- for the financial year 2016-17 is still within the limits prescribed under Schedule V to the Companies Act, 2013 but since one-time bonus was not part of his original remuneration approved by the members, the approval of the members is being sought for such remuneration. All other terms and conditions of his appointment including tenure remain unchanged.

Statement of Information as required under Schedule V of the Companies Act, 2013:

I	**GENERAL INFORMATION**		
1.	Nature of Industry	Manufacture and sale of Flat Glass	
2.	Date or expected Date of commencement of commercial production	Sheet glass –August 1994 and Solar glass - 16th March, 2010.	
3.	In case of new companies, expected date of commencement of new activities as per project approved by the financial institutions appearing in the prospectus	N.A.	
4.	Financial performance based on given indicators	For the year ended 31st March, 2017:	₹ in lacs
		Revenue from operations	18,833
		Total Comprehensive Income	1,412
		Net worth	6,194.97
		Effective Capital	15,558.49
5.	Foreign Investment or collaborations, if any.	None	

II	INFORMATION ABOUT THE APPOINTEE	
1.	Background Details	Mr. Rajesh Chaudhary is a Chartered Accountant and has over 19 years' experience in industry. He has relevant experience in Finance, Commercial and General Management.
2.	Past Remuneration (financial year 2016-17)	As Whole Time Director of Company: a) Salary: ₹ 2,42,000/- p.m. b) Allowances: i) Education allowance : ₹ 200/- pm ii) Transport allowance : ₹ 1,600/- pm iii) Additional allowance : ₹ 29,792/- pm c) One Time Special Bonus: ₹ 50,00,000/- p.a. d) Perquisites & allowances: i) Medical Expenses Domiciliary Treatment – At actuals subject to a ceiling of ₹15,000/- p.a. for Mr. Rajesh Chaudhary and his family. Hospitalisation – Mr. Rajesh Chaudhary and his dependents covered by the Company's medical insurance scheme. ii) Personal Accident Insurance iii) Leave Travel Allowance: ₹ 2,42,000/- p.a. iv) Company maintained car with Driver for official purpose. v) Phone rental and call charges paid at actuals for telephone at the residence/mobile phone. vi) Provident Fund and Gratuity payable as per the rules of the Company. vii) Leave encashment as per the rules of the Company. viii) Reimbursement of actual entertainment, conveyance and travelling expenses incurred by him for business purposes
3.	Recognition or awards	-
4.	Job profile and his suitability	Mr. Rajesh Chaudhary as a Whole-time Director is required to look after overall management of the Company subject to direction, superintendence and control of the Board of Directors. In the view of his extensive experience in the corporate sector, the Board of Directors of the Company feels that he is suitable for the position of Whole-time Director.

5.	Remuneration proposed (w.e.f. 01/04/2017)	As Whole Time Director of Company: a) Salary: ₹ 2,90,400/- p.m. in the scale of ₹ 2,00,000/- to ₹ 5,00,000/- p.m. with such increments as may be decided by the Board of Directors (which includes any Committee thereof) from time to time. b) Allowances: i) Education allowance : ₹ 200/- pm ii) Transport allowance : ₹ 1,600/- pm iii) Additional allowance : ₹ 33,000/- pm c) Commission: Such percentage of the net profits of the Company or such amount as may be decided by the Board of Directors (which includes any committee thereof) for each financial year or part thereof within overall ceiling of 5% of the net profits of the Company, as also within the limit of 10% of the net profits of the Company for all the managerial personnel. d) Perquisites & allowances: i) Medical Expenses Domiciliary Treatment – At actuals subject to a ceiling of ₹ 15,000/- p.a. for Mr. Rajesh Chaudhary and his family. Hospitalisation – Mr. Rajesh Chaudhary and his dependents covered by the Company's medical insurance scheme. ii) Premium – Personal Accident Insurance, the premium of which shall not exceed ₹ 10,000/- pa. iii) Leave Travel Allowance – For Mr. Rajesh Chaudhary and his family, once in a year, incurred in accordance with the rules of the Company. iv) Mr. Rajesh Chaudhary will be provided with a Company maintained car with Driver for official purpose. v) Phone rental and call charges will be paid by the Company at actuals for telephone at the residence/ mobile phone. vi) Provident Fund and Gratuity payable as per the rules of the Company. vii) Leave with full pay or encashment thereof as per the rules of the Company. viii) Reimbursement of actual entertainment, conveyance and travelling expenses incurred by him for business purposes.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Since the Company is the only producer of solar glass in the country, the proposed remuneration may not be comparable with general industry trends.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Chaudhary holds 14,500 equity shares of the Company in the name of Mr. Rajesh Kumar Chaudhary - HUF.

III	OTHER INFORMATION	
1.	Reasons for loss/ inadequate profits	During the financial year 2016-17, the Company posted a Net Profit of ₹ 14.12 crores as against a Net Profit of ₹ 7.45 crores during the financial year 2015-16. Reasons for inadequate profits (in view of 5% ceiling for one managerial personnel) during the financial year 2016-17: a. Carry forward losses. b. Underutilization of plant capacity for Solar glass due to imports. c. Absence of any import duty on Solar Glass and Dumping of cheap imports from China. Consequent inability to pass on cost increase. d. Inverted duty structure causing additional unwarranted cost to the Company. e. Reduction in gas supplies leading to use of costlier alternate fuel.
2.	Steps taken or proposed to be taken for Improvement	The Company has been improving working over last 3 years and is expected to generate higher profits during the coming years.
3.	Expected increase in productivity and profits in measurable terms.	With the measures already taken, the Company has already started to earn decent profit.

The Board recommends the relevant resolution for your consideration and approval as Special Resolution.

Except, Mr. Rajesh Chaudhary, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at item no. 5 of the Notice.

By Order of the Board
For Gujarat Borosil Limited

Kishor Talreja
Company Secretary

Mumbai, May 03, 2017

AGM Venue Route Map with Landmark

DIRECTORS' REPORT

Dear Members,

The Directors take pleasure in presenting the Twenty-Eighth Annual Report together with the Audited Financial Statements for the year ended March 31, 2017.

Financial Highlights

The highlights of the financial results of the Company for the financial year 2016-17 are as follows:

(₹ in Lacs)

	Year Ended 31.03.2017	Year Ended 31.03.2016
Revenue from operations	**18833**	18830
Other Income*	**723**	128
Profit before finance cost, depreciation and tax	**4786**	3618
Finance Cost	**1108**	1061
Depreciation	**1439**	1367
Net Profit before tax	**2239**	1191
Provision for Taxation /MAT/Earlier year Tax	**(3)**	19
Provision for deferred tax liability /(Asset)	**814**	419
Other Comprehensive income	**(17)**	(9)
Total Comprehensive income	**1412**	745
Add: Balance brought forward from last year	**(3209)**	(3962)
Balance carried to Balance Sheet	**(1781)**	(3209)

*Other income includes refund of ₹ 559.38 lacs towards revision in the rates of gas transportation charges for the period from November 2008 to March 2016 pursuant to recommendation made by the Petroleum and Natural Gas Regulatory Board.

DIVIDEND

Your Directors do not recommend any dividend for the year ended March 31, 2017 on both Equity and 9% Non-Cumulative Non-Convertible Redeemable Preference Shares, in view of carry forward losses and in order to conserve resources for the ongoing capital expenditure project.

SHARE CAPITAL

The paid up Share Capital comprises of 6,82,07,500 Equity shares of ₹ 5/- each and 90,00,000 – 9% Non-Cumulative Non-Convertible Redeemable Preference shares of ₹ 100/- each. The Preference Shareholder has acquired voting rights due to non-payment of dividend for two years. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

PERFORMANCE

Revenue during the year under review remained flat at ₹18,833 lacs (in spite of having good amount of sales orders in hand) as compared to ₹ 18,830 lacs in the previous year owing to capacity constraint in tempering of solar glass.

During the year, there was higher utilization of production capacity for the manufacture of solar glass, whose sales grew by 20%. However, sales of pattern glass was lower by 46% partly owing to lower availability of production capacity as explained above, and partly owing to the major slowdown in the construction industry following demonetization of currency.

Exports during the year under review were somewhat lower at ₹ 4,264 lacs as compared to ₹ 4,942 lacs during the previous year. Directors are pleased to announce that your company has been awarded SPECIAL EXPORT AWARD by CAPEXIL for increase in exports in glass sector for the year 2014-15.

In spite of turnover remaining stagnant, profit before finance cost, depreciation and tax was at ₹ 4,786 Lacs showing growth of 32% as compared to ₹ 3,618 Lacs in the previous year. The improved working was achieved by attaining higher production efficiency and continuous efforts to reduce the production cost and in spite of pressure on selling prices due to cheap imports of dumped solar glass from China.

Profit before tax grew by 88% at ₹ 2,239 lacs as compared to Rs 1,191 lacs in the previous year.

After pursuing the matter of inverted duty structure for 30 months with various Ministries, the Government of India finally levied 6% countervailing duty on import of solar glass and 6% excise duty on domestically produced solar tempered glass against submission of required forms/declarations by the buyers.

Your company has filed application for levying Anti-dumping duty against cheap subsidized imports from China. The case has been initiated realizing that prima facie there is a case and investigation is in progress. High Anti-dumping duties have been levied by EU against import of Solar tempered glass from China. Similarly there is an anti-dumping duty by USA against import of modules from China. Unless the Government acts decisively and imposes suitable levies on dumped imports, there will be no room for domestic production to grow.

To meet the demand for new products, the Company is in process of commissioning a state-of-the-art first of its kind tempering line which will be operational from 2nd quarter of current financial year. The said tempering line will be capable of tempering thinner glass from 2 mm thickness to 3 mm also as against the minimum thickness of 3.2 mm onwards at present. There is a growing demand of Glass-to-glass modules which require fully tempered 2mm glass sheets in their manufacture. This emerging segment in the Photovoltaic solar market, is expected to grow multifold in near future. The Company will be one of the few companies in the world having achieved this distinction. With the commissioning of this new line, the Company's tempering processing capacity is set to take a big leap to almost double compared to current capacity. This will allow the Company to meet growing demand for Solar Tempered glass and enable catering to surge demand.

Looking to the substantially high growth in Solar PV sector and consequent rising demand for solar glass, the Company is planning to set up a new furnace with tempering facility of 250 TPD at the existing location. The Company is in the process of arranging funds for the said project.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

A. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company is mainly engaged in production of low iron solar glass for application in solar power sector. Solar PV market has faced tough times internationally in view of extraordinary capacity increase in China since 2011, resulting in flooding of solar glass by China in international market including India. The Government of India has been giving enormous momentum to the use of solar energy by setting a target of 100 gigawatt (GW) by the year 2022. Simultaneously, emphasis has been given to meet demands of power in irrigation sector by installing solar power pumps and by offering off-grid roof-top and standalone solar power solutions. These have started to materialize and are likely to rise sharply in the near future.

Year 2016 saw annual global installed capacity of solar glass reach over 77 GW, which represents a 34% year-on-year growth rate, building upon the 32% year-on-year growth rate enjoyed in 2015. This is for the first time since 2010-2011 that growth in demand for solar glass surpassed more than 30% for two consecutive years.

India's solar market is poised to take up the mantle as one of the world' s most energetic growing markets with 10 GW of new PV installations expected for the year 2017. Presently, India sits behind Japan as the world's fourth-largest market, with annual projected demand of 5.8 GW compared to Japan's 8.7 GW. With the projected growth, India would overtake Japan to become the world's third-largest market of solar glass, after China and U.S.

The Company plans to produce limited quantity of patterned glass owing to expected increase in production of tempered solar glass from second quarter of 2017-18. This limited quantity of patterned glass in exclusive designs will be made for architectural applications to make available a superior product for shower cubicles, partitions and tabletops, etc. The Company has plans to continue to serve this segment in niche applications.

B. OPPORTUNITIES & THREATS

OPPORTUNITIES

- The Company is the only producer of solar glass in the Country and the product is well accepted. The Company is constantly evaluating to grow in this sector in domestic market and remain a dominant player. Its natural advantage of offering a shorter lead time to module manufacturers works favourably in helping it to secure business.
- Despite concerns about weak power demand growth and growing incidence of grid curtailment, solar power outlook in India remains very strong;
- 2017 will be a bumper year for the solar sector in India with total installed capacity reaching over 20 GW by the end of the year;
- Continuing reduction in module prices and downward trend in domestic interest rates will continue to provide strong ongoing demand impetus to the solar power market.
- The rooftop solar sector recently received approval from World bank for a global environmental facility (GEF) grant of US $ 22.93 Million to enhance installed capacity of grid connected rooftop solar (GRPV) and to strengthen the capacity of relevant institutions for widespread installations in India.
- Rooftop solar is expected to continue its spectacular growth trajectory in 2017. Around 1.1 GW of rooftop solar capacity is expected to be added in 2017, which is up by 75% from 2016, driven by capital subsidies and substantial demand from public sector.
- Patterned glass in exclusive designs is an attractive product. It is adding newer applications in the architectural glass segment and expects to keep growing in niche segments.

THREATS

- Government policies to provide solar power at cheapest price and the methods like reverse bidding for power projects is leading to compromise on quality and long term prospects. This is putting heavy pressure on the domestic manufacturers of components and forcing them to withhold their expansion plans due to low return on investment. Some indications of realization on this front started as is evident by the fact that many players have stayed out from the recent bidding process and raised their concerns on viability at prices considered absurdly low.
- Compared to 2015, imports of solar cells and modules into India in 2016 grew by 47%. China continues to be the single largest exporter of Cells and modules to India with a market share of 87%.
- PV module prices have declined by 10% in the last quarter and by 30% since the last year. Low component prices will be factored in future projects which will push the bidding prices further down and bring increased pressure on prices of components.
- China as the World's largest PV glass producer accounts for roughly over 75% of the total capacity. In the beginning of 2016, Flat group invested 550 Million RMB in the construction of a PV glass manufacturing base in Vietnam to cater to South East Asian, Indian, European and Japanese customers. XINYI group has commissioned 900 Tons per day PV glass manufacturing plant in Malaysia in the beginning of 2017 to cater to Indian, European and South East Asian markets. Thus glass availability is increasing much faster and this could lead to subdued prices.
- Without an appropriate anti-dumping duty on solar glass, it is becoming impossible to compete with China due to heavy subsidies given by the Chinese Government. An early action by Government is the only way to provide fillip to domestic production of solar components/modules and generate employment in the country.
- There is a considerable time lag in approval of proposals to set up solar power plants despite policy push provided by the Government under JNNSM resulting in slower than expected growth in implementation. Moreover, banks are still hesitant to finance setting up of solar power farms as this industry is relatively new and in many cases the bidding has been done at artificially low prices thereby endangering viability. However, the solar water pump and Rooftop sectors are gaining good traction and growing very fast.

C. SEGMENTWISE OR PRODUCTWISE PERFORMANCE

The Company's business activity falls within a single primary business segment viz. Manufacture of Flat glass. As such, there are no separate reportable segments as per Indian Accounting Standard 108.

D. OUTLOOK

The growth of solar energy in the Country has gained momentum which will require huge quantity of low iron glass. The Government plans to set up 100 GW of solar power plants by 2022. The action on the ground has speeded up and all the sectors i.e. Grid power, Rooftop and Solar water pumps are showing decent growth.

The solar energy produced will reduce pressure on natural resources besides being non-polluting and environment friendly and will lead to saving in Oil import bill and the sector has extremely good potential to grow.

E. RISK AND CONCERNS

The Company is exposed to normal industry risk factors of competition, economic cycle and uncertainties in the international and domestic markets.

The Government approvals for land and readiness of power distribution companies to evacuate power needs to be focused in order to achieve ambitious growth plans to produce solar energy. The continued pressure to quote lower prices for electricity in the biddings to get Government allocations is leading to lower prices for input/component manufacturers thereby making them vulnerable which will affect health of the Industry.

There are huge imports of Modules and Solar glass from China in view of overcapacity and lower international demand. This also reduces the demand for components as the ready modules are getting imported. The imports into India are duty free and thereby do not provide a conducive environment for taking up domestic production. This is hurting the solar glass industry even more than import of glass and is against the national interest from the angle of domestic industrialization, job creation and conservation of foreign exchange.

Realizing the need to have domestic production of components, the Government is now working on solutions and it is expected that a manufacturing policy for solar to develop entire eco-system will be the most important driver for growth in domestic production in this strategically important sector.

F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate Internal Control System commensurate with its size and nature of business. All transactions are properly authorized, recorded and reported to the management. The internal control systems are designed to ensure that the financial statements are prepared based on reliable information. The Internal Audit is continuously conducted by in house Internal Audit department of the Company and Internal Audit Reports are reviewed by the Audit Committee of the Board periodically.

G. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The operational performance during the year improved as record production of solar glass and sales was achieved. The selling prices for patterned glass improved. The EBIDTA margins improved to 24% as against 19% in the previous year. The improvement was led by higher production efficiencies and lower costs despite higher fuel/employees cost, non-availability of cenvat credit on inputs and decline in the selling prices for solar glass.

H. MATERIAL DEVELOPMENT IN HUMAN RESOURCES, INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

The industrial relations continued to be cordial.

Number of people employed as on 31st March, 2017 were as under:

Staff	: 227
Workers	: 170 (Excluding contract labours)

The Company has effective HR systems to make the performance appraisals and working more transparent. Greater operational and financial details are shared with the management cadre with a view to having their deeper involvement and for development of human resources.

CORPORATE GOVERNANCE

As required by Regulation 34 read with schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance is appended along-with a Certificate of Compliance from the Auditors.

DEPOSITS

The Company has not accepted any deposits and as such, no amount of principal or interest was outstanding on the date of the Balance Sheet.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary Company.

The Company is associate company of two companies namely Borosil Glass Works Limited (BGWL) and Fennel Investment and Finance Private Limited by virtue of their holding of more than 20% of the equity share capital in the Company. BGWL's voting rights in the Company is 79.46% of the total share capital (including preference share capital).

WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Company has established a Whistle Blower (Vigil) Mechanism and formulated a Whistle Blower Policy to deal with instance of fraud and mismanagement. The details of the Policy is explained in the Corporate Governance Report, which form part of this Annual Report and also posted on the website of the Company at http://www.gujaratborosil.com/policies.html - click on Whistle Blower Policy.

BOARD OF DIRECTORS, ITS MEETINGS, EVALUATION ETC.

Board Meetings:

During the year, five Board Meetings and four Audit Committee Meetings were convened and held. The details of these are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Appointment/ re-appointment:

As per the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. B L Kheruka (DIN 00016861), Director of the Company will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offer himself for re-appointment. The Board recommends his appointment.

Brief details of the Director being reappointed have been incorporated in the Notice for the forthcoming Annual General Meeting.

There is no change in the composition of the Board of Directors and Key Managerial Personnel during the year under review, except as stated above.

Declaration by Independent Directors:

The Independent Directors have submitted the declaration of independence, as required pursuant to Section 149(7) of Companies Act, 2013, stating that they meet the Criteria of independence as provided in sub-section(6).

Company's Policy on Directors Appointment and Remuneration etc.:

Under Section 178 of the Companies Act, 2013, the Company has prepared a policy on Director's appointment and Remuneration. The Company has also laid down criteria for determining qualifications, positive attributes and independence of a Director. Policy relating to remuneration for the Directors, Key Managerial Personnel and Other employees is attached herewith as an '**Annexure A**' to this Report.

Familiarization Programme for Independent Directors:

A Familiarization programme was prepared by the Company about roles, rights and responsibilities of Independent Directors in the Company, nature of industry in which the Company operates, business model of the Company, about Secretarial Standard-Board & General Meeting, SEBI (LODR) Regulations, 2015 etc., which was presented to Independent Directors on November 17, 2016. The details of the above programme are available on website of the Company at http://www.gujaratborosil.com/directors.html - click on Familiarization Programme for Independent Directors.

Formal Annual Evaluation:

In compliance with the Companies Act, 2013 and Regulations 17, 19 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Board was carried out during the year under review.

The Formal Annual Evaluation has been made as follows:

1. The Company has laid down evaluation criteria separately for Board, Independent Directors, Directors other than Independent Directors and various committees of the Board. The criteria for evaluation of Directors (including the Chairman) included parameters such as willingness and commitment to fulfill duties, high professional ethics, contribution during meetings and timely disclosure of all the notice/details required under various provisions of laws. Based on such criteria, the evaluation was done in a structured manner through peer consultation & discussion.
2. Evaluation of the Board was made by a Separate Meeting of Independent Directors held under Chairmanship of Mr. Ashok Kumar Doda, Lead Independent director (without attendance of Non – Independent Director and members of management) on 07th March, 2017.
3. The performance evaluation of all committees namely:
    1. Audit Committee
    2. Nomination and Remuneration Committee
    3. Corporate Social Responsibility Committee
    4. Share Transfer Committee

    were done by the Board of Directors at its meeting held on 07th March, 2017.

    However, performance evaluation of Stakeholders Relationship Committee was done on 03rd May, 2017.
4. Performance evaluation of Non – Independent Directors namely Mr. B. L. Kheruka, Mr. P. K. Kheruka, Mr. Ashok Jain and Mr. Rajesh Chaudhary was done by Separate meeting of Independent Directors.
5. Evaluation of Independent Directors namely Mr. Shashi Kumar Mehra, Mr. Jagdish M. Joshi and Mr. Ashok Kumar Doda and Mrs. Shalini Kamath was done (excluding the Director who was evaluated) by the Board of Directors of the Company at its meeting held on 07th March, 2017.
6. In addition, the Nomination and Remuneration Committee has carried out evaluation of every Director's performance at its meeting held on 07th March, 2017 as required under Section 178 (2) of Companies Act, 2013.
7. The Directors expressed their satisfaction with the evaluation process. Performance evaluation of Board/ Independent Directors/ Committees was found satisfactory.

KEY MANAGERIAL PERSONNEL

Key Managerial Personnel (KMP) of the Company under Section 203 of the Companies Act, 2013, are as follows:

SR NO.	NAME	DESIGNATION
1	Mr. Rajesh Chaudhary	Whole Time Director
2	Mr. Sunil Roongta	Chief Financial Officer
3	Mr. Kishor Talreja	Company Secretary

DEVELOPMENT AND IMPLENTATION OF RISK MANEGEMENT POLICY

The Company faces various risks in form of financial risk, operational risks etc. The Company understands that it needs to survive these risks in the market and hence have made a comprehensive policy on Risk Management.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As part of its initiatives under "Corporate Social Responsibility" (CSR), the Company has undertaken projects in the area of education which were in accordance with Schedule VII of the Companies Act, 2013.

During the year, the Company contributed ₹10 lacs to Friends of Tribals Society, Mumbai, as a part of project being undertaken by them for imparting education in tribal areas under One Teacher School (OTS) called Ekal Vidyalaya's and ₹ 5 lacs to Rotary Club of Bharuch for Mega Medico Surgical Camp in Bharuch, Gujarat, as a part of project being undertaken by them for preventive health care programme.

In terms of Section 135 of the Companies Act, 2013 and Rules made thereunder, the Company has constituted CSR committee comprising of the following members:

1. Mr. B. L. Kheruka-Chairman
2. Mr. P. K. Kheruka
3. Mr. Jagdish Joshi

out of which Mr. Jagdish Joshi is an Independent Director.

