



CAPABLE · SCALABLE · SUSTAINABLE



GABRIEL

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TOTAL SALES
FY2017
₹15,130
MILLION

GROWTH IN SALES
6%
FY2017

PROFIT BEFORE TAX
FY2017
₹1,108
MILLION

EBITDA GROWTH
11.4%
FY2017



The strength of a company is based on the power of its processes, agility of its business strategy and prudence of its financial decisions.

It is the proven ability of a business to balance these aspects consistently, that leads to success. The onus is then on the business to set a higher target and outperform its earlier wins. This determination leads to sustained value creation for all stakeholders. This also is the natural progression of a market leader. A leader who can boast of a legacy.

Yet a legacy does not sprout overnight. It is consciously crafted over years of hard-work and commitment. It needs to be nurtured with the appropriate impetus. We at Gabriel

India understand this and build on this belief each day. Our long-standing partnerships with the best in the automobile industry is a testimony to our capability.

We have transformed ourselves from a single product manufacturer to a name that delivers high quality and high performance products, supported strongly by a skilled and diversified workforce. Our unrivalled manufacturing and distribution abilities have been scaled up for seamless delivery of products to our customers. With a business strategy that

centres on keeping this legacy alive, we are addressing market, technical and social trends, including limiting emissions to promote climate protection. We not only see this as an opportunity for growth, but also as an obligation to design our products and contribute our share in making mobility as environmentally friendly as possible.

GABRIEL AT A GLANCE

Gabriel India Limited is the flagship company of the ANAND Group and a leading name in the Indian auto component industry. The Company provides a wide range of ride control products including shock absorbers, struts and front forks, across all segments i.e. 2 & 3-Wheelers, Passenger Cars, Commercial Vehicles and Railways.

Established in 1961, it has a strong legacy of high quality and innovative offerings. Today, it has a significant presence across Original Equipment Manufacturers (OEM's), Aftermarket and Exports market. It has three state-of-the-art R&D centres located at Chakan, Hosur and Nashik, to develop new products, further optimizing product performance and capability.

Gabriel has technical collaborations with KYB Corporation, Japan; KYBSE, Spain; Yamaha Motor Hydraulic Systems, Japan and KONI B.V., The Netherlands.

OUR VISION

Gabriel India shall be a global manufacturing and marketing company of ride control products, respected by customers and other stakeholders for our benchmarked performance in product engineering, quality, cost, delivery and speed of response. We shall earn and sustain the status of being the "Preferred Supplier" of ride control products from our customers.

AN OVERVIEW OF ANAND GROUP

ANAND Group is India's leading manufacturer of the widest range of automotive components in the Indian automotive industry. The Group supplies to every major vehicle and engine manufacturer in India.

Over the last six decades, it has formed alliances with leading global automotive companies from USA, Europe, Japan and Korea to manufacture high quality products across a wide range of solutions. Today, the Group comprises of 16 Joint Ventures and 7 Technical Collaborations. It offers products and solutions in Engine Parts, Filtration, Steering, Suspension and Braking parts, Safety Products, Emission Control Systems, Thermal Management, Engineered Fluids and Drivetrain.

The Group recorded a sales turnover of ₹ 84 billion in 2016 and is targeting to achieve ₹ 150 billion by 2020. The Group also has a sizable Exports and Aftermarket presence. Today, the Group comprises of 19 companies spread across 61 locations and 11 states in the country.

ANAND also has a diversification in the area of luxury hotels through SUJÁN Luxury, which consists of 5 properties, 4 of which are members of Relais & Châteaux.



INTRODUCING GABRIEL

GABRIEL BUSINESS UNITS



2 & 3-WHEELERS

PRODUCTS OFFERED

- Front forks
- Gas & hydraulic shock absorbers

MAJOR OEM CUSTOMERS

- Atul Auto
- Bajaj Auto
- Honda Motorcycle and Scooter
- India Yamaha Motor
- Mahindra 2 & 3-Wheelers
- Piaggio
- Royal Enfield
- Suzuki Motorcycle
- TVS Motor Company
- UM Lohia Two Wheelers Pvt. Ltd. (UML)

MANUFACTURING UNITS

- Nashik (Maharashtra)
- Hosur (Tamil Nadu)
- Parwanoo (Himachal Pradesh)
- Sanand (Gujarat)



PASSENGER CARS

PRODUCTS OFFERED

- McPherson struts
- Shock absorbers
- Cartridges

MAJOR OEM CUSTOMERS

- General Motors
- Honda Cars
- Mahindra
- Maruti Suzuki
- Renault
- Tata Motors
- Toyota Kirloskar Motor
- Volkswagen

MANUFACTURING UNITS

- Khandsa (Haryana)
- Chakan (Maharashtra)
- Sanand (Gujarat)



COMMERCIAL VEHICLES AND RAILWAYS

PRODUCTS OFFERED

- Shock absorbers
- Cabin dampers
- Seat dampers

MAJOR OEM CUSTOMERS

- AMW Motors
- Ashok Leyland
- DAIMLER
- Force Motors
- Indian Railways
- ISUZU
- Mahindra Truck and Bus Division
- MAN Trucks
- SML ISUZU
- Tata Motors
- Volvo Eicher Commercial Vehicles
- Wheels India

MANUFACTURING UNITS

- Dewas (Madhya Pradesh)
- Chakan (Maharashtra)
- Parwanoo (Himachal Pradesh)



AFTERMARKET

PRODUCTS OFFERED

- Front forks
- Shock absorbers for 2 & 3-Wheelers, Passenger Cars & Commercial Vehicles
- Struts for Passenger Cars
- Front fork components, Oil seal, Front fork oil, Wheel rims, Gas springs, Coolants, 4W bush kits
- Suspension bush kits
- Tyres & Tubes - 2 & 3 Wheelers

MAJOR MARKETS

- India
- Top 5 Exports market includes Bangladesh, Sri Lanka, Egypt, U.A.E. & Australia.

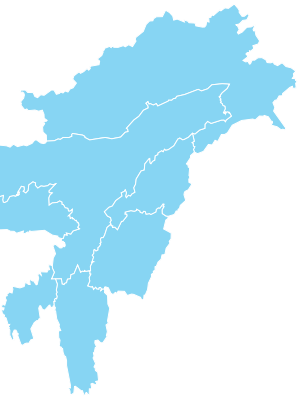
DISTRIBUTION NETWORK

- 19 Carrying and Forwarding Agents (CFA)
- 500 dealers
- 10,000 retailers

FOOTPRINT & CUSTOMERS



CUSTOMERS



-  GIL PLANTS
-  GIL SATELLITE LOCATIONS
-  HEAD OFFICE
-  R & D CENTRES

KEY HIGHLIGHTS OF THE YEAR

Q1
APR - JUN 2016



Gabriel was felicitated for **LONG STANDING PARTNERSHIP** by Royal Enfield at vendor meet, Chennai

Total number of Aftermarket tyre dealers in India crosses **100**
An exclusive tyre showroom opened at Gorakhpur, Uttar Pradesh



Conducted **TECHNOLOGY DAY** at General Motors, Bengaluru showcasing our products and technology

Q2
JUL - SEP 2016



AWARDS AND RECOGNITION
Won "Silver Trophy" in Human Resources (as special category) & "Bronze Trophy" in Supplier Development at National Conference of ACMA, New Delhi

NEW PLANT
Commissioned a Satellite Plant at Kumbalgodu to serve TVS Motors, Mysore

DEDICATED RESOURCE AT GERMANY
Appointed a dedicated resource for Exports at Germany office for Europe, North America & Latin America

NEW EXPORT MARKETS
Entered into new export markets of Honduras, Guatemala and Kenya for Aftermarket business.

Q3

OCT - DEC 2016



AWARDS AND RECOGNITION

- Khandsa plant received “Certificate of Merit” from Ministry of Power for the good work done in Energy conservation
- Parwanoo plant felicitated with the prestigious “Golden Peacock” award for HR Excellence by the Institute of Directors (IOD), India
- Khandsa, Dewas, Parwanoo and Chakan plants, won “Par Excellence” award from Quality Circle Forum of India in Quality Circle & Kaizen categories



Conducted
TECHNOLOGY DAY
at DAIMLER India & Ashok
Leyland showcasing our
products and technology

EXPORTS OF MACHINES

Started export of Special
Purpose Machines to Torre
Parts & Components
(Owner of Gabriel Brand in
South Africa)

Q4

JAN - MAR 2017



AWARDS AND RECOGNITION

- Ranked 52nd amongst “India’s Top 100 Great Places to Work” by Great Place to Work®. Recognized third year in a row
- Received various awards from top OEMs like “Price Competitiveness” award from Suzuki Motorcycles; “Zero PPM Quality” award from Toyota Kirloskar and “Gold Quality” award from UM Lohia Two Wheelers Pvt. Ltd. (UML)

NEW PLANT

Commissioned a
Satellite Plant at
Manesar to serve
2-Wheeler segment

NEW LAUNCHES

- Became a technology provider by signing a Technology Assistance Agreement (TAA) with Torre Parts & Component (Gabriel South Africa)
- Started commercial supply of Linke Hofmann Busch (LHB) Shock Absorbers to Indian Railways

Conducted
TECHNOLOGY DAY
at Maruti Suzuki, Tata Motors
– Lucknow and Bajaj Auto
showcasing our products
and technology

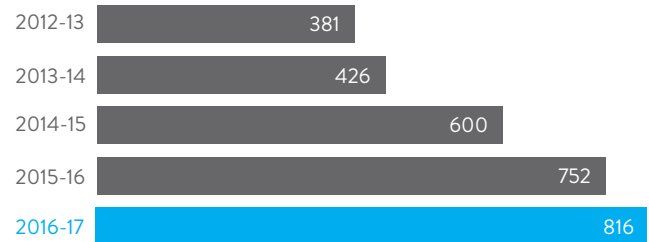


KEY PERFORMANCE INDICATORS

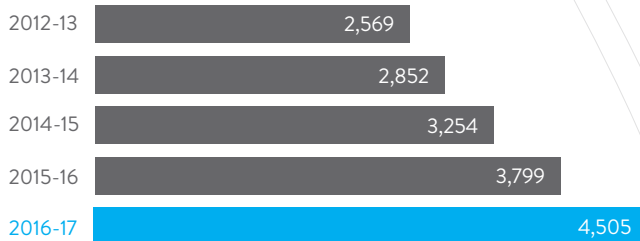
REVENUE FROM OPERATIONS (₹ in million)



PROFIT AFTER TAX (₹ in million)



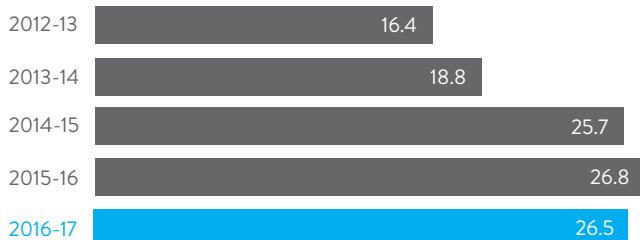
NET WORTH (₹ in million)



EBITDA MARGINS (%)



RETURN ON CAPITAL EMPLOYED (%)



DEBT EQUITY RATIO





CHAIRPERSON'S MESSAGE

Dear Shareholders,

It is with a great deal of satisfaction and pride that we look back at the year gone by, ending March 2017. We continued to do what we do best: deliver innovative Ride Control solutions to our customers and to drive the performance of your Company, while ensuring a focus on sustainability. In doing so, we demonstrated resilience and strength to withstand not only market pressures, but also a difficult economic environment.

Our aspiration to be a world-class organization, driven by innovation and integrity, continues to motivate us to build a sustainable business and to work closely with all stakeholders. This aspiration ignites our creativity, energises our growth, enables us to deliver to our customers and ultimately, generates value for our shareholders.

The difficult global environment, together with policy-induced slowdowns, particularly demonetisation, proved to be a dampener for many businesses, especially for those that are driven by consumer spending and retail liquidity. The economic climate did not bring down Gabriel India's determination; instead, we made good progress towards

achieving our vision of being a leader in the market segments we serve, by delivering a commendable performance. We absorbed the volatility in the market and delivered robust performance.

The Indian economy grew by 7.1% in FY2017, while the production of vehicles by the Indian automobile sector grew by 5.4% for the same period. I am pleased to report that the sales of your Company grew by 6%, from ₹ 14,264.18 million in FY2016 to ₹ 15,130.55 million in FY2017. This, coupled with our operational excellence led to a 11.4% increase in EBITDA, i.e. from ₹ 1,293.07 million in FY2016 to ₹ 1,440.15 million in FY2017. Profit Before Tax (PBT) increased from ₹ 954.93 million in FY2016 to ₹ 1,108.12 million in FY2017, an increase of 16%.

The growth in sales and profitability further boosted our confidence that the Company is now even more Capable, Scalable and Sustainable, going into the future.

WE ARE CAPABLE

We have very good operational capability, as evidenced by our performance track record. During the year, we continued to fine-tune our manufacturing capabilities, to not only improve efficiency and productivity, but to

also meet the increasing quality demanded by our customers. The ANAND Group, which includes your Company, launched a major initiative to renew and strengthen the "Quality Culture" across all operations and functions and is driving us on our Quality improvement journey.

We have the technical capability to meet the needs of our customers. We successfully launched new products in the Indian market, including major customer launches in Passenger Car segment like S-Cross, Vitara Brezza, Ignis, KUV100; in 2-Wheeler segment for Aprilia, Mojo, Himalayan; and Linke Hofmann Busch (LHB) shock absorber for Indian Railways. Our capabilities are also reflected in the Technology Assistance Agreement (TAA) we signed with Torre Parts and Components, South Africa, through which we will transfer our knowhow to develop and manufacture products for the South African market. This is in addition to the technical services we already provide to Gabriel de-Colombia. Going forward, we will focus on new product development aligned with emerging technologies and stricter environmental norms, with the objective of creating first-to-market products.

We have the capability to develop and manage enduring customer relationships. We constantly strive to improve customer satisfaction and deepen our engagement with our customers. Our customers in turn demonstrate their appreciation through the awards they bestow on your Company. During the last year, we were recognized by many customers, including Toyota Kirloskar, Suzuki Motorcycles, Royal Enfield, Honda Motorcycles & Scooters and UM Lohia Two Wheelers Pvt. Ltd. (UML). We will strive to remain the supplier of choice to our customers.

WE ARE SCALABLE

The reorganisation of your Company three years ago into profit centres, also called Strategic Business Units (SBUs), led to the strengthening of our presence across four segments i.e. Passenger Cars, 2 & 3-Wheelers, Commercial Vehicles and Railways and Aftermarket, and drove us to focus on the needs and growth of these segments. This structure, with each SBU led by a Chief Operating Officer, has proven to be stable and strong, and can scale to meet market demands in each segment, as required.

We have a strong presence with the major OEMs, a strong Aftermarket network in India and a wide reach for Exports into global markets. We entered into the Indian mopeds segment by leveraging our strong Aftermarket distribution network, through the introduction of products such as Wheel Rims and Tyres. We further expanded our presence in North America and Africa through Exports into new markets like Honduras, Guatemala and Kenya respectively. Going forward, we will be able to scale our operations more effectively.

Your Company has a strong balance sheet. This, combined with the successful track record of managing major projects, ensures scalability to invest in attractive growth opportunities.

WE ARE SUSTAINABLE

We have been focused on sustainability from all key perspectives – organization, environment, communities and governance.

No organization is sustainable unless it provides a satisfactory place to work, to all its employees. Your Company has a track record of investing in the development and well-being of its people. This is reflected in its continuing to be one of 'India's Best Companies to Work For' in 2017, as recognised by the Great Place to Work® India Institute, a mark of great pride, and one that maintains the recognition of previous years. We are conscious of the impact we have on our environment and communities. Whether it is increasing the energy efficiency of operations, use of energy from renewable sources, incorporation of environment friendly materials in operations or Corporate Social Responsibility (CSR) projects in the communities where the operation facilities are located, the focus has always been to ensure that the Company is a good corporate citizen.

As the Chairperson, I can also attest that good governance through the various Committees of the Board supports the Company for long-term health and success.

TOWARDS A BRIGHTER FUTURE.

The Indian economy is expected to grow in the range of 6.75%–7.5% in FY2018. A major structural change is expected through the GST regulation. We expect robust growth in the domestic automotive industry as a result of the Central Government's impetus to increase investment in road infrastructure and in the renewal of rural areas. The Government's 'Make in India' programme encourages us to further strengthen our existing manufacturing footprint in India with the end objective of serving the global market.

Overall, the Indian auto components industry is projected to record a turnover of USD

200 billion by 2026 including exports of USD 70-80 billion as per the forecast by Automobile Component Manufacturers Association (ACMA). We are working rigorously towards playing a pivotal role in this growth story. At Gabriel India, we are committed to develop and deliver innovative Ride Control solutions to our customers.

Our sustained performance not only reinforces our underlying strategy, it also shows the value of our people, products and processes. I am grateful for the support extended by all our stakeholders, particularly the shareholders, in our journey.

I strongly believe that the Company is Capable, Scalable and Sustainable, and is well positioned to both, face challenges and leverage opportunities. The wealth of experience and key strategic guidance of the Board members has helped Gabriel India in its performance and governance. I also acknowledge the support of ANAND Group and its corporate functions for their contribution towards Gabriel India. I am confident that this support will endure and that we will continue to work together in our endeavour to create value.

With my best wishes,



Mrs. Anjali Singh
Chairperson
Gabriel India Limited

'MAKE IN INDIA' WITH FOCUS ON QUALITY AND SUSTAINABILITY

Mr. Manoj Kolhatkar, Managing Director, Gabriel India discusses about the transformation and efforts being made at Gabriel India to be 'Capable, Scalable and Sustainable'.

How has Gabriel India's transformation over the years, aided the Company particularly in the last fiscal?

Over the past few years, Gabriel India has been decisively shaped by far-reaching changes like never before. The Company has become considerably bigger and above all notably more diverse. Technological developments and changes in the automotive industry are the main driving forces behind this. Our sector is undergoing a fundamental transformation that will last for many years to come. Given our innovative design and engineering supported by a great team, we are on track to keep up with the dynamic industry.

Despite, the unpredictable policy of demonetisation and its subsequent impact on retail consumption, FY2017 has been a good year for us. The Gabriel India team focused on delivering its commitment to its stakeholders.

How has the Company been able to achieve consistent financial outperformance?

Gabriel India underwent an organizational restructure three years ago, which resulted in our core business being divided into four Strategic Business Units. This was done with a focus to cater to the growing needs of each segment of the automobile industry and provide sharper product focus. This further enabled our capable team which has delivered on its commitment of consistent growth.

In the last fiscal, the Company witnessed significant EBITDA improvement on the back of control on raw material cost and fixed expenses. In FY2017, the 2 & 3-Wheeler and Aftermarket Business Units contributed nearly 55% and 12.7% to the total revenues respectively. These two segments were particularly impacted by demonetisation. However, we weathered the storm and emerged stronger on the back of our valuable relationships with our customers.

This was backed by outperformance by our Passenger Cars segment which accounted for 32% of the total revenues in FY2017. The business witnessed strong growth owing to volume growth of new launches like Mahindra's KUV100 and Maruti Suzuki's S-Cross, Vitara Brezza & Ignis.

Equally importantly, our Commercial Vehicles and Railway business contributed substantially to the top-line growth. This year, we achieved a transformation in the Railways segment. The Indian Railways (IR) is moving towards LHB (Linke Hofmann Busch) technology coaches that offer both, comfort and safety. To keep

Q & A WITH
MANAGING
DIRECTOR

pace with IR's growth and the Indian Government initiative of 'Make in India', the Commercial Vehicles and Railways SBU has now developed products and started supplies for LHB coaches.

The Company continued to focus on improving its ROCE, which stands at 26.5% for FY2017 as compared to 18.8% in FY2014. The working capital days improved from 24 days to 22 days (after adjustment for dividend). This resulted in surplus capital being invested for additional financial returns.

In the last fiscal year, how did the Company align its efforts to improve Exports?

Gabriel India has been working towards improving its competitiveness for Exports. Currently, we have optimised our reach to developed markets of North America, Europe, Australia and Asia-Pacific region. We have been able to successfully leverage our relationship with global OEMs present in India to expand our exports. In FY2017, our Exports increased from ₹ 586 million in FY2016 to ₹ 677 million, recording a y-o-y growth of 15%. Apart from this, our Exports done indirectly through IPOs (International Purchasing Office) and global OEMs has recorded a growth of 24%.

To gain entry into the European market, we have opened an office in Hanover, Germany with a dedicated resource. Aftermarkets export growth has been very good, though the client base is comparatively small. We have also started exports of traded products.

What has been Gabriel India's strategy for growth in the Aftermarket segment?

An outstanding opportunity for us is the Aftermarket for service parts and accessories, a business with good margins. In recent years, we've grown our Aftermarket sales significantly with a CAGR of 19% from FY2010 to FY2017.

Our brand is synonymous to shock absorbers and we are trying to leverage the brand equity by offering new traded products carefully selected for our customers, thereby increasing our business opportunities.

In FY2017, we expanded our aftermarket presence across South Asia, Africa, Latin America and Australia and took our total product count to 500. It is a clear indication that we can expand further in this segment.

How has the automotive sector evolved over the years?

The changes in the transport sector are tremendous, including technology changes, regulatory changes and policies to encourage individuals and companies to change their behaviour.

Alternative technology powertrains is certainly going to be a reality in India. With the Government's impetus to increase usage of electric powertrains in public transport by 2030, we also see the potential in other segments. We have already engaged in discussions with 2 & 3-wheeler electric vehicle manufacturers. In electric cars, the key aspect is to reduce vehicle weight to counter the weight of batteries, and we are working on converting metal parts into lighter weight plastic parts, whilst optimising the weight of other metal parts. At Gabriel India we tie our technology roadmap with our customers' technology needs.

Brand Gabriel has defined the shock absorber business in India. What have been the key drivers?

We continue to focus on customer satisfaction and customer relationships. This fiscal year, we have worked towards deepening our engagement with some customers and have tried to showcase our commitment by launching innovative products. Our in-house manufacturing capability has constantly worked towards making relevant products to cater to the customer's and market's needs.

We have signed a technical assistance agreement (TAA) with Torre Parts & Components, South Africa (which holds the brand Gabriel in South Africa).

The TAA allows Torre Parts and Components access to the latest development, testing and manufacturing technology currently employed by Gabriel India. This development

is in addition to our agreement with Gabriel de-Colombia last year. We constantly seek to expand our presence and strengthen the brand, not only in India but in our export markets.

How does Gabriel India ensure seamless transition of business strategy into sustainable operations?

As we build better and relevant products for our customers we also focus on how we impact our society. Through each of our innovative products, we aim to answer issues related to the environment and health. But, it is not just through our offerings, but also through our activities that we are helping people lead a better life in a beautiful planet. We seek to achieve economic growth in harmony with ecological and social responsibility.