Company's CSR Policy:

The Board of Directors of the Company has approved the CSR Policy as recommended by the CSR Committee and the same has been uploaded on the Company's website at http://www.gujaratborosil.com/policies.html - click on CSR policy.

Initiatives taken by the Company during the year:

The 2% of the net profits of the Company during the immediate three preceding financial years amounts to ₹ 22.52 lacs. The Company has contributed a sum of ₹15 lacs during the year. An Annual Report on CSR activities in terms of Section 134(3) (o) of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014 is attached herewith as an '**Annexure B**' to this Report.

Reason for non-spending balance CSR contribution:

The Company was looking for some useful avenue for making CSR contribution of the remaining amount. In this context, the Company has jointly with Borosil Glass Works Limited, Promoter Company and Hopewell Tableware Private Limited (HTPL), wholly owned subsidiary of BGWL has constituted a Trust namely - 'Borosil Foundation' with main object of making CSR contribution by the Company, BGWL and HTPL, from time to time. Further, the Company will contribute future CSR contribution through Borosil Foundation as and when said trust is fully operative, for some meaningful purposes. Since details are yet to be workout, balance contribution could not be made in the financial year 2016-17.

EXTRACT OF ANNUAL RETURN

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return in form MGT 9 is attached as an '**Annexure C**' to this Report.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC 2 is not applicable.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at http://www.gujaratborosil.com/policies.html - click on Related Party Transaction policy.

The details of the transactions with Related Party are provided in the accompanying financial statements.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations. Certain matters related to excise duty are pending before Court / Excise Authorities, outcome of which will impact financials of the Company.

POLLUTION CONTROL

The Company's plants do not generate any effluent except flue gas, the chemical composition of which is within permissible limits.

AUDITORS:

STATUTORY AUDITORS

Your Board recommends the ratification of appointment of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai (Firm Registration no.101720W), as Statutory Auditors of the Company at the ensuing AGM. M/s. Chaturvedi & Shah, Chartered Accountants have confirmed that their appointment, if made, shall be in accordance with the provisions of Section 139 and will satisfy the criteria as provided in Section 141 of the Companies Act, 2013 and Rules made thereunder.

COST AUDITORS AND COST AUDIT REPORT

Pursuant to section 148 of the Companies Act 2013 and Rules made thereunder, the Board of Directors on the recommendation of the Audit Committee appointed M/s. Kailash Sankhlecha & Associates, Cost Accountants, as the Cost Auditors of the Company for the financial year 2017-18 and has recommended their remuneration to the Shareholders for their ratification at the ensuing Annual General Meeting.

The Audit Committee has also received a certificate from the Cost Auditor certifying their independence and arm's length relationship with the Company. Pursuant of Section 148(6) of the Companies Act, 2013 and Rules made thereunder, the Cost Audit Report for the financial year 2015-16 was filed with the Ministry of Corporate Affairs on 02nd September, 2016 vide SRN no. G10473668.

SECRETARIAL AUDIT

In terms of Section 204 of the Act and Rules made there under, Mr. Virendra Bhatt, Practicing Company Secretary (CP no.124) has been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is attached as an '**Annexure D**' to this Report. The Secretarial Audit Report does not contain any qualification.

DIRECTORS' RESPONSIBILITY STATEMENT

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

a. that in the preparation of the annual financial statements, the applicable Indian accounting standards have been followed and there were no departures;

b. that we have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and profit of the Company for that period;

c. that we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. that the annual 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 systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments are furnished in the Notes to the Financial Statements. During the year under review, Company has reduced its share of partnership in Swapan Properties LLP from 46% to 18%.

EMPLOYEES' SAFETY

The Company is continuously endeavouring to ensure safe working conditions for all its employees.

The Company attaches high importance to the Occupational health and safety systems to protect all its employees. The Company has taken mediclaim policy for all its employees and their dependent family members as also personal accident insurance of appropriate amounts for the employees at various levels.

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

The Company has in place a Policy for Prohibition and Redressal of Sexual Harassment at work place which is in line with the requirements of the Sexual Harassment of women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder. All employees (permanent, contractual, temporary and trainees) are covered under this policy. The Company has constituted an Internal Complaint Committee for its Registered Office and Corporate Office under Section 4 of the captioned Act. No complaint has been filed before the said committee till date. The Company has filed an Annual Report with the concerned Authority.

DISCLOSURE UNDER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014

A Statement containing details of disclosure as required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 is attached herewith as an '**Annexure E**' to this Report.

PARTICULARS OF EMPLOYEES

Particulars of Employees as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached herewith as an '**Annexure F**' to this Report.

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

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8 (3) of the Companies (Accounts) Rules, 2014 is given as an '**Annexure G**' to this Report.

ACKNOWLEDGMENT

Your Directors would like to convey their deep appreciation for the co-operation received from employees, Company's bankers, Customers and Government Authorities during the year under review. Directors also place on record their appreciation for the confidence reposed by the shareholders.

For and on behalf of the Board of Directors

Place: Mumbai
Date: May 03, 2017

B. L. Kheruka
Chairman
DIN-00016861

ANNEXURE A

Policy relating to remuneration for the Directors, Key managerial Personnel and Other employees

OBJECTIVE:

The Board of Directors of the Company in its Meeting held on 20th May, 2016 formulated revised policy relating to remuneration for the Directors, Key managerial Personnel and Other employees in terms of the Section 178 of the Companies Act, 2013 and Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015

The remuneration policy strives to ensure:

i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

REMUNERATION OF THE BOARD OF DIRECTORS:

The Board of Directors of the Company comprises of Executive and Non-Executive Directors, for which separate policies have been framed:

1. Executive Directors comprising of Promoter Directors and Professional Directors;
2. Non-Executive Directors comprises of Promoter (Non Independent) Director and Independent Directors.

Remuneration of Executive Directors:

Fixed remuneration:

All Executive Directors viz Executive Chairman, Managing Director and Whole Time Director will have a component of Fixed Salary and allowances, which may be fixed for the whole tenure or in a graded pay scale basis. In addition, they will be entitled to usual perks which are normally offered to top level executives, such as Furnished/Unfurnished house / House Rent Allowance, Medical / Hospitalization reimbursement, Personal accident insurance, club fees, car with driver and retrial benefits including leave encashment at the end of the tenure.

Variable Components:

Commission:

Subject to the approval of the shareholders and within the overall limits prescribed in Section 197 of the Companies Act, 2013, the Executive Director may be paid commission based on nature of duties and responsibilities, as may be determined by the Board of Directors on from time to time.

Reimbursement of Expenses:

Directors will be entitled for actual entertainment and travelling expenses incurred for business purposes.

The above payments shall be subject to such approvals as may be necessary under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Remuneration of Non- Executive Directors:

Fees:

Non-Executive Directors shall be entitled to payment of fees for attending each Board and Committee Meetings as may be decided by the Board, within the limit prescribed under the Rules made under the Companies Act, 2013. The fees may be on uniform basis, as the committee views that all directors affectively contribute to the benefit/ growth of the Company.

Separate fees may be decided in respect of Board Meetings and Committee Meetings.

Variable Components:

Commission:

Subject to the approval of the shareholders and within the overall limit of 1% as prescribed by the Companies Act, 2013, the Non-Executive Directors may be paid commission on a *pro rata* basis.

Reimbursement of Expenses:

For Non-Executive Directors actual expenses in connection with Board and committee meetings are to be reimbursed. In addition, if a Non-Executive Director is travelling on Company's business, as permitted by the Board, he/she shall be entitled for his/her travelling and lodging expenses on actual basis.

Key Managerial Personnel:

KMPs (CFO/ CS) shall be paid salary and perquisites, like other employees of the Company based on their qualification, job experience, as may be applicable and as may be applicable to the grade, to which they belong.

Other Employees:

The Company has an elaborate and scientific system in place for assessing the performance and competence in order to fix the remuneration and determination of increments for the employees.

The Company has various grades starting from Officers Level to Senior Vice President. There are different departments like Production, Purchase, quality center, sales & marketing, finance & accounts, HR & administration of the level of Vice President/General Manager with their respective teams/subordinates of different grades.

Initial remunerations are decided based on an employee's qualification, past experience, suitability for the job and the level for which the position is intended.

At the start of every financial year, organizational strategy is converted into department goals which further gets converted as individual KRAs & Competencies. At the end of every financial year, individual performance is measured against these set, KRAs & Competencies. The increments then are decided on the basis of 4 parameters, viz

1) Individual Performance

2) Organizational Performance

3) New year's budgeted Organizational Performance

4) Industry benchmark

The Promotions are decided broadly on the basis of three parameters viz availability of promotable position, consistent performance, potential of the incumbent to grow to the next level.

Loans / advances to employees:

The Company may frame policy for granting loan/advances to its employees containing such terms & conditions including regarding interest, as it may deem fit. The Company may in special cases grant loan/advances beyond the limit prescribed in the said policy. The Company may vary said policy from time to time.

CRITERIA FOR APPOINTMENT- Criteria for determining Qualification, positive attributes and independence of a Director:

I. QUALIFICATIONS

He/she shall posses' appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, or other disciplines related to Company's business.

The Company will have a blend of Directors comprising of entrepreneurs, professionals and those having administrative experience like ex-IAS officers.

II. POSITIVE ATTRIBUTES

- Clarity of vision
- Originality
- Objectively open to other people's ideas/points of view.
- Is analytical, can get to the core issue quickly
- Challenges the status quo
- A good communicator, both in one-to-one and group situations.
- Has the **c**ourage of their convictions- particularly in troubled times.
- Is clear on their direction - knows where they are heading and why, and how to get there
- Minimises the casualties from their decisions
- Maintains focus on the strategic direction
- Has high standards of integrity - and insists on the same from others
- Intellect - has a high level of intelligence
- Exercises sound judgement - particularly under pressure
- Knows the questions to ask
- Is a good listener, emotionally as well
- Is numerate - can read and understand financial statements
- Has a healthy self-esteem - but does not believe they are infallible
- Is strategic in thinking and outlook - but is also aware that successful implementation is what counts
- Understands the 'value proposition' of the business
- Is visionary - can see the big picture and read future trends
- Fun to work with i.e. should have good working relationship with other Board Members.
- Can make substantial contributions by taking part in deliberations during Meetings.

III CRITERIA FOR INDEPENDENCE

An independent director is one:

(a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

(b) (i) who is/ or was not a promoter of the company or its holding, subsidiary or associate company;

(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;

(c) who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

(d) none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

(e) who, neither himself nor any of his relatives-

(i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of-

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent. or more of the total voting power of the company; or

(iv) is a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company.

ANNEXURE B

Annual Report on Corporate Social Responsibility Activities for the Financial Year 2016-17

1. Brief outline of the Company's Corporate Social Responsibility Policy (CSR Policy), including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR Policy and programs:

   The Company's CSR Policy includes activities which are in line with Schedule VII of the Companies Act, 2013. The Company has taken up or shall take activities mentioned in its policy as and when fruitful opportunity exit.

   The Board of Directors of the Company has approved the CSR Policy as recommended by the Committee and the same has been uploaded on the Company's website at http://gujaratborosil.com/policies.html

2. The Composition of the CSR Committee:

   The CSR Committee of the Board consists of Mr. B. L. Kheruka, Mr. P. K. Kheruka, who are promoter Directors and Mr. Jagdish Joshi who is an Independent Director. The Chairman of the Committee is Mr. B. L. Kheruka.

3. Average net profit of the Company for last three financial years: ₹1125.77 lacs

4. Prescribed CSR expenditure (2% of the amount in item no.3): ₹ 22.52 lacs.

5. Details of CSR expenditure spent during the financial year:

   a. Total amount contributed during the financial year:₹15 lacs.

   b. Total amount spent during the year: ₹2 lacs

   c. Amount unspent, if any: ₹13 lacs contributed at the end of financial year will be spent in the current year.

   d. Manner in which the amount contributed/ spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	**CSR projects or activity identified**	**Sector in which the Project is covered**	**Projects or programs (1) Local area or (2)Specify the State and district where projects or programs were undertaken**	**Amount outlay (budget) project or programs wise.**	**Amount spent on the projects / programs**	**Cumulative expenditure contributed up to the reporting period**	**Amount spent: Direct or through implementing agency**
1.	Contribution towards an on-going For project namely "One Teacher School' called as 'Ekal Vidyalaya' run by Friends of Tribals Society.	Promoting Education	In the states of Maharashtra, Madhya Pradesh, Jharkhand, Bihar, Orissa.	Original outlay: ₹ 58 crores (along with other contribution)	0.00*	₹10 lacs	Implementing agency: Friends of Tribals Society, Mumbai, Maharashtra

2.	Contribution to Rotary Club of Bharuch for Mega Medico Surgical Camp in Bharuch, Gujarat	Promoting health care including preventive health care	Bharuch, Gujarat	₹34 lacs (along-with other contributors)	₹2 lacs	₹5 lacs**	Implementing agency: Rotary Club of Bharuch

*The Company contributed ₹10 lacs towards an on-going project namely "One Teacher School' called as 'Ekal Vidyalaya' run by Friends of Tribals Society in Maharashtra zone, which will be spent during the financial year 2017-18.

** The Company contributed ₹ 5 lacs to Rotary Club of Bharuch for Mega Medico Surgical Camp in Bharuch, Gujarat, out of which ₹ 2 lacs spent as on March 31, 2017 and balance ₹ 3 lacs will be spent during the financial year 2017-18.

Details of Implementing Agencies

1. The Friends of Tribals Society is a non-government and non-profit education organization working for upliftment of Tribals areas in the field of education, health and other welfare activities of Tribals. The philosophy of this organization is to take a holistic approach to social and economic development. It imparts education to children belonging to tribal category through their program One Teacher School called as 'Ekal Vidyalaya'.
2. Rotary Club of Bharuch is a registered trust under the Charity Commissioner (Registration No. E-1252) and is an NGO more than 70 years and are engaged into various Social and Community service activities. The said trust had organized Mega Medico Surgical camp at Bharuch, Gujarat.

6. Reasons for non-spending the stipulated CSR expenditure

The Company was looking for some useful avenue for making CSR contribution of the remaining amount. In this context, the Company has jointly with Borosil Glass Works Limited, Promoter Company and Hopewell Tableware Private Limited (HTPL), wholly owned subsidiary of BGWL has constituted a Trust namely - 'Borosil Foundation' with main object of making CSR contribution by the Company, BGWL and HTPL, from time to time. Further, the Company will contribute future CSR contribution through Borosil Foundation as and when said trust is fully operative, for some meaningful purposes. Since details are yet to be workout, balance contribution could not be made in the financial year 2016-17.

7. Responsibility Statement:

The Responsibility Statement of the CSR Committee of the Board of Directors of the Company is reproduced below:

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

For Gujarat Borosil Limited
On behalf of the Board of Directors

B. L. Kheruka	**Jagdish Joshi**
Chairman-CSR Committee	**Member -CSR Committee**
DIN: 00016861	**DIN: 00276041**

Place: Mumbai
Date: 03rd May, 2017

ANNEXURE C

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

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

I. REGISTRATION & OTHER DETAILS:

1	CIN	L26100GJ1988PLC011663
2	Registration Date	22.12.1988
3	Name of the Company	Gujarat Borosil Limited
4	Category/Sub-category of the Company	Public Company Limited by shares
5	Address of the Registered office & contact details	Village-Govali, Tal: Jhagadia, Bharuch, Gujarat-393001.
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Universal Capital Securities Pvt. Ltd. 21,Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai-400 093. Contact Person : Mr. Rajesh Karlekar

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Solar Glass Tempered / Annealed Glass	23101	84.35%
2	Patterned (Figured) Glass	23101	15.65%

III. Particulars of Holding, Subsidiary and Associate Companies: None

SN	Name and address of the Company	CIN/GLN	Holding/Subsidiary/ Associate the company	% of shares held turnover of the company	Applicable Section

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

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	39822476	0	39822476	58.38	39822476	0	39822476	58.38	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other(Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total(A)(1)	**39822476**	**0**	**39822476**	**58.38**	**39822476**	**0**	**39822476**	**58.38**	**0.00**
(2)Foreign									
a)NRI-Individuals	0	0	0	0.00	11300000	0	11300000	16.57	16.57
b)Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c)Bodies Corporate	11300000	0	11300000	16.57	0	0	0	0.00	-16.57
d)Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e)Any other(Specify)	0	0	0	0.00	0	0	0	0.00	0
Sub Total(A)(2)	**11300000**	**0**	**11300000**	**16.57**	**11300000**	**0**	**11300000**	**16.57**	**0.00**
Total Shareholding of Promoter(A)=(A)(1)+(A)(2)	**51122476**	**0**	**51122476**	**74.95**	**51122476**	**0**	**51122476**	**74.95**	**0.00**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	49300	49300	0.07	0	49300	49300	0.07	0.00
c) Central Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total(B)(1)	**0**	**49300**	**49300**	**0.07**	**0**	**49300**	**49300**	**0.07**	**0.00**
2. Non- Institutions									
a) Bodies Corporate									
(i) Indian	2383329	25000	2408329	3.53	2221637	24400	2246037	3.29	-0.24
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(i) Individual shareholders holding nominal share capital upto ₹ 1 Lakh	7143891	4354976	11498867	16.86	7363852	4249376	11613228	17.03	0.17
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2625247	0	2625247	3.85	1922347	0	1922347	2.82	-1.03
NBFC registered with RBI	0	0	0	0.00	1700	0	1700	0	0.00

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Other (specify)									
(i) Clearing Members	307312	0	307312	0.45	329967	0	329967	0.48	0.03
(ii) Director(s) & Relatives	14500	0	14500	0.02	14500	0	14500	0.02	0.00
(iii) NRI/OCBs	177869	3600	181469	0.27	169322	3600	172922	0.25	-0.02
(iv) Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
(v) Foreign Corporate Body	0	0	0	0.00	0	0	0	0.00	0.00
(vi) LLP	0	0	0	0.00	1000	0	1000	0.00	0.00
(vii) HUF	0	0	0	0.00	734023	0	734023	1.08	1.08
Sub Total(B)(2)	**12652148**	**4383576**	**17035724**	**24.98**	**12758348**	**4277376**	**17035724**	**24.98**	**0.00**
(B) Total Public Shareholding (B)=(B)(1)+(B)(2)	**12652148**	**4432876**	**17085024**	**25.05**	**12758348**	**4326676**	**17085024**	**25.05**	**0.00**
TOTAL(A)+(B)	**63774624**	**4432876**	**68207500**	**100.00**	**63880824**	**4326676**	**68207500**	**100.00**	**0.00**
(C) Shares held by custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A+B+C)	**63774624**	**4432876**	**68207500**	**100.00**	**63880824**	**4326676**	**68207500**	**100.00**	**0.00**

(B) Shareholding of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year (01.04.2016)			Shareholding at the end of the year (31.03.2017)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Fennel Investment & Finance Pvt. Ltd.	22600000	33.13	0.00	22600000	33.13	0.00	0.00
2	Borosil Glass Works Ltd.	17222376	25.25	0.00	17222376	25.25	0.00	0.00
3	Pradeep Kumar Kheruka	0.00	0.00	0.00	11300000	16.57	0.00	16.57
4	Broadfield Holdings Limited	11300000	16.57	0.00	0.00	0.00	0.00	-16.57
5	Croton Trading Private Limited	100	0.00	0.00	100	0.00	0.00	0.00
	Total	**51122476**	**74.95**	**0.00**	**51122476**	**74.95**	**0.00**	**0.00**

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	**Fennel Investment and Finance Pvt. Ltd.**				
	At the beginning of the year	22600000	33.13	22600000	33.13
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	22600000	33.13	22600000	33.13
2.	**Borosil Glass Works Ltd.**				
	At the beginning of the year	17222376	25.25	17222376	25.25
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	17222376	25.25	17222376	25.25
3.	**Broadfield Holdings Limited**				
	At the beginning of the year	11300000	16.57	11300000	16.57
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	(-)11300000 (24-03-2017) (Transfer)	(-)16.57	-	-
	At the end of the year	0	0	0	0
4.	**Pradeep Kumar Kheruka**				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	11300000 (24-03-2017) (Transfer)	16.57	11300000	16.57
	At the end of the year	11300000	16.57	11300000	16.57
5.	**Croton Trading Private Limited**				
	At the beginning of the year	100	0.00	100	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	100	0.00	100	0.00

D) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs) as on 31st March, 2017:

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	**Gems Flora Pvt Ltd**				
	At the beginning of the year	1007800	1.48	1007800	1.48
	Date wise Increase / Decrease in Shareholding of Top 10 during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	1007800	1.48	1007800	1.48
2.	**Chandra Kumar Rajgarhia**				
	At the beginning of the year	850000	1.25	850000	1.25
	Date wise Increase / Decrease in Shareholding of Top 10 during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	850000	1.25	850000	1.25
3.	**Shresth Enterprises Pvt. Ltd.**				
	At the beginning of the year	710000	1.04	710000	1.04
	Date wise Increase / Decrease in Shareholding of Top 10 during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	710000	1.04	710000	1.04
4.	**Kapil Ahuja**				
	At the beginning of the year	342665	0.50	342665	0.50
	Date wise Increase / Decrease in Shareholding of Top 10 during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	(-) 3000-13/01/2017 5000-03/02/2017 (-)18000-24/02/2017 (Transfer)	0.00 0.01 0.03	339665 344665 326665	0.50 0.51 0.48
	At the end of the year	326665	0.48	326665	0.48
5.	**Rakesh Kumar Bothra**				
	At the beginning of the year	262200	0.38	262200	0.38
	Date wise Increase / Decrease in Shareholding of Top 10 during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	262200	0.38	262200	0.38
6.	**Dilipkumar Lakhi**				
	At the beginning of the year	103016	0.15	103016	0.15
	Date wise Increase / Decrease in Shareholding of Top 10 during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	103016	0.15	103016	0.15

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7.	**Kishan Gopal Mohta**				
	At the beginning of the year	100000	0.15	100000	0.15
	Date wise Increase / Decrease in Shareholding of Top 10 during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	100000	0.15	100000	0.15
8.	**Balkrishna Chaturbhuj Bhartia**				
	At the beginning of the year	73591	0.11	73591	0.11
	Date wise Increase / Decrease in Shareholding of Top 10 during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	73591	0.11	73591	0.11
9.	**Hasmukhkumar Motilal Patel**				
	At the beginning of the year	59350	0.09	59350	0.09
	Date wise Increase / Decrease in Shareholding of Top 10 during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	1280-10/06/2016 (Transfer)	0.00	60630	0.09
	At the end of the year	60630	0.09	60630	0.09