I must emphasize that the best ambassadors of our Company are our employees. With their passion to innovate, they breathe life into the brand's legacy each day. I would like to share with pride, that for the third consecutive year, we have been featured in Top 100 Great Places to Work and among the best in the Auto component sector.

It is with the daily trust and commitment of our teams, the Board and the communities we exist in, that we innovate with a free-spirit, do business responsibly and contribute to our society in every way we can.

Warm regards,



Mr. Manoj Kolhatkar
Managing Director
Gabriel India Limited

MANUFACTURES
300
PRODUCT MODELS

CAPABLE.

WORKFORCE OF
3,361
EMPLOYEES

DESIGNED OVER
125
SPECIAL-PURPOSE
MACHINES

GROOMED
83
SUPPLIERS THROUGH
VSME
PROGRAMME



Gabriel India has strong capabilities to develop, manufacture and supply products needed by our customers today, and to innovate and expand to meet their demands in the future.

- The ability to meet customer needs across all automotive segments. Over 300 product models offered, including supplies to new vehicle models of all major OEMs. Established technical collaborations with KYB Corporation, Japan; KYBSE, Spain, Yamaha Motor Hydraulic System, Japan and KONI B.V., The Netherlands, Global technical knowhow leveraged to meet Indian customer needs.
- Capability to develop and introduce new products. Hollow-piston rods for Passenger Car shock absorbers. Dampers for Linke Hofmann Busch (LHB) coaches in high speed trains.
- Excellence in manufacturing processes and continuous improvement in operations. Reflected in the export of technical know-how to shock absorber manufacturing companies in South Africa and Colombia. Reflected in the ability to design and build machinery and equipment for our own manufacturing operations, with more than 125 special-purpose machines designed and around 500 machines built. Reflected in the performance track record through improvement in efficiency and productivity.
- Capability to manage the supply chain to meet increasing demands through the Visionary Small and Medium Enterprises (VSME) programme which nurtures and develops suppliers.
- Managing enduring relationships with all stakeholders, as evidenced by the track record of being a market leader over a period spanning decades.

Capable. Proven by Gabriel being synonymous with shock absorbers in India.

Gabriel India has a strong organization, with a structure focused on Business Segments, a large and established distribution network and a strong financial position, all of which together, position it to scale up to meet market needs.

- Organization structure focused on the needs and developments of the automotive sector-Passenger Cars, 2 & 3-Wheelers, Commercial Vehicles and Railways and Aftermarket. Focused to develop, manufacture and deliver products to each segment. Able to scale the organization for product offering and volumes to meet the needs of each segment and customers. Each managed by a Chief Operating Officer and his dedicated team.
- A strong footprint across India to meet our customer needs. Close to customers across India. Ability to scale up.
- A workforce that is skilled, experienced and committed, which provides the backbone for any growth initiative. Realising innovations in product development. Improving manufacturing processes. Successfully commissioning projects including establishing new plants. Committed to staying with Gabriel.
- A distribution network that touches over 10,000 retailers. Providing the scale for products offered in the Aftermarket. Including new product such as wheel rims and tyres for 2-wheelers. An export network that reaches all geographic markets.
- A strong financial standing, which provides the ability to scale up, whether through investments in technical development, manufacturing facilities, or through market presence, in India or overseas, to meet customer demands.

Scalable. Proven by the track record of profitable growth of Gabriel.

SCALABLE.

CAPEX IN FY2017

₹518
MILLION

SHOCK ABSORBER
MANUFACTURED

1

PER SECOND

NEW PRODUCTS

500

FOR AFTERMARKET

INCREASE BY

50%

IN TRAINING COST

GROWTH IN
FOH* 3%
OVER FIVE YEARS

REDUCED BY
4.7%
ENERGY USED
PER SHOCK
ABSORBER

CSR INITIATIVES
20+
FY2017

RECOGNIZED
4 TIMES
AS GPTW* COMPANY

* FOH- Fixed Overheads
GPTW- Great Place to Work®

SUSTAINABLE.

Gabriel India believes in creating value for all its stakeholders, and to grow in a sustainable manner. The Company strives to build a healthier and sustainable planet for all.

- A sustainable organization that is a great place to work. As consistently ranked by the Great Place To Work® Institute, rank in 2016 being 52nd amongst all companies. Gabriel India was also recognized for being among the best in the Auto and Auto Components industry. Being awarded the Golden Peacock HR Excellence Award for our people practices.
- A genuine embracing of practices that protect the environment. Reducing the weight of shock absorbers by using hollow piston rods. Paint re-generation ion exchangers to reduce hazardous waste generation. Sourcing of solar energy. Heat recovery from waste. Energy efficient lighting in the facilities. Reducing energy consumption per unit shock absorber produced by 4.7% during the year.
- Commitment towards the development of communities where we operate by undertaking Corporate Social Responsibility (CSR) projects. In the areas of health, education and others that improve lives of our fellow human beings.
- Upholds corporate governance standards under the guidance and oversight of our Board of Directors.

Sustainable. Proven by Gabriel being a leader for six decades.



Standing (L to R) : Mr. Manoj Kolhatkar, Mr. Jagdish Kumar, Mr. Pradipta Sen
Sitting (L to R) : Mr. Aditya Vij, Mrs. Anjali Singh, Mr. Atul Khosla

BOARD OF DIRECTORS

MRS. ANJALI SINGH
EXECUTIVE CHAIRPERSON
GABRIEL INDIA LIMITED

- Joined ANAND Group in 2005
- Studied Business Management at the University of Westminster, United Kingdom and Fine Arts at Central Martin's School of Arts and Design, United Kingdom
- Since 2011, serves as the Chairperson, Supervisory Board, ANAND Group

MR. MANOJ KOLHATKAR
MANAGING DIRECTOR
GABRIEL INDIA LIMITED

- Joined Gabriel India in 2011
- Prior to Gabriel, served in the TATA Group for 22 years, including in senior roles
- B.E. from Visvesvaraya National Institute of Technology, Nagpur and Diploma in Business Management from Pune University

MR. JAGDISH KUMAR
GROUP PRESIDENT & GROUP CFO
ANAND GROUP

- Joined ANAND Group in 2015
- Prior to Gabriel, over 29 years of experience with leadership roles in DuPont, Tata Consultancy Services and Ballarpur Industries Limited
- B. Com (Hons) from Sri Ram College of Commerce (SRCC), Delhi University and Post Graduate Diploma in Management from Indian Institute of Management, Bangalore

MR. PRADIPTA SEN
NON-EXECUTIVE
INDEPENDENT DIRECTOR
GABRIEL INDIA LIMITED

- Till 2016, was the President for India, Middle East and Africa region of Emerson, a Fortune 500 conglomerate
- Prior to joining Emerson, spent 16 years with General Electric, USA in leadership roles
- B.E. from Birla Institute of Technology and Science, Pilani

MR. ADITYA VIJ
NON-EXECUTIVE
INDEPENDENT DIRECTOR
GABRIEL INDIA LIMITED

- Operating Partner, Kedaara Capital Advisors LLP, a Private Equity firm focussed on India
- CEO of Fortis Healthcare Ltd. between 2011 to 2014. Spent 30 years in the Automotive and Defence Industries including 18 years with General Motors Europe
- B. Com (Hons) from SRCC, Fellow Chartered Accountant and MBA from IMD, Lausanne, Switzerland

MR. ATUL KHOSLA
NON-EXECUTIVE
INDEPENDENT DIRECTOR
GABRIEL INDIA LIMITED

- Founding Partner for Oliver Wyman, India
- Founding trustee of Shoolini University at Solan, Himachal Pradesh
- B. Tech from Indian Institute of Technology, Kanpur and MBA from Jamnalal Bajaj Institute of Management Studies, Mumbai

10 YEAR RESULTS

	(₹ in million)									
Years	07-08	08-09	09-10	10-11	11-12	12-13	13-14	14-15	15-16	16-17
Share Capital	72	72	72	72	72	144*	144*	144*	144*	144*
Reserves & Surplus	1,254	1,252	1,421	1,794	2,241	2,425	2,708	3,110	3,655	4,361
Shareholders Funds	1,326	1,324	1,493	1,866	2,313	2,569	2,852	3,254	3,799	4,505
Loans	1,466	1,573	1,505	1,539	1,251	813	669	139	112	83
Deferred Tax Liability	104	106	141	157	133	110	96	105	105	159
Funds Employed	2,896	3,003	3,139	3,561	3,697	3,492	3,617	3,498	4,016	4,747
Fixed Assets (Gross)	2,786	3,211	3,479	3,933	3,966	4,658	5,046	5,273	5,585	5,875
Depreciation	1,193	1,315	1,514	1,724	1,791	2,040	2,249	2,565	2,839	2,972
Net Block	1,593	1,896	1,965	2,209	2,175	2,618	2,797	2,708	2,746	2,903
Investments	143	133	133	133	0	0	0	0	0	280
Cash and Bank balance	122	91	134	39	56	75	47	38	377	527
Net Current Assets	1,038	883	907	1,180	1,466	799	773	752	893	1,037
Net Assets Employed	2,896	3,003	3,139	3,561	3,697	3,492	3,617	3,498	4,016	4,747
Gross Sales	5,417	5,813	7,519	10,482	12,152	13,219	14,080	15,802	15,765	16,675
EBITDA	245	264	625	888	941	826	904	1,168	1,293	1,440
Interest	75	163	148	171	170	123	90	55	25	17
Depreciation	138	153	202	219	276	273	271	311	332	353
Profit/(Loss) before Tax	124	72	352	591	624	412	558	835	955	1,108
Tax	48	16	112	121	93	31	132	235	203	292
Prior Period Items				17						
Profit/(Loss) after Tax	76	56	240	453	531	381	426	600	752	816
Extraordinary items (net of Tax)	-	(33)	-	-	(60)	25	-	-	-	-
Profit/(Loss) after Tax @	76	23	240	453	471	406	426	600	752	816
PBT % @	2.6%	0.6%	5.1%	6.1%	4.9%	3.7%	4.4%	5.8%	6.7%	7.3%
PAT % @	1.6%	0.4%	3.4%	4.7%	4.2%	3.4%	3.3%	4.2%	5.3%	5.4%
ROCE% @	8.2%	6.8%	17.0%	23.8%	20.6%	16.4%	18.8%	25.7%	26.8%	26.5%
Dividend per Share #	0.35	0.35	0.42	0.50	0.50	0.75	0.85	1.05	1.20	1.30
Earnings per Share #@	0.53	0.16	1.67	3.15	3.28	2.82	2.97	4.18	5.24	5.68
	Million Nos.									
Production										
Shock Absorbers,										
Struts & Front Forks	11.8	10.8	14.6	18.4	19.6	19.7	22.2	24.0	27.0	29.6

* The Bonus Shares were allotted by the Company in the ratio of 1:1 which were approved by the shareholders/members in the Extra Ordinary General Meeting dated 2nd July, 2012.

In computing the Dividend per share and the Earnings per share, the number of bonus shares are assumed to be issued at the beginning of earliest period reported, in accordance with Accounting Standard (AS) 20 Earnings Per Share.

@ Excluding extraordinary items

CORPORATE INFORMATION

CHAIRMAN EMERITUS

Mr. Deep C. Anand

BOARD OF DIRECTORS

Mrs. Anjali Singh (Executive Chairperson)
 Mr. Manoj Kolhatkar (Managing Director)
 Mr. Jagdish Kumar (Non-Executive Director)
 Mr. Pradipta Sen (Non-Executive Independent Director)
 Mr. Atul Khosla (Non-Executive Independent Director)
 Mr. Aditya Vij (Non-Executive Independent Director)

REGISTERED OFFICE

29th Milestone, Pune-Nashik Highway,
 Village Kuruli, Tal. Khed, Pune – 410 501
 Maharashtra
 Tel.: 02135-610700/610757
 Fax.: 02135-610796
 Email: Secretarial@gabriel.co.in

CORPORATE INDENTITY NUMBER

L34101PN1961PLC015735

CHIEF OPERATING OFFICERS

Mr. Amitabh Srivastava
 Mr. Atul Jaggi
 Mr. Sarabjit Kondal
 Mr. Umesh Shah

CHIEF FINANCIAL OFFICER

Mr. Rajendran Arunachalam

CHIEF TECHNOLOGY OFFICER

Mr. Rajendra Abhange

COMPANY SECRETARY

Mr. Nilesh Jain

BANKERS

HDFC Bank Limited
 Kotak Mahindra Bank Limited
 Bank of India
 The HongKong and Shanghai Banking Corporation Limited

AUDITORS

M/s. B.K. Khare & Co. Chartered Accountants
 707/708, Sharda Chambers, New Marine Lines,
 Mumbai - 400 020, Maharashtra

PLANTS

NH8, 38th Milestone,
 Behrampura Road,
 Delhi-Jaipur Highway,
 Village-Khandsa,
 Gurgaon - 122 001, Haryana

5, Industrial Area No. 5,
 A.B. Road, Dewas - 455 001, Madhya Pradesh

52-55, S.No. 102/3-106 (PT),
 SIPCOT Phase II, Momapalli Village,
 District Krishnagiri, Hosur - 635 109, Tamil Nadu

Plot No. 5, Sector II,
 Parwanoo - 173 220, Himachal Pradesh

C-5, Tata Motors Vendor Park,
 P.O. Vironchannagar, Taluka Sanand,
 Dist. Ahmedabad – 382 170, Gujarat

B2, MIDC, Ambad Industrial Area,
 Nashik - 422 010, Maharashtra

29th Milestone, Pune-Nashik Highway,
 Village Kuruli, Tal. Khed, Pune – 410 501,
 Maharashtra

Management Discussion & Analysis



Gabriel was felicitated with
“ZERO PPM QUALITY AWARD”
 from Toyota Kirloskar Motor

BRIEF INFORMATION

Gabriel India Limited (Gabriel India), ANAND Group’s flagship company, is a leading manufacturer of auto components and one of the most recognised brands in India. Established in 1961, the Company manufactures a wide range of Ride Control products, including shock absorbers, struts, and front forks. Over the last 55 years, the Company has fortified its position in the auto component sector, on the strength of its competitive, diversified and innovative products.

The manufacturing facilities of the company are located across India in Chakan, Nashik, Hosur, Dewas, Khandsa, Parwanoo, and Sanand. Four of its satellite plants are located in Malur, Aurangabad, Kumbalgodu and Manesar. In FY2017, Gabriel India reported a total sales of ₹ 15,130.55 million, compared to ₹ 14,264.18 million in FY2016. The Company reported an EBITDA of ₹ 1,440.15 million in FY2017 as compared to ₹ 1,293.07 million in FY2016, which is a growth of 11.4%.

BUSINESS STRATEGY

Gabriel India aims to continue its leadership position for Ride Control products in the Indian automotive sector and to further increase its presence in global markets, while creating value for all its stakeholders.

Innovative Solutions

Gabriel will continue to provide innovative solutions to its customers to meet the evolving technology needs of the automotive industry while taking into account lighter weight, longer life, more comfort and enhanced safety requirements. As the market matures, these solutions will also cater to demanding applications, ranging from high-end motorcycles to high-speed railway coaches.

Delighting customers

Gabriel will continue to strengthen its enduring relationships with existing customers, even as it strives to develop and increase business with new customers, by exceeding their expectations.

Focus on Exports & Aftermarket

Gabriel India will continue to maintain its leadership position in the Indian Aftermarket through an expansion of the product range including allied products such as tyres, tubes, wheel rims, etc., focus on market penetration, and by increasing its market reach. Gabriel India will continue to increase its Exports by increasing its presence across new markets, and also exporting machines and technical know-how on a selective basis.

Competitive workplace and operations

Gabriel India will continue to raise the bar on the Quality, Cost and Delivery of its products and services. This will be based on an increased focus on the Culture of Quality across Gabriel India, while continuing to ensure operational efficiency, agility and flexibility. The focus will also continue on remaining competitive, both in the Indian and overseas markets. Further, Gabriel India

will strive to remain a great place to work in the Indian corporate and automotive world.

Value for Stakeholders

Gabriel India is committed to, and will continue to create value for all its stakeholders by exceeding their needs and expectations. By being the preferred supplier to its valued customers. By being the preferred employer for its valued employees. By being the preferred customer to its valued suppliers. By being the preferred corporate citizen for the communities that host its operations. By being the preferred home for its valued investors.

ECONOMIC AND INDUSTRY CONDITIONS

Global Economy

The International Monetary Fund (IMF) has estimated global growth to be around 3.1% in CY2016, and expects some recovery in CY2017 to about 3.4%. This positive outlook is based on the revival of economic prospects in most major economies. Among advanced economies, activity rebounded strongly in USA, France and Germany and has helped the Eurozone shrug off the Brexit effect.

Indian Economy

The Central Statistics Organisation (CSO) estimates growth for FY2017 at 7.1%. Policy initiatives like demonetisation led to temporary disruptions, affecting the retail sentiment. Notwithstanding a marginal delay in the onset of monsoon, FY2017 has been good for the agricultural sector. Growth in the industrial sector remained lacklustre. The overall growth for the period FY2017 stands at 5% as compared to FY2016. India's economic growth is expected to rebound in the range of 6.75-7.5% in FY2018. The negative impact of demonetisation is likely to dissipate. Inflation is projected to be higher, due to gradual firming up of crude oil prices. The implementation of Goods and Services Tax Bill (GST) will have positive implications for the auto component industry as it improves operational efficiency.

Industry Overview

Global Automobile Industry

The first half of CY 2016 started off slowly for the global auto industry but gained momentum in the second half on the back of improving economic development, barring China. The slowdown is likely to limit the improvement in global sales to only 1% in 2017, against a 6% jump in 2016. The Asia-Pacific region grew by 9.5% in 2016 to around 47 million vehicles, giving the region a 50% share of the global automotive market.

Indian Automobile Industry

According to the Society of Indian Automobile Manufacturers (SIAM), the Indian auto industry produced 25,316,044 vehicles in FY2017, vis-a-vis 24,016,599 in the previous year, recording a growth of 5.41%.

Indian Auto Component Industry

According to the Automotive Component Manufacturers Association of India (ACMA), the turnover of the Indian auto component industry stood at USD 39 billion in FY2016. The market size for auto component industry increased by 8.8% in FY2016 as compared to FY2015. Auto component exports touched USD 10.8 billion in FY2016. India's auto components industry is expected to register a turnover of USD 200 billion by 2026, riding also on the back of strong exports.



BUSINESS REVIEW

2&3 – Wheelers

Indian market

In FY2017, India retained its position as the world’s most dynamic 2- Wheeler market. The segment registered a sales growth of 6.89%, wherein scooters, motorcycles and mopeds grew by 11.39%, 3.68% and 23.02%, respectively. However, 3-Wheeler sales declined by 4.93% in FY2017, compared to the previous year. The export of 2-Wheelers and 3-Wheelers declined by 5.78% and 32.77%, respectively.

Performance Review

In FY2017, the Company’s 2 & 3-Wheelers Business Unit accounted for 55% of the total revenues, compared to 58% in FY2016. The first half of FY2017 saw 2-Wheeler sales grow in double digits. However as the industry was hit by demonetisation in the third quarter, rural sales experienced a steep decline. Despite the temporary slowdown, the Business Unit did well as component sales for scooters recorded a double-digit growth.

Key highlights of FY2017

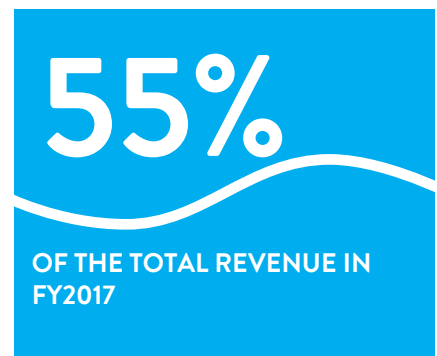
- Increased focus on OEMs like TVS Motors, Honda Motorcycles, Yamaha Motors, Suzuki Motorcycles, Piaggio Vehicles and Royal Enfield, to serve new models and win new business



- Inaugurated a satellite plant, i.e. last mile assembly operation at Kumbalgodu to be closer to TVS, Mysore
- Commissioned supplies to Yamaha Motors and Suzuki Motorcycles from the last mile assembly operation at Manesar
- Conducted Technology Day at Royal Enfield, Piaggio, Bajaj Auto and Mahindra to showcase current and future technologies

Awards & Accolades

- Price Competitiveness Award from Suzuki Motorcycles
- Gold Quality Award from UM Lohia Two Wheelers Pvt Ltd (UML)
- Quality Circle awards from TVS Motors and Honda Motorcycles & Scooters
- Kaizen award from Bajaj Auto
- Quality Circle awards from QCFI (Quality Circle Forum of India) and ACMA (Automotive Component Manufacturers Association of India)





Passenger Cars

Indian market

Passenger Vehicles sales in India grew by 9.23% in FY2017 compared to the previous year. For the same period, Passenger Cars, Utility Vehicles and Vans grew by 3.85%, 29.91% and 2.37%, respectively. Though the overall industry performance was positive, Indian Passenger Vehicles sales of the top three auto manufacturers had dropped in December, due to demonetisation. However, Passenger Vehicle Exports registered a growth of 16.20 %.

Performance Review

In FY2017, the Business Unit exceeded expectations and accounted for 32% of the total revenues, vis-a-vis 31% in FY2016 and recorded a sales growth of 15.8% over FY2016. Strong growth in the Business Unit was led by new launches including Mahindra's KUV100 and Maruti Suzuki's Vitara Brezza, S-Cross and Ignis; as well as continued growth in the volumes for exports by Renault. An added focus was on improving warranties and making the products more durable.

Key Highlights for FY2017

- Khandsa plant implemented an energy-efficiency project on spray paint line that reduces the fuel consumption.
- Chakan plant successfully qualified for Mahindra Supplier Evaluation System (MSES) 'B' certification and has been nominated for 'A' certification
- Conducted Technology Day at General Motors, Maruti Suzuki and Mahindra to showcase existing and future technology products

Awards & Accolades:

- Zero PPM Quality Award from Toyota Kirloskar Motor
- Parwanoo team won a Gold Award at the International Quality Circle competition, Bangkok
- Parwanoo team awarded with the Golden Peacock HR Excellence Award by the Institute Of Directors (IOD), India

- At the 56th Annual Conference of ACMA, Parwanoo plant won the Silver Trophy in HR Excellence and Chakan plant won the Bronze Trophy in Supplier Development

32%

OF THE TOTAL REVENUE IN
FY2017

STATUTORY REPORTS > MANAGEMENT DISCUSSION & ANALYSIS

Commercial Vehicles and Railways

Indian Market

Commercial Vehicles

The Commercial Vehicles segment recorded a growth of 4.16% in FY2017. Medium and Heavy Commercial Vehicles (M&HCVs) grew by 0.04%, whereas Light Commercial Vehicles (LCV) grew by 7.41%.

Railways

The Indian Railways recorded 8.7% growth in its revenues amounting to ₹ 1,58,845.8 million in the year ending March 2017. To further develop and consolidate the strengths of the sector, the Government

is also envisaging metro rail projects across many cities over the next ten years. Moreover, in a big thrust to the sector, the total capital and development expenditure of Indian Railways has been pegged at ₹ 13,10,000 million for FY2018. The Union Budget 2017 has also proposed several measures to improve services, infrastructure and amenities.

Performance Review

Gabriel India is the market leader in the Commercial Vehicles segment, and has a good presence in Indian Railways. The Commercial Vehicles and Railways Business Unit (CVRBU) accounted for 13% of the total revenues in FY2017, compared to 11% in FY2016. The Business Unit recorded a sales growth of 12% over FY2016.

Key highlights of FY2017

- Developed & started supplies of Linke Hofmann Busch (LHB) Shoxs to Indian Railways, which will drive further growth
- Started commercial supplies to ISUZU Global

Awards & Accolades

- Dewas Plant was awarded the manufacturing excellence Award for 2016 by the Federation of Indian Chambers of Commerce & Industry (FICCI)
- Dewas Plant won 1st Prize in the National Final of 29th Quality Circle competition organized by the Confederation of Indian Industry (CII)





15%

ANNUAL GROWTH RATE OF EXPORTS IN FY2017

Aftermarket Channel

Indian Market

According to ACMA, the Indian automotive component Aftermarket segment stood at ₹ 560,980 million in FY2017. Out of the total, 2 and 3-Wheeler segments accounted for ₹ 120,380 million, Passenger Cars accounted around ₹ 189,700 million, Commercial Vehicles ₹ 197,480 million, and tractors ₹ 53,420 million. The Indian automotive component Aftermarket segment is expected to grow at 10.5% and reach ₹ 757,050 million by FY2020.

Performance Review

Gabriel India has an active and strong focus on the replacement market. The Company has been able to achieve leadership in this segment by servicing both, through the original equipment segment, as well as the independent Aftermarket directly through

its own brand. In FY2017, the business grew by 7.8% and represents 13% of the top line across business segments. The Business Unit has a strong network with more than 500 dealers and 10,000 retailers, covering 19 Carrying and Forwarding Agent (CFA) locations. Most of the retailers have been associated with the Company for decades.

Key highlights of FY2017

- Two branding initiatives undertaken in the recent past - Elite Retailers Programme (ERP) and Mechanic Loyalty and Training Programme (MLTP) resulted in an increase in the market share in B & C class towns
- Fresh product launches took the count up to 500 products and eight new product lines
- Started the supply of trading products like Wheel Rim to an OEM, and significantly increased sales of traded products

Exports

Over the years, the Company has been working towards improving its competitiveness in Exports. Gabriel India exports to all major regions, i.e. North America, Europe, Australia and Asia-Pacific region. The Company has been leveraging its relationship with global OEMs present in India to expand its global business.

The Company's Exports increased from ₹ 586 million in FY2016 to ₹ 677 million in FY2017, recording an annual growth of 15%. In the 2-Wheeler segment, the Company has gained business from Mahindra Peugeot for the Metropolis vehicle; and has entered the market for new models in Colombia. It has started commercial supplies to ISUZU for Thailand and Indonesia in Commercial Vehicles Segment. In the Aftermarket segment, the Company has ventured into new markets, such as Honduras, Guatemala, and Kenya. The Company also participated in a Technology Day at a Global North American Commercial Vehicles OEM major for its global business opportunity.

With the key focus on Exports, in FY2017, the company appointed a dedicated resource for exports at Gabriel India, Germany office to manage its exports to Europe, North America and Latin America markets. Going forward, the Company plans to increase its presence in the Aftermarket sector across the South East Asian countries.

19%

CAGR FOR AFTERMARKET IN FY2010-2017

STATUTORY REPORTS > MANAGEMENT DISCUSSION & ANALYSIS



overseas companies such as Torre Parts & Components and Gabriel de Colombia is a key achievement and also an affirmation of our technical expertise.

The Company has state-of-the-art, dedicated tech centres at Hosur, Chakan and Nashik which are approved by the Department of Scientific and Industrial Research (DSIR), Government of India. The R&D center at Chakan has recently commissioned the highly complex corner module testing, which provides the capability to stimulate the suspension and damper testing using actual road input data, in shorter time.

The R&D centres employ highly qualified research professionals who work in a creative environment. Last year, the Company invested substantially in new generation testing and validation equipment to upgrade its testing facilities to global standards. The R&D team continuously focuses on new technology to provide the customer experience of new suspension technologies in India i.e. light weighing and adjustable suspension at a reasonable costs.

OPERATIONAL REVIEW

Innovation and Technology

Innovation

Innovation is the driving force at Gabriel India. We are always committed to develop advanced and futuristic solutions to address our customer needs. This is reflected in the intensive R&D activities, and new products introduced to Indian automotive industry over the years by the company.

Gabriel India boasts of a diverse product portfolio that caters to every automobile customer, from bicycles to trains. Gabriel India believes that R&D, both in terms of products and processes is important. The company has adopted innovation as a way of life.

Key highlights

- Most of the machines in manufacturing are built by the Company's in-house team
- We are one of India's leading Tier I companies to have filed 43 patents till date
- The company has evolved from being a product supplier to a complete solution provider

Technology

The Company collaborates with KYB Corporation, Japan; Yamaha Motor Hydraulic Systems, Japan; KYBSE, Spain and KONI B.V., The Netherlands for technical support on various vehicle models or platforms. The Company continues to invest in R&D and testing facilities to facilitate robust design, foster new products launch and promote higher customer satisfaction, which has been reflected in the company's leading position in the suspension business across every segment.

The Company has recently signed a Technology Assistance Agreement (TAA) to provide product and process technology to Torre Parts & Components, South Africa. Providing technical services to



43

PATENTS FILED TILL DATE



Human Resources

At Gabriel India, Human Resources follows an integrated approach that combines employee recognition, training and mentoring. The Company achieves this by investing time and efforts in creating processes and initiatives that enhance productivity and lead to personal development.

Some of the key HR Initiatives are:

Higher Education programmes

To achieve higher productivity levels and employee value-addition, the Company has adopted many initiatives for its Operating Engineers and staff. To nurture talent, initiatives for skill enhancement, technical training and soft skills development are undertaken. The Company promotes higher education by sponsoring specialised educational programmes like Post-graduate diploma in Industrial Engineering from National Institute of Industrial Engineering (NITIE), Process Engineering from Indian Institute of Technology (IIT) Madras and Bachelor in Technology from Shoolini University.

Leadership Development Programmes

With an aim to strengthen its future operations and to ensure a stable and sustainable growth, the Company has emphasised on coaching and guiding its talent pool. The Company continues its initiatives in employee development through programmes like ANAND Leadership Development Programme (ALDP) and ANAND Mentorship Programme (AMP), which are developed and successfully supervised by the ANAND Group.

Industrial Relations

The Company has successfully concluded and signed long-term wage settlements for its unionised plants at Dewas and Ambad. Employee relations have remained cordial across all locations.

Constellate Programme

Constellate programme ensures the coming together of Gabriel India's high potential talent. It creates a forum where they share

experiences, gain insights, and receive guided development opportunities. In this program, employees are groomed through guidance and direction for their career growth.

ANAND U

Gabriel India staff has access to the courses provided by ANAND U, the Corporate University of the ANAND Group. Besides classroom training, programmes include e-Learning modules, both of which are aligned to evolving business needs.

Behaviour Model: Values to Action – The ANAND Way

Through this programme, an attempt has been made to reach out to each and every Gabrielite and sensitize them to the values we stand for at Gabriel India and strive to translate these values into actions. The programme reflects Gabriel India's journey from "Good to Great" and sustaining "Great Place to Work". The strength of our culture comes from the ANAND Way and it is imperative that each member of Gabriel India imbibes the ANAND Way and is able to demonstrate it in their everyday interactions at work.

Townhall Meeting

Twice a year, the Managing Director addresses the employees on Gabriel India's performance, challenges, opportunities and expectations for the rest of the year. He shares the key focus areas and areas of

concern with the employees. Gabriel India's performance is also communicated in a simple and transparent manner.

Recognitions

The Company has been recognized as one of the best workplaces in India by the Great Place to Work® Institute in 2012, 2015, 2016 and 2017. The Company has also received various recognitions from institutions like CII and ACMA, among others for its people practices. These awards reflect the Company's strong belief in creating an environment where talent thrives and makes a difference in organizational growth and sustainability.



STATUTORY REPORTS > MANAGEMENT DISCUSSION & ANALYSIS

CSR and Sustainability

Corporate Social Responsibility

Gabriel India cares for communities and supports them to achieve their developmental aspirations. Through Sant Nischal Singhji Foundation (SNS Foundation), the Company strives to empower the disadvantaged sections of society.

The Company has made significant investments in various aspects through SNSF:

- Health check-up camps
- Adult literacy classes
- Classes to prepare non-school going children for formal schooling
- Dustbins are installed and sanitation workers are deputed to ensure better hygienic conditions at various project sites, as a follow-up action to the 'Swachh Bharat Abhiyan' mission
- Vocational training and skill development courses conducted for underprivileged youth and women across the country, which has created sustainable livelihood opportunities for them

Moreover, each plant carries out several employee-driven CSR activities throughout the year, and some of the key highlights are:

- Women Empowerment: Supporting self-help groups, creating awareness and providing a platform for them to sell handmade products
- Uplifting the Underprivileged: Supporting education and development of underprivileged and physically challenged children
- Blood Donation Camps: These camps are set up periodically at Gabriel India plants
- Innovation: Social innovation projects take a focal position

Sustainable Development

The Company continues to focus on green initiatives and is working towards making eco-friendly products. During the year under review, the Company embarked on the following activities:

- Reducing energy consumption per unit of shock absorber

- Sourcing of green solar energy for conserving fossil fuels
- Reducing electricity cost and carbon foot print
- Using energy efficient LED lighting technology
- Installing paint re-generation and de-rusting acid regeneration ion exchangers, to reduce the hazardous waste generation
- Replacement of old technology chrome plating scrubber with new technology scrubber to reduce consumption of chromic acid

The Company is building sustainable manufacturing processes through reduced carbon footprint and bringing green technology into its manufacturing locations. It is developing projects around the sustainability theme, even as it adopts methods to reduce environmental impact.



FINANCIAL OVERVIEW

In FY2017, the Company recorded sales of ₹15,130.55 million, compared to ₹14,264.18 million in the previous fiscal year, registering a 6% growth.

The Company reported an EBITDA of ₹1,440.15 million, (9.4%) vis-à-vis ₹1,293.07 million (9.0%) in FY2016, an improvement of 0.4% driven mainly by cost control in raw materials and fixed expenses. Profit after tax was around ₹816.19 million, compared to ₹752.38 million in the previous year, representing 8.5% growth, an improvement of 0.2% helped by interest cost reduction by 32%.

Operationally, the Company had a positive year with improved sustainable EBITDA, profitability and Profit After Tax. The ROCE performance has improved consistently and the balance sheet remains robust and debt free. Surplus funds of ₹807.47 million has been invested in fixed deposits and liquid mutual funds.

Gabriel India has managed to record consistent improvement of working capital over the years and same is true with the last financial year as well. The working capital days improved from 24 days to 22 days (after adjustment for dividend)

CAUTIONARY STATEMENT

This document contains statements about expected future events, financial and operating results of Gabriel India Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer



8.5%

GROWTH IN PROFIT AFTER TAX IN FY2017

and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of Gabriel India Limited's Annual Report, FY2017.



Directors Report

To,
The Members,

Your Directors take pleasure in presenting the 55th Annual Report on the business and operations of the Company, together with the Audited Financial Statement for the year ended March 31, 2017.

The Company's sales grew by 6% and Operating Profit (EBITDA), PBT and PAT grew by 11.4%, 16% and 8.5% respectively. The improved profitability was due to raw material cost reduction, fixed expenses control, warranty cost reduction, better working capital and cash flow management. The Company continued to deliver good results on the strength of strong customer orientation, leveraging its core competencies in technology, manufacturing and supply chain efficiency.

FINANCIAL RESULTS

PARTICULARS	(₹ in million)	
	Year ended 31.03.2017	Year ended 31.03.2016
Net Sales	15,130.55	14,264.18
Earnings before Interest, Tax and Depreciation and Amortization (EBITDA)	1,440.15	1,293.07
Finance Cost	16.55	24.83
Depreciation	353.27	331.86
Profit/(Loss) Before Tax (PBT)	1,108.12	954.93
Provision for Taxation:		
- Current	236.88	203.13
- Deferred Tax	55.05	(0.58)
Prof/(Loss) After Tax (PAT)	816.19	752.38
Profit/(Loss) Account Balance at the beginning of the year	2,996.29	2,451.37
Profit available for appropriations	3,812.48	3,203.75
Appropriations:		
Dividend on Equity Shares	64.65	172.37
Tax on Dividend	13.16	35.09
Transferred to General Reserves	0.00	0.00
Profit/(Loss) Account balance at the end of the year	3,734.67	2,996.29

PERFORMANCE HIGHLIGHTS

Your Company recorded total sales of ₹ 15,130.55 million in FY2017 as compared to ₹ 14,264.18 million in FY2016. It reported a 11.4% growth in EBITDA, largely based on volume growth in Aftermarket, Passenger Cars and Commercial Vehicles Business Units and control on raw material costs. The Company improved its EBITDA to 9.4% in FY2017 from 9.0% in FY2016. The result was a Profit After Tax of ₹ 816.19 million in FY2017 as compared to ₹ 752.38 million in FY2016, representing 8.5% growth. The earnings per Share increased to ₹ 5.68 per share in FY2017 from ₹ 5.24 per share in FY2016.

The Company reported an improvement in EBITDA margins from 9.2% in the first quarter of the year under review to 9.4% in the last quarter. As a result, the Company's annual EBITDA margin strengthened from 9.0 % in FY2016 to 9.4% in FY2017.

BUSINESS OUTLOOK

The prospects of the Company appear reasonably optimistic for a number of reasons. The forecast for FY2018 is expected to be better. A positive outlook on the monsoon this year and implementation of GST may lead to a spurt in demand and sales. The Government's 'Make in India' initiative is likely to strengthen the case for manufacturing and with a moderate rise expected in GDP growth, the Indian Automobile and Auto Components sector appears poised for a reasonable growth. The Company's performance in the Aftermarket and Exports is expected to be better due to an improved thrust and focus.

Directors Report

OPERATIONS

The Company is pleased to report that operating efficiency across all its manufacturing plants enhanced during the year and led to improved profitability. Higher operating efficiency was a result of process improvements, constant benchmarking with available best practices, leveraging technology collaborations, employee training and a conducive working environment at all its plant locations.

DIVIDEND

Your Directors declared an interim dividend of ₹ 0.45 per equity share of ₹ 1 each (previous year ₹ 0.45 per equity share of ₹ 1 each). This dividend amounted to ₹ 64.64 million (previous year ₹ 64.64 million). This was distributed to shareholders, whose names appeared on the Register of Members as on November 22, 2016. Your Directors further recommended for the approval of shareholders a final dividend of ₹ 0.85 per equity share of ₹ 1 each (previous year 0.75 per equity share of ₹ 1 each). This proposed dividend will amount to ₹ 122.10 million (previous year ₹ 107.73 million). The dividend, subject to its declaration, will be distributed to shareholders whose names appear on the Register of Members on Wednesday, August 02, 2017.

During the year under review, the unclaimed final dividend pertaining to the FY2009 and unclaimed interim dividend pertaining to the FY2010 was transferred to the Investor Education and Protection Fund following a due notice to the members.

SHARE CAPITAL

The paid-up Equity Share Capital as on March 31, 2017 was ₹ 143.64 million. During the year under review, the Company did not issue any shares and did not grant stock options or sweat equity shares to employees. The details of the shareholding of the Directors are as mentioned below as on March 31, 2017:

Sr. No.	Name of Director	Shareholding	% of Holding
1	Mrs. Anjali Singh	641,942 shares	0.45%
2	Mr. Manoj Kolhatkar	4,000 shares	0.003%

DEPOSITS

The Company has discontinued the acceptance of deposits with effect from November 09, 2015. Accordingly, no further deposits shall be accepted by the Company under the said scheme. The deposits already accepted under the said scheme upto November 07, 2015 shall be served till their applicable tenure. The details pertaining to deposits is as under:

Sr. No.	Details	Amount (₹ in million) / Remark
i	Public deposits accepted during the year	Nil
ii	Deposits that remained unpaid or unclaimed as at the end of the year	29.83
iii	Whether there has been any default in repayment of deposits or payment of interest thereon:	
	a. at the beginning of the year	Nil
	b. maximum during the year	Nil
	c. at the end of the year	Nil
iv	Details of deposits which are not in compliance with the requirements of Chapter V of the Act	Nil

MEETINGS OF THE BOARD

The Board of the Company comprised six Directors as on March 31, 2017. The Board comprised Mrs. Anjali Singh, Mr. Manoj Kolhatkar, Mr. Pradipta Sen, Mr. Atul Khosla, Mr. Aditya Vij and Mr. Jagdish Kumar. The details of the meetings during the financial year under review are mentioned below.

Sr. No.	Date of Meetings	Board Strength	No. of Directors Present
1	May 20, 2016	6	6
2	July 29, 2016	6	6
3	November 11, 2016	6	6
4	February 02, 2017	6	5
5	March 30, 2017	6	6

Directors Report

The maximum time gap between two Board meetings was not more than four months.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Directors

The composition of the Board of Directors of the Company is as below.

Sr. No.	Name of Director	DIN	Position
1	Mrs. Anjali Singh	02082840	Non-Executive Chairperson
2	Mr. Manoj Kolhatkar	03553983	Managing Director
3	Mr. Pradipta Sen	00051758	Non-Executive Independent Director
4	Mr. Atul Khosla	02674215	Non-Executive Independent Director
5	Mr. Aditya Vij	03200194	Non-Executive Independent Director
6	Mr. Jagdish Kumar	00318558	Non-Executive Director

In accordance with the Article 128, 129 and 130 of the Articles of Association of the Company and Section 152(6)(d) and (e) of the Companies Act, 2013, Mr. Jagdish Kumar retires by rotation and being eligible, offers himself for reappointment.

The appointment of Mrs. Anjali Singh as Executive Chairperson of the Company for a period of 5 years w.e.f. May 15, 2017 pursuant to provisions of Section 196 of the Companies Act, 2013 being a Whole-time Director/ Key Managerial Personnel is proposed in the ensuing Annual General Meeting.

The details of the Directors who are proposed to be appointed/re-appointed in the ensuing Annual General Meeting forms part of the Corporate Governance Report. During the year under review, no changes occurred in the constitution of the Board of Directors.

B. Declaration of independence

The Non-Executive Independent Directors enlisted below provided a declaration under Section 149 (6) of the Companies Act, 2013 that they meet the criteria of independence. The declarations from the Directors is attached as **Annexure A**.

Sr. No.	Name of Director
1	Mr. Pradipta Sen
2	Mr. Atul Khosla
3	Mr. Aditya Vij

C. Formal Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board carried out an annual evaluation of its own, its Committees, the Chairperson and the Directors, individually. A detailed note on the manner of evaluation forms a part of the Corporate Governance Report.

D. Audit Committee

The Audit Committee was constituted as per the provisions of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Composition of the Audit Committee is as below:

Sr. No.	Name of Director	DIN	Position
1	Mr. Atul Khosla	02674215	Non-Executive Independent Chairman
2	Mr. Pradipta Sen	00051758	Non-Executive Independent Member
3	Mr. Jagdish Kumar	00318558	Non- Executive Member

Directors Report

E. Key Managerial Personnel

During the year under review, there has been no change in the Key Managerial Personnel of the Company.

COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Company has in place a Nomination and Remuneration Policy, which was duly approved by the Board in the Financial Year 2014-15. The remuneration, in all forms, paid to the Managing Director was in compliance with the said Policy. The remuneration to Non-Executive Independent Directors in the form of commission and sitting fees was also paid in terms of the said Policy. The disclosure of the details of the Nomination and Remuneration Policy forms part of the Corporate Governance Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

Disclosures relating to the Loans, Guarantees or Investments, as defined under Section 186 of the Companies Act, 2013, forms part of the notes to the Financial Statement.

VIGIL MECHANISM

A Vigil Mechanism in the form of an Ethics Helpline and Whistle Blower Policy was established by the Company to trace and deal with instances of fraud and mismanagement. The details/report for the same was directly reported to the Audit Committee Chairman. A brief note on the Whistle Blower Policy is disclosed in the Corporate Governance Report. The Policy is also posted on the Company's website.

INTERNAL CONTROLS AND SYSTEMS

The Company has satisfactory internal control systems and vigilance systems which are continuously evaluated by professional internal and statutory auditors of repute. The Company continues to improve the present internal control systems by implementation of appropriate policy and processes. The Company is focused on incorporating the controls and checks in ERP system of SAP. The Company has in place an adequate system to ensure efficacy of operations, compliance with applicable legislation, safeguarding of assets, adherence to management policies and promotion of ethical conduct.

A dedicated legal compliance cell ensures that the Company conducts its business with high standards of legal, statutory and regulatory compliances. The Audit Committee reviews the internal control systems and procedures periodically. The Company maintains a system of Internal Financial Controls (IFC) designed to provide a high degree of assurance on various business areas such as Procure to Pay, Inventory, Order to Cash, Fixed Assets, Human Resource, Legal, Book Close and MIS regarding effectiveness and efficiency of operations, reliability of financial controls and compliance with laws and regulations. This is done by recording the results of key manual controls status across the Company and also retaining the back-up of the same in a common secured server for future reference.

BUSINESS RISK MANAGEMENT

In a competitive auto environment, like most other Tier- I companies, Gabriel too faces several threats. Competition in the suspension industry is expected to put pressure for developing competitive products with high performance, quality and longer life. The Company's business is exposed to many internal and external risks which were identified after proper risk assessment. Some of the key risks identified are a threat to market share due to global competition, procurement of few components, exports and regulatory compliance. As per the Policy, the risks have been reviewed by the senior management as well as short term and long term risk mitigation plans have been identified. A Risk Committee formed under the Chairmanship of the Chief Financial Officer meets every quarter to review progress and an update of the same is presented to the Board. During the year under review specific exercise was carried out to revisit all risks and update the Risk Register. Two risks on which substantial risk mitigation was completed, were removed and two risks related to Operations Management and Potential Risk of Non-compliances at plants, were added. The key risks of the organization are:

Industry Risk

The Company is proactively prepared for a sectoral slowdown by widening its product basket and cushioning it from any downturn. The Company singled out Exports and Aftermarket Business Unit as key growth verticals for the future and reformulated tactics to enhance revenue shares from these segments without compromising growth with OEMs.

Directors Report

Competition Risk

The Company is working closely with customers to develop products collaboratively. The Company has empowered its employees to seek and eliminate operating inefficiencies, thus strengthening margins in the process. The Company invested in renewable energy with the objective to moderate costs across the long term.