10.	**Angel Fincap Private Limited**				
	At the beginning of the year	15791	0.02	15791	0.02
	Date wise Increase / Decrease in Shareholding of Top 10 during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	1000-08/04/2016	0.00	16791	0.02
		(-)480-29/04/2016	0.00	16311	0.02
		(-)618-06/05/2016	0.00	15693	0.02
		(-)709- 13/05/2016	0.00	14984	0.02
		(-)3193- 20/05/2016	0.00	11791	0.02
		100- 27/05/2016	0.00	11891	0.02
		(-)1000- 24/06/2016	0.00	10891	0.02
		900- 08/07/2016	0.00	11791	0.02
		(-)30- 26/08/2016	0.00	11761	0.02
		450- 23/09/2016	0.00	12211	0.02
		(-)450- 30/09/2016	0.00	11761	0.02
		2000- 07/10/2016	0.00	13761	0.02
		425- 14/10/2016	0.00	14186	0.02
		850- 21/10/2016	0.00	15036	0.02
		96- 28/10/2016	0.00	15132	0.02
		33- 04/11/2016	0.00	15165	0.02
		200- 11/11/2016	0.00	15365	0.02
		27450- 18/11/2016	0.04	42815	0.06
		591- 25/11/2016	0.00	43406	0.06
		4098- 09/12/2016	0.01	47504	0.07
		700- 23/12/2016	0.00	48204	0.07
		(-)500- 31/12/2016	0.00	47704	0.07
		(-)50- 13/01/2017	0.00	47654	0.07
		(-)450- 20/01/2017	0.00	47204	0.07
		(-)100- 27/01/2017	0.00	47104	0.07
		19- 03/02/2017	0.00	47123	0.07
		1000- 10/02/2017	0.00	48123	0.07
		100- 17/02/2017	0.00	48223	0.07
		1000- 03/03/2017	0.00	49223	0.07
		605- 24/03/2017	0.00	49828	0.07
		1- 31/03/2017 (Transfer)	0.00	49829	0.07
	At the end of the year	49829	0.07	49829	0.07

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	**Mr. B. L. Kheruka**				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding of Directors & KMP during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	0	0	0	0
2.	**Mr. Pradeep Kumar Kheruka**				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding of Directors & KMP during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	11300000 (24-03-2017) (Transfer)	16.57	11300000	16.57
	At the end of the year	11300000	16.57	11300000	16.57

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
3.	**Mr. Ashok Jain**				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding of Directors & KMP during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	0	0	0	0
4.	**Mr. Ashok Kumar Doda**				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding of Directors & KMP during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	0	0	0	0
5.	**Mr. Jagdish Joshi**				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding of Directors & KMP during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	0	0	0	0
6.	**Mr. Shashi Mehra**				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding of Directors & KMP during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	0	0	0	0
7.	**Mrs. Shalini Kamath**				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding of Directors & KMP during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	0	0	0	0
8.	**Mr. Rajesh Kumar Chaudhary –HUF***				
	At the beginning of the year	14500	0.02	14500	0.02
	Date wise Increase / Decrease in Shareholding of Directors & KMP during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	14500	0.02	14500	0.02
***Mr. Rajesh Chaudhary, Whole Time Director holds 14500 (0.02%) equity shares in the name of Rajesh Kumar Chaudhary - HUF**					

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9.	**Mr. Sunil Roongta**				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding of Directors & KMP during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	0	0	0	0
10.	**Mr. Kishor Talreja**				
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Shareholding of Directors & KMP during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	0	0	0	0

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(₹ In lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2021.08	-	-	2021.08
ii) Interest due but not paid	NIL	-	-	NIL
iii) Interest accrued but not due	19.80	-	-	19.80
Total (i+ii+iii)	**2040.88**	-	-	**2040.88**
Change in Indebtedness during the financial year				
* Addition	1376.82	-	-	1376.82
* Reduction	1355.08	-	-	1355.08
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	2060.79	-	-	2060.79
ii) Interest due but not paid	NIL	-	-	NIL
iii) Interest accrued but not due	1.83	-	-	1.83
Total (i+ii+iii)	**2062.62**	-	-	**2062.62**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (₹)
		Mr. Rajesh Chaudhary- WTD	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	34,57,246	34,57,246
	(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 – PF Contribution Leave encashment One Time Special bonus	3,38,760 1,69,400 50,00,000	3,38,760 1,69,400 50,00,000
	Total (A)	**89,65,406**	**89,65,406**
	Ceiling as per the Act	₹240 lacs as per Schedule V of the Companies Act, 2013, as amended	

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount (₹)
1	**Independent Directors**	**Mr. Shashi Mehra**	**Mr. Jagdish Joshi**	**Mr. Ashok Kumar Doda**	**Mrs. Shalini Kamath**	
	Fee for attending board / committee meetings#	2,20,000	2,10,000	1,80,000	80,000	**6,90,000**
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	2,20,000	2,10,000	1,80,000	80,000	**6,90,000**
2	**Other Non-Executive Directors**	**Mr. B. L. Kheruka**	**Mr. P. K. Kheruka**	**Mr. Ashok Jain**	**-**	-
	Fee for attending board committee meetings#	1,70,000	1,30,000	80,000	-	**3,80,000**
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	1,70,000	1,30,000	80,000	**-**	**3,80,000**
	Total (B)=(1+2)	**3,90,000**	**3,40,000**	**2,60,000**	**80,000**	**10,70,000**
	***Total Managerial Remuneration (A+B)**	-	-	-	-	**1,00,35,406**
	Overall Ceiling as per the Act	Rupees One Lac per meeting of the Board or Committee thereof,as per Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014				

* Total remuneration of WTD & other Directors (being total of A&B)

Only sitting fees are paid to Independent Directors and Non-Executive Directors.

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

SN	Particulars of Remuneration	Name of Key Managerial Personnel		
		Mr. Kishor Talreja Company Secretary	Mr. Sunil Roongta CFO	**Total Amount (₹)**
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14,52,760	29,26,575	43,79,335
	(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 – PF Contribution	92,160	1,40,311	2,32,471
	Total	**15,44,920**	**30,66,886**	**46,11,806**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences under any sections of the Companies Act, 2013 against the Company or its Directors or other Officers in default, if any, during the year.

ANNEXURE D

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

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

To,
The Members,
Gujarat Borosil Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gujarat Borosil Limited (Hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Gujarat Borosil 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 March 31, 2017 has prima facie complied with the statutory provisions listed hereunder:

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

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

(ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;

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

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

(v) The following Regulations and Guidelines prescribed under 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;

  Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31st March, 2017:-

    (a) The Securities And Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009;

    (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999 /Share Based Employee Benefits) Regulations, 2014;

    (c) The Securities & Exchange Board of India (Issue & listing of Debt securities) Regulations, 2008;

    (d) The Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

    (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(vi) For the other applicable laws our audit was limited to:

i. Factories Act, 1948

ii. Industrial Disputes Act, 1947

iii. The Payment of Wages Act, 1936

iv. The Minimum Wages Act, 1948

v. The Employees Provident Fund & Miscellaneous Provisions Act, 1952

vi. The Payment of Bonus Act, 1965

vii. The Payment of Gratuity Act, 1972

viii. The Contract Labour (Regulations & Abolition) Act, 1970

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

(a) The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India.

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

I further report that I rely on statutory auditors' reports in relation to the financial statements and accuracy of financial figures for, Sales Tax, Value Added Tax, Related Party Transactions, Provident Fund, etc. as disclosed under financial statements, Indian Accounting Standard 24 & note on foreign currency transactions during our audit period.

I further report that the Company had given the special Bonus of ₹ 50 lacs to Mr. Rajesh Chaudhary (Whole Time Director). The said transaction is subject to the approval / ratification of the shareholders in ensuing Annual General Meeting.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no changes in the composition of the Board of Directors during the period under review.

I further report that as per the information provided the Company has prima facie given adequate notice to all directors to schedule the Board Meetings, agenda & detailed notes on agenda were sent at least seven days in advance & a system exists for seeking & obtaining further information & clarifications on agenda items before the meeting & for meaningful participation at the meeting.

I further report that as per the information provided decisions are carried out with the consent of all members & their views are also captured as part of the minutes.

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

I further report that the management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/records required by the concerned authorities and internal control of the concerned department.

I further report that during the audit period the Company has no specific events like Public/ Right/ Preferential issue of shares/ debentures/ sweat equity, etc.

I further report that:

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. I 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 the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor the efficacy or effectiveness with which the Management has conducted the affairs of the company.

Virendra Bhatt
ACS No – 1157
COP No – 124

Place: Mumbai
Date: 03rd May, 2017

ANNEXURE E

DISCLOSURE UNDER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014

1. The ratio of remuneration of each director to the median remuneration of the employee and percentage increase in remuneration of Director, CFO and CS.

Sr. No.	Name	Designation	Remuneration paid for FY 2016-17 (₹)	Remuneration paid for FY 2015-16 (₹)	% increase/ decrease in remuneration in the FY 2016-17	Ratio/Times per median of employee remuneration
1.	Mr. B.L. Kheruka	Director	1,70,000/-	1,40,000/-	21.42	1.01
2.	Mr. P.K. Kheruka	Director	1,30,000/-	2,00,000/-	-35	0.77
3.	Mr. Ashok Jain	Director	80,000/-**	1,04,29,049/-	-99.23	0.47
4.	Mr. Rajesh Chaudhary	Director	89,65,406/-	8,851/-##	101192.57	53.23
5.	Mr. Shashi Mehra	Director	2,20,000/-	2,00,000/-	10	1.31
6.	Mr. Jagdish Joshi	Director	2,10,000/-	1,80,000/-	16.66	1.25
7.	Mr. Ashok Kumar Doda	Director	1,80,000/-	1,80,000/-	0.00	1.07
8.	Mrs. Shalini Kamath	Director	80,000/-	1,00,000/-	-20	0.47
9.	Mr. Sunil Roongta	CFO	30,66,886/-	26,40,376/-	16.15	18.21
10.	Mr. Kishor Talreja	Company Secretary	15,44,920/-	13,72,642/-	12.55	9.17

** Mr. Ashok Jain who retired on February 20, 2016 is now a Non-executive Director of the Company and is paid Sitting fees only. Hence, not comparable.

Mr. Rajesh Chaudhary has been appointed as Whole Time Director of the Company with effect from March 31, 2016 and in the year 2015-16 he was paid remuneration for one day. Hence, not comparable.

2. Percentage increase in median remuneration:

Median remuneration of employees in FY 2016-17 (₹)	Median remuneration of employees in FY 2015-16 (₹)	Percentage increase / decrease
1,68,429/-	**1,46,460/-**	**15%**

3. No. of permanent employees as on 31.03.2017:Total – 397 employees.

4. Comparison between average percentile increase in salaries of employees (excluding managerial personnel) and percentile increase in managerial remuneration:

Average percentile increase in salaries of employees other than managerial personnel in FY 2016-17	Percentile increase in managerial personnel remuneration in FY 2016-17	Justification
12.59	13.2	Based on performance & small no. of managerial personnel

5. This is to affirm that the above remuneration is paid as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Date: May 03, 2017

B. L. Kheruka
Chairman
DIN: 00016861

ANNEXURE F

DISCLOSURE UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014

A. **The names of the top ten employees in terms of remuneration drawn:**

Sr. No.	Name, Age, Qualification & No. of Shares held in the company	Designation / Nature of Duties	Remuneration (₹) per annum	Date of Joining and experience	Particulars of last Employment	Relative of any director or manager of the company, if so specify the name
1	Rajesh Chaudhary,* 47 years, CA	Whole Time Director	89,65,406/-	31/03/2016 Exp-19 years	Borosil Glass Works Ltd.	No
2	Sunil Roongta, 48 years, CA, CS & ICWA	GM- Commercial & CFO	30,66,886/-	02/04/2014 Exp- 25 years	Nandan Denim Ltd.	No
3	PVS Raju, 48 years, BE & MBA	GM Marketing	29,47,756/-	02/12/1999 Exp-21 years	Vadilal Chemicals Ltd.	No
4	Asit Saha, 49 years, M.Com, BA & PGDCA	DGM Marketing	26,05,548/-	16/12/1995 Exp-25 years	Remi Metals Pvt. Ltd.	No
5	Yatendra Sachdeva, 49 years, BE	GM Project	24,92,900/-	03/06/2011 Exp-26 years	Samtel Glass Ltd.	No
6	Sandip Banerjee, 46 years, B Tech, M Tech & MBA	AVP -Production	22,85,305/-	20/09/2016 Exp - 22 years	Rockwool India Ltd.	No
7	Virendra D Patel, 49 years, BE	Sr GM- Engineering	21,88,956/-	05/10/2007 Exp-27 years	Jhagadia Copper Ltd.	No
8	Vikas Runthala, 36 years, CA	AGM- Internal Audit	19,78,611/-	17/11/2014 Exp-12 years	Essar Steel Ltd., Hajira	No
9	Maj. Iqbal Singh, 41 years, B ed & MA	AGM- administration	16,99,572/-	10/12/2014 Exp-16 years	Essar Steel Ltd., Hajira	No
10	M V Ramana, 42 years, BE	AGM- Quality Assistant	16,08,926/-	14/02/2015 Exp-19 years	HNG Glass	No

*Mr. Rajesh Chaudhary, Whole Time Director hold 14,500 (0.02%) equity shares of the Company in the name of Rajesh Kumar Chaudhary – HUF. No shares are held by other employees.

B. The name of every employee(s) who was employed throughout the year ended March 31, 2017 who were in receipt of remuneration for that year which, in the aggregate is not less than ₹1,02,00,000/- per annum in terms of the said Rule.

NONE

C. Name of the Employee(s) employed for part of the financial year 2016-17, and was in receipt of remuneration for that part of the year, at a rate which, in the aggregate, was not less than ₹ 8,50,000/- per month in terms of the said Rule.

NONE

For and on behalf of the Board of Directors

B.L. Kheruka
Chairman
DIN 00016861

Place: Mumbai
Date: May 03, 2017

ANNEXURE G

Details of conservation of energy, technology absorption, foreign exchange earnings and outgo

The information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2017 is given here below and forms part of the Directors Report.

(a) Conservation of energy

(i)	the steps taken or impact on conservation of energy	1. VFD Installation on Rurex Air Blowers. (5.3 % Energy Saving). 2. Lighting Energy Saver Installation in TL-3 Plant. (5.0 % Energy Saving).
(ii)	the steps taken by the company for utilizing alternate sources of energy	Feasibility study to install 500KW Solar plant installation work under progress.
(iii)	the capital investment on energy conservation equipment	VFD Installation on Rurex Air Blowers: ₹ 2.3 Lacs Lighting Energy Save Installation in TL-3 Plant: ₹ 5.7 Lacs.

(b) Technology absorption

(i)	the efforts made towards technology absorption	Lisec Tempering line, Tucheng robot, auto unloading etc. are currently under implementation.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
(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	Imported Anti Reflective Coating unit 2 and Two Washing Machines from china to do coating and washing of solar glass to achieve value added product and to achieve higher yield.
	(b) the year of import;	1. 2015-16 2. 2016-17
	(c) whether the technology been fully absorbed	Yes
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
(iv)	the expenditure incurred on Research and Development	No capital expenditure incurred. Revenue expenditure ₹ 19.95 Lacs incurred during the year on conducting various tests/experiments to improve technology, improve product quality and/or reduce costs.

(c) Foreign exchange earnings and Outgo

Particulars with regard to foreign exchange earnings and outgo during the year are as under:

(₹ in lacs)

Foreign exchange earnings	3870.98
Foreign exchange outgo	4495.78

For and on behalf of the Board of Directors

Place: Mumbai
Date : May 03, 2017

B. L. Kheruka
Chairman
DIN: 00016861

REPORT ON CORPORATE GOVERNANCE

Pursuant to Regulation 34 read with Schedule V to the Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015 ("Listing Regulation"), a Report on Corporate Governance is given below:

1. Company's Philosophy on code of governance

Your Company has been practicing the principles of good corporate governance over the years. The Company has adopted best practices for corporate governance, disclosure standards and enhanced shareholder value while protecting the interests of all other stakeholders including clients, suppliers and its employees.

The Directors present below the Company's policies and practices on corporate governance.

2. Board of Directors

Composition of the Board:

As on 31st March, 2017, the Company had Eight Directors on the Board out of which 7 were Non-executive Directors, which is much higher than the minimum requirement of 50% as per Regulation 17 of Listing Regulation. Out of these eight directors, four were Independent Directors including one woman director.

The Company's Board now comprises of one Whole-time Director and Seven Non-Executive Directors (NEDs). None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

Attendance of the Directors at the Board Meetings and the last Annual General Meeting, Outside Directorships and other Membership or Chairmanship of Board Committees as on 31st March, 2017, is tabulated herein under:

Name	Category	No. of Board Meetings Attended	Attendance at last AGM held on 08/08/16	No. of Directorships held in other Indian Public Limited Companies	No. of Committee Positions held in other Indian Public Limited Companies*	
					Chairman	Member
Mr. B.L. Kheruka DIN: 00016861	Chairman Non-Executive	5	Yes	4	-	2
Mr. P.K. Kheruka DIN:00016909	Vice Chairman Non-Executive	3	Yes	5	-	2
Mr. Ashok Jain DIN:00025125	Non-Executive Director	4	Yes	1	-	-
Mr. Shashi Mehra DIN:00032134	Independent Non-Executive	5	Yes	-	-	-
Mr. Jagdish Joshi DIN:00276041	Independent Non-Executive	4	Yes	-	-	-
Mr. Ashok Kumar Doda DIN:00288563	Independent Non-Executive	5	Yes	4	1	4
Mrs. Shalini Kamath DIN:06993314	Independent Non-Executive	4	No	1	-	-
Mr. Rajesh Chaudhary DIN:07425111	Whole Time Director	5	Yes	-	-	-

* For this purpose, only Audit Committee and Stakeholders Relationship Committee have been considered.

None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Director acts as a member of more than 10 committees or acts as a chairman of more than 5 committees across all Public Limited Companies in which he/she is a Director.

Board Meetings, agenda and proceedings etc. of the Board Meeting:

The Board met Five times on the following dates during the financial year 2016-2017:

Board Meetings were held on May 20, 2016, August 08, 2016, November 17, 2016, February 09, 2017 and March 07, 2017.

The Gap between two Board Meetings did not exceed 120 days.

The information as specified in Part A of Schedule II of Regulation 17 (7) of Listing Regulation, is regularly made available to the Board, whenever applicable, for discussion and consideration The Company also provides video-conferencing facility to its Directors to enable participation so that they can contribute in the discussions at the Meeting.

Disclosure of relationship between directors inter-se

Mr. B. L. Kheruka is father of Mr. P. K. Kheruka.

Number of shares held by Non-executive directors:

Mr. Pradeep Kumar Kheruka holds 1,13,00,000 equity shares (16.57%) of the Company. None of the other Non-Executive Directors hold any share in the Company.

Familiarisation programme for Independent Directors

A Familiarisation Program was conducted for Independent Directors on November 17, 2016, to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company so that they can contribute in a meaningful way to the Company. Familiarization Program for Independent Directors had been uploaded on website of the Company at http://www.gujaratborosil.com/directors.html - click on Familiarization Programme for Independent Directors.

3. Audit Committee

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Regulation 18 of the Listing Regulation and Section 177 of the Companies Act, 2013, as applicable, besides other terms as referred by the Board of Directors.

The powers include investigating any activity within its terms of reference as specified by the Board and seeking information from any employee, obtain professional advice from external sources and have full access to information contained in the records of the Company.

The role includes oversight of Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible; recommending the appointment, re-appointment, remuneration and terms of appointment of auditors and approval of payment for any other services rendered by statutory auditors; reviewing with the management quarterly results and annual financial statements before submission to the Board for approval; approval or any subsequent modification of any transactions of the Company with related parties; review and monitor the auditors' independence and performance and effectiveness of audit process; scrutiny of inter corporate loans and investments, if any; evaluation of internal financial controls and risk management system; and reviewing the functioning of the whistle blower mechanism.

The committee mandatorily reviews information such as internal audit reports related to internal control weakness, management discussion and analysis of financial condition and result of operations, statement of significant related party transactions and such other matters as prescribed.

Composition & Meetings:

Your Company has an Audit Committee at the Board level, which acts as a link between the Management, the Statutory and Internal Auditors and the Board of Directors and it oversees the financial reporting process.

The Audit Committee of the Company as on March 31, 2017 comprised of four members all being Non-executive Directors. Mr. P. K. Kheruka is a non-independent director and all other are independent directors.

During the financial year 2016-17, the Committee met four times on May 20, 2016, August 08, 2016, November 17, 2016 and February 09, 2017. The detail of attendance at the aforesaid meeting is as follows:

Name of Directors / members	Designation	No. of Meeting	
		Held	Attended
Mr. Ashok Doda	Chairman	4	4
Mr. Shashi Mehra	Member	4	4
Mr. P.K. Kheruka	Member	4	2
Mr. Jagdish Joshi	Member	4	3

All members of the Audit Committee are capable of understanding financial statements and one member possesses financial expertise in accordance with Regulation 18 of Listing Regulation.

Invitees / participants:

Apart from the members of Audit Committee, generally, meetings are also attended by Whole-time Director, Chief Financial Officer and Company Secretary. Internal Auditor and Statutory Auditor are also invited to the meetings.

The Company Secretary acts as the Secretary to the Committee.

The Chairman of the Audit Committee was present at the 27th Annual General Meeting held on August 08, 2016.

4. Nomination and Remuneration Committee

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Regulation 19 of the Listing Regulation and Section 178 of the Companies Act, 2013, besides other terms as referred by the Board of Directors. The role includes formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees; formulation of criteria for evaluation of Independent Directors and the Board; devising a policy on diversity of Board of Directors; and identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of their appointment/noting and removal. On the basis of the report of performance evaluation of independent directors, whether to extend or continue the term of appointment of the independent director.

Composition & Meetings:

The Board of Directors has constituted a Nomination and Remuneration Committee (earlier called Remuneration Committee). The Committee comprises of three directors, all of whom are non-executive directors and at least half are independent directors.

During the financial year 2016-17, the Committee met four times on May 20, 2016, August 08, 2016, February 09, 2017 and March 07, 2017. The detail of attendance at the aforesaid meeting is as follows:

Name	Designation	No. of meeting	
		Held	Attended
Mr. Jagdish Joshi	Chairman	4	4
Mr. Shashi Mehra	Member	4	4
Mr. B. L. Kheruka	Member	4	4

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

Performance evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Regulations 17 & 19 read with part D of Schedule II to the Listing Regulation, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process. The performance evaluation was done on March 07, 2017 and May 03, 2017.

5. Remuneration of Directors:

The Board of Directors has constituted a Nomination and Remuneration Committee. The Committee had at its meeting held on May 20, 2016 formulated revised Policy relating to remuneration for the Directors, Key Managerial Personnel and Other employees. Remuneration policy form part of Directors Report.

The broad terms of reference of Nomination and Remuneration Committee are to determine on behalf of Board and on behalf of shareholders with agreed terms of reference, the Company's policy on specific remuneration package(s) for executive director(s).

Details of sitting fees, remuneration, etc. paid to Directors.

Name of Directors		Remuneration paid during 2016 - 2017
		Sitting fees for attending meetings of Board and/or Committee thereof Gross Amount (in ₹)
(A)	Mr. B.L. Kheruka	1,70,000/-
	Mr. P.K. Kheruka	1,30,000/-
	Mr. Shashi Mehra	2,20,000/-
	Mr. Jagdish Joshi	2,10,000/-
	Mr. Ashok Doda	1,80,000/-
	Mrs.Shalini Kamath	80,000/-
	Mr. Ashok Jain	80,000/-
	Sub Total -A	**10,70,000/-**
(B)	Mr. Rajesh Chaudhary (Whole-time Director)	
	Salary	28,23,000/-
	Perquisites	6,34,246/-
	Contribution to P. F.	3,38,760/-
	Leave encashment	1,69,400/-
	One Time bonus	50,00,000/-
	Sub Total -B	**89,65,406/-**
	Total (A+B)	**1,00,35,406/-**

Notes:

i. The Non-Executive Directors are paid sitting fees of ₹20,000/- for attending each Board and Audit Committee Meetings, ₹10,000/- for attending meeting of Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee Meeting. No sitting fee is paid for attending Share Transfer Committee Meeting. The Board of Directors of the Company at its meeting held on May 03, 2017 had increased Board Meeting sitting fees from ₹20,000/- to ₹40,000/- per meeting, while fees for all Committee meetings will remain same.

ii. The Company has paid One-time Special bonus to the Whole-time Director during the financial year 2016-17.

iii. For termination of employment, the Company / Whole-time Director are required to give a notice of 3 months or salary of three months in lieu thereof.

iv. The Company has so far not issued any stock option to the Whole-time Director or any other Director.

v. The Criteria for making payments to non-executive directors of the Company is uploaded on the website of the Company at www.gujaratborosil.com.