Procurement Risk

The Company has been engaged in vendor rationalization with the objective of enhancing purchasing efficiencies. The Company has identified over reliance on single sourced vendors as a risk. It has adopted strategic partnerships, alternate sourcing and vendor consolidation for high-risk vendors. The Company used eSourcing to get additional cost reductions from existing / new vendors on regular basis.

Export Risk

The Company keeps up with its strategy to engage into technology collaborations to enhance product and process competencies. It has set up a dedicated team to focus on Exports for the regions of South Asia, ASEAN, Middle East and Latin America.

Compliance Risk

The Company conducts comprehensive checks to ensure that all transactions are correctly authorized, recorded and reported. Its internal control system is supplemented by an extensive array of internal audits, reviews of findings and assessment of improvement opportunities. The Company is improving its established Intranet-based software to derive a visual confirmation of compliance across its plants. The Company identified additional risk of Statutory and Environment, Health and Safety (EHS) compliance at key vendors for continuous monitoring.

CONTRACT AND ARRANGEMENT WITH RELATED PARTIES

During the year, the Company has not entered into any contract/ arrangement/ transaction with related parties which were either not at an arm's length or not in the ordinary course of business and further could be considered material in accordance with the Policy of the Company on materiality of related party transactions.

Hence, there is no information to be provided in Form AOC-2, while the particulars of all Related Party Transactions in terms of Accounting Standards-18 are forming part of the financial statements.

The Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board may be accessed on the Company's website.

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

As required under Section 134(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules 2014, information relating to the foregoing matters is attached as **Annexure C** to this Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There were no significant and material orders passed by the regulators or courts having competent jurisdiction, which could have an impact on the business of the Company under the going concern concept.

CORPORATE GOVERNANCE REPORT

A separate section on Corporate Governance is included in the Annual Report and the Certificate from the Company's Auditors, confirming the compliance of conditions of Corporate Governance, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed thereto.

MANAGEMENT DISCUSSION ANALYSIS

In terms of the provisions of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's Discussion and Analysis is set out in this Annual Report.

Directors Report

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per the requirement of Section 135 of the Companies Act, 2013, the Company constituted a CSR Committee and CSR Policy to track related transactions and initiatives. The detailed Policy is posted on the Company's website. Further, a detailed report on the CSR activities inter-alia disclosing the composition of CSR Committee and CSR activities is detailed in Management Discussion Analysis and also as **Annexure B**.

PREVENTION OF SEXUAL HARASSMENT POLICY

The Company has zero tolerance for sexual harassment at workplace. The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Through the Policy, the Company has constituted a Committee and established a grievance procedure through Internal Complaints Committee for protection against victimization.

The Company is committed to provide a healthy environment to all its employees conducive to work without the fear of prejudice and gender bias. During the year under review, 1 complaint of sexual harassment was raised, the same was disposed and appropriate action was taken within statutory timelines.

AUDITORS

Statutory Auditors

In 54th Annual General Meeting held on July 29, 2016, M/s. B. K. Khare and Co., Chartered Accountants, have been appointed as Statutory Auditors of the Company for a period of 5 years. Ratification of appointment of Statutory Auditors for the 2nd year is being sought from the Members of the Company at this AGM. Further, M/s. B. K. Khare and Co., Chartered Accountants have, under Section 139(1) of the Act and the Rules framed thereunder furnished a certificate of their eligibility and consent for appointment.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed KPRC & Associates, a firm of Company Secretaries in practice, to undertake the Secretarial Audit. The Self Explanatory report of the Secretarial Audit is attached as **Annexure D**.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return as per Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 in the Form MGT 9 is attached as **Annexure E**.

PARTICULARS OF EMPLOYEES

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office during business hours on working days of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

DIRECTORS' RESPONSIBILITY STATEMENT

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

1. In preparation of the annual accounts the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, to give a true and fair view of the state of affairs of the Company at the end of the financial year March 31, 2017 and of the Profit of the Company for that period.

Directors Report

3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing / detecting fraud and other irregularities.
4. The Directors have prepared the annual accounts on a going concern basis.
5. The Directors have laid down internal financial controls followed by the Company and that such financial controls are adequate and operating effectively.
6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENTS

Your Directors wish to thank the collaborators, technology partners, financial institutions, bankers, customers, suppliers, shareholders and employees for their continued support and co-operation.

Place: New Delhi
Date: May 15, 2017

For and on behalf of the Board
Anjali Singh
Chairperson
(DIN 02082840)

Annexure A - DECLARATION OF INDEPENDENCE

DECLARATION UNDER SECTION 149 (6) OF THE COMPANIES ACT, 2013:

We, Pradipta Sen, Atul Khosla and Aditya Vij being the Independent Directors of Gabriel India Limited (“the Company”) hereby acknowledge, confirm and declare that:

- (a) We are or were not promoter of the Company or its holding, subsidiary or associate company; nor are we related to promoter or directors in the Company, its holding, subsidiary or associate company;
- (b) We do not have or had any 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;
- (c) None of our relatives have or had any 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;
- (d) We ourselves nor any of our relatives,
 - (i) Hold or have held the position of key managerial personnel or is or has been employee of the Company or its holding, or subsidiary or associate company in any of the three financial years immediately preceding the financial year in which we are proposed to be appointed;
 - (ii) are or have been an employee or proprietor or partner, in any of the three financial years immediately preceding the financial year in which we are proposed to be appointed, of –
 - (A) A firm of auditors or company secretaries in practice or cost auditors of the Company or its holding or subsidiary or associate company; or
 - (B) Any legal or consulting firm that has or had any transaction with the Company, or its holding or subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - (iii) Hold together two per cent or more of the total voting power of the Company; or
 - (iv) are Chief Executive or Director, by whatever name called, of any non-profit organization that receives twenty five percent or more of its receipt from the Company, any of its promoters or directors or its holding or subsidiary or associate company or that holds two percent or more of total voting power of the Company;
- (e) We possess appropriate skills, experience and knowledge of discipline related to the Company’s business.

PRADIPTA SEN
DIN 00051758

ATUL KHOSLA
DIN 02674215

ADITYA VIJ
DIN 03200194

Place: New Delhi
Date: May 15, 2017

Annexure B-I - ANNUAL REPORT ON CSR ACTIVITIES

The Corporate Social Responsibility “CSR” Committee of the Company was constituted on May 14, 2014 in terms of provisions of Section 135 of the Companies Act, 2013 (the Act) read with the Companies (Corporate Social Responsibility), Rules 2014 (the Rules).

1. CSR POLICY

Pursuant to Section 135 of the Act and the Rules framed thereunder it was a mandatory commitment for a corporate to contribute and operate in an economically, socially and environmentally sustainable manner and also establish a Corporate Social Responsibility Policy and a Committee to track the transactions relating to CSR initiatives. Hence, it is a continuing commitment for a Company to perform ethically and contribute to economic development of the society at large. CSR, therefore, is not a mere philanthropic activity but also comprises of activities that require a Company to integrate social, environmental and ethical concerns into the Company’s vision and mission through such activities.

A detailed Policy as per the Regulations was established by your Company and the same was uploaded on its website at the weblink: www.gabrielindia.com/investors/csr-policy.aspx

The brief details of the activities undertaken by the Company through SNS Foundation are enlisted below:

- a. Anand Parwanoo School Slum Abhiyan
- b. Anand Sports Complex and Municipal Park
- c. Government Senior Secondary School, Pratha Panchayat
- d. Anand Nasik Village Income School Abhiyan
- e. Anand Jawai Sujjan School Abhiyan
- f. Health Services at Village Bherwa, Dist. Jaisalmer
- g. Improving income generation at rural locations of District Dewas
- h. Anand Dewas Sarva Shiksha Abhiyan
- i. Development of Training Center in Nutan Maharashtra Institute of Engineering and Technology, for underprivileged youth.
- j. Promoting Vocational Skills among underprivileged youth especially girls
- k. Anand Hosur Sarva Shiksha Abhiyan (AHSSA)

2. COMPOSITION:

The CSR Committee consists of the following members:

Sr. No.	Name of Member	Position
1.	Mrs. Anjali Singh	Chairperson
2.	Mr. Manoj Kolhatkar	Member
3.	Mr. Atul Khosla	Member

Members of the CSR committee are eminent professionals and financially literate.

Annexure B-I - ANNUAL REPORT ON CSR ACTIVITIES

3. AVERAGE NET PROFIT OF THE COMPANY FOR LAST THREE FINANCIAL YEARS:

Financial Year	2015-16	2014-15	2013-14	Average net profit for last 3 financial years
Net Profit	949.05	849.65	568.36	789.02

(₹ in million)

4. PRESCRIBED CSR EXPENDITURE :

2% of Average net profit i.e. ₹ 15.78 million

5. DETAILS OF CSR DURING THE FINANCIAL YEAR

- Total Amount spent during the Financial Year : ₹ 15.78 million
- Amount unspent, if any : Nil
- Manner in which the amount spent during the financial year is attached as Annexure B-II.

6. THE COMPANY HAS SPENT TWO PERCENT OF THE AVERAGE NET PROFIT OF THE LAST THREE FINANCIAL YEARS ON CSR ACTIVITIES.

7. RESPONSIBILITY STATEMENT OF THE CSR COMMITTEE :

The implementation and monitoring of CSR Policy is in compliance with the CSR objective and Policy of the Company.

Place: New Delhi
Date: May 15, 2017

Manoj Kolhatkar
Managing Director
(DIN 03553983)

By the order of Board
Anjali Singh
Chairperson of Board
and CSR Committee
(DIN 02082840)

Annexure B-II - ANNUAL REPORT ON CSR ACTIVITIES

REPORT ON UTILIZATION OF FUNDS UNDER CORPORATE SOCIAL RESPONSIBILITY FOR THE PERIOD FROM 1ST APRIL 2016 TO 31ST MARCH 2017

S. No.	CSR Project or Activity Identified	Sector in which the project is covered	Projects /Program - Local Area or Other. Specify the state and district where projects or programs was undertaken	Amount Outlay (Budget) project or program wise (in ₹ Lacs)	Amount spent on the projects or programs Sub Heads (1) Direct Expenditure on projects or programs (2) Overheads	Actual Expenditure upto the reporting period (Apr. 16 - Mar. 17)	Amount spent Direct or through Implementing Agency, details of implementing Agency	Brief Overview of Project Activities
1	Anand Parwanoo School Slum Abhayan (APSSA)	Education, Water, Sanitation-Schedule VII (i), (ii) and (iv)	Parwanoo Township, District Solan, Himachal Pradesh	50.00	Increase engagement with 6 govt. schools in 2015-16 to 9 schools in 2016-17 for improving quality of education through remedial coaching, 9 schools also include 2 senior secondary schools of Parwanoo township. Aspects of career counseling for high school students and scholarship for Class X girls eligible and willing to pursue diploma in engineering (mechanical/ automobile) being introduced.	957,012	SNS FOUNDATION	The year 2016-17 began on a celebratory note with the inauguration of the community centre and community toilets by Anand Hub Leader Mr. Vasudevan along with Municipal Council President Mr. Thakur Das Sharma. The community centre and community toilets had been constructed with the CSR contributions of all Parwanoo hub companies on land made available by the Municipal Council. In terms of increasing SNSF footprints on govt schools of the town, Govt. Primary and Senior Secondary Schools at Masulkhana were brought into the fold. Govt. Primary School, Chandrani had to be dropped due to non cooperation faced from the school authorities of not allowing remedial coaching teachers to function in the regular school hours. As Govt. Primary School, Chandrani is near inaccessible, it is not considered prudent to send teachers after regular school hours keeping in mind their safety. For similar reasons of safety and inaccessibility, Govt. Primary Schools at Khadeen and Tira were not considered for engagement at present. In total against plan of engagement with 9 schools in 2016, engagement was restricted to 7 schools viz. Govt Primary Schools at Ambota, Taksal, Kamli, Purla, Masulkhana and Barot and Govt. Senior Secondary School, Masulkhana. In the 6 primary schools, an approx. 612 students were found academically weak and offered special coaching to bring them close to desired learning levels. The coaching was focussed on 3 subjects: English, Hindi and Maths. The impact of remedial coaching in English language can be gauged from the below three statements : At the time of baseline survey in Apr'16, 65% students were in the 2 lower levels of learning i.e. of Beginner (no recognition of English alphabet) and of Capital Letters (can recognise capital but not small letters). In the endline survey, number of students in the 2 lower levels was down to 45%. After 9 months of remedial coaching (Mar '16 – Feb '17), 39% of students i.e. 237 of 612 have moved to the two higher levels of learning wherein they can read 2-3 letter words and simple sentences. Similar encouraging response was also received from remedial coaching extended to 89 middle grade students in Govt. Senior Secondary School, Masulkhana. Later in the year, Private Polytechnic at Kala Amb, in Sirmour Block was selected for signing of MoU for the scholarship scheme being promoted by SNSF for matriculate girls to pursue diploma in mechanical/automobile engineering.
					TOTAL	957,012		
					Engagement with 5 low income colonies (slums) thru' support of health, sanitation & education services to be continued. Engage govt. departments in supplementing slum development activities	2,814,282		Of 83 children studying in SNSF managed Balwadis, 47 have been admitted to govt. schools. Of 73 school drop outs attending SNSF learning centres, 53 have been integrated with govt. schools
					TOTAL	2,814,282		
					TOTAL of Project APSSA	3,771,294		

Annexure B-II - ANNUAL REPORT ON CSR ACTIVITIES

S. No.	CSR Project or Activity Identified	Sector in which the project is covered	Projects/Program - Local Area or Other. Specify the state and district where projects or programs was undertaken	Amount (Budget) Outlay project or program wise (in ₹ Lacs)	Amount spent on the projects or programs Sub Heads (1) Direct Expenditure on projects or programs (2) Overheads	Actual Expenditure upto the reporting period (Apr. 16 - Mar. 17)	Amount spent Direct or through Implementing Agency, details of implementing Agency	Brief Overview of Project Activities
2	Anand Sports Complex and Municipal Park,	Environment Schedule VII - (iv)	Parwanoo Township, District Solan, Himachal Pradesh	9.00	Quarterly transfer of ₹ 107250/- to Municipal Committee, Parwanoo of upkeep of the Park as per MoU + annual other repair and maintenance	806,345		This park was developed by SNS Foundation on behalf of Anand Group and the Parwanoo Hub Companies in specific in 2011. Since the handing over of the park to Municipal Committee, Parwanoo in 2012-13, SNS pays the Committee a monthly amount of approx. ₹ 32K for regular upkeep and maintenance and security of the premises.
3	Govt. Senior Secondary School, Pratha Panchayat	Education Schedule VII (ii)	Pratha Panchayat, District Solan, Himachal Pradesh	1.00	Improving quality of education through supporting the positioning of para teachers in the school against regular staff vacancies	Included under 1.		Being a government school, the school constantly has positions vacant among its teaching and non-teaching staff. This amount being provided since 2007 is utilized for supporting adhoc staff who fill in the vacancies so that normal working of the school/classes do not suffer.
				TOTAL	TOTAL	806,345		
				60.00	GRAND TOTAL OF PARWANOO BASED PROJECTS	4,577,640		
4	ANVISA-Anand Nasik Village Income School Abhiyan	Education, Rural Development, Livelihood Enhancement Schedule VII - (ii), (iv), (x)	Block Trimbakeshwar, District Nashik, Maharashtra State	18.00	Continue engagement with 8 govt. schools for improving quality of education; improve student-teacher ratio w.r.t. remedial coaching Support making of smokeless chulhas for 150 newer families Water Harvesting Apply Village Buddha Training learnings in growing Mango with selected farmers to augment family income (dipping into support available from govt. depts.) Introduce Honeybee Keeping as an income generation activity	929,396	SNS FOUNDATION	SNSF Nasik continued with its engagement with 8 government schools in 7 villages reaching out to over 2500 students. Students identified for remedial coaching were 1653. At the time of baseline survey in Jun'16, 70% students were in the 2 lower levels of learning i.e. of Beginner (no recognition of English alphabet) and of Capital Letters (can recognise capital but not small letters). In the endline survey, number of students in the 2 lower levels was down to 54% After 9 months of remedial coaching (Jul '16 - Mar'17), 46% of students i.e. 766 of 1653 have moved to the two higher levels of learning wherein they can read 2-3 letter words and simple sentences. In the subject of Maths, at the time of baseline survey in Jun'16, 57% (943 of 1653) students were in the 2 lower levels of learning i.e. of Beginner (no recognition of numbers) and of Recognition of digits from 1 to 9. After 9 months of remedial coaching (Jul '16 - Mar'17), 35% of students i.e. 572 of 1653 have moved to the highest level of learning i.e. ability to perform division sums ; 24% students can perform the operation of subtraction - a total of 59% students are in the two higher levels of learning. Ability to perform subtraction indicates ones ability to do addition, a similar inference can be drawn w.r.t. division and multiplication. Under adult literacy, there were 102 adult learners all females and 54 of them took the examination in April 2017. New projects like roof top water harvesting for 10 households and training of SHG representatives in honeybee rearing were conducted. Two matriculate girls from tribal village of Kharset joined Guru Gobind Singh Polytechnic under the SNSF scholarship scheme and are pursuing mechanical engineering. Significant efforts were undertaken to mobilize/orient matriculate girls from SNS adopted schools for opting for the SNSF scholarship scheme - which included talks by polytechnic staff at the tribal schools, visits of interested candidates to the polytechnic and Anand factories of Anand i Power and Haldex.
				18.00	GRAND TOTAL OF NASIK BASED PROJECTS	929,396		

Annexure B-II - ANNUAL REPORT ON CSR ACTIVITIES

S. No.	CSR Project or Activity Identified	Sector in which the project is covered	Projects/Program - Local Area or Other, Specify the state and district where projects or programs was undertaken	Amount Outlay (Budget) or program wise (in ₹ Lacs)	Amount spent on the projects or programs Sub Heads (1) Direct Expenditure on projects or programs (2) Overheads	Actual Expenditure upto the reporting period (Apr. 16 - Mar. 17)	Amount spent Direct or through Implementing Agency, details of implementing Agency	Brief Overview of Project Activities
5	AJSSA - Anand Jawai Sujan School Abhyyan	Education, Rural Development, Livelihood Enhancement Schedule VII - (ii), (iv), (x)	Villages Sena and Perwa, Block Bali, District Pali, Rajasthan State-	15.00	Increase engagement with 5 govt. schools in 5 villages to 7 schools in 5 villages Increase regular sanitation services from 2 to 4 villages Apply Village Buddha Training learnings in growing Lemon with selected farmers to augment family income (dipping into support available from govt. depts.)	1,600,081	SNS FOUNDATION	The year at Jawai began with pilot lemon tree plantation using govt. subsidy by one farmer in Village Sena. Engagement with 6 government schools at Perwa, Jivda, Sena, Meeno Ki Dhane and Biseipur continued. As the year progressed, 3 more schools were added bringing the total number of schools under SNSF banner to 9, reaching out to a total of 1508 students from Classes I to XII. A total of 12 teachers were appointed to extend remedial coaching to the academically weak students in these schools, results of which w.r.t. English language were as follows: At the time of baseline survey in Aug'16, 75% students were in the 2 lower levels of learning i.e. of Beginner (no recognition of English alphabet) and of Capital Letters (can recognise capital but not small letters) In the endline survey conducted in March '17, this % has dropped to 41. After 8 months of remedial coaching (Aug '16 - Mar'17), 21% of students have moved to the two higher levels of learning wherein they can read 2-3 letter words and simple sentences. Three villages Sena, Jivda and Meeno Ki Dhane got their individual garbage disposal enclosures. A total of 35 dustbins fabricated from scrap industrial drums were installed in 5 villages viz. Perwa, Sena, Jivda, Meeno Ki Dhane and Rabadi dwellings of Biseipur. 3 Human and 3 Veterinary Health Check Up camps were conducted in the villages of Jivda, Sena, Meeno Ki Dhane. In the 3 human health check up camps a total of 452 individuals treated of which 48% or 217 were women. In the total 3 veterinary health check up camps 2595 cattle were treated of which the largest population was of goats at 56% (1463) followed by sheep at 19% (496). The common ailment for which cattle were treated was of worms in their abdomen.
				15.00	GRAND TOTAL OF JAWAI BASED PROJECTS	1,600,081		
6	Health Services at Village Bherwa, Dist. Jaisalmer	Ensuring animal welfare, rural development Schedule VII - (iv) and (x)	Village Bherwa, Block & District- Jaisalmer, Rajasthan State	2.50	Health Camps (Human and Veterinary)	Included under AJSSA.		3 health check up camps were conducted in Village Bherwa wherein a total of 568 individuals were treated for various health disorders and given free medication. Of the 568 treated 263 (46%) were women. The common ailments for which consultation/medication was extended include : Common Cold and Fever, Ortho/Bodyache.
				2.50	GRAND TOTAL OF JAISALMER BASED PROJECTS	-		

Annexure B-II - ANNUAL REPORT ON CSR ACTIVITIES

S. No.	CSR Project or Activity Identified	Sector in which the project is covered	Projects/Program - Local Area or Other. Specify the state and district where projects or programs was undertaken	Amount Outlay (Budget) project or program wise (in ₹ Lacs)	Amount spent on the projects or programs Sub Heads (1) Direct Expenditure on projects or programs (2) Overheads	Actual Expenditure upto the reporting period (Apr. 16 - Mar. 17)	Amount spent Direct or through Implementing Agency, details of implementing Agency	Brief Overview of Project Activities
7	Improving income generation at rural locations of District Dewas	Promoting vocational skills, livelihood enhancement projects - Schedule VII - (ii)	Blocks Dewas, Tonk and Sonkutch, District Dewas, Madhya Pradesh state	10.00	Monitoring of 200 Women Self Help Groups who have been linked to banks for credit. One day Financial Literacy workshops in 30 villages. Deliver Para Nursing (Health Assistants' Training Programme) to 60 Female Youth	231,932	SNS FOUNDATION	SNSF continued its engagement with 5 government schools of Village Siya into the 2nd year. Like in 2015-16, in 2016-17, SNSF was able to garner considerable funds from Dewas District Planning Office towards infrastructure development in the five schools, giving the schools a complete makeover. Against GIL CSR contribution of ₹ 19 lacs towards infrastructure development in the schools, Dewas District Administration contributed an additional amount of ₹ 9 lacs, making infrastructure development of Govt. Schools, Siya a total project worth ₹ 28 lacs. Major works undertaken include, construction of 2 classrooms and washroom facilities in the Govt. Girls Primary school having 106 students, construction of drinking water and a tin shed for eating mid-day meals for a total of 394 students of 2 primary schools (girls and boys) and Govt. Middle School. Remedial coaching was extended to 114 primary grade students studying in Classes II to V. Results of which w.r.t. English language are mentioned in the below statements: At the time of baseline survey in Jun'16, 94% students were in the 2 lower levels of learning i.e. of Beginner (no recognition of English alphabet) and of Capital Letters (can recognise capital but not small letters) . In the endline survey, number of students in the 2 lower levels was down to 33% After 9 months of remedial coaching (Jul '16 - Mar'17), 38% of students i.e. 43 of 114 have moved to the two higher levels of learning wherein they can read 2-3 letter words and simple sentences. Further Govt. Polytechnic, Dewas has been selected for signing of MoU for the scholarship scheme being promoted by SNSF for matriculate girls to pursue diploma in mechanical/automobile engineering with the prospect of working as O.E.s in Anand Group manufacturing facilities.
	Anand Dewas Sarva Shiksha Abhiyan (ADSSA)	Education Schedule VII (ii)	Village Siya, Block Dewas, District Dewas, Madhya Pradesh	30.00	Continue engagement with existing 5 schools & improve student -teacher ratio w.r.t. remedial coaching- Aspects of career counseling for high school students and scholarship for Class X girls eligible and willing to pursue diploma in engineering (mechanical/ automobile) being introduced.	3,560,143		
				40.0	GRAND TOTAL OF DEWAS BASED PROJECTS	3,792,075		

Annexure B-II - ANNUAL REPORT ON CSR ACTIVITIES

S. No.	CSR Project or Activity Identified	Sector in which the project is covered	Projects/Program - Local Area or Other. Specify the state and district where projects or programs was undertaken	Amount Outlay (Budget) or program wise (in ₹ Lacs)	Amount spent on the projects or programs Sub Heads (1) Direct Expenditure on projects or programs (2) Overheads	Actual Expenditure upto the reporting period (Apr. 16 - Mar. 17)	Amount spent Direct or through Implementing Agency, details of implementing Agency	Brief Overview of Project Activities
8	Development of Training Center in Nutan Maharashtra Institute of Engineering and Technology, for underprivileged youth.	Promoting vocational skills, livelihood enhancement projects - Schedule VII - (i)	Talegaon, Block- Chakan, District Pune, Maharashtra State	2.00	The new training centre at Nutan Maharashtra Institute for Engineering and Technology for underprivileged youth to offer market aligned industry certified short duration (60 days) training programme in electricals and 2- Wheeler Technician. For 2- Wheeler Technician, the partner is TVS Motors and for Electrician the partner is Schneider Electric.	2,016,389		The Gabriel-TVS-Nutan 2 Wheeler Technician Training Centre housed within the premises of Nutan Maharashtra Vidy Polytechnic, Talegaon Dabhade has been completed. The first batch of service technicians was started on May 2nd with 5 students. The course duration for training of service technicians is 3 months. Mobilization for more students is in progress.
9	Promoting Vocational Skills among underprivileged youth especially girls	Promoting Vocational skills among women Schedule VII - (i)	(i) Parwanoo, District Solan, Himachal Pradesh (ii) Gurgaon, Pataudi, Sohna, District Gurgaon, Haryana (iii) Rewari city, District Rewari, Haryana (iv) Dewas, District Dewas, Madhya Pradesh state	10.00	GRAND TOTAL OF CHAKAN BASED PROJECTS In rented premises across the four mentioned locations training has been imparted to girls and women across the trades of cutting and tailoring, dress making, fashion designing, basic and advanced beauty culture, basic and advanced computers, nursery teachers' training and para-nursing. All equipments for training are purchased and/or maintained by SNS Foundation. The instructors are on SNSF payroll and covered under ESI and PF.	2,016,389 1,676,780	SNS FOUNDATION	Courses are certified by National Institute of Open Schooling and SNS Foundation itself. Courses range from being 1 month - 1 year in duration, most courses are of 6 months duration. During the year 2016-17, as on March 31, 2017, the following numbers of students either graduated or were under training in the following courses. A small fee of approx ₹ 400 p.m. is charged from students to maintain sustainability and generate seriousness among students. The deficit between fee collection and expenses is covered through corporate contributions of Henkel and Gabriel India. 1) Across 3 locations of Gurgaon, Parwanoo and Rewari, 1321 females were trained across the trades of Apparel Construction and Designing, Beauty Care, Computers, Nursery Teachers' Training. 2) Of the 1321 females trained, 17% were below the age of 18 years, hence not eligible for working. 3) 25% of those trained are into earning either jobs or self employment. 4) Presently 934 students are pursuing the different courses mentioned above.
				10.00	GRAND TOTAL OF VOCATIONAL TRAINING PROJECTS	1,676,780		

Annexure B-II - ANNUAL REPORT ON CSR ACTIVITIES

S. No.	CSR Project or Activity Identified	Sector in which the project is covered	Projects /Program - Local Area or Other. Specify the state and district where projects or programs was undertaken	Amount Outlay (Budget) project or program wise (in ₹ Lacs)	Amount spent on the projects or programs Sub Heads (1) Direct Expenditure on projects or programs (2) Overheads	Actual Expenditure upto the reporting period (Apr. 16 - Mar. 17)	Amount spent Direct or through Implementing Agency, details of implementing Agency	Brief Overview of Project Activities
10	Anand Hosur Sarva Shiksha Abhiyan (AHSSA)	Education Schedule VII (i)	Village Moranapalli, Block Hosur, Dist. Dharmapuri, Tamil Nadu	10.30	Improve the quality of education in the 2 Govt. Schools in Village Moranapalli (Primary - Secondary) with total student strength of 340 by way of improvement in school infrastructure and by providing for additional teachers to coach academically weak students or fill up vacant teacher posts. In total 4 teachers on SNS payroll placed in the 2 schools. - Aspects of career counseling for high school students and scholarship for Class X girls eligible and willing to pursue diploma in engineering (mechanical/ automobile) being introduced.	1,188,492	SNS FOUNDATION	At Hosur, the year began with identification of polytechnic for the scholarship scheme being promoted by SNSF for matriculate girls to pursue diploma in mechanical/automobile engineering with the prospect of working as O.E.s in Anand Group manufacturing facilities. Er. Perumal Manimekaiki College of Engineering, 25 kms from GIL Hosur was thereafter selected as the polytechnic for signing of MoU with SNSF. Later in the year, in Feb 2017, representatives from GIL Hosur HR and the polytechnic jointly conducted orientation sessions at Govt. High School, Mornapalli and Govt. Girls Sen. Secondary School, Hosur on career prospects post completion of diploma in mechanical/automobile engineering. At the level of working with govt. schools for improvement in quality of education, SNSF's engagement continued with 2 schools - Govt.Primary School and Govt. High School, Mornapalli. Results of providing remedial coaching to 94 primary grade students has been explained in the below statements. Remedial coaching was concentrated on three subjects - English, Tamil and Maths. At the time of baseline survey in Jun'16, 55% students were in the 2 lower levels of learning,i.e. of Beginner (no recognition of English alphabet) and of Capital Letters (can recognise capital but not small letters) . In the endline survey, number of students in the 2 lower levels was down to 3% After 9 months of remedial coaching (Jul '16 - Mar'17), 68% of students i.e. 64 of 94 have moved to the two higher levels of learning wherein they can read 2-3 letter words and simple sentences. A new classroom was also constructed in the school with GIL CSR funds. From the coming year, 2017-18, SNSF and school authorities will also be facilitating the flow of funds from the Govt.Education Department for improving the school's infrastructure.
				10.30	GRAND TOTAL OF HOSUR BASED PROJECTS	1,188,492		
				157.80	GRAND TOTAL EXPENDITURE UNDER GIL CSR	15,780,852		

Notes :

All CSR activities have been carried out by the Company through SNS foundation, an implementing agency. In terms of Rule 4(6) of the Companies (Corporate Social Responsibilities Policy) Rules, 2014 the Company neither directly spends on building CSR capacities nor incur any administrative expenses on CSR activities.

Annexure C - Conservation of Energy and Green Technology

Information as per Section 134 (m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2017.

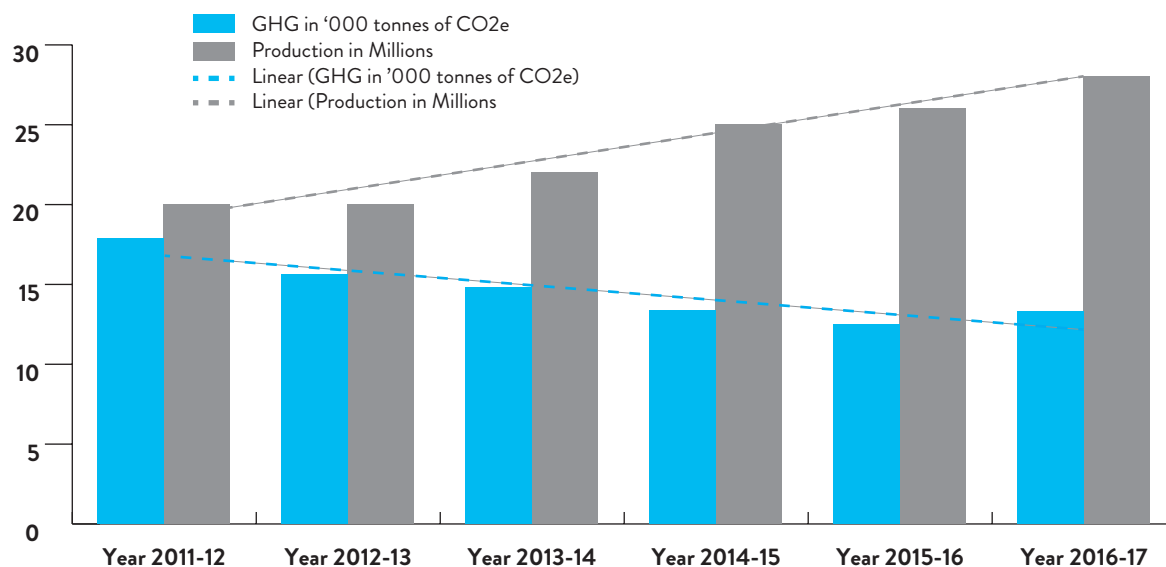
1. CONSERVATION OF ENERGY AND GREEN TECHNOLOGY/ INITIATIVES

Your Company has been continuously working towards energy conservation green initiatives with innovative solutions.

This year the Company has worked mainly in following areas:

1. Reducing energy consumption per unit shock absorber by 4.7%. This is year on year over last financial year wherein it was 2.56%.
2. Sourcing of Green Solar Energy for conserving fossil fuels, reducing electricity cost & reducing carbon foot print.
3. Using / improving energy efficiency using LED lighting technology at its Plants, saving energy & reducing carbon foot print.
4. Converting indirect fired paint ovens to direct fired energy efficient ovens at its Khandsa Plant that saves energy, fossil fuels & carbon foot print of the Plant.
5. Conversion of hot phosphate technology to room temperature phosphate technology that reduces energy cost & carbon foot print at Khandsa & Parwanoo Plants.
6. Installation of paint re-generation & de-rusting acid regeneration ion exchangers in paint shop at Chakan to reduce the paint consumption & de-rusting acid consumption & thus the hazardous waste generated due to usage.
7. Replacement of old technology chrome plating scrubber with new technology scrubber. This eliminates the losses of chromic acid, reduces consumption of chromic acid & reduces generation of hazardous waste.

The Company is committed to reduction of absolute carbon foot print, year on year. Following graph shows that whereas production has increased compared to last financial year, the carbon foot print has increased marginally thus maintaining the down trend of the carbon foot print reduction.



Annexure C - Conservation of Energy and Green Technology

2. RESEARCH AND DEVELOPMENT (R&D)

1. Specific areas in which R&D was carried out by the Company

- a) Developed indigenous shock absorbers for small cars / utility vehicles and trucks and buses.
- b) Launched several products for the after-market including load adaptive dampers for SUV.
- c) Benchmarked product features and design with global competitors.
- d) Launched several innovation projects to reduce product and process complexity.
- e) Initiated localization and VA/VE proposals in shock absorbers and components.
- f) Gabriel started working on developing ride and handling skills which are important for new product development.
- g) Gabriel has filed/registered 43 nos. of Product and Process Patents.
- h) Gabriel has acquired the knowledge and skill for road load data (RLD) capturing and analysis and completed 3 projects.
- i) Gabriel has developed “on vehicle noise” recording and measurement capability:
 1. Improved induction hardening system for cylindrical and stepped cylindrical rods.
 2. Unique method for testing/checking the presence of nodular chrome.
- j) Gabriel had developed adjustable damping force dampers.

2. Benefits derived as a result of the above R&D

- a) Customer satisfaction
- b) Import Substitution
- c) Cost reduction
- d) Improving market penetration
- e) Reduced business complexity
- f) Technology edge
- g) Eco-friendly products
- h) Benchmarking and upgradation of Gabriel products and processes

Plan of action

Company is focusing on innovation in product and process technology as well as operational excellence to achieve a benchmark performance in ride control products. A special focus is being given on cost reduction, low-cost automation and productivity improvement. Gabriel is investing 125.76 Million on various new technologies and equipment to develop cutting edge technology.

Expenditure on R & D

	₹ Million
Capital	: 94.54
Recurring	: 138.05
Total	: 232.59
Total R&D Expenditure	: 1.54% (Percentage of Net Sales)

Annexure C - Conservation of Energy and Green Technology

Technology Absorption, Adaptation and Innovation

Efforts, in brief, made towards technology adaptation and innovation:

1. A. Technology from Kayaba Industry Co. Ltd. Japan was used for manufacture of Shock Absorbers, McPherson Struts & Front Forks mainly for Japanese OEMs in India.
- B. KYB Suspensions, Europe, SA a wholly owned subsidiary of Kayaba Industry Co. Ltd., Japan provided technology for new generation vehicles of European origin.
- C. Technical Assistance with Yamaha Motor Hydraulic System Company Limited, Japan (formerly SOQI) for technology of front fork and two-wheeler shock absorbers.
- D. Technical Assistance with KONI B. V., Netherlands for technology of Shocks suitable for buses and trucks.
2. Benefits derived as a result of the above efforts are acquiring new business, product development, import substitution, product improvement and cost reduction.
3. The Company developed several new suspension systems for various OEMs during the year under review and worked on developing local solutions for imported parts and components, thereby reinforcing the Indian Prime Minister's Make in India campaign.
4. Particulars of imported technology in the last five years:

Technology development and assimilation is an ongoing process. In order to meet the ever increasing demand of customers and continuously changing global standards, continuous access to proven foreign technology is available.

5. R&D facilities for ride control products for four-wheelers (passenger cars, commercial and utility vehicles) at Chakan and for 2 and 3 wheelers at Hosur and Nashik are being upgraded and expanded with improved capabilities in design, engineering, validation and testing. The Company added bench testing equipment to its R&D facilities with the objective to improve capacity and testing capability.
6. The Company is working on various innovation projects to develop new products and features that will be implemented in India for the first time.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Total foreign exchange earned and used:

Earnings: ₹ 649.94 Million (Previous year ₹ 566.65 Million)

Outgoing: ₹ 2,197.02 Million (Previous Year ₹ 2,024.83 Million)

Place: New Delhi
Date: May 15, 2017

For and on behalf of the Board
Anjali Singh
Chairperson
(DIN 02082840)

Annexure D

Form No. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH 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,
Gabriel India Limited
(CIN: L34101PN1961PLC015735)
Regd. Office: 29th Milestone, Pune - Nashik Highway,
Village Kuruli, Taluka Khed,
Pune, Maharashtra-410501
INDIA

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gabriel India Limited (hereinafter referred to as “the Company”).

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Management’s Responsibility for Secretarial Compliances

The Company’s Management is responsible for preparation and maintenance of Secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Secretarial records, Standards and Procedures followed by the Company with respect to Secretarial compliances on test basis.

Opinion

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as made available to us and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit 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; - Not Applicable for the period under review as no events occurred for the compliances.
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - No events had happened under this, however, complied to the extent of shareholding disclosure requirements as applicable.

Annexure D

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - Not Applicable for the period under review.
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - Not Applicable for the period under review.
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not Applicable for the period under review.
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; -
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - Not Applicable for the period under review; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not Applicable for the period under review.

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

- Secretarial Standards 1 and 2 as issued and notified by The Institute of Company Secretaries of India.
- The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided to us by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017, complied with the above listed statutory provisions; to the extent in the manner and subject to the reporting herein.

Based on the information received and records maintained, we further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act read with the relevant provisions as contained in the Articles of Association of the Company.
2. Adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

Based on the Compliance mechanism processes as explained by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and authorised departmental compliance officers of the Company and taken on record by the Board of Directors at their duly convened and held meetings, we are of the opinion that the management has:

- A. Adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Annexure D

- B. Systems and processes are in place wherein the Company is in the process of implementing a new compliance tool in the coming year for better and more efficient compliances for the laws hereinafter as listed, which are applicable to the Company:
- a. The Environment (Protection) Act, 1986.
 - b. The Water (Prevention and Control of Pollution) Act, 1974.
 - c. The Hazardous Wastes (Management, Handling and Trans - boundary Movement) Rules, 2008.
 - d. The Air (Prevention and Control of Pollution) Act, 1981.
 - e. The Factories Act, 1948.
 - f. The Industrial Dispute Act, 1947.
 - g. The Payment of Wages Act, 1936.
 - h. The Minimum Wages Act, 1948.
 - i. The Employees' State Insurance Act, 1948.
 - j. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952.
 - k. The Payment of Bonus Act, 1965.
 - l. The Payment of Gratuity Act, 1972.
 - m. The Contract Labor (Regulation and Abolition) Act, 1970.
 - n. The Maternity Benefit Act, 1961.
 - o. The Child Labor (Prohibition and Regulation) Act, 1986.
 - p. The Industrial Employment (Standing Order) Act, 1946.
 - q. The Employee Compensation Act, 1923.
 - r. The Apprentices Act, 1961.
 - s. The Equal Remuneration Act, 1976.
 - t. The Employment Exchange (Compulsory Notification of Vacancies) Act, 1956.
 - u. The Company has as on the date of this certificate complied with the Due Diligence report for the half year ended September 2016 as required to be prepared pursuant to RBI Circular - RBI/2008-2009/183/DBOD. No. BP.BC.46/08.12.001/2008-09 dated September 19, 2008.

However, there are few Legal Dispute/s, corporate and Industrial issues/ cases arisen/ going on against the Company, which we were informed that the Company is contesting legally.

Place: Pune
Date: May 6, 2017

For KPRC & Associates
Company Secretaries
CS Pawan G Chandak
Partner
M. No. F-6429
CP. No. 6687

Annexure E

FORM NO. MGT - 9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2017

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

I. REGISTRATION AND OTHER DETAILS

(i) CIN	L34101PN1961PLC015735
(ii) Registration Date	February 24, 1961
(iii) Name of the Company	Gabriel India Limited
(iv) Category / Sub-Category of the Company	Auto Ancillary
(v) Address of the Registered office and Contact details	29th Milestone, Pune-Nashik Highway
Address	Village Kuruli, Taluka Khed,
Town /City	Pune
State	Maharashtra - 410501
Telephone with STD	02135 610793
Fax No.	Area Code Number
E - Mail Address	02135 610796
	secretarial@gabriel.co.in
(vi) Whether Listed Company	Yes
(vii) Name , Address and Contact details of Registrar and Transfer Agent , if any.	
Name of Registrar	Karvy Computershare Pvt. Ltd.
Address	Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad
Town /City	Telangana - 500 032
State	040 67161500/569
Telephone with STD	Area Code Number
Fax No.	040 23420814
E - Mail Address	einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company :

Sr. No.	Name Description of main products / services	NIC Code of the product / service	% to total turnover of the Company
1	Shock Absorber & Struts, Front Forks	3748	100%

III. PARTICULARS OF HOLDING , SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN /GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Asia Investments Pvt. Ltd. 1 Sri Aurobindo Marg, New Delhi - 110016	U65993MH1966PTC206200	HOLDING	50.06%	Section 2(46) of Companies Act , 2013

Annexure E

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share holding

Category of Shareholders	No. of shares held at the beginning of the Year (01.04.2016)				No. of shares held at the end of the Year (31.03.2017)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A) Promoters									
(1) Indian									
(a) Individual /HUF	6,569,900	-	6,569,900	4.57	6,569,900	-	6,569,900	4.57	-
(b) Central Government	-	-	-	-	-	-	-	-	-
(c) State Government(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corporate	71,905,468	-	71,905,468	50.06	71,905,468	-	71,905,468	50.06	-
(e) Banks/Financial Institutions	-	-	-	-	-	-	-	-	-
(f) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total A(1) :	78,475,368	-	78,475,368	54.63	78,475,368	-	78,475,368	54.63	-
(2) Foreign									
(a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b) Other - Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corporate	-	-	-	-	-	-	-	-	-
(d) Banks/Financial Institutions	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total A(2) :	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter A=A(1)+A(2)	78,475,368	-	78,475,368	54.63	78,475,368	-	78,475,368	54.63	-
(B) Public Shareholding									
(1) Institutions									
(a) Mutual Funds	10,105,336	2,000	10,107,336	7.04	8,274,108	2,000	8,276,108	5.76	(1.27)
(b) Banks/Financial Institutions	140,802	17,500	158,302	0.11	174,133	17,500	191,633	0.13	0.02
(c) Central Government	-	-	-	-	-	-	-	-	-
(d) State Government(s)	-	500	500	0.00	-	500	500	0.00	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	50,000	-	50,000	0.03	50,000	-	50,000	0.03	-
(g) Foreign Institutional Investors (FII)	7,588,368	7,938,360	15,526,728	10.81	7,640,281	7,938,360	15,578,641	10.85	0.04
(h) Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(i) Others (Specify)	6,400	-	6,400	0.00	0.00	0.00	0.00	0.00	0.00
Sub-Total B(1) :	17,890,906	7,958,360	25,849,266	17.99	16,138,522	7,958,360	24,096,882	16.78	(1.21)