6. Stakeholders Relationship Committee

Composition & Meetings:

The Board of Directors has constituted a Stakeholders Relationship Committee. The Committee comprises of four directors, headed by Mr. P. K. Kheruka, Non-executive Director.

During the financial year 2016-17, the Committee met on April 18, 2016. The detail of attendance at the aforesaid meeting is as follows:

Name	Designation	No. of meeting	
		Held	Attended
Mr. P. K. Kheruka	Chairman	1	1
Mr. B. L. Kheruka	Member	1	1
Mr. Jagdish Joshi	Member	1	1
Mr. Ashok Jain	Member	1	0

The Company Secretary acts as the Secretary to the Committee.

In order to look into the complaints redressal status in respect of year ended March 31, 2017, the Committee met on May 03, 2017. Details of complaints received, not solved and pending during the financial year 2016-17:

Particulars	Number
No. of complaints received	12
No. of complaints not solved to the satisfaction of shareholders	NIL
No. of complaints pending	NIL

Terms of reference of Stakeholders Relationship Committee:

The Committee has been constituted to attend to and to resolve the grievances of security holders including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends.

7. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee comprises of Mr. B. L. Kheruka, Chairman, Mr. P. K. Kheruka, Member and Mr. Jagdish Joshi, Member (who is an Independent Director).

Two Meeting of the Committee were held on May 20, 2016 and March 07, 2017 during the year and all the members attended the meeting.

8. Share Transfer Committee

Composition & Meetings:

The Board of Directors has constituted a Share Transfer Committee. Committee comprises of three directors.

During the financial year 2016-17, the Committee met twelve times on April 25, 2016, May 30, 2016, June 08, 2016, June 28, 2016, July 22, 2016, August 11, 2016, October 21, 2016, October 28, 2016, December 26, 2016, January 25, 2017, February 20, 2017 and March 09, 2017. The detail of attendance at the aforesaid meeting is as follows:

Name	Designation	No. of meeting	
		Held	Attended
Mr. B. L. Kheruka	Chairman	12	12
Mr. P. K. Kheruka	Member	12	9
Mr. Ashok Jain	Member	12	10

The Company Secretary acts as the Secretary to the Committee.

Terms of reference of Share Transfer Committee

1. To approve the transfer/transmission of shares or any other securities.
2. To issue renewed or duplicate share certificates on such terms and conditions including term as to indemnity as it deems fit; and
3. To do all acts and things and to take all steps that may be necessary and incidental therto.

Other Committees of Directors

In addition to the above referred Committees which are mandatory under the Companies Act, the Listing Regulations and under the SEBI Guidelines, the Board of Directors has at its meeting held on 09th February, 2017 has constituted Borrowing Committee of Directors with the object of the committee to borrow monies from time to time from Banks / Bodies Corporate(s). No meeting was held during the year under review. The Committee comprises of Mr. B. L. Kheruka, Chairman, Mr. P. K .Kheruka, Mr. Rajesh Chaudhary and Mr. Ashok Jain as the Members

9. Separate meeting of Independent Directors

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, a Separate Meeting of Independent Directors of the Company was held on March 07, 2017 under the Chairmanship of Mr. Ashok Doda, Lead Independent Director, to review the performance of Non-independent directors (including the Chairman) and the Board as whole. All the Independent Directors were present at the meeting. The Independent Directors also reviewed the quality, content and timelines of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

10. General Body meetings

Location, date and time of General Meetings held during the last 3 years:

Year	Location	AGM / EGM	Date	Day	Time	No. of Special Resolution passed
2015-16	Reg. Office – Village Govali, Taluka-Jhagadia, Dist. Bharuch 393 001, Gujarat	AGM	08/08/2016	Monday	2.30 pm	2
2014-15	-do-	AGM	25/08/2015	Tuesday	12.00 noon	1
2013-14	-do-	AGM	08/08/2014	Friday	10.00 am	3

Postal Ballot:

During the year under review, no business conducted through Postal Ballot.

Means of Communication

The quarterly, half yearly and annual financial results were published in Business Standard (English Newspaper) and Divya Bhaskar (Gujarati Newspaper). The Company has also posted its quarterly results, shareholding pattern etc. on the Company's website i.e. www.gujaratborosil.com. The financial and other information filed by the Company from time to time is also available on the website of BSE Limited. The Company has not made any presentations to the Institutional investors or analysts during the financial year 2016-17.

The Annual Report is circulated to all members and is also available on the Company's website.

11. General shareholder information

Annual General Meeting

Date and time	:	August 08, 2017 at 2.00 pm
Venue	:	Regd. Office at Village – Govali, Taluka – Jhagadia, District – Bharuch – 393 001, Gujarat.
Financial Year	:	1st April to 31st March
Quarterly Results & Annual	:	First quarter - 2nd week of August, 2017 Second quarter - 2nd week of November, 2017 Third quarter - 2nd week of February, 2018 Fourth quarter - 3rd week of May, 2018
Date of book closure	:	August 02, 2017 to August 08, 2017(both days inclusive)
Dividend payment date	:	NA.
Listing on Stock Exchange	:	BSE Limited, P J Towers, Dalal Street, Mumbai- 400001
& Stock Code		Stock code : 523768

Note: Annual Listing fee for the year 2017-18 has been paid to BSE Limited

Demat ISIN in NSDL and CDSL: INE059C01022

Corporate Identity Number (CIN): L26100GJ1988PLC011663

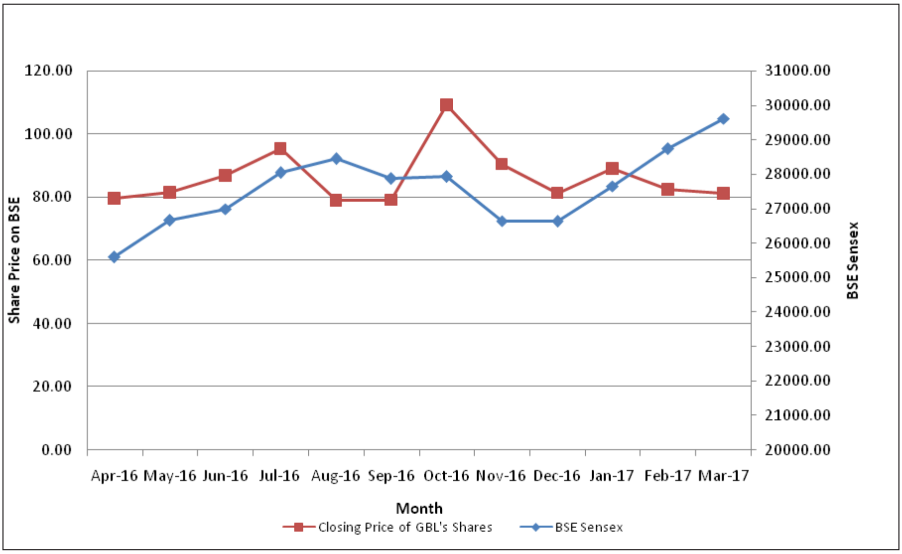
Market price data

The monthly high and low quotation and the volume of shares traded on Stock Exchange as on March 31, 2017 are as under:

Month	High (₹)	Low (₹)	Volume of shares traded
April 2016	85.90	73.10	8,83,991
May 2016	97.55	70.90	20,88,796
June 2016	88.95	73.50	10,47,016
July 2016	102.40	80.15	20,03,445
August 2016	100.00	77.50	8,79,710
September 2016	86.55	73.00	8,61,798
October 2016	120.00	80.10	28,23,767
November 2016	113.65	66.55	17,00,528
December 2016	92.80	79.00	5,63,079
January 2017	94.40	81.15	5,29,452
February 2017	94.25	80.10	7,07,861
March 2017	85.00	76.00	6,62,742

The paid up value of equity shares of the Company is ₹5/- per share.

The Performance of the Company's scrip on the BSE compared to BSE Sensex:



Share Transfer System:

Share Transfers in physical form can be lodged with the Registrar and Transfer Agents of the Company – Universal Capital Securities Pvt. Ltd.

Unit: Gujarat Borosil Ltd.

21, Shakil Niwas,

Mahakali Caves Road

Andheri (East), Mumbai - 400 093.

The transfers are normally processed within 10-15 days from the date of receipt if the documents are complete in all respects.

The members are requested to furnish their PAN which will help us to strengthen compliance with KYC norms and provisions of Prevention of Money Laundering Act, 2002. For registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of PAN card to the Company for registration of transfer of securities.

Distribution of shareholding as at 31st March, 2017

No. of equity shares held	No. of Shareholders		Shares	
	Nos.	Percentage	Nos.	Percentage
Upto 500	45355	93.27	6176201	9.05
501 to 1000	1754	3.61	1491452	2.19
1001 to 2000	758	1.56	1178129	1.73
2001 to 3000	264	0.54	675093	0.99
3001 to 4000	111	0.23	402412	0.59
4001 to 5000	117	0.24	558346	0.82
5001 to 10000	155	0.32	1156487	1.69
10001 & above	114	0.23	56569380	83.94
Total	**48628**	**100.00**	**68207500**	**100.00**

Categories of shareholders

As on 31st March, 2017			
	No. of folios	**No. of shares**	**Percentage**
Promoters - **Indian Promoters** - **Foreign Promoters**	 03 01	 39822476 11300000	 58.38 16.57
Director(s) & Relative(s)	01	14500	0.02
Individuals	47775	13535575	19.85
HUF	377	734023	1.08
Banks, Financial Institutions, Insurance Companies, Central/ State Govt. Institutions/ Non-Govt. Institutions	04	49300	0.07
Private Corporate Bodies	227	2246037	3.29
Non Resident Individuals	119	172922	0.25
NBFC	02	1700	0.00
LLP	01	1000	0.00
Any other – Clearing Members	118	329967	0.49
Total	**48628**	**68207500**	**100.00**

Dematerialisation of shares and liquidity

As on 31st March, 2017, 6,38,80,824 equity shares representing 93.66 % of the Company's total paid-up equity capital had been dematerialized and the balance 43,26,676 equity shares representing 6.34% of the total equity capital of the Company were held in physical form. The Company's shares are regularly traded on BSE Limited.

The Company issued 90,00,000 preference shares on March 17, 2012 on private placement basis, which are not listed on any Stock Exchange and are held in physical form.

Outstanding GDRs/ADRs/Warrants or any convertible instruments:-

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

Commodity price risk or foreign exchange risk and hedging activities:

The Board of Directors of the Company had formulated Risk Management Plan. The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures, which is subject to review by the Management and is required to be placed before the Board on an annual basis. In line with the requirements of Regulation 17(9) of the SEBI LODR, the Audit Committee and the Board of Directors reviewed the Management perception of the risks faced by the Company and measures taken to minimize the same.The details of foreign currency exposure are disclosed in the financial statements.

Plant Location

Village – Govali

Taluka - Jhagadia

District – Bharuch 393 001, Gujarat.

Address for correspondence

Shareholders correspondence may be addressed either to the Corporate Office at

1101, Crescenzo, G Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051or at the office of Registrar and Transfer agents of the Company – Universal Capital Securities Pvt. Ltd., Unit: Gujarat Borosil Ltd., 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai -400 093.

An exclusive email ID has been created namely, **gbl.grievances@borosil.com,** on which the investors can register their complaints. The said email ID has been displayed on Company's Website at www.gujaratborosil.com.

12. Other Disclosures

Related Party Transactions

The details of all transactions with related parties are placed before the Audit Committee periodically, with justification wherever required. The Company has formulated Related Party Transactions Policy and said policy is uploaded on the website of the Company at http://www.gujaratborosil.com/policies.html - click on Related Party Transaction Policy.

No material transaction has been entered into by the Company with related parties that may have a potential conflict with interest of the Company. The details of related party transactions have been given in the Notes to the Accounts forming part of the Balance Sheet.

Non-compliance /strictures/penalties imposed

No non-compliance / strictures / penalties have been imposed on the Company by Stock Exchange(s) or the SEBI or any statutory authority on any matters related to capital markets during the last three years.

Whistle Blower Policy

The Company is committed to provide an open, honest and transparent working environment and seeks to eliminate fraudulent activities in its operations. The Board of Directors of the Company had approved & adopted Whistle Blower Policy (Vigil Mechanism) for directors and employees of the Company. No person have been denied access to the Audit Committee. The said policy is uploaded on the website of the Company at http://www.gujaratborosil.com/policies.html - click on Whistle Blower Policy.

Subsidiary Companies

The Board of Directors of the Company had adopted the policy and procedures with regard to determination of material Subsidiaries in accordance with the requirements of the Regulation 24 of the Listing Regulation [earlier Clause 49 of the Listing Agreement] (including any amendments thereof). The said policy is uploaded on the website of the Company at http://www.gujaratborosil.com/policies.html - click on Policy for determining 'material subsidiaries'.

The Company does not have any subsidiary Company as of now.

Code of Conduct for Prevention of Insider Trading

As required by the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. Mr. Kishor Talreja, Company Secretary is the Compliance Officer. The Code of Conduct is applicable to all Directors, Whole Time Director, CFO, General Manager(s), Statutory Auditors, Cost Auditors, Secretarial Auditors and Internal Auditors who are expected to have access to Unpublished price sensitive information relating to the Company.

Code of Conduct

As required under, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has laid down Code of Conduct for Directors and Senior Management Personnel of the Company. The Company has received affirmation of compliance from Directors and Senior Management

Personnel of the Company for the financial year ended March 31, 2017.The said Code is posted on the Company's website at http://gujaratborosil.com/coporate.htm.

13. Non-compliance of any requirement of Corporate Governance

The Company has complied with the mandatory requirements as contained in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. Discretionary requirements-Part E of schedule II

1. The Board

The Company has provided office to the Non-executive Chairman and his official expenses are paid/ reimbursed by the Company.

2. Shareholders Rights

As the quarterly and half yearly financial performance are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders.

3. Audit qualifications

The Company's financial statement for the year 2017 does not contain any audit qualification.

4. Separate posts of Chairman and CEO

The Chairman of the Board is Non-executive Director and his position is separate from that of the Managing / Whole time Director/CEO.

5. Reporting of Internal Auditor

The internal Auditor reports to the Management & Audit Committee as well.

15. Compliance

A Certificate from the Auditors of the Company regarding compliance of condition of corporate governance for the year ended on 31st March, 2017, as stipulated in chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.

Declaration on Compliance of the Company's Code of Conduct

I confirm that all Directors and members of the Senior Management have affirmed compliance with Company's Code of Conduct as applicable to them for the year ended 31st March, 2017.

For Gujarat Borosil Limited

Place: Mumbai
Date: May 03, 2017

Rajesh Chaudhary
Whole Time Director
(DIN: 07425111)

AUDITOR'S CERTIFICATE OF CORPORATE GOVERNANCE

To,

The Members,
Gujarat Borosil Limited

We have examined the compliance of conditions of Corporate Governance by Gujarat Borosil Limited ('the Company'), for the year ended 31st March 2017, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

MANAGEMENTS' 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 the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

AUDITOR'S RESPONSIBILITY

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of 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 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 para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2017.

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 **Chaturvedi & Shah**
Chartered Accountants
Firm Reg. No. – 101720W

R. Koria
Partner
Membership No. – 35629

Place: Mumbai
Date: 03-05-2017

INDEPENDENT AUDITOR'S REPORT

To the Members of
Gujarat Borosil Limited

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **GUJARAT BOROSIL LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS 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 Ind AS financial statements that give a true and fair view of state of affairs (financial position), profit (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with relevant rules thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Ind AS 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 of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS 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 Ind AS financial statements.

Opinion

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

Other Matters

The comparative financial information of the Company for the year ended 31st March 2016 and the transition date opening balance sheet as at 1st April 2015 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting

Standards) Rules, 2006, audited by the predecessor auditor, whose report for the year ended 31st March, 2016 and 31st March, 2015 dated 20th May, 2016 and 18th May, 2015 respectively expressed an unmodified opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion is not modified in respect of above said matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
   d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act read with relevant rules thereunder;
   e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164(2) of the Act;
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**;
   g) With respect to the other matters to be included in the 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:
      (a) The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statement as referred to in Note no. 37, 40 and 41 to the Ind AS financial statements.
      (b) The Company does not have long term contracts including derivative contracts for which there were any material foreseeable losses.
      (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
      (d) The Company has provided requisite disclosures in the Ind AS financial statements as regards to its holdings and dealings in Specified Bank Notes as defined in the Notification S.O. 3407 (E) dated 8th November, 2016 of the Ministry of Finance, during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedure performed and representations provided to us by the management, we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the management.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the Act, we give in **"Annexure B"** hereto, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For Chaturvedi & Shah
Chartered Accountants
Firm Registration No: 101720W

R. Koria
Partner
Membership No. 35629

Place: Mumbai
Date: 03-05-2017

"ANNEXURE A" TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Gujarat Borosil Limited on the Ind AS financial statements for the year ended 31st March, 2017)

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

We have audited the internal financial controls over financial reporting of **Gujarat Borosil Limited ("the Company")** as of 31st March, 2017 in conjunction with our audit of the Ind AS 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 (the "Guidance Note") 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 Act.

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the 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 authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For Chaturvedi & Shah
Chartered Accountants
Firm Registration No: 101720W

R. Koria
Partner
Membership No. 35629

Place: Mumbai
Date: 03-05-2017

"ANNEXURE B" TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Gujarat Borosil Limited on the Ind AS financial statements for the year ended 31st March, 2017)

i. In respect of its fixed assets:

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

b. As explained to us, the Company has physically verified assets, in accordance with a phased program of verification, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification as compared with the available records.

c. According to the information and explanations given to us and records examined by us and based on the examination of the deed provided to us, we report that, the title deeds of immovable properties are held in the name of the Company.

ii. In respect of its inventories:

As explained to us, inventories have been physically verified during the year by the management. In our opinion the frequency of verification is reasonable. Discrepancies noticed on physical verification of the inventories between the physical inventories and book records were not material, having regard to the size of the operations of the Company, and the same have been properly dealt with.

iii. The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnership or other parties covered in register maintained under section 189 of the Act.

iv. The Company has not given any loan, made investments and provided guarantees and securities during the year. Therefore, the provisions of the clause (iv) of paragraph 3 of the Order are not applicable to the Company.

v. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.

vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) (d) of the act, as applicable and are of the opinion that, prima facie, the prescribed accounts and records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. According to the information and explanations given to us, in respect of statutory dues:

a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income tax, Sales tax, Service tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were outstanding as at 31st March, 2017 for a period of more than six months from the date they became payable.

b. Details of dues of Duty of Income Tax, Excise, Service Tax and Sales Tax aggregating to ₹ **1596.23 Lacs** that have not been deposited on account of disputed matters pending before appropriate authorities are as under:

Name of the Statutes	Nature of the Dues	Period to which it relates	Amounts (₹ in Lacs) (*)	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	Assessment Year(A.Y) 2012-13 to 2015-16	52.58	CIT (A) Vadodara
		A.Y. 2010-12	195.74	ITAT, Ahmedabad
		A.Y. 2003-04	83.88	Gujarat High Court
Gujarat Sales Tax Act, 1969	Sales Tax	2000-01, 2002-03 and 2004-05	550.84	Joint Commissioner of Commercial Tax, Vadodara
Central Excise Act, 1944	Excise Duty	February 1999 to June 2005	662.05	CESTAT, Ahmedabad
Service Tax under Finance Act, 1994	Service Tax	April 2007 to December 2011	1.47	CESTAT, Ahmedabad
		From April 2007 to September 2016	49.67	Commissioner (Appeal) Surat II
		Total	**1596.23**	

* Net of amount paid under protest.

viii. Based on our audit procedures and according to the information and explanations given by the management, we are of the opinion that as on 31st March, 2017 the Company has not defaulted in repayment of dues to banks. The Company does not have any borrowings from financial institutions, government and debenture holders.

ix. According to the information and explanations given to us, during the year the Company has not raised any money by way of initial public offer, further public offer (including debt instruments) and now term loans raised during the year. Therefore, provisions of clause (ix) of paragraph 3 of the Order are not applicable to the Company.

x. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and on the basis of information and explanations given by the management, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

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

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

xiii. According to the information and explanations given to us, Company's transactions with the related parties are in compliance with section 177 and 188 of the Act, as applicable and details of such transactions have been disclosed in the financial statement as required by the applicable Indian accounting standards.

xiv. According to the information and explanations given to us and based on our examination of the records of the Company, during the year, the Company has not raised any money by preferential allotment or private placement of share or debentures. Therefore, the provisions of clause (xiv) of paragraph 3 of the Order are not applicable to the Company.

xv. According to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with directors or persons connected with him, Therefore, the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.