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Annexure E

Category of Shareholders	No. of shares held at the beginning of the Year (01.04.2016)				No. of shares held at the end of the Year (31.03.2017)				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(2) Non-Institutions									
(a) Bodies Corporate									
i) Indian	3,035,660	29,500	3,065,160	2.13	2,665,748	29,500	2,695,248	1.88	(0.25)
ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
(i) Individuals holding nominal share capital upto ₹ 1 lakh	26,424,462	3,148,112	29,572,574	20.59	28,992,786	3,029,702	32,022,488	22.29	1.71
(ii) Individuals holding nominal share capital in excess of ₹ 1 lakh	4,749,472	499,000	5,248,472	3.65	3,238,307	499,000	3,737,307	2.60	(1.05)
(c) Others :									
NBFCs Registered with RBI	19,760	-	19,760	0.01	17,850	-	17,850	0.01	0.00
Clearing Members	97,977	-	97,977	0.07	207,717	-	207,717	0.14	0.07
Directors (Excluding Promoter Director)	4,000	-	4,000	0.00	4,000	-	4,000	0.00	-
Non Resident Indians	1,215,239	74,230	1,289,469	0.90	1,295,896	74,090	1,369,986	0.95	0.06
Trusts	21,894	-	21,894	0.02	1,017,094	-	1,017,094	0.71	0.69
Sub-Total B(2) :	35,568,464	3,750,842	39,319,306	27.37	37,439,398	3,632,292	41,071,690	28.59	1.22
Total Public shareholding (B) = B(1)+B(2) :	53,459,370	11,709,202	65,168,572	45.37	53,577,920	11,590,652	65,168,572	45.37	0.00
(C) Shares held by custodians for GDR & ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A+B+C) :	131,934,738	11,709,202	143,643,940	100.00	132,053,288	11,590,652	143,643,940	100.00	0.00

ii) Shareholding of Promoters

Sr. No.	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	Asia Investments Pvt. Ltd.	71,905,468	50.06	-	71,905,468	50.06	-	Nil
2	Deep C. Anand	2,145,786	1.49	-	2,145,786	1.49	-	Nil
3	Kuldip Chand Anand	1,693,196	1.18	-	1,693,196	1.18	-	Nil
4	Kiran J. Anand	818,760	0.57	-	818,760	0.57	-	Nil
5	Anjali Singh	641,942	0.45	-	641,942	0.45	-	Nil
6	Kiran D. Anand	599,360	0.42	-	599,360	0.42	-	Nil
7	Devika Anand	550,236	0.38	-	550,236	0.38	-	Nil
8	Prem Anand	120,620	0.08	-	120,620	0.08	-	Nil
	Total	78,475,368	54.63	-	78,475,368	54.63	-	Nil

Annexure E

iii) Change in Promoters' Shareholding

Sr. No.		Shareholding at the beginning of the Year (01.04.2016)		Cumulative shareholding during the Year (FY 2016-17)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Asia Investments Pvt. Ltd.				
	At the beginning of the year	71,905,468	50.06	71,905,468	50.06
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	-	-	71,905,468	50.06
2	Deep C. Anand				
	At the beginning of the year	2,145,786	1.49	2,145,786	1.49
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	-	-	2,145,786	1.49
3	Kuldip Chand Anand				
	At the beginning of the year	1,693,196	1.18	1,693,196	1.18
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	-	-	1,693,196	1.18
4	Kiran J. Anand				
	At the beginning of the year	818,760	0.57	818,760	0.57
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	-	-	818,760	0.57
5	Anjali Singh				
	At the beginning of the year	641,942	0.45	641,942	0.45
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	-	-	641,942	0.45
6	Kiran D. Anand				
	At the beginning of the year	599,360	0.42	599,360	0.42
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	-	-	599,360	0.42
7	Devika Anand				
	At the beginning of the year	550,236	0.38	550,236	0.38
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	-	-	550,236	0.38
8	Prem Anand				
	At the beginning of the year	120,620	0.08	120,620	0.08
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	-	-	120,620	0.08

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Annexure E

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

Sr. No.	Name of the shareholder	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative shareholding during the Year (FY 2016-17)	
		No. of Shares at the beginning of the Year (01.04.2016) / at the end of the year (31.03.2017)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	SBI Mutual Funds	9,095,844	6.33	01.04.2016				
				18.11.2016	(916,636)	Sale	8,179,208	5.69
				25.11.2016	421,636	Purchase	8,600,844	5.99
				02.12.2016	(16,636)	Sale	8,584,208	5.98
				06.01.2017	(71,429)	Sale	8,512,779	5.93
				13.01.2017	(528,571)	Sale	7,984,208	5.56
				20.01.2017	(117,434)	Sale	7,866,774	5.48
				27.01.2017	(2,304)	Sale	7,864,470	5.47
			03.02.2017	(245,262)	Sale	7,619,208	5.30	
2	Kayaba Industry Co. Ltd.	7,619,208	5.30	31.03.2017				
				7,937,360	5.53	01.04.2016	Nil	N.A
3	Pinebridge Investments GF Mauritius Ltd.	1,800,915	1.25	01.04.2016	Nil	N.A	1,800,915	1.25
				1,800,915	1.25	31.03.2017		
4	Diana Dhun Ratnagar Jt. Meher Phiroze Mehta	990,894	0.69	01.04.2016				
				08.07.2016	(315,000)	Sale	675,894	0.47
				15.07.2016	(175,894)	Sale	500,000	0.35
				19.08.2016	(500,000)	Sale	-	-
			31.03.2017	-				
5	India Opportunities Growth Fund Ltd.- Pinewood Strategy	950,000	0.66	01.04.2016				
				08.07.2016	(450,000)	Sale	500,000	0.35
				22.07.2016	(434,431)	Sale	65,569	0.05
				29.07.2016	(65,659)	Sale	-	-
			31.03.2017	-				
6	Anuj Anantrai Sheth Jt. Parul Anuj Sheth	809,273	0.56	01.04.2016				
				29.07.2016	(21,284)	Sale	787,989	0.55
				05.08.2016	(452,162)	Sale	335,827	0.23
				12.08.2016	(252,404)	Sale	83,423	0.06
				19.08.2016	(83,423)	Sale	-	-
			31.03.2017	-				
7	Manju Ahluwalia Jt. Manjit Singh Ahluwalia	752,950	0.52	01.04.2016	Nil	N.A	752,950	0.52
				752,950	0.52	31.03.2017		

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Sr. No.	Name of the shareholder	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative shareholding during the Year (FY 2016-17)	
		No. of Shares at the beginning of the Year (01.04.2016) / at the end of the year (31.03.2017)	% of total shares of the Company				No. of Shares	% of total shares of the Company
8	Emerging Markets Core Equity Portfolio (The Portfolio) of DFA Investment Dimensions Group Inc. (DFAIDG)	713,068	0.50	01.04.2016				
				15.04.2016	8,891	Purchase	721,959	0.50
				22.04.2016	23,243	Purchase	745,202	0.52
				20.05.2016	8,991	Purchase	754,193	0.53
				10.06.2016	9,380	Purchase	763,573	0.53
				24.06.2016	7,772	Purchase	771,345	0.54
				22.07.2016	13,145	Purchase	784,490	0.55
				29.07.2016	13,092	Purchase	797,582	0.56
				26.08.2016	11,805	Purchase	809,387	0.56
				02.09.2016	23,662	Purchase	833,049	0.58
				06.01.2017	9,686	Purchase	842,735	0.59
				20.01.2017	7,935	Purchase	850,670	0.59
				27.01.2017	23,123	Purchase	873,793	0.61
				03.02.2017	24,997	Purchase	898,790	0.63
				10.02.2017	9,544	Purchase	908,334	0.63
				17.02.2017	10,716	Purchase	919,050	0.64
				24.02.2017	9,983	Purchase	929,033	0.65
		31.03.2017	929,033			0.65	-	
9	Principal Trustee Co. Pvt Ltd. - Principal Mutual Fund - Principal Emerging Bluechip Fund	648,000	0.45	01.04.2016				
				22.04.2016	31,800	Purchase	679,800	0.47
				15.07.2016	9,000	Purchase	688,800	0.48
				05.08.2016	(30,000)	Sale	658,800	0.46
				12.08.2016	(10,800)	Sale	648,000	0.45
				30.09.2016	(9,000)	Sale	639,000	0.44
				07.10.2016	(21,000)	Sale	618,000	0.43
				14.10.2016	(48,000)	Sale	570,000	0.40
				11.11.2016	(43,500)	Sale	526,500	0.37
				02.12.2016	13,608	Purchase	540,108	0.38
				16.12.2016	27,000	Purchase	567,108	0.39
				23.12.2016	18,000	Purchase	585,108	0.41
				30.12.2016	4,500	Purchase	589,608	0.41
				06.01.2017	9,000	Purchase	598,608	0.42
				20.01.2017	6,192	Purchase	604,800	0.42
		27.01.2017	9,000	Purchase	613,800	0.43		
		10.02.2017	9,000	Purchase	622,800	0.43		
		03.03.2017	2,100	Purchase	624,900	0.44		
		17.03.2017	18,000	Purchase	642,900	0.45		
		24.03.2017	9,000	Purchase	651,900	0.45		
		31.03.2017	651,900			0.45		
10	Acadian Emerging Markets Small Cap Equity Fund LLC	623,179	0.43	01.04.2016				
				10.03.2017	(41,189)	Sale	581,990	0.41
		581,990	0.41	31.03.2017				

Annexure E

v) Shareholding of Directors and Key Managerial Personnel

Sr. No	Name of the Director / KMP	Shareholding at the beginning of the Year (01.04.2016)		Cumulative Shareholding during the year (FY 2016-17)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
A. DIRECTORS					
1	Mrs. Anjali Singh				
	At the beginning of the year	641,942	0.45	641,942	0.45
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	-	-	641,942	0.45
2	Mr. Manoj Kolhatkar				
	At the beginning of the year	4,000	0.003	4,000	0.003
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	-	-	4,000	0.003
3	Mr. Pradipta Sen				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	-	-	-	-
4	Mr. Atul Khosla				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	-	-	-	-
5	Mr. Aditya Vij				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	-	-	-	-
6	Mr. Jagdish Kumar				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	-	-	-	-
B. KEY MANAGERIAL PERSONNEL (KMPs other than MD/WTD)					
1	Mr. Rajendran Arunachalam				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	-	-	-	-
2	Mr. Nilesh Jain				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease	-	-	-	-
	At the end of the year	-	-	-	-

Annexure E

V. INDEBTEDNESS

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

	Secured loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness (₹ in million)
Indebtedness at the beginning of the Financial year (01.04.2016)				
i) Principal Amount	1.15	52.29	55.88	109.32
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	3.00	3.00
Total (i+ii+iii)	1.15	52.29	58.88	112.32
Change in Indebtedness during the financial year				
i) Addition	-	-	-	-
ii) Reduction	(1.15)	(0.19)	(27.94)	(29.28)
Net Change	(1.15)	(0.19)	(27.94)	(29.28)
Indebtedness at the end of the Financial year (31.03.2017)				
i) Principal Amount	-	52.10	29.83	81.93
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	1.11	1.11
Total (i+ii+iii)	-	52.10	30.94	83.04

VI. REMUNERATION OF DIRECTORS AND KEY MANGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager Mr. Manoj Kolhatkar	Total Amount (₹ in million)
1	Gross Salary		
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961		26.13
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961		0.25
	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		-
	- other		-
5	Others		-
	Total		26.38
	Ceiling as per the Act		57.56

STATUTORY REPORTS > DIRECTORS REPORT

Annexure E

B. Remuneration to other Directors

Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount	(₹ in million)
		Mr. Pradipta Sen	Mr. Atul Khosla	Mr. Aditya Vij	Mrs. Anjali Singh	Mr. Rohit Philip		
1	Independent Directors							
	a) Fees for attending board / committee meetings	0.06	0.08	0.06	-	-	-	0.20
	b) Commission	1.50	1.50	1.50	-	-	-	4.50
	c) Other	-	-	-	-	-	-	-
	Total (1)	1.56	1.58	1.56	-	-	-	4.70
2	Other Non-Executive Directors							
	a) Fee for attending board / committee meetings	-	-	-	-	-	-	-
	b) Commission	-	-	-	5.30	-	-	5.30
	c) Other	-	-	-	-	-	-	-
	Total (2)	-	-	-	5.30	-	-	5.30
	Total = (1+2)	1.56	1.58	1.56	5.30	-	-	10.00
	Total Managerial Remuneration (Commission)							9.80
	Overall Ceiling as per the Act							
	- Commission ceiling limit - 1% of Net profits							11.51

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount	(₹ in million)
		Mr. Rajendran Arunachalam - Chief Financial Officer	Mr. Nilesh Jain - Company Secretary		
1	Gross Salary				
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961		6.91	1.72	8.63
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961		0.44	-	0.44
	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		-	-	-
	- other		-	-	-
5	Others		-	-	-
	Total		7.35	1.72	9.07

Annexure E

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Sr. No.	Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give details)
A.	Company					
	i) Penalty					
	ii) Punishment					
	iii) Compounding					
B.	DIRECTORS					
	i) Penalty			NIL		
	ii) Punishment					
	iii) Compounding					
C.	OTHER OFFICERS IN DEFAULT					
	i) Penalty					
	ii) Punishment					
	iii) Compounding					

For and on behalf of the Board
Anjali Singh
 Chairperson
 (DIN 02082840)

Place : New Delhi
 Date : May 15, 2017

Annexure F

DETAILS PERTAINING TO REMUNERATION FOR THE FINANCIAL YEAR 2016-17 PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULES THEREUNDER.

Sr. No.	Details of disclosure	Remark
a	Ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year. (The remuneration of the Managing Director has been considered for the calculation)	1 : 79
b	Percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year :	
	A. Manoj Kolhatkar - Managing Director	17.08%
	B. Rajendran Arunachalam - Chief Financial Officer	18.35%
	C. Mr. Nilesh Jain - Company Secretary	NA
c	Percentage increase in median remuneration of employees in the financial year	11%
d	Number of permanent employees on the roll of the Company	1679
e	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof pointing out any exceptional circumstances for the increase in the managerial remuneration.	The average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year was 10.5%. The increase in the managerial remuneration in the last year was 62%. Senior Management's annual incentives depend on achieving Company's performance targets.
f	The key parameters for any variable component of remuneration availed by directors	The key Parameters for variable component carries weightage - KRAs (50 %) & Company performance (50 %)
g	Affirmation that the remuneration paid is as per the remuneration policy of the Company	Yes

Corporate Governance Report

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy of Corporate Governance aims at establishing and practicing a system of good Corporate Governance which will assist the management in managing the Company's business in an efficient and transparent manner in all facets of its operations and in its interaction with stakeholders namely :-

- Shareholders : as providers of risk capital, to provide them a reasonable return and enhance shareholder value;
- Customers : to provide adequate customer service focusing the activities on customer expectations and meeting them;
- Environment : to adhere to the environment standards to make the product and process, environment friendly;
- Employees : to promote development and well-being;
- Society : to maintain Company's economic viability as producer of goods and services; and
- Other stakeholders: fulfilling the obligations towards other stakeholders namely government, suppliers, creditors, etc.

Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") sets up norms and disclosures that are to be met by the Company on Corporate Governance front. We confirm our compliance with Corporate Governance criteria, as required under the said Regulations, vide this report.

2. BOARD OF DIRECTORS

Composition

The strength of the Board of Directors as on March 31, 2017 was 6 Directors. The Board comprises of one Executive Director designated as Managing Director. The rest are Non-Executive Directors. The Board meets the requirement of not less than half of the Board being Independent Directors, the Chairperson being a promoter Director.

Five Board meetings were held during the financial year 2016-17, details of which are as under:

Date of Meetings	Board Strength	No. of Directors present
May 20, 2016	6	6
July 29, 2016	6	6
November 11, 2016	6	6
February 02, 2017	6	5
March 30, 2017	6	6

The maximum time gap between any two meetings was not more than four months.

Corporate Governance Report

The composition of Board of Directors and attendance of Directors at the Board Meetings during the year and at the last Annual General Meeting and also number of other directorships, committee memberships and chairmanships held by them are given below:

Name of the Director	DIN	Details	Attendance Particulars			No. of other Directorships and Committee Memberships / Chairmanships held in Public Limited Companies		
			Category	Shares held as on March 31, 2017	Board Meeting	Last AGM	Directorships	Committee Memberships#
Mrs. Anjali Singh	02082840	Promoter and N.E.C.	641,942	4	Yes	Nil	Nil	Nil
Mr. Manoj Kolhatkar	03553983	E.D.	4,000	5	Yes	Nil	Nil	Nil
Mr. Pradipta Sen	00051758	I.N.E.D.	0	5	Yes	Nil	Nil	Nil
Mr. Atul Khosla	02674215	I.N.E.D.	0	5	Yes	Nil	Nil	Nil
Mr. Aditya Vij	03200194	I.N.E.D.	0	5	Yes	1	1	Nil
Mr. Jagdish Kumar	00318558	N.E.D.	0	5	Yes	Nil	Nil	Nil

N.E.C. : Non- Executive Chairperson; E.D. : Executive Director; N.E.D. : Non-Executive Director;

I.N.E.D: Independent Non-Executive Director

For the purpose of ascertaining membership and chairmanship, only Audit Committee and Stakeholder Relationship Committee were considered.

The Board periodically reviews Compliance Reports of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances, if any.

The Details of familiarization programmes imparted to Independent Directors are available on the web link <http://www.gabrielindia.com/investors/details-familiarization-programmes.aspx>.

3. CODE OF CONDUCT

The Board has laid down the Gabriel Additional Code of Conduct for Board Members and Senior Management of the Company, which also includes the duties of Independent Directors.

The said Code of Conduct has been posted on the website of the Company and is available on the web link <http://www.gabrielindia.com/investors/corporate-governance.aspx>.

All Board members and Senior Management Personnel have affirmed compliance with the said Code. A declaration to this effect signed by the Managing Director is enclosed as **Appendix I**.

4. AUDIT COMMITTEE

Audit Committee met four times during the financial year 2016-17 on May 20, 2016, July 29, 2016, November 11, 2016 and February 02, 2017.

The composition of Audit Committee as on March 31, 2017 and attendance at its meetings is given hereunder:

Name	Chairman / Member	No. of meeting(s) attended
Mr. Atul Khosla	Chairman	4
Mr. Pradipta Sen	Member	4
Mr. Jagdish Kumar	Member	4

Members of the Audit Committee are eminent professionals and financially literate.

The Audit Committee meetings are held at the Registered Office or Group Corporate Office and are attended by the Internal Auditors and the Chief Financial Officer. A representative of the Statutory Auditors is invited. The Company Secretary acts as the Secretary of the

Corporate Governance Report

Audit Committee. The Chairman of the Audit Committee is an Independent Director and was present at the last Annual General Meeting of the Company.

The broad description of terms of reference of the Audit Committee is as follows:

- (1) Review the recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- (2) Review and monitor the auditor's independence and performance and effectiveness of audit process.
- (3) Examination of the financial statement and the Auditor's Report thereon.
- (4) Approval or any subsequent modification of transaction of the Company with related parties.
- (5) Security of inter- corporate loan and investments.
- (6) Valuation of undertakings or assets of the Company, wherever it is necessary.
- (7) Evaluation of inter financial controls and risk management systems.
- (8) Monitoring the end use of funds raised through public offer and related matters.

5. NOMINATION AND REMUNERATION COMMITTEE:

The Committee met three times during the financial year 2016-17 on May 20, 2016, July 29, 2016 and February 02, 2017.

The composition of the Nomination and Remuneration Committee as on 31.03.2017 is as follows:

Name	Chairman / Member	No. of meeting(s) attended
Mr. Pradipta Sen	Chairman	3
Mrs. Anjali Singh	Member	2
Mr. Aditya Vij	Member	3
Mr. Jagdish Kumar	Member	3

The Chairman of the Committee, Mr. Pradipta Sen is a Non-Executive Independent Director.

The terms of reference of the Nomination and Remuneration Committee are disclosed under objectives of Remuneration Policy forming part of this Report.

Performance Evaluation criteria:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own, of its committee and the Directors individually. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's and its committee's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

Individual Directors were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Chairperson and the Non Independent Directors was carried out by the Independent Directors who also reviewed and evaluated the flow of information between the Company Management and the Board of the Company. The Directors expressed their satisfaction with the evaluation process.

Corporate Governance Report

Performance evaluation criteria for Independent Directors, inter alia, includes the following:

- Ability to contribute to and monitor Company's Corporate Governance practices.
- Active participation in strategic planning.
- Commitment to the fulfillment of a Director's obligations and fiduciary responsibilities, this includes participation in Board and committee meetings.

6. REMUNERATION OF DIRECTORS

(A) All pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the Company

Details of the commission and sitting fees paid to Non-Executive Directors during the financial year 2016-17 are given below:-

(₹ in million)

Name of Directors	Commission for the financial year ended March 31, 2016, paid during the year under review	Sitting Fees
Mrs. Anjali Singh	5.30	NA
Mr. Atul Khosla	1.50	0.085
Mr. Pradipta Sen	1.50	0.060
Mr. Aditya Vij	1.50	0.060
Mr. Jagdish Kumar	NA	NA

Sitting fee indicated above also includes payment for Board level committee meetings.

(B) Criteria of making payments to Non-Executive Directors

The criteria of making payments to Non-Executive Directors is covered hereunder in Remuneration Policy.

(C) Remuneration Policy:

The Board has approved the Nomination and Remuneration Policy in the meeting held on March 31, 2015, in compliance with Section 178 of the Companies Act, 2013 read with Rules thereto and Clause 49 of the Listing Agreement, as applicable during that time and amended the same in its meeting held on November 03, 2015. This Policy on Nomination and Remuneration of Directors, Key Managerial Personnel ('KMP') and members of Senior Management has been formulated by the Nomination and Remuneration Committee. This Policy includes the objective, role of the Committee, appointment and removal of Director, KMP and Senior Management and evaluation criteria of Directors, Independent Directors.

The objective of the Policy is:

- To guide the Board in relation to appointment of Directors, KMP and members of Senior Management.
- To formulate criteria for determining qualifications, positive attributes and independence of a Director, recommend to the Board a policy, relating to the remuneration of the Directors, KMP and employees in the Senior Management.
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board to see that relationship of remuneration to performance is clear and meets appropriate benchmarks.
- To recommend to the Board on Remuneration payable to the Directors, KMP and Senior Management, the level and composition of remuneration being reasonable and sufficient to attract, retain and motivate Directors, KMP and Senior Management required to run the Company successfully.

Corporate Governance Report

(v) To formulate criteria for evaluation of Independent Directors and the Board.

(vi) To devise a Policy on Board diversity.

The Policy defines the manner of remuneration to Director/ KMP/ Senior Management as given below :

1) Remuneration to Managing Director / Whole-time Directors:

- a) The remuneration/ commission etc. to be paid to Managing Director / Whole-time Directors etc. shall be governed as per provisions of the Companies Act, 2013 and Rules made there under or any other enactment for the time being in force and the approvals obtained from the members of the Company, if required.
- b) The total remuneration payable to Managing Director shall not exceed the limits prescribed under Section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder. The remuneration shall consist of fixed pay and Management Incentive Bonus pay and in accordance with the Company's Policy and HR Manuals and to be given or increased within the above said limits annually or at such intervals as may be considered appropriate.

2) Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of the Companies Act, 2013.
- b) The Non-Executive/ Independent Directors may also be paid commission as decided by the Board of Directors and subject to approval of the shareholders if required within an aggregate limit of 1% of the Net profit of the Company for a particular financial year.
- c) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and Rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- d) An Independent Director shall not be eligible to get stock options and also shall not be eligible to participate in any share based payment schemes of the Company.

3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy and HR Manuals.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to Pension Fund, Pension Schemes, etc. as decided from time to time.
- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

Payment of remuneration to the Managing Director is governed by the Letter of Appointment issued to him by the Company, the terms and conditions of which were approved by the Board of Directors and the Shareholders. The remuneration structure comprises of salary, perquisites and allowances, contributions to provident fund, superannuation / National pension system and gratuity funds. The Non-Executive Directors do not draw any remuneration from the Company other than sitting fees and commission payable to such Non-Executive Directors as may be determined by the Non-Executive Chairman / Chairperson.

Corporate Governance Report

(D) Disclosures with respect to remuneration

Name of the Director / KMP	Category / Designation	All elements of remuneration package i.e. salary, benefits, bonuses, pension, etc. (₹ in million)	Fixed component and performance linked incentives along with the performance criteria (₹ in million)	Service contracts period, notice severance fees	Stock option with details, if any and issued at discount as well as the period over which accrued and over which exercisable
Mr. Manoj Kolhatkar	Managing Director	26.38	-	-	-

Salary includes Basic, HRA, Conveyance, Special Allowances, other allowances and Perquisites.

The Company does not have stock option scheme for grant of stock options either to the Executive Directors or employees.

7. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Committee met four times during the financial year 2016-17 on May 20, 2016, July 29, 2016, November 11, 2016 and February 02, 2017.

The composition of Stakeholders' Relationship Committee and attendance at its meeting is given hereunder:

Name	Chairman / Member	No. of meeting(s) attended
Mr. Atul Khosla	Chairman	4
Mr. Aditya Vj	Member	4
Mr. Jagdish Kumar	Member	4

The broad terms of reference of Stakeholders' Relationship Committee is to consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

Details of complaints / requests for action (such as change of address, revalidation of warrants, etc.) received from Shareholders / Investors are as under :

Number of complaints/ requests received during the financial year	160
Number of complaints/ requests resolved to the satisfaction of complainant	160
Number of complaints/ requests not resolved to the satisfaction of complainant	Nil
Number of complaints/ requests pending	Nil

The Company has attended to most of the investor's grievances/ correspondence within a period of fifteen days from the date of receipt of the same, while almost all the rest were attended to within maximum period of 30 days.

Mr. Nilesh Jain, Company Secretary is the Compliance officer.

8. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee (CSR Committee) of the Board met four times during the financial year 2016-17 on May 20, 2016, July 29, 2016, November 11, 2016 and February 02, 2017.

All Corporate Social Responsibility activities are being routed through the Corporate Social Responsibility Policy under the guidance of the CSR Committee.

The detailed Policy is also posted on the website of the Company. The composition of CSR Committee is given hereunder:

Name	Chairman / Member	No. of meetings attended
Mrs. Anjali Singh	Chairperson	3
Mr. Manoj Kolhatkar	Member	4
Mr. Atul Khosla	Member	4

Corporate Governance Report

Terms of reference of CSR Committee are :

- (a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act 2013;
- (b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- (c) Monitor the Corporate Social Responsibility Policy of the Company from time to time.

9. INDEPENDENT DIRECTOR'S MEETING

During the year under review, the Independent Directors met on February 02, 2017, inter alia, to discuss:

- Evaluation of the performance of Non Independent Directors and Board of Directors as a whole;
- Evaluation of performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-executive Directors.
- Evaluation of quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

10. GENERAL BODY MEETINGS

a) Location and Time where last three Annual General Meeting were held:

Financial Year	Date	Time	Location
2015-16	July 29, 2016	2.30 p.m	29th Milestone, Pune-Nashik Highway, Village Kuruli, Tal. Khed, Pune – 410501
2014-15	July 30, 2015	2.30 p.m.	29th Milestone, Pune-Nashik Highway, Village Kuruli, Tal. Khed, Pune – 410501
2013-14	August 08, 2014	2.30 p.m.	29th Milestone, Pune-Nashik Highway, Village Kuruli, Tal. Khed, Pune – 410501

b) Special Resolutions passed in the previous three Annual General Meetings :

The details of the special resolutions passed in the last three Annual General Meetings are:

- At the Annual General Meeting held on July 29, 2016:
 - 1) Reappointment of Mr. Manoj Kolhatkar (DIN: 03553983), as Managing Director for a period of 5 years with effect from May 27, 2016 upto May 26, 2021.
- No Special resolution was passed at the Annual General Meeting held on July 30, 2015.
- At the Annual General Meeting held on August 08, 2014:
 - 1) Approval of payment of commission to Non-Executive Directors at a rate upto one percent of the net profits of the Company in each year for a period of five years commencing from the financial year starting from April 01, 2014.
 - 2) Approval accorded to the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013 and the applicable Rules, for borrowings not exceeding the limit of ₹ 5,000 million.
 - 3) Approval accorded to the Board of Directors of the Company under Section 73 and 76 and other applicable provision, if any of the Companies Act, 2013 and the Companies (Acceptance and Deposits) Rules, 2014 to invite and accept fixed deposits from the public and Members, within limits prescribed in the Companies Act 2013.

Corporate Governance Report

c) Postal Ballot :

No special resolution was passed last year through Postal Ballot. The Company is not proposing passing of any special resolution through postal ballot in the ensuing Annual General Meeting.

11. MEANS OF COMMUNICATION

i. Quarterly Results	Published in the English and Marathi newspaper every quarter
ii. Newspapers wherein results normally published	a) The Business Standard b) Loksatta
iii. Any Website, where displayed	www.gabrielindia.com
iv. Whether it also displays official news release	Yes
v. The presentation made to institutional investors or to the analysts	The presentations are available on the website of the Company

12. GENERAL SHAREHOLDER INFORMATION

i. AGM date, time and venue:	August 08, 2017 at 2.30 p.m. at the Auditorium, Gabriel India Ltd., 29th Milestone, Pune-Nashik Highway, Village Kuruli, Taluka Khed, Pune – 410501.
ii. Financial Year	: April 01, to March 31.
iii. Date of Book Closure	: August 02, 2017 to August 08, 2017(both days inclusive)
iv. Dividend payment date	: On or before September 07, 2017
v. Listing on Stock Exchange and Stock Code	
1. BSE Limited 25th Floor, P. J. Towers, Dalal Street, Mumbai – 400 001 Stock code: 505714	2. The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Stock code: GABRIEL

The Company is regular in payment of Listing fee (BSE Limited and The National Stock Exchange of India Limited).

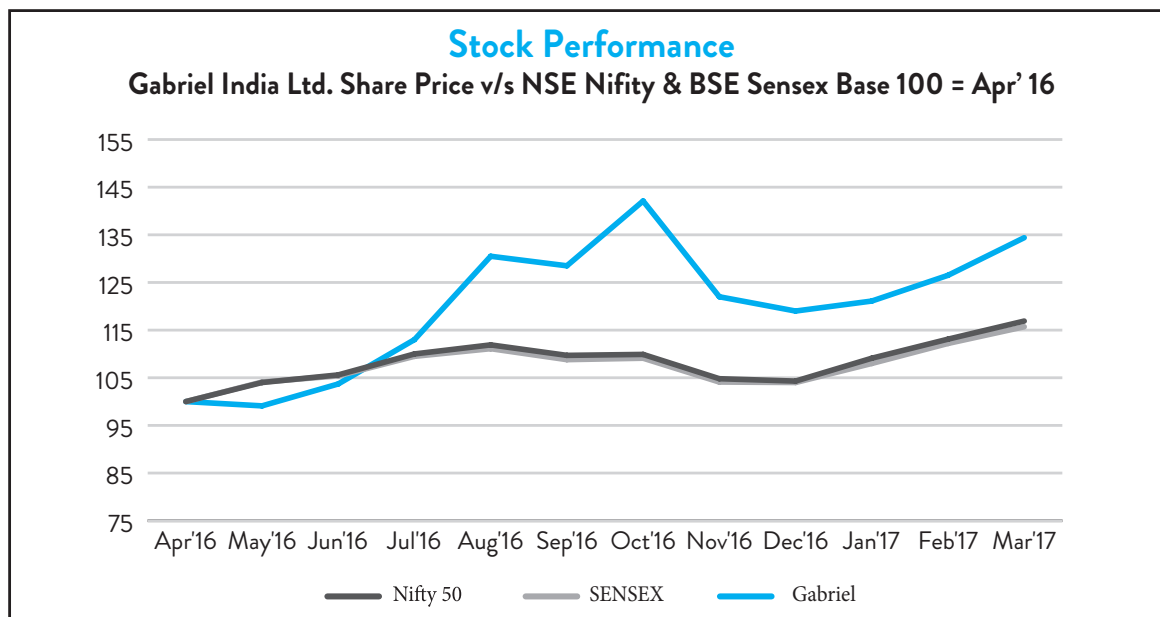
The ISIN Number of the Company is INE524A01029

- vi. Market Price Data: High, Low during each month in last financial year
High/Low of market price of the Company's shares traded on the BSE Limited, Mumbai and The National Stock Exchange of India Limited, Mumbai during the financial year 2016-17 is furnished below.

Financial Year 2016-17	BSE Limited			The National Stock Exchange of India Limited		
	High	Low	Closing	High	Low	Closing
Apr – 2016	96.55	87.95	90.30	96.50	88.20	90.50
May – 2016	94.50	85.00	89.50	94.45	85.20	89.65
Jun – 2016	96.20	87.05	93.60	96.30	86.90	93.65
July – 2016	107.40	91.00	102.05	107.30	92.25	102.05
Aug – 2016	123.00	97.00	117.80	122.85	97.00	118.20
Sep – 2016	126.35	111.40	116.00	126.40	111.40	116.20
Oct – 2016	129.75	116.40	128.30	129.95	116.45	128.60
Nov – 2016	129.20	99.60	110.20	129.30	99.80	109.90
Dec – 2016	111.40	103.00	107.45	111.25	103.15	107.55
Jan – 2017	116.50	106.85	109.35	116.50	107.00	109.20
Feb – 2017	118.50	108.05	114.25	118.90	108.00	114.65
Mar – 2017	126.25	111.50	121.35	128.60	109.10	121.60

Corporate Governance Report

vii. Performance in comparison to broad –based indices such as BSE Sensex, Nifty, etc.



- viii. Registrar and Transfer Agent : Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot number 31 & 32,
Financial District, Gachibowli,
Hyderabad - 500 032.
- ix. Share Transfer System : All the requests for transfer of shares are processed by Registrar and Transfer Agent and are approved by Authorised officials of the Company in one- two weeks' time.
- x. Distribution of Shareholding

Distribution of Shareholding as on 31.03.2017:

No. of shares	No. of shareholders	% shareholders	Total no. of shares held	% holding
Upto 5000	62,860	98.54	23,131,285	16.10
5001 to 10000	525	0.82	3,835,120	2.67
10001 to 100000	347	0.54	85,21,663	5.93
100001 and above	54	0.10	108,155,872	75.30
Total	63,786	100.00	143,643,940	100.00

Shareholding pattern as on 31.03.2017:

Sr. No.	Description	No. of shares	% of shareholding
1	Indian Promoters	78,475,368	54.63
2	Insurance Companies & Banks	170,446	0.11
3	Mutual Funds & UTI	8,277,108	5.76
4	FII's & NRIS	9,154,756	6.37
5	Domestic Companies	2,695,248	1.87
6	Resident Individuals	34,909,204	24.30
7	Others	9,991,810	6.96
TOTAL		143,643,940	100.00

Corporate Governance Report

- xi. Dematerialization of Shares and Liquidity
The Company's shares are available for trading in the depository system of both the National Securities Depository Limited and the Central Depository Services (India) Limited. As on March 31, 2017, the total shares dematerialized were 132,053,288 in both depositories accounting for 91.94% of the share capital of the Company.
- xii. Outstanding GDRs/ADRs/Warrants or any : Not issued
- xiii. Commodity price risk or foreign exchange risk and hedging activities:
The Company has a board approved Forex Policy which lays down the principles for hedging of forex risk.
- xiv. Plant Locations:
The Company's Plants and Satellite Plants are located at Pune, Nashik, Dewas, Hosur, Khandsa, Parwanoo, Sanand, Malur, Aurangabad, Manesar and Kumbhulgodu.
- xv. Address for Correspondence
Shareholders correspondence and investor grievances should be addressed to the Registrars and Transfer Agent at the address given above or can be emailed to secretarial@gabriel.co.in or be sent to following address of the Registered Office of the Company :

Gabriel India Limited
29th Milestone, Pune - Nashik Highway,
Village Kuruli, Taluka Khed, Pune - 410501

13. DISCLOSURES

(i) Related Party Transaction

None of the transactions with any of the related parties were in conflict with the interests of the Company at large during the FY 2016-17.

The Company has formulated a Policy on Related Party Transactions and also on dealing with Material Related Party Transactions. The said Policy is also available on the web link : <http://www.gabrielindia.com/investors/corporate-governance.aspx>

(ii) Strictures and Penalties

Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: None

(iii) Whistle Blower Policy or Vigil Mechanism

The Company has a Whistle Blower Policy as required by the Listing Agreement and SEBI (LODR) Regulations, 2015. The Policy is available on the web link : <http://www.gabrielindia.com/investors/corporate-governance.aspx>

The Company has established the necessary mechanism in line with SEBI (LODR) Regulations, 2015 for the employees to report concerns about unethical behavior.

No person has been denied access to the Audit Committee.

Corporate Governance Report

(iv) The Company has complied with mandatory requirements under SEBI (LODR) Regulations, 2015.

Disclosure with regard to discretionary requirements as specified in part E of Schedule II to the SEBI (LODR) Regulations, 2015 is as under:

	Discretionary Requirement	Discretionary Requirement - to the extent adopted
A	The Board : A Non-Executive Chairperson may be entitled to maintain a chairperson's office at the Company's expense and also allowed reimbursement of expenses incurred in the performance of his duties	The Non-Executive Chairperson does not maintain a separate office for the Company. Expenses incurred by the Chairperson on official duties for the Company are met / reimbursed by the Company.
B	Shareholder Rights : A half yearly declaration of Financial performance including summary of the significant events in last six months may be sent to each household of shareholders	As the half yearly results are published in English newspapers having wide circulation all over India and in a Marathi newspaper (having circulation in Pune & Mumbai), the same are not sent to the shareholders of the Company. Annual audited financial results are taken on record by the Board and then published in newspapers as aforesaid and also communicated to the shareholders through the Annual report.
C	Modified opinion(s) in audit report	The Company is in the regime of unqualified financial Statements.
D	Separate posts of Chairperson and Chief Executive Officer	The Company has appointed separate persons to the post of Chairperson and Managing Director.
E	Reporting of Internal Auditor	Internal Auditors report directly to the Audit Committee of the Company.

(v) Secretarial Audit

Pursuant to Section 204 of the Companies Act, 2013 the Company has appointed KPRC & Associates, Pune, Company Secretaries in Practice to conduct an independent Secretarial Audit of the Company for the Financial Year 2016-17. The detailed Secretarial Audit Report forms part of the Board of Director's Report.

(vi) Risk Management and Risk Management Committee

The Board has approved the Risk Management Policy in the meeting held on May 14, 2014. The Company has laid down the process of Risk Management and Assessment procedure which is periodically reviewed by the Board Members. The Company has formed internal management committee chaired by Chief Financial Officer of the Company to review and identify the risks and work with the Risk Management Committee towards mitigation of the risks.

The objective of the Policy are given below :

- Inculcating a risk culture into the mindsets of the organization;
- Enhance awareness of managing risks across the organization;
- To have a continuous process of identifying pertinent risk in the changing environment;
- To have mitigation measures closely monitored and implemented

14. CEO/ CFO CERTIFICATION

The Managing Director and the Chief Financial Officer have issued certificate pursuant to the SEBI (LODR) Regulations, 2015, certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

15. Details of Director seeking appointment/re-appointment at the ensuing Annual General Meeting as required under Regulation 36 of SEBI (LODR) Regulations, 2015 are given under Notice to the Annual General Meeting.

For and on behalf of the Board

Place: New Delhi
Date: May 15, 2017

Anjali Singh
Chairperson
DIN 02082840

Appendix I

Declaration regarding compliance by Board Member and Senior Management Personnel with the Company's Code of Conduct.

I, Manoj Kolhatkar, being the Managing Director and a member of the Board of Directors of Gabriel India Limited ("the Company") hereby acknowledge, confirm and certify that:

- i. All the Directors and Senior Management Personnel have received, read and understood the Code of Conduct for Board Members and Senior Management of the Company.
- ii. All the Directors/Senior Management Personnel are bound by the said Code to the extent applicable to their functions as a member of the Board of Directors / Senior Management of the Company respectively;
- iii. Since the date of appointment as a Directors/Senior Management Personnel of the Company, all the Directors/Senior Management Personnel, have affirmed compliance with the provisions of the Code of conduct which were adopted by the Company;
- iv. Directors and Senior Management Personnel were not a party to any non-compliance with the said Code.

Place: New Delhi
Date: May 15, 2017

Manoj Kolhatkar
Managing Director

Independent Auditors Certificate on Corporate Governance

To the members of Gabriel India Limited

1. We have examined the compliance of conditions of Corporate Governance by **Gabriel India Limited, ("the Company")** for the year ended March 31, 2017, as stipulated in Regulations 17 to 27, Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 and Paragraphs C and D of Schedule V of the Securities and Exchange Boards of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Management Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. The 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 the SEBI Listing Regulations.

Auditors Responsibility

3. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements of the Company.
5. 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 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 ICAI.
6. We have complied with the relevant applicable requirements of the Standards on Quality Control for Firms that perform audit and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations given 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 SEBI Listing Regulations during the year ended March 31, 2017.
8. We further 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 B.K. Khare & Co.

Chartered Accountants

Firm Registration Number 105102W

Ravi Kapoor

Partner

M. No. 040404

Place: New Delhi

Date: May 15, 2017

CEO / CFO Certification

We, Manoj Kolhatkar, Managing Director and Rajendran Arunachalam, Chief Financial Officer of the Company certify that:

- (A) We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2017 and that to the best of our knowledge and belief :
- (i) These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or violation of the Company's Code of Conduct.
- (C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (D) We have indicated to the Auditors and the Audit Committee that:
- (i) There has not been any significant changes in internal control over financial reporting during the year ended March 31, 2017;
 - (ii) There has not been any significant changes in accounting policies during the year ended March 31, 2017 requiring disclosure in the notes to the financial statements; and
 - (iii) There has not been any instance of significant fraud during the year ended March 31, 2017.

Place: New Delhi
Date: May 15, 2017

Manoj Kolhatkar
Managing Director

Rajendran Arunachalam
Chief Financial Officer

Independent Auditors Report

TO THE MEMBERS OF GABRIEL INDIA LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of Gabriel India Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management’s Responsibility for the Financial Statements

2. The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).

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

Auditors’ Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors’ judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company’s Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

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

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor’s Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act (hereinafter referred to as the “Order”), and on the basis of such checks of the books and records of the Company

Independent Auditors Report

as we considered appropriate and according to the information and explanations given to us, we give in the Annexure “I” statement on the matters specified in paragraphs 3 and 4 of the Order.

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

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).
- (e) On the basis of the written representations received from the directors as on March 31, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure II.
- (g) With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i The Company has disclosed the impact, of pending litigations as at March 31, 2017, on its financial position in its financial statements – Refer Note “28” to the financial statements;
 - ii. The Company has long term contracts including derivative contracts as at March 31, 2017 for which there are no material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.
 - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from November 08, 2016 to December 30, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us – Refer Note “48” to the financial statements.

For **B. K. Khare & Co**
Chartered Accountants
Firm Registration Number: 105102W

Ravi Kapoor
Partner
Membership Number 040404

Place: New Delhi
Dated: May 15, 2017

Annexure “I” to Independent Auditors Report

as referred to in paragraph 9 of the of even date to the members of Gabriel India Limited on the financial statements as of and for the year ended March 31, 2017

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
 - (b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties as disclosed in Schedule ‘11’ are held in the name of the Company.
2. The physical verification of inventory has been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book records been appropriately dealt with in the books of accounts. In our opinion the frequency of verification is reasonable.
3. According to the information and explanations given to us and to the best of our knowledge and belief, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of para 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
4. According to the information and explanations given to us and to the best of our knowledge and belief, the Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of para 3(iv) of the said Order are not applicable to the Company.
5. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed thereunder to the extent notified, with regard to the deposits accepted from the public. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits.
6. The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company. Therefore, the provisions of para 3(vi) of the said Order are not applicable to the Company.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees’ state insurance, income tax, sales tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees’ state insurance, income tax, sales tax, excise duty, service tax, customs duty, value added tax and any other applicable statutory dues that were outstanding, at the year-end for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income tax, sales tax, service tax, duty of customs and duty of excise duty, value added tax as at March 31, 2017 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ Million)	Period to which amount relates	Forum where the dispute is pending
Income Tax Act 1961	Income Tax	4.75	FY 2012 -2014	Appellate Authority - Upto Commissioner’s / Revisional Authorities Level
		29.29	FY 2009-2011	Appellate Authority – Tribunal
		12.26	FY 2001-2002	High Court
		Tax Deducted at Source	19.41	FY 2008 - 2017
Sales Tax & Value Added Tax	Sales Tax & VAT	133.79	FY 2003-2016	Appellate Authority - Upto Commissioner’s/ Revisional Authorities Level
		2.43	FY 2005-2008	Appellate Authority - Tribunal
	Entry Tax	26.25	FY 2012-2017	High Court

Annexure “I” to Independent Auditors Report

as referred to in paragraph 9 of the of even date to the members of Gabriel India Limited on the financial statements as of and for the year ended March 31, 2017

Name of the statute	Nature of dues	Amount (₹ Million)	Period to which amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Excise Duty	1.35	FY 2010-2011	Appellate Authority - Upto Commissioner's/ Revisional Authorities Level
Finance Act 1994	Service Tax	43.50	FY 2003-2007	Appellate Authority - Tribunal
		12.66	FY 2004-2016	Appellate Authority - Upto Commissioner's/ Revisional Authorities Level
		2.08	FY 2007-2011	Appellate Authority - Tribunal

8. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government during the year. The Company has not issued any debentures as at the balance sheet date.
9. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of para 3(ix) of the Order are not applicable to the Company.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor we have been informed of any such case by the Management.
11. Based on the records examined by us and according to the information and explanations given to us, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, the provisions of para 3(xii) of the said Order is not applicable.
13. Based on the records examined by us and according to the information and explanations given to us, the Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
14. Based on the records examined by us and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions of para 3(xiv) of the Order are not applicable to the Company.
15. Based on the records examined by us and according to the information and explanations given to us, the Company has not entered into non-cash transactions with the directors or persons connected with him. Accordingly, the provisions of para 3(xv) of the Order is not applicable.
16. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, the provisions of para 3(xvi) of the Order are not applicable to the Company.

For **B. K. Khare & Co**
Chartered Accountants
Firm Registration Number: 105102W

Ravi Kapoor
Partner

Membership Number 040404

Place: New Delhi
Dated: May 15, 2017

Annexure II to Independent Auditors Report

of even date on the financial statements of Gabriel India Limited

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 Gabriel India Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the period from April 01, 2016 to March 31, 2017.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that operate effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (“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 on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by the Institute of Chartered Accountants of India (“ICAI”) and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by ICAI. 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 judgement, 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.