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

For Chaturvedi & Shah
Chartered Accountants
Firm Registration No: 101720W

R. Koria
Partner
Membership No. 35629

Place: Mumbai
Date: 03-05-2017

BALANCE SHEET AS AT 31ST MARCH, 2017

(₹ in Lacs)

Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
I. ASSETS				
1 Non-Current Assets				
(a) Property, Plant and Equipment	5	9,430.59	10,435.64	10,792.88
(b) Capital Work-in-Progress	5	3,700.05	229.25	262.77
(c) Other Intangible Assets	6	19.35	9.81	12.36
(d) Intangible Asset under Development	6	16.62	2.74	2.50
(e) Financial Assets				
(i) Investments	7	0.90	2.30	2.30
(ii) Others	8	105.01	69.42	65.79
(f) Other Non-Current Assets	9	1,880.37	911.68	654.63
		15,152.89	**11,660.84**	**11793.23**
2 Current Assets				
(a) Inventories	10	2,820.48	2,131.66	2,326.89
(b) Financial Assets				
(i) Investments	11	-	1,492.55	251.10
(ii) Trade Receivable	12	2,676.12	2,481.83	2,117.04
(iii) Cash and Cash Equivalents	13	47.69	24.38	40.79
(iv) Bank Balance other than (iii) above	14	174.04	34.21	79.53
(v) Loans	15	7.69	6.23	7.46
(vi) Others	16	609.74	50.89	61.13
(c) Other Current Assets	17	540.56	401.39	392.59
		6,876.32	**6,623.14**	**5,276.53**
(d) Assets Held for Sale	41	24.49	148.49	148.49
TOTAL ASSETS		**22,053.70**	**18,432.47**	**17,218.25**
II. EQUITY AND LIABILITIES				
EQUITY				
(a) Equity Share Capital	18	3,410.38	3,410.38	3,410.38
(b) Other Equity	19	2,784.59	1,372.80	628.17
		6,194.97	**4,783.18**	**4,038.55**
LIABILITIES				
1 Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	20	9,364.71	9,023.92	9,306.34
(b) Provisions	21	60.95	43.13	32.35
(c) Deferred Tax Liabilities (Net)	22	1,900.59	1,091.09	676.79
		11,326.25	**10,158.14**	**10,015.48**
2 Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	23	1,401.01	59.49	186.82
(ii) Trade Payable	24	990.98	1,111.23	1,161.35
(iii) Other Financial Liabilities	25	1,700.71	1,942.32	1,633.46
(b) Other Current Liabilities	26	171.76	154.78	87.39
(c) Provisions	27	61.81	46.62	92.80
(d) Current Tax Liabilities (Net)		206.21	176.71	2.40
		4,532.48	**3,491.15**	**3,164.22**
TOTAL EQUITY AND LIABILITIES		**22,053.70**	**18,432.47**	**17,218.25**
Significant accounting policies and notes to the financial statements	1 to 49			

As per our report of even date

For CHATURVEDI & SHAH
Chartered Accountants
(Firm Registration no. 101720W)

R. Koria
Partner
Membership No. 035629
Place : Mumbai
Date : 03-05-2017

For and on behalf of the Board of Directors

Sunil Kumar Roongta
Chief Financial Officer

B.L. Kheruka
Chairman
DIN-00016861

Kishor Talreja
Company Secretary
Membership No. F7064

Rajesh Chaudhary
Whole-Time Director
DIN -07425111

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

(₹ in Lacs)

	Particulars	Note		For the Year Ended 31st March, 2017		For the Year Ended 31st March, 2016
I.	Revenue From Operations	28		18,832.81		18,829.83
	Other Income	29		722.75		127.60
	Total Income			**19,555.56**		**18,957.43**
II.	**Expenses:**					
	Cost of Materials Consumed			4,925.58		4,754.34
	Purchase of Stock-in-Trade			5.37		14.55
	Changes in Inventories of Finished Goods and Work-in-Progress	30		(605.39)		487.44
	Excise Duty Expenses			536.94		669.52
	Employee Benefits Expense	31		2,228.41		1,969.07
	Finance Costs	32		1,108.19		1,060.64
	Depreciation and Amortization Expense	33		1,438.76		1,367.02
	Other Expenses	34		7,678.33		7,444.24
	Total Expenses			**17,316.19**		**17,766.82**
III.	**Profit Before Exceptional Item and Tax (I - II)**			**2,239.37**		**1,190.61**
IV.	**Exceptional Items**	35		-		-
V.	**Profit Before Tax (III - IV)**			**2,239.37**		**1,190.61**
VI.	**Tax Expense:**					
	(1) Current Tax		449.25		177.84	
	Less : MAT Credit Entitlement		449.25	-	159.34	18.50
	Net Current Tax			-		18.50
	(2) Deferred Tax			814.01		418.87
	(3) Income Tax of Earlier Years			(3.06)		-
VII.	**Profit For The Year (V-VI)**			**1,428.42**		**753.24**
VIII.	**Other Comprehensive Income**					
A	**i) Items that will not be reclassified to profit or loss:**					
	Re-measurement gains / (losses) on defined benefit plans			(21.14)		(13.16)
	Income tax effect on above			4.51		4.55
	ii) Items that will be reclassified to profit or loss:			-		-
	Total Other Comprehensive Income			**(16.63)**		**(8.61)**
IX.	**Total Comprehensive Income for the year (VII + VIII)**			**1,411.79**		**744.63**
X.	**Earnings per Equity Share of ₹5 each (Basic and Diluted)**	36		**2.09**		**1.10**
	Significant accounting policies and notes to the financial statements	1 to 49				

As per our report of even date
For CHATURVEDI & SHAH
Chartered Accountants
(Firm Registration no. 101720W)

R. Koria
Partner
Membership No. 035629

Place : Mumbai
Date : 03-05-2017

For and on behalf of the Board of Directors

Sunil Kumar Roongta
Chief Financial Officer

B.L. Kheruka
Chairman
DIN-00016861

Kishor Talreja
Company Secretary
Membership No. F7064

Rajesh Chaudhary
Whole-Time Director
DIN -07425111

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2017

A. Equity Share Capital (₹ In Lacs)

Particulars	As at 1st April, 2015	Changes during 2015-16	Balance as at 31st March, 2016	Changes during 2016-17	Balance as at 31st March, 2017
Equity Share Capital	3,410.38	-	3,410.38	-	3,410.38

B. Other Equity (₹ In Lacs)

Particulars	Equity Component of Preference shares issued (Net of Tax)	Reserves and Surplus				Items of Other Comprehensive Income	Total Other Equity
		Capital Reserve	Securities Premium Reserve	Surplus arising on giving effect to BIFR Order	Retained Earnings	Remeasurements of defined benefit plans	
Balance as at 1st April, 2015	**2,504.31**	**32.02**	**57.71**	**1,996.41**	**(3,962.28)**	**-**	**628.17**
Total Comprehensive Income for the year	-	-	-	-	753.24	(8.61)	**744.63**
Balance as at 31st March, 2016	**2,504.31**	**32.02**	**57.71**	**1,996.41**	**(3,209.04)**	**(8.61)**	**1,372.80**
Total Comprehensive Income for the year	-	-	-	-	1,428.42	(16.63)	1,411.79
Balance as at 31st March, 2017	**2,504.31**	**32.02**	**57.71**	**1,996.41**	**(1,780.62)**	**(25.24)**	**2,784.59**

As per our report of even date

For and on behalf of the Board of Directors

For CHATURVEDI & SHAH
Chartered Accountants
(Firm Registration no. 101720W)

Sunil Kumar Roongta
Chief Financial Officer

B.L. Kheruka
Chairman
DIN-00016861

R. Koria
Partner
Membership No. 035629
Place : Mumbai
Date : 03-05-2017

Kishor Talreja
Company Secretary
Membership No. F7064

Rajesh Chaudhary
Whole-Time Director
DIN -07425111

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

(₹ in lacs)

	PARTICULARS	For the Year ended 31st March, 2017		For the Year ended 31st March, 2016	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Profit before tax as per Statement of Profit and Loss		2,239.37		1,190.61
	Adjusted for :				
	Depreciation and Amortisation Expense	1,438.76		1,367.02	
	Unrealised (Gain) on Foreign Currency Transactions (net)	(66.00)		(0.63)	
	Gain on Sale of Current Investments (net)	(52.41)		(4.93)	
	Gain on financial instruments measures at fair value through profit or loss (net)	-		(32.63)	
	Share in Profit from LLP	(0.15)		(6.03)	
	Loss on Assets Held for Sale	124.00		-	
	Loss on sale of Fixed assets (net)	2.62		2.41	
	Sundry balance written off / (written back) (Net)	(2.44)		3.21	
	Provision for doubtful debts	13.05		-	
	Finance Costs	1,108.19		1,060.64	
	Interest Income	(24.87)		(9.79)	
			2,540.75		2,379.28
	Operating Profit before Working Capital Changes		**4,780.12**		**3,569.88**
	Adjusted for :				
	Trade and Other Receivables		(947.69)		(349.72)
	Inventories		(688.82)		195.23
	Trade and Other Payables		(77.95)		55.79
	Cash generated from operations		**3,065.66**		**3,471.18**
	Direct taxes paid		(429.46)		(3.53)
	Net Cash Flow from Operating Activities		**2,636.20**		**3,467.65**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Property, Plant and Equipment		(4,006.01)		(941.13)
	Sale of Property, Plant and Equipment		6.24		0.57
	Purchase of Investments		(2,344.00)		(2,206.00)
	Sale of Investments		3,888.96		1,002.10
	Sale of Associates		1.40		-
	Share in Profit from LLP		0.15		6.03
	Interest Income		30.88		2.30
	Net Cash Used in Investing Activities		**(2,422.38)**		**(2,136.13)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Repayment of Long Term Borrowings		(1,337.10)		(1,100.25)
	Movement in Short Term Borrowings (net)		1,400.31		(127.33)
	Finance cost Paid		(72.88)		(143.93)
	Margin Money (net)		(180.84)		23.58
	Net Cash Used in Financing Activities		**(190.51)**		**(1,347.93)**
	Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)		**23.31**		**(16.41)**
	Opening Balance of Cash and Cash Equivalents		24.38		40.79
	Closing Balance of Cash and Cash Equivalents		**47.69**		**24.38**

Notes :

1 Bracket indicates cash outflow.

2 Previous Year figures have been regrouped, reworked, reclassified and re-arranged wherever necessary.

3 The above Statement of Cash Flow has been prepared under the "Indirect Method" as set out in Ind AS-7 "Cash Flow Statement".

As per our report of even date
For CHATURVEDI & SHAH
Chartered Accountants
(Firm Registration no. 101720W)

R. Koria
Partner
Membership No. 035629
Place : Mumbai
Date : 03-05-2017

For and on behalf of the Board of Directors

Sunil Kumar Roongta
Chief Financial Officer

B.L. Kheruka
Chairman
DIN-00016861

Kishor Talreja
Company Secretary
Membership No. F7064

Rajesh Chaudhary
Whole-Time Director
DIN -07425111

Notes to the financial statement for the year ended 31st March, 2017

Note 1 CORPORATE INFORMATION

Gujarat Borosil Limited ("the Company") is a limited Company domiciled and incorporated in India and its shares are publicly traded on the Bombay Stock Exchange (BSE), in India. The registered office of the Company is situated at Village - Govali, Taluka - Jhagadia, District - Bharuch 393001, Gujarat.

Company is engaged in manufacturing of extra clear patterned glass and Low Iron Solar Glass for application in Photovoltaic panels, Flat plate collectors and Green houses.

The financial statements of the Company for the year ended 31st March, 2017 were approved and adopted by board of directors in their meeting dated 3rd May, 2017.

Note 2 BASIS OF PREPARATION

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

Up to the year ended 31st March, 2016, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended 31st March, 2017 are the first financials with comparative has prepared in accordance with Ind AS.

The financial statements have been prepared on a historical cost basis, except Certain financial assets and liabilities that are measured at fair value and Assets held for sale measured at lower of carrying amount or fair value less cost to sale.

The financial statements are presented in Indian Rupees (₹), which is the Company's functional and presentation currency. All amounts are rounded to the nearest lacs, except when otherwise indicated.

Note 3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Property, Plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price, borrowing cost and any cost directly attributable to the bringing the assets to its working condition for its intended use.

Depreciation on the property, plant and equipment is provided using straight line method over the useful life of the assets as specified in Schedule II to the Companies Act, 2013 except in respect of depreciation on rollers charged over a period of three year and following assets where the useful life is different as per technical evaluation than those prescribed in Schedule II.

Particulars	Useful life considered for depreciation
Captive Power Plant :-	15 Years

The assets' residual values, useful lives and method of depreciation are reviewed at each financial year end and are adjusted prospectively, if appropriate.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from active use. Profits / losses arising in the case of retirement/disposal of property, plant and equipment are recognised in the statement of profit and loss in the year of occurrence.

3.2 Intangible Assets

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the intangible assets.

Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

Computer software's are capitalised at the amounts paid to acquire the respective license for use and are amortised over the period of useful lives or period of three years, whichever is less. The assets' useful lives are reviewed at each financial year end.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

3.3 Leases

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. The corresponding liability is included in the balance sheet as a finance lease liability. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by lessor are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

3.4 Inventories

Inventories are valued at the lower of cost and net realizable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. The cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their respective present location and condition. The cost of raw materials and stores & spares are computed on the weighted average basis. Scrap (cullet) are valued at raw materials cost. Cost of work in progress and finished goods is determined on absorption costing method.

3.5 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

3.6 Impairment of assets

An asset is considered as impaired when at the date of Balance Sheet, there are indications of impairment and the carrying amount of the asset, or where applicable, the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the net asset selling price and value in use).The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the statement of profit and loss. The impairment loss recognized in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the impaired asset over its remaining useful life.

3.7 Discontinued operation and non-current assets (or disposal groups) held for sale

Discontinued operation

A discontinued operation is a component of the Company that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

Held for Sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when a sale is highly probable from the date of classification, management are committed to the sale and the asset is available for immediate sale in its present condition. Non-current assets are classified as held for sale from the date these conditions are met and are measured at the lower of carrying amount and fair value less cost to sell. Any resulting impairment loss is recognised in the statement of profit and loss as a separate line item. On classification as held for sale, the assets are no longer depreciated. Assets and liabilities classified as held for sale are presented separately as current items in the Balance Sheet.

3.8 Financial instruments – initial recognition, subsequent measurement and impairment

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

I) Financial assets -Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

Financial assets - Subsequent measurement

For the purpose of subsequent measurement financial assets are classified in two broad categories:-

a) Financial assets at fair value

b) Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit and loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is **measured at amortised cost** (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

a) **Business model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flow.

b) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at **fair value through other comprehensive income** unless the asset is designated at fair value through profit or loss under the fair value option.

a) **Business model test:** The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets.

b) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

All other financial asset is measured at fair value through profit or loss.

Financial assets - Equity Investment in subsidiaries, associates and joint venture:

The Company has accounted for its equity investment in subsidiaries, associates and joint venture at cost.

Financial assets - Derecognition

A financial assets (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed form the Company's statement of financial position) when:

a) The rights to receive cash flows from the asset have expired, or

b) The Company has transferred its rights to receive cash flow from the asset.

II) Financial liabilities - Initial recognition and measurement:

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

Financial liabilities - Subsequent measurement:

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

Financial Liabilities - Financial guarantee contracts:

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined and the amount recognised less cumulative amortisation.

Financial Liability - Derecognition

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

Non-Cumulative Redeemable preference shares

Non-Cumulative redeemable preference shares are separated into liability and equity components based on the terms of the contract. The Non-Cumulative redeemable preference shares, the fair value of the liability component is determined using a market rate. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on redemption.

Transaction costs are apportioned between the liability and equity components of the Non-Cumulative redeemable preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

3.9 Provisions, Contingent Liabilities, Contingent assets and Commitments:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the statement of profit and loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

3.10 Dividend Distribution:

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in other equity.

3.11 Revenue recognition and other income:

Sale of goods:

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer as per the terms of the contracts, usually on delivery of the goods, and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. It also includes excise duty, if applicable, and excludes value added tax / sales tax. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Sale of Services:

Revenue from sale of services is recognised as per the terms of the contract with customer based on stage of completion when the outcome of the transactions involving rendering of services can be estimated reliably. Percentage of completion method requires the Company to estimate the services performed to date as a proportion of the total services to be performed.

Other Operating Income:

Incentives on exports and other Government incentives related to operations are recognised in the statement of profit and loss after due consideration of certainty of utilization/receipt of such incentives.

Interest Income:

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend Income:

Dividend Income is recognised when the right to receive the payment is established.

Rental income:

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included as other income in the statement of profit or loss.

3.12 Foreign currency reinstatement and translation:

Transactions in foreign currencies are initially recorded by the Company at rates prevailing at the date of the transaction. Subsequently monetary items are translated at closing exchange rates as on the balance sheet date and the resulting exchange difference recognised in statement of profit and loss. Differences arising on settlement of monetary items are also recognised in statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Foreign exchange differences regarded as an adjustement to borrowing costs are presented in the statement of profit and loss, within finance costs. All other finance gains / losses are presented in the statement of profit and loss on a net basis.

3.13 Employee Benefits

Short term employee benefits are recognized as an expense in the statement of profit and loss of the year in which the related services are rendered.

Leave encashment being a defined benefit plan is accounted for using the projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the year in which they arise.

Contribution to Provident Fund, a defined contribution plan, is made in accordance with the statute, and is recognised as an expense in the year in which employees have rendered services.

The cost of providing gratuity, a defined benefit plans, is determined using the projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise. Other costs are accounted in statement of profit and loss.

Remeasurements of defined benefit plan in respect of post employment and other long term benefits are charged to the other comprehensive income in the year in which they occur. Remeasurements are not reclassified to statement of profit and loss in subsequent periods.

3.14 Borrowing Costs

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period. All other borrowing costs are expensed in the period in which they occur.

3.15 Taxes on Income

Tax expense represents the sum of current tax (including MAT and income tax for earlier years) and deferred tax. Tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in such cases the tax is also recognised directly in equity or in other comprehensive income. Any subsequent change in direct tax on items initially recognised in equity or other comprehensive income is also recognised in equity or other comprehensive income.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

Minimum Alternative Tax (MAT) is applicable to the Company. Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

3.16 Earnings per share

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

3.17 Current and non-current classification

The Company presents assets and liabilities in statement of financial position based on current/non-current classification.

The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by Ministry of Corporate Affairs (MCA).

An asset is classified as current when it is:

a) Expected to be realised or intended to be sold or consumed in normal operating cycle,

b) Held primarily for the purpose of trading,

c) Expected to be realised within twelve months after the reporting period, or

d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when it is:

a) Expected to be settled in normal operating cycle,

b) Held primarily for the purpose of trading,

c) Due to be settled within twelve months after the reporting period, or

d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The Company has identified twelve months as its operating cycle.

3.18 Fair value measurement:

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or

b) In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy.

3.19 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable rights to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable rights must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or counterparty.

Note 4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. However, existing circumstances and assumptions about future developments may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

4.1 Property, Plant and Equipment and Intangible Assets:

Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values as per schedule II of the Companies Act, 2013 or are based on the Company's historical experience with similar assets and taking into account anticipated technological changes, whichever is more appropriate.

4.2 Income Tax:

The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to an adjustment to the amounts reported in the standalone financial statements.

4.3 Contingencies:

Management has estimated the possible outflow of resources at the end of each annual financial year, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

4.4 Impairment of financial assets:

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

4.5 Impairment of non-financial assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent to those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

4.6 Defined benefits plans:

The Cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

4.7 Recoverability of trade receivable:

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

4.8 Provisions:

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

4.9 Fair value measurement of financial instruments:

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Notes to the Financial Statements for the year ended 31st March, 2017

Note 5. Property, Plant and Equipment (₹ In Lacs)

Particulars	Freehold-Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipments	Computer	Total	Capital-Work-in-Progress
Cost									
As at 1st April, 2015	**118.13**	**1,373.05**	**9,169.34**	**8.65**	**45.65**	**55.32**	**22.74**	**10,792.88**	**262.77**
Additions	-	225.42	736.84	19.05	-	15.18	10.84	1,007.33	759.21
Disposals/Transfer	-	-	2.65	-	-	0.53	-	3.18	792.73
As at 31st March, 2016	**118.13**	**1,598.47**	**9,903.53**	**27.70**	**45.65**	**69.97**	**33.58**	**11,797.03**	**229.25**
Additions	-	12.77	355.86	0.84	47.79	9.24	13.91	440.41	3,700.08
Disposals/Transfer	-	-	-	-	4.39	0.32	5.50	10.21	229.28
As at 31st March, 2017	**118.13**	**1,611.24**	**10,259.39**	**28.54**	**89.05**	**78.89**	**41.99**	**12,227.23**	**3,700.05**
Depreciation									
As at 1st April, 2015	-	-	-	-	-	-	-	-	-
Depreciation for the year	-	77.22	1,258.36	2.06	5.60	13.07	5.28	1,361.59	-
Disposals	-	-	-	-	-	0.20	-	0.20	-
At 31st March, 2016	**-**	**77.22**	**1,258.36**	**2.06**	**5.60**	**12.87**	**5.28**	**1,361.39**	**-**
Depreciation for the year		57.47	1,339.37	2.95	8.75	12.91	15.15	1,436.60	-
Disposals	-	-	-	-	1.35	-	-	1.35	-
At 31st March, 2017	**-**	**134.69**	**2,597.73**	**5.01**	**13.00**	**25.78**	**20.43**	**2,796.64**	**-**
Net Carrying Amount									
At 1st April, 2015	**118.13**	**1,373.05**	**9,169.34**	**8.65**	**45.65**	**55.32**	**22.74**	**10,792.88**	**262.77**
At 31st March, 2016	**118.13**	**1,521.25**	**8,645.17**	**25.64**	**40.05**	**57.10**	**28.30**	**10,435.64**	**229.25**
At 31st March, 2017	**118.13**	**1,476.55**	**7,661.66**	**23.53**	**76.05**	**53.11**	**21.56**	**9,430.59**	**3,700.05**

5.1 The carrying value (Gross Block less accumulated depreciation) as on 1st April, 2015 of the Property, plant and equipment is considered as a deemed cost on the date of transition.

5.2 Property, Plant and Equipment includes assets pledged as security (refer note no. 20 and 23).

5.3 Refer note 37.3 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

5.4 Details of pre-operative expenditure as a part of capital-work-in-progress.

(₹ In Lacs)

Particulars	31st March, 2017	31st March, 2016	1st April, 2015
Power and Fuel	0.29	-	-
Remuneration and Benefits to Employees	1.94	-	-
Testing Charges	8.96	-	-
Travelling and Conveyance	6.49	-	-
Loading, Unloading and Freight	1.73	-	-
Legal and Professional	57.20	-	-
Insurance	2.03	-	-
Finance Cost and Others Borrowing Cost	27.96	-	-
	106.61	**-**	**-**

5.5 In accordance with the Indian Accounting Standard (Ind AS-36) on "Impairment of Assets", the management during the year carried out an exercise of identifying the assets that may have been impaired in accordance with the said Ind AS. On the basis of review carried out by the management, there was no impairment loss on property, plant and equipment during the year ended 31st March, 2017.

Notes to the Financial Statements for the year ended 31st March, 2017

Note 6. Other Intangible assets

(₹ In Lacs)

Particulars	Computer Software	Intangible assets under development
Cost		
As at 1st April, 2015	**12.36**	**2.50**
Additions	2.88	0.24
Disposals / transfers	-	-
As at 31st March, 2016	**15.24**	**2.74**
Additions	11.70	21.41
Disposals / transfers	-	7.53
As at 31st March, 2017	**26.94**	**16.62**
Amortisation		
As at 1st April, 2015	-	-
Amortisation charge for the year	5.43	-
As at 31st March, 2016	**5.43**	**-**
Amortisation charge for the year	2.16	-
As at 31st March, 2017	**7.59**	**-**
Net Carrying Amount		
As at 1st April, 2015	**12.36**	**2.50**
As at 31st March, 2016	**9.81**	**2.74**
As at 31st March, 2017	**19.35**	**16.62**

6.1 The Carrying value (Gross Block less accumulated depreciation) as on 1st April, 2015 of the Intangible assets is considered as a deemed cost on the date of transition.

Note 7 - Non-Current Financial Assets - Investments

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Investment in Swapan Properties LLP			
Investment at cost*	-	2.30	2.30
Investments carried at fair value through profit & loss	0.90	-	-
Nature of Investment - Partnership			
Share in Profit /(Loss) - 18%			
Total	**0.90**	**2.30**	**2.30**

* Swapan Properties LLP (Formerly known as Swapan Properties Pvt. Ltd.) was an associate entity of the Company and the Company was holding 46% interest in it as at 31st March, 2016 and as at 1st April, 2015. On 19th February, 2017, the Company's interest in Swapan Properties LLP reduced to 18% and accordingly, it is ceased to be associate of the Company.

Notes to the Financial Statements for the year ended 31st March, 2017

Note 8 - Non-Current Financial Assets - Others

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Unsecured, Considered Good, unless otherwise stated :			
Margin Money Deposits-Having maturity more than 12 months	52.44	18.32	8.37
Security Deposits with Government and Others	52.57	51.10	57.42
Total	**105.01**	**69.42**	**65.79**

Note 9 - Other Non-Current Assets

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Unsecured, Considered Good :			
Amount paid under protest (Refer Note no. 37.1)	636.06	634.15	633.53
Capital Advances	634.55	117.84	20.40
MAT Credit Entitlement	608.59	159.34	-
Prepaid Expenses	1.17	0.35	0.70
Total	**1,880.37**	**911.68**	**654.63**

9.1 Presently the Company is liable to pay MAT under Section 115JB of the Income Tax Act, 1961 (The Act) and the amount paid as MAT is allowed to be carried forward for set off against the future tax liabilities computed in accordance with the provisions of the Act, other than Section 115JB, in next fifteen years. Based on the future projection of the performance, the Company will be liable to pay the income tax computed as per provisions, other than under Section 115JB, of the Act. Accordingly as advised in Guidance note on "Accounting for Credit available in respect of Minimum Alternate Tax under the Income Tax Act, 1961 "issued by the Institute of Chartered Accountants of India, ₹ 449.25 Lacs (Previous year ₹ 159.34 Lacs) being the excess of tax payable under Section 115JB of the Act, over tax payable as per the provisions other than Section 115JB of the Act, has been considered as MAT credit entitlement and credited to statement of profit and loss. The total MAT credit as at 31st March, 2017 is ₹ 608.59 Lacs (Previous year ₹ 159.34 Lacs).

Note 10 - Inventories

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Raw Material	892.41	964.51	535.96
Work-in-Progress	728.88	267.97	274.73
Finished Goods	346.00	201.52	682.20
Stores, Spares and Consumables	667.98	473.68	546.41
Packing Material	120.29	143.82	133.79
Scrap(Cullet)	64.92	80.16	153.80
Total	**2,820.48**	**2,131.66**	**2,326.89**

10.1 Basis of valuation refer Accounting policy No 3.4

10.2 For Inventories Hypothecation as security (refer note no. 20 and 23).

Notes to the Financial Statements for the year ended 31st March, 2017

Note 11 - Financial Assets - Current Investments

(₹ in Lacs Unless otherwise stated)

Particulars	As at 31st March, 2017 No of units	As at 31st March, 2016 No of units	As at 1st April, 2015 No of units	Face Value (In ₹)	As at 31st March, 2017 (₹ in lacs)	As at 31st March, 2016 (₹ in lacs)	As at 1st April, 2015 (₹ in lacs)
Current Investments (carried at fair value through profit & loss)							
Mutual Funds:							
Unquoted Fully Paid Up							
ICICI Prudential Flexible Income Regular Plan Growth Flexible income plan growth option	-	522,769.74	95,440.18	100.00	-	1,492.55	251.10
Total	**-**	**522,769.74**	**95,440.18**		**-**	**1,492.55**	**251.10**

11.1 Aggregate amount of unquoted Investments is ₹ Nil as at 31st March, 2017, ₹ 1492.55 Lacs as at 31st March, 2016 and ₹ 251.10 Lacs as at 1st April, 2015.

Note 12 - Current Financial Assets - Trade Receivable

(₹ in Lacs)

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015	
Unsecured :						
Considered Good	2,676.12		2,481.83		2,117.04	
Considered Doubtful	13.05		4.48		573.74	
	2,689.17		2,486.31		2,690.78	
Less : Provision for Doubtful Debts	13.05	2,676.12	4.48	2,481.83	573.74	2,117.04
Total		**2,676.12**		**2,481.83**		**2,117.04**

Note 13 - Cash and Cash Equivalent

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Balances with Banks in current accounts	31.53	7.17	27.51
Cash on Hand	16.16	17.21	13.28
Total	**47.69**	**24.38**	**40.79**

13.1 For the purpose of the statement of cash flow, cash and cash equivalents comprise the followings:

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Balances with Banks in current accounts	31.53	7.17	27.51
Cash on Hand	16.16	17.21	13.28
Total	**47.69**	**24.38**	**40.79**

Notes to the Financial Statements for the year ended 31st March, 2017

13.2 Details of Specified Bank Notes (SBN) held and transacted during the period 8/11/2016 to 30/12/2016 is as under:

(₹ in Lacs)

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	3.84	9.61	13.45
(+) Permitted receipts	-	14.36	14.36
(-) Permitted payments	-	14.64	14.64
(-) Amount deposited in Banks	3.84	1.50	5.34
Closing cash in hand as on 30.12.2016	**-**	**7.83**	**7.83**

Note 14 - Bank Balances Other than Cash and Cash Equivalents

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Earmarked Balances with bank :			
For Unpaid Dividend Accounts	-	6.89	18.68
Fixed deposit with Banks - Pledged as Margin Money	174.04	27.32	60.85
Total	**174.04**	**34.21**	**79.53**

Note 15 - Current Financial Assets - Loans

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Unsecured, Considered Good, unless otherwise stated:			
Loan to Employees	7.69	6.23	7.46
Total	**7.69**	**6.23**	**7.46**

Note 16 - Current Financial Assets - Others

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Unsecured, Considered Good, unless otherwise stated:			
Interest Receivables	8.78	14.79	7.30
Security Deposits	9.26	9.98	3.07
Others	574.39	23.75	50.35
Receivable from Related Party (Refer Note 43.1)	17.31	2.37	0.41
Total	**609.74**	**50.89**	**61.13**

16.1 Others includes refund of gas transportation charges (refer Note No.29.1), Duty Draw Back, Insurance and other receivables.

Notes to the Financial Statements for the year ended 31st March, 2017

Note 17 - Other Current Assets

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Unsecured, Considered Good, unless otherwise stated:			
Export Incentives Receivable	51.81	30.98	21.68
Advances against supplies	245.02	148.78	37.03
Balance with Excise Authorities	96.48	49.60	48.72
Prepaid Expenses	44.98	51.68	32.50
Others	102.27	120.35	252.66
Total	**540.56**	**401.39**	**392.59**

17.1 Others Includes mainly VAT Refund and other receivables.

Note 18 - Equity Share Capital

(₹ In Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Authorised			
9,20,00,000 (As at 31st March, 2016 :- 9,20,00,000 and As at 1st April, 2015 :- 9,20,00,000) Equity Shares of ₹ 5/- each	4,600.00	4,600.00	4,600.00
Unclassified Share Capital	400.00	400.00	400.00
Preference Share Capital			
90,00,000 - 9% Non-Cumulative Non Convertible Redeemable Preference Shares of ₹ 100/- each (As at 31st March, 2016 :- 90,00,000 and As at 1st April, 2015 :- 90,00,000)	9,000.00	9,000.00	9,000.00
Total	**14,000.00**	**14,000.00**	**14,000.00**
Issued, Subscribed & Fully Paid up			
6,82,07,500 (As at 31st March, 2016 :- 6,82,07,500 and As at 1st April, 2015 :- 6,82,07,500) Equity Shares of ₹ 5/- each fully paid up	3,410.38	3,410.38	3,410.38
Total	**3,410.38**	**3,410.38**	**3,410.38**

18.1 **Reconciliation of number of Equity Shares outstanding at the beginning and at the end of the year :**

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015	
	No. of Shares	(₹ in lacs)	No. of Shares	(₹ in lacs)	No. of Shares	(₹ in lacs)
Shares outstanding at the beginning of the year	6,82,07,500	3,410.38	6,82,07,500	3,410.38	6,82,07,500	3,410.38
Shares outstanding at the end of the year	6,82,07,500	3,410.38	6,82,07,500	3,410.38	6,82,07,500	3,410.38

Notes to the Financial Statements for the year ended 31st March, 2017

18.2 **Terms/Rights attached to Equity Shares :**

The Company has only one class of shares referred to as equity shares having a par value of ₹ 5/- per share. Holders of equity shares are entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuring annual general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

18.3 **Details of Shareholder holding more than 5% of Equity Share Capital :**

Name of Shareholder	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Fennel Investment & Finance Pvt. Ltd.	2,26,00,000	33.13	2,26,00,000	33.13	2,26,00,000	33.13
Borosil Glass Works Limited	1,72,22,376	25.25	1,72,22,376	25.25	1,72,22,376	25.25
Broadfield Holdings Limited	-	-	1,13,00,000	16.57	1,13,00,000	16.57
Pradeep Kumar Kheruka	1,13,00,000	16.57	-	-	-	-

Note 19 - Other Equity

(₹ in Lacs)

Particulars		As at 31st March, 2017		As at 31st March, 2016	As at 1st April, 2015
Equity Component of Preference shares issued (Net of Tax)					
As per Last Balance Sheet		2,504.31		2,504.31	2,504.31
Capital Reserve					
As per Last Balance Sheet		32.02		32.02	32.02
Securities Premium Reserve					
As per Last Balance Sheet		57.71		57.71	57.71
Surplus arising on giving effect to BIFR Order					
As per Last Balance Sheet		1,996.41		1,996.41	1,996.41
Retained Earnings					
As per Last Balance Sheet	(3,209.04)		(3,962.28)		
Add: Profit for the year	1,428.42		753.24		
		(1,780.62)		**(3,209.04)**	**(3,962.28)**
Other Comprehensive Income (OCI)					
As per Last Balance Sheet		(8.61)		-	-
Add: Movement in OCI (Net) during the year		(16.63)		(8.61)	-
		2,784.59		**1,372.80**	**628.17**

19.1 Nature and Purpose of Reserve

1 **Capital Reserve :** Capital reserve was created by way of

(i) Subsidy received from State of Gujarat.

(ii) Forfeiture of shares for non payment of allotment money/call money.

The reserve will be utilise in accordance with the provisions of the Companies Act, 2013.

Notes to the Financial Statements for the year ended 31st March, 2017

2 **Surplus arising on giving effect to BIFR Order**

This surplus was recognised in pursuant to implementation of the order of Board for Industrial and Financial Reconstruction (BIFR) in respect of the scheme for the rehabilitation of the company. The reserve will be utilise in accordance with the provisions of the Companies Act, 2013.

3 **Securities Premium Reserve**

Securities premium reserve was created when shares were issued at premium. The reserve will be utilise in accordance with the provisions of the Companies Act, 2013.

4 **Equity Component of Preference shares issued**

The difference between the fair value of preference shares issued to the holding Company on the date of Issue and the transaction price is recognised as a deemed equity component by the holding Company.

The fair value of the financial liability has been estimated by considering comparable market interest rates adjusted to the facts and circumstances relevant to the company.

Note 20 - Non Current Financial Liabilities - Borrowings

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Secured			
From a Bank			
Foreign Currency Term Loan - ECB	-	699.72	1,907.06
Unsecured			
Liability component of compound financial instrument			
90,00,000 - 9% Non-Cumulative Non Convertible Redeemable Preference Share	9,364.71	8,324.20	7,399.28
Total	**9,364.71**	**9,023.92**	**9,306.34**

20.1 a) Foreign Currency Term Loan (including current maturities of long term borrowings) - ECB:

ECB of ₹ 683.97 Lacs as at 31st March, 2017 is secured by way of exclusive first charge on the property, plant and equipment of the Company (present & future) situated at village Govali, Dist Bharuch and further secured by way of charge on current assets of the Company. ECB of ₹ 2,021.07 Lacs as at 31st March, 2016 and ECB of ₹ 3,007.31 Lacs as at 1st April, 2015 were secured by way of mortgage of all the property, plant and equipment of the Company both present and future, ranking paripassu and by way of hypothecation of all the moveables (save and except book debts) present and future, subject to prior charges created in favor of Company's bankers for working capital facilities. ECB of ₹ 683.97 lacs as at 31st March, 2017 is repayable during the year 2017-18. Interest rate of ECB is 445 bps above LIBOR for the financial year 2015-16 and 390 bps above LIBOR for financial year 2016-17.

20.2 a) The 9% Non-Cumulative Non Convertible Redeemable Preference Share shall be redeemable not later than 7 years from the date of issue with an option to the Company to redeem the same at any time by giving two months prior notice in writing to holders. The terms of Preference shares were changed from Cumulative to Non-Cumulative vide special resolution passed by the Shareholders on 26th August, 2015 through Postal ballot.

b) The preference shares have the priority in case of payment of dividend and in case of winding up, repayment of Capital and arrears of dividend.

c) Dividend on Preference Share Capital aggregating to ₹ 2791.64 Lacs is in arrear for the period from 17.03.2012 to 26.08.2015.

20.3 Preference share holders holding more than 5% of Preference share

Name of Shareholder	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Borosil Glass Works Limited	90,00,000	100.00	90,00,000	100.00	90,00,000	100.00

20.4 Reconciliation of number of Preference Shares outstanding at the beginning and at the end of the year :

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
	No of Shares	No of Shares	No of Shares
Shares outstanding at the beginning of the year	90,00,000	90,00,000	90,00,000
Shares outstanding at the end of the year	90,00,000	90,00,000	90,00,000

Note 21 - Non Current Financial Liabilities - Provision

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Provisions for Employee Benefits			
Leave Encashment	60.95	43.13	32.35
Total	**60.95**	**43.13**	**32.35**

Note 22 Income Tax

22.1 The major components of Tax Expenses for the year ended 31st March, 2017 and 31st March, 2016 are as follows:

(₹ In lacs)

Particulars	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
Recongnised in Statement of Profit and Loss:		
Current Income Tax	449.25	177.84
Deferred Tax:-Relating to origination and reversal of temporary differences	814.01	418.87
MAT Credit Entitlement	(449.25)	(159.34)
Income Tax of earlier years	(3.06)	-
Total Tax Expenses	**810.95**	**437.37**

22.2 Reconciliation between tax expenses and accounting profit multiplied by tax rate for the year ended 31st March, 2017 and 31st March, 2016:

(₹ In lacs)

Particulars	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
Accounting profit before tax	2239.37	1190.61
Applicable tax rate	34.61%	34.61%
Computed Tax Expenses	**775.00**	**412.04**

Notes to the Financial Statements for the year ended 31st March, 2017

Tax effect on account of:		
Lower tax rate / indexation benefits on Property, plant and equipment	(101.05)	(64.57)
Lower tax rate and fair value changes on financial instruments	(6.32)	(8.95)
Unrealised foreign exchange difference on Capital borrowing	121.10	64.88
Allowances of expenses on payment basis	15.29	-
Allowance of expenses under 35DDA	-	1.62
Utilisation of Brought forward losses	-	13.78
Expenses not allowed	9.99	0.07
Non consideration of surcharge for MAT Credit	-	18.50
Income tax for earlier years	(3.06)	-
Income tax expenses / (income) recognised in Statement of Profit and Loss	**810.95**	**437.37**

22.3 Deferred tax relates to the following:

(₹ In lacs)

Particulars	Balance Sheet			Statement of profit and loss	
	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
Property, Plant and Equipment including assets held for sale	(1,781.27)	(2,054.99)	(2,235.05)	(273.72)	(180.06)
Financial Instruments-Assets	-	(6.32)	(0.19)	(6.32)	6.13
Provision for doubtful debts	4.52	1.55	198.57	(2.97)	197.02
Inventory	5.96	15.32	15.32	9.36	-
Disallowance Under Section 43B of the Income Tax Act, 1961	46.61	43.76	26.45	(2.85)	(17.31)
Non-Convertible Preference shares	(839.65)	(1,199.75)	(1,519.85)	(360.10)	(320.10)
Financial Instruments-Liabilities	70.82	220.31	285.19	149.49	64.88
Disallowance of expenses under 35DDA	-	-	1.62	-	1.62
Unabsorbed depreciaton	592.42	1,889.03	2,551.15	1,296.61	662.12
	(1,900.59)	**(1,091.09)**	**(676.79)**	**809.50**	**414.32**

22.4 Reconciliation of deferred tax liabilities (net):

(₹ In lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Opening balance as at 1st April 2016	(1,091.09)	(676.79)
Deferred Tax expenses recognised in statement of profit and loss	814.01	418.85
Deferred Tax expenses recognised in OCI	(4.51)	(4.55)
Closing balance as at 31st March 2017	(1,900.59)	(1,091.09)

Notes to the Financial Statements for the year ended 31st March, 2017

Note 23 - Current Financial Liabilities - Borrowings

(₹ In lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Secured Loan from Bank			
Buyer's Credit	1,332.95	-	-
Export Packing Credit	43.87	-	-
Working Capital Facility	24.19	59.49	186.82
Total	**1,401.01**	**59.49**	**186.82**

23.1 Buyers' credit is primary secured by charge on the current assets and further secured by all the Property, Plant and Equipment of the Company (Present & Future) situated at Village Govali, Distt- Bharuch and carries Interest @ LIBOR plus range from 0 to 30 BPS.

23.2 a) Working Capital Facility and Export Packing Credit facility from Banks are secured by Hypothecation on all stock and book debts of the Company and additionally secured by way of second charges on Property, Plant and Equipment of the Company.

b) Interest rate on Working Capital Facility & Export Packing Credit - Base Rate + 1% i.e.11.25% and LIBOR plus 3.50%. Respectively.

Note 24 - Current Financial Liabilities - Trade Payables

(₹ In lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Micro, Small and Medium Enterprises	-	-	0.01
Others	990.98	1,111.23	1,161.34
Total	**990.98**	**1,111.23**	**1,161.35**

24.1 Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED 2006) have been determined based on the information as available with the Company and the details of amount outstanding due to them are as given below:

(₹ In lacs)

	Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
a)	Principal amount outstanding	-	-	0.01
b)	Interest due thereon	-	-	-
c)	Interest paid by the Company in terms of Section 16 of MSMED 2006, along with amount of the payment made to the suppliers beyond the appointed day during the year .	-	-	-
d)	Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED 2006.	-	-	-
e)	Interest accrued and remaining unpaid	-	-	-
f)	Further interest remaining due and payable in the succeeding years.	-	-	-
		-	**-**	**0.01**

Notes to the Financial Statements for the year ended 31st March, 2017

Note 25 - Current Financial Liabilities - Others

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Current Maturity of Long Term Borrowings	683.97	1,321.35	1,100.25
Interest Accrued but not due on Borrowing	1.83	19.80	28.00
Creditors for Capital Goods	550.83	103.34	84.12
Security Deposits	52.10	97.21	52.40
Unpaid Dividends*	-	6.89	18.68
Other Payables	411.98	393.73	350.01
Total	**1,700.71**	**1,942.32**	**1,633.46**

*These figures do not include any amounts, due and outstanding, to be credited to Investor Education and Protection Fund.

25.1 Other Payables mainly includes outstanding liability for expenses and payable to employees.

Note 26 - Other Current Liabilities

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Advance from Customers	72.33	48.82	46.35
Statutory liabilities	59.46	77.51	28.67
Export Obligation Liability	39.97	28.45	12.37
Total	**171.76**	**154.78**	**87.39**

Note 27 - Current Provisions

(₹ in Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Provisions for Employee Benefits			
Gratuity (Funded) (Refer Note No. 38)	17.00	24.41	25.99
Leave Encashment	3.96	4.39	9.34
Others			
Provision for Excise duty (Refer Note No. 39)	40.85	17.82	57.47
Total	**61.81**	**46.62**	**92.80**

27.1 The Company has recognised liabilities based on substantial degree of estimation for Excise Duty payable on clearance of goods lying in stock. The Excise Duty payable on clearance of goods lying in stock as at 31st March, 2016 was of ₹ 17.82 lacs (as at 1st April, 2015 of ₹ 57.47 lacs) as per the estimated pattern of dispatches. During the year ₹ 17.82 lacs (Previous year 2015-16 of ₹ 57.47 lacs) was utilised for clearance of goods. Liability recognised under this clause for the year end is ₹ 40.85 lacs which is outstanding as on 31st March, 2017. Actual outflow is expected in the next financial year.

Notes to the Financial Statements for the year ended 31st March, 2017

Note 28 - Revenue from Operations

(₹ in Lacs)

Particulars	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
Sale of Products	18,729.70	18,711.77
Other Operating Revenue	103.11	118.06
Revenue from Operations	**18,832.81**	**18,829.83**

Note 29 - Other Income

(₹ in Lacs)

Particulars	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
Interest Income from financial assets measured at amortised cost		
- Fixed Deposits with banks	6.65	3.81
- Others	18.22	5.98
Gain on Sale of Current Investments (net)	52.41	4.93
Gain on financial instruments measures at fair value through profit or loss (net)	-	32.63
Share of Profit in LLP	0.15	6.03
Gain on foreign currency transactions (Net)	59.35	49.78
Sundry Credit Balance Written Back (Net)	2.96	-
Miscellaneous Income	583.01	24.44
Total	**722.75**	**127.60**

29.1 Miscellaneous income includes a refund of ₹ 559.38 lacs from "Gas Authority of India Limited" (GAIL) on account of downward revision in gas transportation charges for the period from November 2008 to March 2016. In 2008 Government of India had constituted Petroleum and Natural Gas Regulatory Board (PNGRB) and empowered them to fix the tariff for gas pipelines. PNGRB based on the information provided by GAIL had sought to revise the charges. GAIL did not accept the charges fixed by PNGRB and the matter went to Appellate Tribunal. Gail has now revised transportation charges w.e.f November 2008 after decision of the Appellate Tribunal and raised Debit Note /Credit Note to the concerned customers.

Note 30 - Changes in Inventories of Finished Goods and Work-in-Progress

(₹ in Lacs)

Particulars	For the Year Ended 31st March, 2017		For the Year Ended 31st March, 2016	
Finished Goods				
Opening Stock	201.52		682.20	
Less: Closing Stock	346.00	(144.48)	201.52	480.68
Work-in-Progress				
Opening Stock	267.97		274.73	
Less: Closing Stock	728.88	(460.91)	267.97	6.76
Total		**(605.39)**		**487.44**

Notes to the Financial Statements for the year ended 31st March, 2017

Note 31 - Employee Benefits Expense

(₹ in Lacs)

Particulars	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
Salaries, Wages & allowances	2,018.89	1,683.74
Contribution to Provident and Other Funds (Refer Note No. 38)	99.79	134.95
Staff Welfare Expenses	109.73	150.38
Total	**2,228.41**	**1,969.07**

Note 32 - Finance Cost

(₹ in Lacs)

Particulars	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
Interest Expenses on financial liabilities measured at amortised cost	1,108.19	1,060.64
Total	**1,108.19**	**1,060.64**

32.1 Above includes, Interest of ₹ 12.77 Lacs on late payment of Advance Tax.

Note 33 - Depreciation and Amortisation Expenses

(₹ in Lacs)

Particulars	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
Depreciation of property, plant and equipment (Refer Note No 5)	1,436.60	1,361.59
Amortisation of intangible assets (Refer Note No 6)	2.16	5.43
Total	**1,438.76**	**1,367.02**

Note 34 - Other Expenses

(₹ in Lacs)

Particulars	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
Manufacturing Expenses		
Stores and Spares Consumed	478.61	421.99
Packing Materials Consumed	1,082.09	1,074.96
Power and Fuel	3,156.72	3,073.56
Processing charges	96.26	-
Repairs and Maintenance		
- Plant and Machinery	167.01	179.77
- Buildings	11.98	10.09
- Others	67.19	67.41
Selling and Distribution Expenses		
Sales Promotion and Advertisement Expenses	79.61	53.34
Freight Outward	1,366.93	1,471.29
Commission	17.79	20.29

Notes to the Financial Statements for the year ended 31st March, 2017

Administrative and General Expenses				
Insurance		49.58		46.19
Rent		19.52		31.53
Rates and Taxes		12.50		6.25
Legal and Professional Fees		235.57		206.86
Travelling and Conveyance Expenses		272.62		297.03
Payment to Auditors		17.94		17.43
Tax Audit Fees		1.20		0.85
Cost Auditors' Fees		1.50		1.20
Research and Development Expenses		19.95		-
Corporate Social Responsibility Expenditure (Refer Note No. 34.1)		15.00		3.30
Security Expenses		31.59		36.34
Cash Discount		123.01		174.38
Miscellaneous Expenses		149.67		170.10
Directors Sitting Fees		11.44		10.20
Bad Debts	5.00		-	
Less: Provision Written Back	4.48	0.52	-	-
Provision for Doubtful Debts		13.05		-
Loss on Discard/sale of Fixed assets (Net)		2.62		2.41
Loss on Assets Held for Sale		124.00		-
Bank Charges		52.85		64.26
Sundry balance written off (Net)		-		3.21
Total		**7,678.33**		**7,444.24**

Note No. 34.1 - Notes related to Corporate Social Responsibility Expenditure:

(a) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the company during the year is ₹ 22.52 Lacs (Previous Year ₹ 3.27 Lacs).

(b) Expenditure related to Corporate Social Responsibility is ₹ 15.00 Lacs (Previous Year ₹ 3.30 Lacs) and ₹ 7.52 lacs (Previous Year Nil) remained unspend.

Details of expenditure towards CSR given below:

(₹ in Lacs)

	Particulars	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
(i)	Promoting health care including preventive health care	5.00	-
(ii)	Promoting education	10.00	3.30
	Total	**15.00**	**3.30**

Note 34.2 - Details of Payment to Auditors

(₹ in Lacs)

Particulars	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
Audit Fees	13.50	12.19
Certification Fees	3.35	3.20
Travelling and Out of Pocket Expenses	1.09	2.04
Total	**17.94**	**17.43**

Notes to the Financial Statements for the year ended 31st March, 2017

Note 35 - Exceptional Items

(₹ in Lacs)

Particulars	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
Provision for Doubtful Debts		
Bad Debts	-	569.26
Less: Provision Written Back	-	(569.26)
Total	-	-

Company had filed legal case in Amsterdam District court against one of its export debtors. The decision by the court in respect of case against directors for their personal liability, which came in favor of Company, was reversed by the Appeal court in August 2014. The debtor filed for bankruptcy and as per the information gathered from the office of liquidators the secured liability of bank is much more than the possible value of assets. In the simultaneous civil suit for recovery filed by Company, the case for the personal liability of directors did not succeed in view of appeal court's decision and the Court was unable to proceed against the debtor Company, since it was under bankruptcy. Taking into account all the factors and since there was virtually no possibility to recover anything, the entire amount of Rs. 569.26 Lacs outstanding, net of claims has been written off and provision made of similar amount has been written back in the pervious financial year 2015-16.

Note 36 - Earning Per Share

(₹ in Lacs)

Particulars	For the Year Ended 31st March, 2017	For the Year Ended 31st March, 2016
Net Profit for the Attributable to Equity Shareholders for Basic EPS and Diluted EPS (₹ In Lacs)	1,428.42	753.24
Weighted Average Number of Equity Shares Outstanding During the year for Basic EPS and Diluted EPS (in Nos.)	6,82,07,500	6,82,07,500
Basic and Diluted Earning (Before OCI) per share of ₹ 5 each (in ₹)	2.09	1.10
Face Value per Equity Share (in ₹)	5.00	5.00

Note 37 - Contingent Liabilities and Commitments

37.1 Contingent Liabilities (To the extent not provided for) Claims against the Company not acknowledged as debts

(₹ In lacs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 1st April 2015
Disputed Liabilities in Appeal (No Cash outflow is expected in the near future)			
- Excise (amount paid under protest of ₹ 590.08 Lacs, ₹ 589.64 Lacs and ₹ 589.40 Lacs as at 31st March, 2017, 31st March, 2016 and 1st April, 2015 respectively)	1,252.13	1,252.13	1,252.13
- Income Tax	332.20	298.65	644.00
- Sales Tax	550.84	550.84	550.84

- Cenvat Credit/Service Tax (amount paid under protest of ₹ 1.85 lacs and ₹ 0.38 lacs as at 31st March, 2017 and 31st March, 2016 respectively)	52.99	66.43	9.73
- Others	44.13	44.13	44.13
Guarantees			
- Bank Guarantees	409.57	153.15	164.05
Others			
1. Letter of Credits	144.90	160.00	374.53
2. Bill discounted with banks (Since realized)	-	-	113.23
3. Claims against the Company not acknowledged as debts	28.38	32.67	32.67
4. Bonus (refer note no. 37.4)	18.45	18.45	-

37.2 Management is of the view that above litigations will not materially impact the financial position of the company.

37.3 Commitments

(₹ In lacs)

Particulars	As at 31st March 2017	As at 31st March 2016	As at 1st April 2015
Estimated amount of Contracts remaining to be executed on Capital Account not provided for (cash outflow is expected on execution of such capital contracts)			
-- Related to Property, plant and equipment	852.82	231.69	125.97
-- Related to Intangible Assets	11.82	4.97	-

37.4 The Payment of Bonus (Amendment) Act, 2015 envisages enhancement of eligibility limit and Calculation Ceiling under section 12 from ₹ 3500 to ₹ 7000 or the minimum wage for the scheduled employment, as fixed by the appropriate Government, whichever is higher. The Payment of Bonus (Amendment) Act, 2015 have come into force on the 1st April 2014. However the same is challenged in Hon'ble High Court of Kerala by some parties and the Kerala High Court has provided stay on the retrospectively impact of the same and accordingly same amount shown as contingent liability.

Note 38- Employee Benefits

38.1 As per Ind AS-19 'Employee Benefits', the disclosure of Employee benefits as defined in the Ind AS are given below:

(a) Defined Contribution Plan:

Contribution to Defined Contribution Plan, recognized as expense for the year are as under:

(₹ in lacs)

Particulars	2016-17	2015-16
Employer's Contribution to Provident Fund	80.84	70.64

The contribution to provident fund is made to Employees' Provident Fund managed by Provident Fund Commissioner.

(b) Defined Benefit Plan:

The employees' Gratuity Fund is managed by the Birla Sun Life Insurance Corporation of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognized in the same manner as the gratuity.

Notes to the Financial Statements for the year ended 31st March, 2017

Particulars	Gratuity (Funded) As at 31st March, 2017	Gratuity (Funded) As at 31st March, 2016
Actuarial assumptions		
Mortality Table	Indian Assured Lives Mortality (2006-08) Ult	Indian Assured Lives Mortality (2006-08) Ult
Salary growth	5.00%	5.00%
Discount rate	7.25%	7.85%
Expected returns on plan assets	7.25%	7.85%
Withdrawal rates	2% at younger ages reducing to 1% at older ages	2% at younger ages reducing to 1% at older ages

(₹ in lacs)

Particulars	Gratuity (Funded) 2016-17	Gratuity (Funded) 2015-16
Movement in present value of defined benefit obligation		
Obligation at the beginning of the year	217.60	198.56
Current service cost	20.05	22.72
Interest cost	16.38	15.69
Benefits paid	(21.53)	(54.65)
Actuarial loss on obligation	10.16	35.28
Obligation at the end of the year	**242.66**	**217.60**
Movement in present value of plan assets		
Fair value at the beginning of the year	193.19	172.57
Adjustment to opening Fair value of plan Assets	-	0.51
Interest Income	17.48	-
Expected Return on Plan Assets	11.52	0.38
Employer Contribution	25.01	74.38
Benefits paid	(21.54)	(54.65)
Fair value at the end of the year	**225.66**	**193.19**
Amount recognised in Statement of Profit and Loss		
Current service cost	20.05	22.72
Interest cost	(1.10)	15.69
Adjustment to opening Fair value of plan Assets	-	(0.51)
Total	**18.95**	**37.90**
Amount recognised in the other comprehensive income		
Components of actuarial gain/losses on obligations:		
Due to financial assumptions	12.56	6.15
Due to experience adjustments	(2.40)	29.13
Return on plan assets excluding amounts included in interest income	(11.52)	(0.38)
Total	**(1.36)**	**34.90**

(c) Fair Value of assets

(₹ in lacs)

Particulars	Fair Value of Asset 2016-17	Fair Value of Asset 2015-16
Birla Sun Life Insurance Corporation of India	225.66	193.19
Total	**225.66**	**193.19**

Notes to the Financial Statements for the year ended 31st March, 2017

(d) Net Liability Recognised in the balance sheet

(₹ in lacs)

Amount recognised in the balance sheet	31st March, 2017	31st March, 2016	1st April, 2015
Present value of obligations at the end of the year	242.66	217.60	198.56
Less: Fair value of plan assets at the end of the year	225.66	193.19	172.57
Net liability recognized in the balance sheet	**17.00**	**24.41**	**25.99**

(e) The estimate of rate of escalation in Salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other retirement factors including supply & demand in the employment market. The above information is certified by the actuary.

38.2 Sensitivity analysis:

(₹ in lacs)

Particulars	Changes in assumptions	Effect on Gratuity Obligation
For the year ended 31st March, 2016		
Discount rate	+.5%	(9.51)
	-0.5%	10.17
Salary growth rate	+.5%	10.28
	-0.5%	(8.99)
Withdrawal rate (W.R.)	W.R. x 110%	0.85
	W.R. x 90%	(0.86)
For the year ended 31st March, 2017		
Discount rate	+.5%	(10.53)
	-0.5%	11.25
Salary growth rate	+.5%	11.30
	-0.5%	(9.82)
Withdrawal rate (W.R.)	W.R. x 110%	0.65
	W.R. x 90%	(0.65)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined obligation liability recognized in the balance sheet.

38.3 Risk exposures

1) Actuarial Risk: This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate, than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate, than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

Notes to the Financial Statements for the year ended 31st March, 2017

2) **Investment Risk:** For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

3) **Liquidity Risk:** Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cash flows.

4) **Market Risk:** Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

5) **Legislative Risk:** Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

38.4 Details of Asset-Liability Matching Strategy:-

Gratuity benefits liabilities of the company are funded. There are no minimum funding requirements for a Gratuity benefits plan in India and there is no compulsion on the part of the Company to fully or partially pre-fund the liabilities under the Plan.

The trustees of the plan have outsourced the investment management of the fund to an insurance company. The insurance company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it may not be possible to explicitly follow an asset-liability matching strategy to manage risk actively in a conventional fund.

38.5 The expected payments towards contributions to the defined benefit plan is within one year.

38.6 The expected payments towards contributions to the gratuity in future years:

(₹ in lacs)

Year Ended	Expected payment
31st March, 2018	18.46
31st March, 2019	12.86
31st March, 2020	15.77
31st March, 2021	17.22
31st March, 2022	14.67
31st March, 2023 to 31st March, 2027	134.48

38.7 The average duration of the defined benefit plan obligation at the end of the reporting period is 13.79 years (31st March, 2016: 13.40 years).

Notes to the Financial Statements for the year ended 31st March, 2017

Note 39 - Provisions

Disclosures as required by Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets:-

Movement in provisions:-

(₹ in lacs)

Nature of provision	Provision for Doubtful Debts	Excise duty	Total
As at 1st April, 2015	**573.74**	**57.47**	**631.21**
Provision during the year	-	17.82	17.82
Payment during the year	-	(57.47)	(57.47)
Provision reversed during the year (refer note No 35)	(569.26)	-	(569.26)
As at 31st March, 2016	**4.48**	**17.82**	**22.30**
Provision during the year	13.05	40.85	53.90
Payment during the year	-	(17.82)	(17.82)
Provision reversed during the year	(4.48)	-	(4.48)
As at 31st March, 2017	**13.05**	**40.85**	**53.90**

Note 40 The settlement with Worker's Union expired on 31st December, 2009 and 31st December, 2015, the company has signed settlement agreement with workers on 21st March, 2013 and 20th August, 2016. The wages payable as per the settlement agreement to workers who have still not accepted the settlement amount from 1st January, 2010 to 31st March, 2017 amounts to ₹ 216.32 Lacs (Previous Year ₹ 177.14 Lacs), which have provided in the books of accounts.

Note 41 The Company had sold/discarded certain Property, Plant and Equipment of Sheet Glass plant in the year 2013-14 and accounted for the surplus as income. One of the buyer had agreed to lift the portion of Property, Plant and Equipment of ₹ 148.49 Lacs and had given security deposit, however the same is not lifted by the buyer and same was carried at sale value in the books of account as other current assets. During the year the Company has measured these Property, Plant and Equipment at fair value and difference between fair value and carrying value amounting to ₹ 124 Lacs has been charged to statement of Profit and Loss. Deposit received from the buyer is under litigation.

(₹ in lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Asset Held for Sale	24.49	148.49	148.49
	24.49	**148.49**	**148.49**

41.1 The fair value of the above assets is determine using bidding method. This is level 2 measurement as per the fair value hierarchy.

Note 42 Company has filed an application in September 2011 for electricity duty exemption on generation of electricity from captive power plant for use in the Solar glass plant w.e.f. May 2011, which is pending before the Government for disposal as per the direction of the Gujarat High Court to reconsider the same. The Company has also filed application in October, 2014 under the new policy announced in July 2014 in which there is an exemption w.e.f. 1.4.2013 for additional units set up by the Company. The matter is pending and accounting of duty exemption will be done after disposal of the Company's applications.

Notes to the Financial Statements for the year ended 31st March, 2017

Note 43 - Related party disclosure

In accordance with the requirements of Ind AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods, are as details below:

43.1 List of Related Parties :

	Name of the related party	Country of incorporation	% of equity interest		
			As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
(a)	**Associate Companies**				
	Borosil Glass Works Limited*	India	25.25%	25.25%	25.25%
	Swapan Properties LLP (till 9th February, 2017)	India	NA	46.00%	46.00%
	* held by Borosil Glass Works limited in the company.				

(b) Key Management Personnel

Mr. B. L. Kheruka – Chairman. (Non-Executive Director)

Mr. Rajesh Chaudhary - Whole-time Director (With effect from 31st March, 2016)

Mr. Ashok Jain (Till 20th February, 2016)

(c) Relative of Key Management Personnel

Mr. P.K.Kheruka - Relative of Mr. B. L. Kheruka

Mr. Shreevar Kheruka - Relative of Mr. B. L. Kheruka

Mrs. Rekha Kheruka - Relative of Mr. B. L. Kheruka

Mrs. Kiran Kheruka - Relative of Mr. B. L. Kheruka

Mrs. Priyanka Kheruka - Relative of Mr. B. L. Kheruka

(d) Fellow subsidiaries

Hopewell Tableware Private Limited

Klasspack Private Limited

(e) Enterprises over which persons described in (b) & (c) above are able to exercise significant influence (Other Related Parties) with whom transactions have taken place:-

Cycas Trading LLP

Vyline Glass Works Limited

Window Glass Limited

Borosil Foundation

Chotila Silica Pvt. Ltd. (w.e.f. 28th March, 2017)

(₹ in lacs)

Nature of Transactions	Name of the Related Party	2016-17	2015-16
Transactions with associates:			
Sale of Goods	Borosil Glass Works Limited	-	0.33
Purchase of Goods	Borosil Glass Works Limited	1.06	8.24
Rent Paid	Borosil Glass Works Limited	15.60	15.90
Reimbursement of expenses to	Borosil Glass Works Limited	19.56	29.22
Reimbursement of expenses from	Borosil Glass Works Limited	26.01	10.90

Notes to the Financial Statements for the year ended 31st March, 2017

Transactions with fellow subsidiary:			
Sale of Goods	Hopewell Tableware Private Limited	7.24	16.83
Purchase of Goods	Hopewell Tableware Private Limited	2.40	-
Reimbursement of expenses from	Klasspack Private Limited	0.95	-
	Hopewell Tableware Private Limited	4.75	-
Transactions with other related parties:			
Sale of Goods	Vyline Glass Works Ltd.	0.36	2.15
Purchase of Goods	Vyline Glass Works Ltd.	7.63	4.60
	Chotila Silica Pvt Ltd	1.95	-
Rent Paid	Mrs. Kiran Kheruka	-	12.47
	Cycas Trading LLP	2.16	2.16
Office Rent/Maintenance charges	Window Glass Limited	2.28	2.28
Donation Given	Borosil Foundation	0.10	-
Managerial Remuneration	Mr. Ashok Jain	-	104.29
	Mr. Rajesh Chaudhary	89.65	0.09
Reimbursement of expenses to	Vyline Glass Works Limited	0.48	0.04
Reimbursement of expenses from	Vyline Glass Works Limited	17.35	9.98

(₹ in lacs)

Nature of Transactions	Name of the Related Party	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Balances with associates:				
Investment	Swapan Properties LLP	-	2.30	2.30
Current Financial Assets - Others	Swapan Properties LLP	-	2.37	0.41
	Borosil Glass Works Limited	2.80	-	-
Current Financial Liabilities - Trade Payables	Borosil Glass Works Limited	-	9.80	12.26
Balances with fellow subsidiary:				
Current Financial Assets - Others	Klasspack Private Limited	0.87	-	-
	Hopewell Tableware Private Limited	3.37	-	-
Current financial assets - Trade Receivable	Hopewell Tableware Private Limited	-	16.83	-
Balance with other related parties:-				
Current Financial Assets - Others	Vyline Glass Works Ltd.	10.02	-	-
Current Financial Liabilities - Trade Payables	Vyline Glass Works Ltd.	-	-	0.13
	Window Glass Limited	0.19	-	-
	Chotila Silica Pvt Ltd	4.52	-	-

Notes to the Financial Statements for the year ended 31st March, 2017

43.2 Compensation to key management personnel of the Company (₹ in lacs)

Nature of transaction	2016-17	2015-16
Short-term employee benefits	95.75	69.47
Post-employment benefits	0.73	34.90
Total compensation paid to key management personnel	**96.48**	**104.37**

43.3 The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at year-end are unsecured, unless specified and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Note 44 - Fair Values

44.1 Financial Instruments by category:

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial assets and liabilities that are recognised in the financial statements.

a) Financial Assets measured at fair value: (₹ In Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016	As at 1st April, 2015
Financial Assets :			
Financial Assets designated at fair value through profit or loss:-			
- Investments	0.90	1,492.55	251.10
	0.90	**1,492.55**	**251.10**

b) Financial Assets designated at amortised cost:-

(₹ In Lacs)

Particulars	As at 31st March, 2017		As at 31st March, 2016		As at 1st April, 2015	
	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets designated at amortised cost:-						
- Trade Receivable	2,676.12	2,676.12	2,481.83	2,481.83	2,117.04	2,117.04
- Cash and cash equivalents	47.69	47.69	24.38	24.38	40.79	40.79
- Bank Balance other than cash and cash equivalents	174.04	174.04	34.21	34.21	79.53	79.53
- Loans	7.69	7.69	6.23	6.23	7.46	7.46
- Others	714.75	714.75	120.31	120.31	126.92	126.92
	3,620.29	**3,620.29**	**2,666.96**	**2,666.96**	**2,371.74**	**2,371.74**
Financial Liabilities						
Financial Liabilities designated at amortised cost:-						
- Borrowings	10,765.72	10,765.72	9,083.41	9,083.41	9,493.16	9,493.16
- Trade Payable	990.98	990.98	1,111.23	1,111.23	1,161.35	1,161.35
- Other Financial Liabilities	1,700.71	1,700.71	1,942.32	1,942.32	1,633.46	1,633.46
	13457.41	**13457.41**	**12136.96**	**12136.96**	**12287.97**	**12287.97**

Notes to the Financial Statements for the year ended 31st March, 2017

44.2 Fair Valuation techniques used to determine fair value

The Company maintains procedures to value its financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

i) Fair value of cash and cash equivalents, other bank balances, trade receivable, trade payables, current loans, current borrowings, deposits and other current financial assets and liabilities are approximate at their carrying amounts largely due to the short-term maturities of these instruments.

ii) The fair values of non-current loans and security deposits are calculated based on discounted cash flows using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including credit risk. The fair values of non-current loan are approximate at their carrying amount due to interest bearing features of these instruments.

iii) Fair values of mutual fund are derived from published NAV (unadjusted) in active markets for identical assets.

iv) Investments in associates are stated at cost.

44.3 Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:-

i) **Level 1 :-** Quoted prices / published NAV (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date and financial instruments like mutual funds for which net assets value (NAV) is published by mutual fund operators at the balance sheet date.

ii) **Level 2 :-** Inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). It includes fair value of the financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the Company specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2.

iii) **Level 3 :-** Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The following table provides hierarchy of the fair value measurement of Company's asset and liabilities, grouped into Level 1 (Quoted prices in active markets), Level 2 (Significant observable inputs) and Level 3 (Significant unobservable inputs) as described below:

(₹ In Lacs)

Particulars	31st March, 2017		
	Level 1	Level 2	Level 3
Financial Assets designated at fair value through profit or loss:-			
- Investments*	-	-	0.90

* Considered as book value as per latest financial statement of the investee and no material impact on fair valuation.

(₹ In Lacs)

Particulars	31st March, 2016		
	Level 1	Level 2	Level 3
Financial Assets designated at fair value through profit or loss:-			
- Investments	1,492.55	-	-

Notes to the Financial Statements for the year ended 31st March, 2017

(₹ In Lacs)

Particulars	1st April, 2015		
	Level 1	Level 2	Level 3
Financial Assets designated at fair value through profit or loss:-			
- Investments	251.10	-	-

Note 45 :- Financial Risk Management Objective and Policies

The Company is exposed to market risk, credit risk and liquidity risk. Risk management is carried out by the company under policies approved by the board of directors. This Risk management plan defines how risks associated with the Company will be identified, analysed, and managed. It outlines how risk management activities will be performed, recorded, and monitored by the Company. The basic objective of risk management plan is to implement an integrated risk management approach to ensure all significant areas of risks are identified, understood and effectively managed, to promote a shared vision of risk management and encourage discussion on risks at all levels of the organization to provide a clear understanding of risk/ benefit trade-offs, to deploy appropriate risk management methodologies and tools for use in identifying, assessing, managing and reporting on risks, and to determine the appropriate balance between cost and control of risk and deploy appropriate resources to manage/optimize key risks. Activities are developed to provide feedback to management and other interested parties (e.g. Audit committee, Board etc.). The results of these activities ensure that risk management plan is effective in the long term.

45.1 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: foreign currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments.

The sensitivity analyses relate to the position as at 31st March 2017, 31st March 2016.

The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations, provisions and on the non-financial assets and liabilities. The sensitivity of the relevant Statement of Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as at 31st March, 2017 and 31st March, 2016.

(a) Foreign exchange risk and sensitivity

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company transacts business primarily in USD and Euro. The Company has obtained foreign currency loans and has foreign currency trade payables and receivables and is therefore, exposed to foreign exchange risk. The Company regularly reviews and evaluates exchange rate exposure arising from foreign currency transactions.

The following table demonstrates the sensitivity in the USD and Euro to the Indian Rupee with all other variables held constant. The impact on the Company’s profit before tax due to changes in the fair values of monetary assets and liabilities is given below:

Notes to the Financial Statements for the year ended 31st March, 2017

Unhedged Foreign currency exposure as at 31st March, 2016	Currency	Amount in FC	₹ In Lacs
Trade Receivables	USD	41,155	27.30
Trade Receivables	EURO	1,02,949	77.31
Trade Payable	USD	(3,01,598)	(200.06)
Trade Payable	EURO	(7,000)	(5.26)
Borrowings and interest thereon	USD	(30,76,731)	(2,040.88)

Unhedged Foreign currency exposure as at 31st March, 2017	Currency	Amount in FC	₹ In Lacs
Trade Receivables	USD	79,158	51.32
Trade Receivables	EURO	3,48,105	241.05
Trade Payable	USD	(4,51,979)	(293.06)
Trade Payable	EURO	(4,80,646)	(332.84)
Borrowings and interest thereon	USD	(18,57,419)	(1,204.32)
Borrowings and interest thereon	EURO	(12,39,443)	(858.27)

Foreign currency sensitivity

2% increase or decrease in foreign exchange rates will have the following impact on profit before tax:-

(₹ In Lacs)

Particulars	2016-17		2015-16	
	2% Increase-Profit / (Loss)	2% Decrease-Profit / (Loss)	2% Increase-Profit / (Loss)	2% Decrease-Profit / (Loss)
USD	(28.92)	28.92	(44.27)	44.27
EURO	(19.00)	19.00	1.44	(1.44)
Increase / (Decrease) in profit before tax	**(47.92)**	**47.92**	**(42.83)**	**42.83**

b) Interest rate risk and sensitivity :-

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company having long term borrowings in the form of external commercial borrowings (ECB). Also, the Company having short term borrowings in the form of buyers credit, working capital facility and export packing credit. There is a fixed rate of interest in case of buyers credit and export packing credit and hence, there is no interest rate risk associated with these borrowings. The Company is exposed to interest rate risk associated with working capital facility and external commercial borrowings (ECB) due to floating rate of interest.

The table below illustrates the impact of a 2.0% increase in interest rates on interest on financial liabilities assuming that the changes occur at the reporting date and has been calculated based on risk exposure outstanding as of date. The year end balances are not necessarily representative of the average debt outstanding during the year. This analysis also assumes that all other variables, in particular foreign currency rates, remain constant.

Notes to the Financial Statements for the year ended 31st March, 2017

(₹ In Lacs)

Particulars	2016-17		2015-16	
	2% Increase - Decrease in PBT	2% Decrease - Increase in PBT	2% Increase - Decrease in PBT	2% Decrease - Increase in PBT
Working Capital Facility	0.48	(0.48)	1.19	(1.19)
Foreign Currency Term Loan - ECB	13.68	(13.68)	40.42	(40.42)
Increase / (Decrease) in profit before tax	**14.16**	**(14.16)**	**41.61**	**(41.61)**

The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

45.2 Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and other financial instruments.

a) Trade Receivables:-

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings with the Company for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. No single customer accounted for 10% or more of revenue in any of the years presented. The history of trade receivables shows a negligible provision for bad and doubtful debts. Therefore, the Company does not expect any material risk on account of non performance by any of the counterparties.

b) Financial instruments and cash deposits:-

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances are maintained. Credit risk from balances with bank is managed by the Company's finance department. Investment of surplus funds are also managed by finance department. The Company does not maintain significant cash in hand. Excess balance of cash other than those required for its day to day operations is deposited into the bank.

For other financial instruments, the finance department assesses and manage credit risk based on internal assessment. Internal assessment is performed for each class of financial instrument with different characteristics.

45.3 Liquidity risk.

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company relies operating cash flows and short term borrowings in the form of buyers credit and working capital to meet its needs for funds. Company does not breach any covenants (where applicable) on any of its borrowing facilities. The Company has access to a sufficient variety of sources of funding as per requirement.

The table below provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

Notes to the Financial Statements for the year ended 31st March, 2017

(₹ In Lacs)

Particulars	on Demand	Maturity				Total
		0 - 3 Months	3 - 6 Months	6 - 12 months	More than 1 year	
As at 31st March, 2016						
Long term borrowings	-	-	-	-	9,023.92	9,023.92
Short term borrowings	59.49	-	-	-	-	59.49
Trade Payable	-	1,111.23	-	-	-	1,111.23
Other	236.24	769.90	216.59	719.59	-	1,942.32
Total	**295.73**	**1,881.13**	**216.59**	**719.59**	**9,023.92**	**12,136.96**
As at 31st March, 2017						
Long term borrowings	-	-	-	-	9,364.71	9,364.71
Short term borrowings	24.19	-	43.87	1,332.95	-	1,401.01
Trade Payable	-	990.98	-	-	-	990.98
Other	335.32	803.19	204.56	357.64	-	1,700.71
Total	**359.51**	**1,794.17**	**248.43**	**1,690.59**	**9,364.71**	**13,457.41**

45.4 Competition and price risk

The Company faces competition from local and foreign competitors. Nevertheless, it believes that it has competitive advantage in terms of high quality products and by continuously upgrading its expertise and range of products to meet the needs of its customers.

Note 46 - Capital Management

For the purpose of Company's capital management, capital includes issued capital, all other equity reserves and debt. The primary objective of the Company’s capital management is to maximise shareholders value. The group manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using gearing ratio, which is net debt divided by total capital (equity plus net debt). Net debt are non-current and current debts as reduced by cash and cash equivalents, other bank balances and current investments. Equity comprises all components including other comprehensive income.

(₹ In Lacs)

Particulars	As at 31st March, 2017	As at 31st March, 2016
Total Debt	11,449.69	10,404.76
Less:- Cash and cash equivalent	47.69	24.38
Less:- Current Investment	-	1,492.55
Net Debt	**11,402.00**	**8,887.83**
Equity (Equity Share capital plus other equity)	6,194.97	4,783.18
Total Capital (Equity plus net debt)	**17,596.97**	**13,671.01**
Gearing ratio	**64.80%**	**65.01%**

Notes to the Financial Statements for the year ended 31st March, 2017

Note 47 - The Company is engaged only in the business of manufacture of Flat Glass which is a single segment in terms of Indian Accounting Standard 'Operating Segments (Ind AS-108)'**.**

Note 48- First time adoption of Ind AS

48.1 Basis of preparation

For all period up to the year ended 31st March, 2016, the Company has prepared its financial statements in accordance with generally accepted accounting principles in India (Indian GAAP). These financial statements for the year ended 31st March, 2017 are the Company's first annual Ind AS financial statements and have been prepared in accordance with Ind AS.

Accordingly, the Company has prepared financial statements, which comply with Ind AS, applicable for periods beginning on or after 1st April, 2015 as described in the accounting policies. In preparing these financial statements, the Company's opening Balance Sheet was prepared as at 1st April, 2015 the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP Balance Sheet as at 1st April, 2015 and its previously published Indian GAAP financial statements for the year ended 31st March, 2016.

48.2 Exemptions Applied

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

1) **Property, Plant and Equipment, Intangible assets and Investment properties:-** The Company has elected to apply Indian GAAP carrying amount of its property, plant and equipment and intangible assets as deemed cost on the date of transition to Ind AS for its property, plant and equipment and intangible assets.
2) **Investments in associates :-** The Company has elected to apply Indian GAAP carrying amount of its investments in associates as deemed cost on the date of transition to Ind AS for its equity investments in associates.

48.3 Mandatory exceptions applied

The following mandatory exceptions have been applied in accordance with Ind AS 101 in preparing the financial statements.

1) **Estimates:-** The Company's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1st April, 2015 are consistent with the estimates as at the same date made in conformity with Indian GAAP except where Ind AS required a different basis for estimates as compared to the Indian GAAP.
2) **Classification and measurement of financial assets:-** The Company has the financial assets in accordance with Ind AS 109 "Financial Instruments" on the basis of facts and circumstances that exist at the date of transition to Ind AS.

Notes to the Financial Statements for the year ended 31st March, 2017

Note 49 - Disclosure as required by Ind AS 101 First Time Adoption of Indian Accounting Standard (Ind AS)

49.1 Balance Sheet as at 1st April, 2015

(₹ In Lacs)

			Particulars	Indian GAAP	Adjustments	Ind AS
I.			**ASSETS**			
	1		**Non-current Assets**			
		(a)	Property, Plant and Equipment	10,792.88		10,792.88
		(b)	Capital work-in-progress	262.77		262.77
		(c)	Other Intangible assets	12.36		12.36
		(d)	Intangible Asset under Development	2.50		2.50
		(e)	Financial Assets			
			(i) Investments	2.30		2.30
			(ii) Others	65.79		65.79
		(f)	Deferred Tax Assets (net)	905.51	(1,582.30)	-
		(g)	Other non-current assets	654.63		654.63
				12,698.74	**(1,582.30)**	**11,793.23**
	2		**Current Assets**			
		(a)	Inventories	2,326.89		2,326.89
		(b)	Financial Assets			
			(i) Investments	250.00	1.10	251.10
			(ii) Trade Receivable	2,117.04		2,117.04
			(iii) Cash and cash equivalents	40.79		40.79
			(iv) Bank Balance other than (iii) above	79.53		79.53
			(v) Loans	7.46		7.46
			(vi) Others	61.13		61.13
		(c)	Other current assets	392.59		392.59
				5,275.43	**1.10**	**5,276.53**
		(d)	Assets held for sale	148.49		148.49
			TOTAL ASSETS	**18,122.66**	**(1,581.20)**	**17,218.25**
II.			**EQUITY AND LIABILITIES**			
			EQUITY			
		(a)	Equity Share Capital	12,410.38	(9,000.00)	3,410.38
		(b)	Other Equity	608.65	19.52	628.17
				13,019.03	**(8,980.48)**	**4,038.55**
			LIABILITIES			
	1		**Non-current Liabilities**			
		(a)	Financial Liabilities			
			(i) Borrowings	1,907.06	7,399.28	9,306.34
		(b)	Provisions	32.35	-	32.35
		(c)	Deferred Tax Liabilities (Net)	-	-	676.79
				1,939.41	**7,399.28**	**10,015.48**
	2		**Current Liabilities**			
		(a)	Financial Liabilities			
			(i) Borrowings	186.82		186.82
			(ii) Trade Payable	1,161.35		1,161.35
			(iii) Other Financial Liabilities	1,633.46		1,633.46
		(b)	Other current liabilities	87.39		87.39
		(c)	Provisions	92.80		92.80
		(d)	Current Tax Liabilities (Net)	2.40		2.40
				3,164.22	**-**	**3,164.22**
			TOTAL EQUITY AND LIABILITIES	**18,122.66**	**(1,581.20)**	**17,218.25**

Notes to the Financial Statements for the year ended 31st March, 2017

49.2 Balance Sheet as at 31st March, 2016

(₹ In Lacs)

	Particulars	Indian GAAP	Adjustments	Ind AS
I.	**ASSETS**			
1	**Non-current Assets**			
	(a) Property, Plant and Equipment	10,435.64		10,435.64
	(b) Capital work-in-progress	229.25		229.25
	(c) Other Intangible assets	9.81		9.81
	(d) Intangible Asset under Development	2.74		2.74
	(e) Financial Assets			
	(i) Investments	2.30		2.30
	(ii) Others	69.42		69.42
	(f) Deferred Tax Assets (net)	70.87	(1,161.96)	-
	(g) Other non-current assets	911.68		911.68
		11,731.71	**(1,161.96)**	**11,660.84**
2	**Current Assets**			
	(a) Inventories	2,131.66		2,131.66
	(b) Financial Assets			
	(i) Investments	1,456.00	36.54	1,492.54
	(ii) Trade Receivable	2,481.83		2,481.83
	(iii) Cash and cash equivalents	24.38		24.38
	(iv) Bank Balance other than (iii) above	34.21		34.21
	(v) Loans	6.23		6.23
	(iv) Others	50.89		50.89
	(c) Other current assets	401.40		401.40
		6,586.60	**36.54**	**6,623.14**
	(d) Assets held for sale	148.49		148.49
	TOTAL ASSETS	**18,466.80**	**(1,125.43)**	**18,432.47**
II.	**EQUITY AND LIABILITIES**			
	EQUITY			
	(a) Equity Share Capital	12,410.38	(9,000.00)	3,410.38
	(b) Other Equity	1,822.43	(449.63)	1,372.80
		14,232.81	**(9,449.63)**	**4,783.18**
	LIABILITIES			
1	**Non-current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	699.72	8,324.20	9,023.92
	(b) Provisions	43.13		43.13
	Deferred Tax Liabilities (Net)	-		1,091.09
		742.85	**8,324.20**	**10,158.14**
2	**Current Liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings	59.49		59.49
	(ii) Trade Payable	1,111.23		1,111.23
	(iii) Other Financial Liabilities	1,942.32		1,942.32
	(b) Other current liabilities	154.78		154.78
	(c) Provisions	46.62		46.62
	(d) Current Tax Liabilities (Net)	176.71		176.71
		3,491.15	**-**	**3,491.15**
	TOTAL EQUITY AND LIABILITIES	**18,466.80**	**(1,125.43)**	**18,432.47**

Notes to the Financial Statements for the year ended 31st March, 2017

49.3 Profit for the year ended 31st March, 2016

(₹ In Lacs)

	Particulars	Indian GAAP	Adjustments	Ind AS
I.	Revenue From Operations	18,829.83		18,829.83
	Other Income	92.16	35.44	127.60
	Total Revenue	**18,921.99**	**35.44**	**18,957.43**
II.	**Expenses:**			
	Cost of Raw Material Consumed	4,754.34		4,754.34
	Purchases of Stock-in-Trade	14.55	-	14.55
	Changes in Inventories of Stock-in-Trade	487.44	-	487.44
	Excise Duty on sale of goods	669.52		669.52
	Employee Benefits Expense	1,982.23	(13.16)	1,969.07
	Finance Costs	135.73	924.91	1,060.64
	Depreciation and Amortization Expense	1,367.02		1,367.02
	Other Expenses	7,444.24		7,444.24
	Total Expenses	**16,855.07**	**911.75**	**17,766.82**
III.	**Profit Before Exceptional Item and Tax (I - II)**	**2,066.92**	**(876.31)**	**1,190.61**
IV.	Exceptional Items	-	-	-
V.	**Profit Before Tax (III - IV)**	**2,066.92**	**(876.31)**	**1,190.61**
VI.	**Tax Expense:**			
	(1) Current Tax	177.84	-	177.84
	Less : MAT Credit Entitlement	159.34	-	159.34
	Net Current Tax	18.50	-	18.50
	(2) Deferred Tax	834.65	(415.78)	418.87
	(3) Income Tax of earlier years	-	-	-
VII.	**Profit For The Year (V-VI)**	**1,213.77**	**(460.53)**	**753.24**
VIII.	**Other Comprehensive Income**			
	i) Items that will not be reclassified to profit or loss:			
	Re-measurement (losses) on defined benefit plans	-	(13.16)	(13.16)
	Income tax effect on above	-	4.55	4.55
	Total Other Comprehensive Income	**-**	**(8.61)**	**(8.61)**
IX.	**Total Comprehensive Income for the year (VII + VIII)**	**1,213.77**	**(469.14)**	**744.63**

Notes to the Financial Statements for the year ended 31st March, 2017

49.4 Reconciliation between profit and other equity as previously reported under previous GAAP and Ind AS for the Year ended 31st March, 2016 and 1st April, 2015.

(₹ In Lacs)

Sr. no.	Particulars	Footnote No.	Profit for the year ended 31st March, 2016	Other Equity as at 31st March, 2016	Other Equity as at 1st April, 2015
1	**Net profit / other equity as per previous Indian GAAP**		**1,213.77**	**1,822.43**	**608.65**
2	Fair valuation of Financial Assets	1	35.44	36.54	1.10
3	Effect of measuring preference shares initially at fair value and subsequently at amortized cost-finance costs and component of deemed equity contribution from holding Company.	1	(924.91)	(649.69)	275.23
4	Actuarial Loss on defined benefit plans considered as Other Comprehensive Income	2	13.16	13.16	-
5	Deferred Tax	3	415.78	158.97	(256.80)
6	**Net Profit after tax / Other Equity before Other Comprehensive Income as per Ind AS**		**753.24**	**1,381.41**	**628.17**
7	Actuarial Loss on defined benefit plans	2	(8.61)	(8.61)	-
8	**Total Comprehensive income / Other Equity as per Ind AS**		**744.63**	**1,372.80**	**628.17**

49.5 Footnotes to the reconciliation of equity as at 1st April, 2015 and 31st March, 2016 and Profit for the year ended 31st March, 2016.

1 Financial assets and Liabilities:-

Under Indian GAAP, Current investments are carried at lower of cost and market value/NAV, computed individually. Long term investments are carried at cost. Provision for diminution in the value of long term investments is made only if such decline is other than temporary in the opinion of the management. As per Ind AS 109, the company has designated all investments as Fair value through profit or loss (FVTPL) investments except investment in associates. Ind AS requires FVTPL investments to be measured at fair value. At the date of transition to Ind AS, difference between the fair value of the investments and Indian GAAP carrying amount has been recognised in retained earnings. The Company has opted to account for its investment in associates at cost.

Under Indian GAAP, Preference share was treated as share capital. Under Ind AS, the preference share are classified as a financial liability. The liability initially recognized on fair value and considering these shares are issued to the holding company, the difference between the fair value and transaction price as deemed equity contribution by the holding Company. Subsequently, the liability is measured at amortized cost using the effecting interest rate. The impact on this account has been recognized in the reserve on the transition date and the subsequent impact are recognized in the statement of profit and loss and equity.

2 Defined benefit liabilities

Both under Indian GAAP and Ind AS, the company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to statement of profit and loss. Under Ind AS, remeasurements comprising of actuarial gains and losses are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI.

3 Deferred Tax

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period / year. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP. The impact of transitional adjustments for computation of deferred taxes has resulted in charge to Reserves, on the date of transition, with consequential impact to the statement of Profit and Loss and OCI for the subsequent periods.

4 Sale of goods

Under Indian GAAP, sale of goods was presented as net of excise duty. However, under Ind AS, sale of goods includes excise duty. Excise duty on sale of goods is separately presented on the face of statement of profit and loss. Thus sale of goods under Ind AS has increased with a corresponding increase in other expense.

5 Other comprehensive income

Under Indian GAAP, the Company has not presented other comprehensive income (OCI) separately. Hence, Indian GAAP statement of profit and loss is reconciled with statement of profit and loss as per Ind AS.

6 The Ind AS adjustments are either non cash adjustments or are regrouping among the cash flow from operating, investing and financing activities. Consequently, Ind AS adoption has no impact on the net cash flow for the year ended 31st March, 2016 as compared with the previous GAAP.

As per our report of even date		For and on behalf of the Board of Directors
For CHATURVEDI & SHAH		
Chartered Accountants	**Sunil Kumar Roongta**	**B.L. Kheruka**
(Firm Registration no. 101720W)	Chief Financial Officer	Chairman
		DIN-00016861
R. Koria		
Partner		
Membership No. 035629	**Kishor Talreja**	**Rajesh Chaudhary**
Place : Mumbai	Company Secretary	Whole-Time Director
Date : 03-05-2017	Membership No. F7064	DIN -07425111

GUJARAT BOROSIL LIMITED

CIN:L26100GJ1988PLC011663

Regd. Office: Village-Govali, Taluka-Jhagadia,District-Bharuch-393001, Gujarat

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional Slip at the venue of the meeting.

ATTENDANCE SLIP

DP Id * ________________ Folio No. ________________

Client Id * ________________ No. of shares ________________

NAME AND ADDRESS OF THE SHAREHOLDER:

NAME AND ADDRESS OF THE PROXYHOLDER:

I hereby record my presence at the **28th ANNUAL GENERAL MEETING** of the Company held on Tuesday, August 08, 2017 at 02.00 p.m. at the Village –Govali, Taluka-Jhagadia, District-Bharuch-393001, Gujarat.

*Applicable for investors holding shares in electronic form. ________________________

Signature of Shareholder/proxy

- -

PROXY FORM

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

GUJARAT BOROSIL LIMITED

CIN: L26100GJ1988PLC011663

Regd. Office: Village-Govali, Taluka-Jhagadia,District-Bharuch-393001, Gujarat

Name of the member(s):	e-mail Id:
Registered address:	Folio No./*Client Id:
	*DP Id:

I/We, being the member(s) of ……..........…..........…..shares of the above Company, hereby appoint:

1) Name ________________ Address : ________________

E-mail ID: ________________ Signature : ________________ or failing him

2) Name ________________ Address : ________________

E-mail ID: ________________ Signature : ________________ or failing him

3) Name ________________ Address : ________________

E-mail ID: ________________ 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 28th Annual General Meeting of the Company, to be held on Tuesday, August 08, 2017 at 02.00 p.m. at Village –Govali, Taluka-Jhagadia, District-Bharuch-393001, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		For	Against
1.	Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors for the year ended March 31, 2017.		
2.	Re-appointment of Mr. B. L. Kheruka who retires by rotation.		
3.	Ratification of Appointment of M/s. Chaturvedi & Shah, Chartered Accountants, as Auditors of the Company.		
4.	Remuneration of Cost Auditor.		
5.	Approval /ratification of remuneration (in form of one-time special bonus) paid to Mr. Rajesh Chaudhary, Whole Time Director.		

* Applicable for investors holding shares in electronic form.

Signed this……………day of ………2017

Affix a 15 paise Revenue Stamp

Signature of shareholder

Signature of First Proxy holder   Signature of Second Proxy holder   Signature of Third Proxy holder

Notes:

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. A Proxy need not be a member of the Company.
3. A Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. This is only optional, please put a ‘x’ in the appropriate column against the resolutions indicated in the Box. If you leave the ‘For’ or ‘Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

E-MAIL REGISTRATION FORM

FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

To
Universal Capital Securities Pvt. Ltd.
Unit: Gujarat Borosil Limited,
21, Shakil Nivas,
Mahakali Caves Road,
Andheri (East), Mumbai-400 093.
Tel No.022-2820 7203/ 2820 7204/ 2820 7205

Dear Sir/s,

Re: Registration of e-mail ID for receiving communications in electronic form

I/We am/are a shareholder of the Company. I/We want to receive all communication from the Company including AGM and other General Meeting notices and explanatory statement(s) thereto, Balance Sheets, Director's reports, Auditors' Reports etc. through email. Please register my e-mail ID, set out below, in your records for sending communication through e-mail:

Folio No.		:	…………………………………………………………………
Name of 1st Registered Holder		:	…………………………………………………………………
Name of Joint Holder(s)		:	…………………………………………………………………
Address		:	…………………………………………………………………
		:	…………………………………………………………………
Pin code		:	…………………………………………………………………
E-mail ID (to be registered)		:	…………………………………………………………………
Contact Tel. Nos. :	Mobile	:	…………………………………………………………………
	Land Line	:	…………………………………………………………………
PAN NO.		:	…………………………………………………………………

Date: ………………………….. **Signature :……………………………………..**

Important Notes:

1) On registration, all the communication will be sent to the e-mail ID registered in the folio.
2) The form is also available on the website of the company **www.gujaratborosil.com**
3) Any change in email ID, from time to time, may please be registered in the records of the Company.

FOR SHAREHOLDERS HOLDING SHARES IN DEMAT FORM

Members holding shares in demat form may register the e-mails with their respective depository participant.

NOTES

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BY SPEED POST / COURIER / REGISTERED POST

To,

GUJARAT BOROSIL

GUJARAT BOROSIL LIMITED

If undelivered, please return to :

Universal Capital Securities Pvt. Ltd.
Unit : Gujarat Borosil Limited
21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
Ph: 022- 2820 7203 / 2820 7204 / 2820 7205