Annexure II to Independent Auditors Report

of even date on the financial statements of Gabriel India Limited

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

For **B. K. Khare & Co**
Chartered Accountants
Firm Registration Number: 105102W

Ravi Kapoor
Partner
Membership Number 040404

Place: New Delhi
Dated: May 15, 2017

FINANCIAL STATEMENTS > BALANCE SHEET

Balance Sheet

As at March 31, 2017

Particulars	Note No.	₹ in Million)	
		As at 31st March, 2017	As at 31st March, 2016
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	143.64	143.67
Reserves and surplus	3	4,361.53	3,655.59
		4,505.17	3,799.26
Non-current liabilities			
Long-term borrowings	4	77.55	80.61
Deferred tax liabilities (net)	5	159.38	104.33
Long-term provisions	6	97.33	72.19
		334.26	257.13
Current liabilities			
Short-term borrowings	7	0.01	-
Trade payables	8		
Total outstanding due to micro enterprises and small enterprises (Refer Note 30)		14.68	31.92
Total outstanding due to creditors other than micro enterprises and small enterprises		2,132.04	1,749.00
		2,146.73	1,780.92
Other current liabilities	9	543.69	526.78
Short-term provisions	10	170.76	352.33
		2,861.18	2,660.03
Total		7,700.61	6,716.42
ASSETS			
Non-current assets			
Property, plant and equipment	11		
Tangible assets		2,832.53	2,673.58
Intangible assets		52.97	50.79
Capital work-in-progress		17.82	22.10
		2,903.32	2,746.47
Non-current investments	12	0.21	0.23
Long-term loans and advances	13	250.79	236.05
		3,154.32	2,982.75
Current assets			
Current investments	14	280.00	-
Inventories	15	1,297.99	1,107.41
Trade receivables	16	2,117.86	1,923.73
Cash and bank balances	17	527.47	376.53
Short-term loans and advances	18	280.32	290.16
Other current assets	19	42.65	35.84
		4,546.29	3,733.67
Total		7,700.61	6,716.42
Significant Accounting Policies Notes to Accounts	1 28-49		

In terms of our report attached.

For **B. K. Khare & Co.**
Chartered Accountants
Firm registration number:105102W

Ravi Kapoor
Partner
Membership No.:- 040404

Place : New Delhi
Date : May 15, 2017

For and on behalf of the Board of Directors

ANJALI SINGH
Chairperson

RAJENDRAN A.
V.P. Finance & CFO

MANOJ KOLHATKAR
Managing Director

NILESH JAIN
Company Secretary

Statement of Profit and Loss

For the year ended March 31, 2017

Particulars	Note No.	(₹ in Million)	
		For the year ended 31st March, 2017	For the year ended 31st March, 2016
REVENUE FROM OPERATIONS			
Gross Sales	20	16,675.23	15,764.64
Less: Excise duty		1,544.68	1,500.46
Net Sales		15,130.55	14,264.18
Other Operating Income	21	160.74	118.13
Revenue from operations (net)		15,291.29	14,382.31
Other income	22	54.08	24.55
Total Revenue		15,345.37	14,406.86
EXPENSES			
Cost of materials consumed	23a	10,724.31	10,146.82
Purchases of stock-in-trade	23b	201.36	133.02
Changes in inventories of finished goods, work-in-progress and stock-in-trade (increase)/ decrease	23c	(81.27)	(12.89)
Employee benefits expense	24	1,278.76	1,150.35
Finance costs	25	16.55	24.83
Depreciation and amortisation	11	353.27	331.86
Other expenses	26	1,727.98	1,671.94
Total expenses		14,220.96	13,445.93
Profit before exceptional items and tax		1,124.41	960.93
Exceptional items - (Income) / Expense	27	16.29	6.00
Profit before tax		1,108.12	954.93
Tax expense:			
Current tax expense		236.38	204.71
Deferred tax charge/(credit)		39.12	4.90
		275.50	209.61
Tax expense/(credit) relating to prior years		0.50	(1.58)
Deferred tax charge/(credit) relating to prior years		15.93	(5.48)
		16.43	(7.06)
		291.93	202.55
Profit from continuing operations		816.19	752.38
Profit for the year		816.19	752.38
Earnings per share:	37		
Basic / Diluted (₹)		5.68	5.24
Paid up value per share (₹)		1.00	1.00
Significant Accounting Policies	1		
Notes to Accounts	28-49		

In terms of our report attached.

For B. K. Khare & Co.
Chartered Accountants
Firm registration number:105102W

Ravi Kapoor
Partner
Membership No.:- 040404

Place : New Delhi
Date : May 15, 2017

For and on behalf of the Board of Directors

ANJALI SINGH
Chairperson

RAJENDRAN A.
V.P. Finance & CFO

MANOJ KOLHATKAR
Managing Director

NILESH JAIN
Company Secretary

FINANCIAL STATEMENTS > CASH FLOW STATEMENT

Cash Flow Statement

For the year ended March 31, 2017

Particulars	(₹ in Million)	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax	1,108.12	954.93
Adjustments for:		
Depreciation and amortisation	353.27	331.86
(Profit) / Loss from sale of assets	2.42	(2.01)
(Profit) / Loss from sale of long term investments	(5.58)	-
(Profit) / Loss from sale of short term investments	(2.90)	-
Finance costs	16.55	24.83
Unrealised foreign exchange loss (net)	3.59	0.90
Interest income	(31.97)	(10.15)
Dividend income	(0.15)	(0.02)
Operating profit / (loss) before working capital changes	1,443.35	1,300.34
Changes in working capital:		
Inventories	(190.58)	13.99
Trade Receivables	(189.14)	(179.73)
Loans and advances	1.55	24.56
Other Current Assets	8.29	(19.83)
Other Provisions	(31.75)	(5.32)
Trade payables and Other Liabilities	370.98	(8.89)
Cash generated from operations	1,412.70	1,125.12
Net income tax (paid) / refunds	(244.75)	(214.71)
Net cash flow from / (used in) operating activities (A)	1,167.95	910.41
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of tangible/intangible assets	(513.86)	(379.48)
Decrease / (increase) in Capital advances	1.42	(4.05)
Proceeds from sale of fixed assets	1.32	10.77
Proceeds from sale of long term investments	5.60	-
Purchase of current investments	(918.10)	-
Proceeds from sale of current investments	641.00	-
Investment in fixed deposit with bank maturity period of more than 3 months	(460.90)	(14.10)
Decrease/ (increase) in earmarked bank balances	(1.89)	21.91
Interest received	16.87	7.38
Dividend received	0.15	0.02
Net cash flow from / (used in) investing activities (B)	(1,228.39)	(357.55)

Cash Flow Statement

For the year ended March 31, 2017

(₹ in Million)

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds / (Repayment) of long term borrowings	(27.39)	(23.57)
Proceeds / (Repayment) of short term borrowings (net)	0.01	-
Interest paid	(18.44)	(28.35)
Dividend paid	(170.50)	(148.74)
Dividend distribution tax paid	(35.09)	(30.71)
Net cash flow from / (used in) financing activities (C)	(251.41)	(231.37)
Net Increase in Cash & Cash Equivalents (A+B+C)	(311.85)	321.49
Cash and cash equivalents as at beginning of the year	351.40	29.91
Cash and cash equivalents as at end of the year	39.55	351.40
Cash and cash equivalents consists of:		
Cash-in-Hand	0.04	0.27
With Scheduled Banks		
In Current Accounts	39.51	31.13
Fixed deposit maturing within 3 months	-	320.00
	39.55	351.40

Notes :

- 1 The above Cash flow Statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.
- 2 Figures in brackets indicate cash outgo.
- 3 Previous period figures have been regrouped and recast wherever necessary to conform to the current year's classification.

In terms of our report attached.

For and on behalf of the Board of Directors

For B. K. Khare & Co.
Chartered Accountants
Firm registration number:105102W

ANJALI SINGH
Chairperson

MANOJ KOLHATKAR
Managing Director

Ravi Kapoor
Partner
Membership No.:- 040404

RAJENDRAN A.
V.P. Finance & CFO

NILESH JAIN
Company Secretary

Place : New Delhi
Date : May 15, 2017

Notes

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Accounting

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under section 133 of Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the companies operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

b) Use of Estimates

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amount of assets and liabilities (including contingent liabilities) as on the date of financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

c) Tangible Assets

Tangible Assets are stated at their original cost (net of CENVAT where applicable) including freight, duties, customs and other incidental expenses relating to acquisition and installation. Interest and other finance charges paid on loans for the acquisition of tangible qualifying assets are apportioned to the cost of fixed assets till they are ready for use.

Effective April 01, 2016, the Company has changed its accounting policy, whereby, the cost also includes the initial estimate of the costs of dismantling, removing the item and restoring the site on which it is located, referred to as 'decommissioning, restoration and similar liabilities', the obligation for which the Company incurs either when the item is acquired or as consequence of having used the item during a particular period for purposes other than to produce inventories during that period. Also, subsequent costs are included in the asset's carrying amount or recognized as a separate asset only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which it is incurred. The changes in the policies are made in order to comply with the Companies (Accounting Standards) Amendment Rules, 2016 notified by the Ministry of Corporate Affairs on March 30, 2016,

- Expenditure incurred during the period of construction is carried as capital work-in-progress and on completion the costs are allocated to the respective fixed assets.
- Foreign exchange fluctuations on payment / restatement of long term liabilities related to fixed assets are charged to Statement of Profit and Loss.
- Assets held for sale or disposal are stated at the lower of their net book value and net realisable value.

d) Intangible Assets

Intangible assets comprising of computer software and technical know-how fee are initially measured at cost and amortised so as to reflect the pattern in which the asset's economic benefits are consumed.

Notes

e) Depreciation / Amortization :

- **Tangible Assets**

Depreciation on tangible assets is provided on straight line method over the useful life of asset prescribed in Part C of schedule II of the Companies Act, 2013 except in respect of certain assets listed below where useful life is estimated different from the prescribed rate based on internal assessment or independent technical evaluation carried out by external valuers. The management believes that the useful lives as given below represent the period over which management expects to use these assets.

Asset Class	Estimated Useful Life (No. of Years)	Specified Useful Life in Schedule II(No. of Years)
Roads	5-8	5
Fences-Wells-Tube Wells	5-8	5
Certain items of Plant & Machinery	10-14	15
Air Conditioner	5	10
Furniture	8	10

In terms of the requirements of the Company Act, 2013 the company has also identified significant components of the assets and its useful life based on the internal technical valuation. Depreciation is charged on such component is based on its useful life.

- **Intangible Assets**

Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use. Estimated useful lives are as under:-

Asset Class	Estimated Useful Life (No. of Years)
Computer software	3
Technical Knowhow	6 or period of agreement whichever is lower

f) Investments

Long term investments are stated at cost. Provision is made for any diminution other than temporary in the value of investments. Current investments are stated at cost or fair value, whichever is lower.

g) Inventories

Inventories are stated at lower of cost or net realizable value. Cost of raw materials, stores and spares and packing materials are determined on weighted average basis. Cost of finished goods and work in progress comprises raw material, direct labour, other direct costs and related production overheads.

The Company has changed its accounting policy for inventory, whereby, parts, servicing equipment and standby equipment which meet the definition of Property Plant and Equipment are capitalized at respective carrying amounts and depreciated over their useful lives prospectively in accordance with revised Accounting Standard 10, Property Plant and Equipment pursuant to the Companies (Accounting Standards) Amendment Rules, 2016 notified by the Ministry of Corporate Affairs on March 30, 2016.

h) Government Grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, they are deducted from gross value of such assets.

Notes

Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of the shareholders' funds.

i) Revenue Recognition

- Domestic sales are recognised at the point of dispatch/delivery of goods to the customers as per terms of contract, which is, when substantial risks and rewards of ownership passes to the customers, and are stated net of trade discounts, rebates, sales tax, value added tax and excise duty.
- Export sales are recognised based on the date of bill of lading except, sales to Nepal which are recognised when the goods cross the Indian territory, which is when substantial risks and rewards of ownership passes to the customers.
- Revenue from services is recognised on rendering of services.
- Interest and other income are recognised on accrual basis.
- Income from export incentives such as premium on sale of import licenses, duty drawback etc. are recognised on accrual basis to the extent the ultimate realisation is reasonably certain.
- Dividend income is recognised when right to receive dividend is established.

j) Accounting for taxes on income

- Provision for current tax is made, based on the tax payable under the Income Tax Act, 1961. Minimum Alternative Tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with provisions of Section 115JB of the Income tax Act, 1961) over normal income-tax is recognised as an asset by crediting the Statement of Profit and Loss only when and to the extent there is convincing evidence that the Company will be able to avail the said credit against normal tax payable during the period of ten succeeding assessment years.
- Deferred tax on timing differences between taxable income and accounting income is accounted for, using the tax rates and the tax laws enacted or substantively enacted as on the balance sheet date. Deferred tax assets on unabsorbed tax losses and unabsorbed tax depreciation are recognised only when there is a virtual certainty of their realisation. Other deferred tax assets are recognised only when there is a reasonable certainty of their realisation.

k) Foreign Currency Transactions

- Initial Recognition : - Transactions in foreign currencies are recognised at the prevailing exchange rates between the reporting currency and a foreign currency on the transaction dates.
- Conversion : -Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of profit and loss. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.
- Exchange differences:- The Company accounts for exchange differences arising on translation/settlement of foreign currency monetary items as below:
 - Realized gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.
 - Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

Notes

- Effective April 01, 2016, the Company has changed its policy for accounting of derivative transactions to align with the Guidance Note for Derivative transactions issued by The Institute of Chartered Accountants of India and in order to comply with the Companies (Accounting Standards) Amendment Rules, 2016 notified by the Ministry of Corporate Affairs on March 30, 2016, the Company has adopted hedge accounting in respect of derivative contracts entered on or after 01.04.2016. Consequently Mark to Market loss of ₹ 32.49 million, in respect of such contracts outstanding as on March 31, 2017, is carried to Cash Flow Hedge Reserve. Mark to Market gain of ₹ 0.02 million (net of tax) for the contracts outstanding as on April 01, 2016 is taken to opening reserves.

l) Research and Development

Equipment purchased and cost of construction of assets used for research and development is capitalised when commissioned and included in the fixed assets. Revenue expenditure on research and development is charged in the period in which it is incurred.

m) Retirement Benefits

- Provident Fund:-** Contribution towards provident fund is made to the regulatory authorities. Such benefits are classified as defined contribution schemes as the Company does not carry any further obligations, apart from the contribution made on a monthly basis.
- National Pension Scheme:** - Contribution towards pension fund is made to the various funds. Such benefits are classified as defined contribution schemes as the Company does not carry any further obligations, apart from the contribution made on a yearly basis.
- Superannuation Fund:** - The Company has Defined Contribution plans for Superannuation Fund. Contributions payable to the Superannuation Fund maintained by LIC are charged to the Statement of Profit and Loss. The Company does not carry any further obligations, apart from the contribution made.
- Gratuity:** - The Company provides for gratuity, a defined Benefit plans (the "Gratuity Plan") covering eligible employees in accordance with the payment of Gratuity Act, 1972. The Gratuity plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the nature of employment. The Company's liability is actuarially determined (using the Projected Unit Credit Method) at the end of each year. Actuarial losses / gains are recognized in the statement of Profit and Loss account in the year in which they arise. The Gratuity Fund is maintained with LIC which is recognized by the income tax authorities.
- Compensatory Absence:-** The Company provides for the encashment/availment of leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment/availment. The liability is provided based on the number of days of unutilized leave at each balance sheet date on the basis of an independent actuarial valuation.

n) Borrowing Cost

Borrowing Costs attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of the asset till the asset is ready for use. Interest on other borrowings is charged to Statement of Profit and Loss.

o) Leases

Lease arrangement where the risks and rewards incidental to the ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rent under operating leases are recognised in the Statement of Profit and Loss as per terms of agreement.

Assets acquired under finance leases are recognised at the lower of the fair value of the leased assets at inception and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

Notes

p) Warranty Provision

The estimated liability for product warranties is recorded at the time of the sale of the products. The provision is based on management's estimate of the future cost of corrective action on product failure considering the claims received in the past.

q) Provisions and Contingencies

Provisions are recognised when there is a present obligation as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

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 the obligation or a reliable estimate of the amount cannot be made.

Effective April 01, 2016, the Company has changed its policy, whereby, it recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. The change in policy is done in order to comply with the Companies (Accounting Standards) Amendment Rules, 2016 notified by the Ministry of Corporate Affairs on March 30, 2016.

r) Impairment

The carrying value of assets/cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life to their present value based on an appropriate discount factor.

s) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, sub-division of shares etc. that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

t) Proposed dividend

In terms of the revised Accounting Standard (AS) - 4 'Contingencies and Events occurring after Balance Sheet date' as notified by the Ministry of Corporate Affairs through amendments to Companies (Accounting Standards) Amendment Rules, 2016, dated March 30, 2016, the Company has not accounted for proposed dividend as liability as at March 31, 2017. However, the proposed dividend was accounted for as liability as at March 31, 2016 in accordance with the then existing Accounting Standard.

u) Cash and Cash Equivalents

In the Cash Flow Statement, cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

Notes

NOTE 2 SHARE CAPITAL

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares	₹ In Million	Number of shares	₹ In Million
Authorised				
Equity shares of ₹ 1/- each	150,000,000	150.00	150,000,000	150.00
Redeemable preference shares of ₹ 100/- each	100,000	10.00	100,000	10.00
Issued, subscribed and fully paid up				
Equity shares of ₹ 1/- each	143,643,940	143.64	143,643,940	143.64
Add: Share forfeiture	-	-	-	0.03
Total	143,643,940	143.64	143,643,940	143.67

a) Rights, preferences and restrictions attached to Equity shares:

The Company has only one class of share referred to as Equity shares having a par value of ₹ 1 per share. Each holder of Equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the unlikely event of liquidation of the Company, the holders of Equity shares will be entitled to receive 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.

During the year ended March 31, 2017, the amount of per share dividend recognized as distributions to Equity shareholders was ₹ 0.45 (March 31, 2016: ₹ 1.20). (Refer note 1(t))

b) Reconciliation of opening and closing Equity Share capital:

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares held	Amount originally paid up (₹ In Million)	Number of shares held	Amount originally paid up (₹ In Million)
Balance at the beginning of the year	143,643,940	143.64	143,643,940	143.64
Balance at the end of the year	143,643,940	143.64	143,643,940	143.64

c) Details of shares held by the Holding company, the ultimate Holding company, their subsidiaries and associates:

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares held	% of Shareholding	Number of shares held	% of Shareholding
Equity shares of ₹ 1 Each fully paid up held by Asia Investments Pvt Ltd (Holding company)	71,905,468	50.06	71,905,468	50.06

d) Details of shares held by each shareholder holding more than 5% of the aggregate shares in the Company:

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares held	% of Shareholding	Number of shares held	% of Shareholding
Equity shares of ₹ 1 Each fully paid up held by Asia Investments Pvt Ltd (Holding company)	71,905,468	50.06	71,905,468	50.06
Equity shares of ₹ 1 Each fully paid up held by Kayaba Industry Co Ltd.	7,937,360	5.53	7,937,360	5.53

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Notes

e) Aggregate number of bonus shares issued, for consideration other than cash for the last five years immediately preceding the reporting date:

Particulars	As at	As at
	31st March, 2017	31st March, 2016
	Number of shares	Number of shares
Equity shares allotted as fully paid bonus shares by capitalisation of general reserve	71,821,970	71,821,970

NOTE 3 RESERVES AND SURPLUS

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
Capital Reserve	4.70	4.70
Securities Premium Reserve	271.77	271.77
Cash flow hedge reserve (Refer note 47)	(32.49)	-
General Reserve		
Opening balance	382.83	382.83
Add: Transferred from share forfeiture account	0.03	-
Add: Transitional impact on Hedge accounting (Refer note 47)	0.02	-
General Reserve	382.88	382.83
Surplus in the Statement of Profit and Loss		
Opening balance	2,996.29	2,451.37
Add: Profit for the year	816.19	752.38
Less: Appropriations		
Interim dividend	64.65	64.70
Proposed dividend	-	107.67
Dividend distribution tax	13.16	35.09
Transferred to General Reserve	-	-
Closing balance	3,734.67	2,996.29
Total	4,361.53	3,655.59

NOTE 4 LONG-TERM BORROWINGS

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
Secured:		
Term loans		
Vehicle loan from a bank	-	0.74
Secured by hypothecation of Vehicles. Repayable within 5 years from the date of sanction. Carry rate of Interest between 12% to 15%.		
Unsecured:		
Deferred sales tax (interest free)	1.26	1.89
Fixed deposits	27.41	28.88
Deposits from public including shareholders carry interest between 8.5% to 10% p.a. and having maturity period ranging from 1 year to 3 years from the date of deposit.		
Long term maturities of finance lease obligations (Refer note 36)	48.88	49.10
Total	77.55	80.61

Notes

NOTE 5 DEFERRED TAX LIABILITIES (NET)

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
Deferred tax liabilities		
Depreciation	278.80	252.59
	278.80	252.59
Deferred tax assets		
Expenditure allowable for tax purpose on payment basis	(79.85)	(99.56)
Voluntarily retirement scheme	-	(2.53)
Expenditure disallowed u/s 40(a)	(0.90)	(0.69)
Other provisions disallowed	(38.67)	(45.48)
	(119.42)	(148.26)
Total	159.38	104.33

NOTE 6 LONG-TERM PROVISIONS

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
Provision for employee benefits:		
Compensated absences (Refer note 42)	56.39	43.88
Gratuity (Refer note 42)	40.94	28.31
Total	97.33	72.19

NOTE 7 SHORT-TERM BORROWINGS

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
Secured :		
From banks		
- Working capital facilities	0.01	-
Total	0.01	-

NOTE 8 TRADE PAYABLES

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
Trade payables:		
Total outstanding due to micro enterprises and small enterprises (Refer Note 30)		
- Acceptances	-	16.30
- Others	14.68	15.62
	14.68	31.92
Total outstanding due to creditors other than micro enterprises and small enterprises		
- Acceptances	-	155.08
- Others	2,132.04	1,593.92
	2,132.04	1,749.00
Total	2,146.72	1,780.92

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NOTE 9 OTHER CURRENT LIABILITIES

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
Current maturities of long-term debts (Refer Note (i) and (ii) below)	4.38	28.71
Interest accrued but not due on borrowings	1.11	3.00
Unpaid dividends	12.82	10.93
Statutory liabilities	120.21	103.30
Capital creditors	45.71	35.45
Advances from customers	24.37	40.57
Employee benefits payable	168.04	185.20
Unclaimed matured deposits	0.31	0.20
Unclaimed interest on deposits	0.29	0.25
Others*	166.45	119.17
Total	543.69	526.78

* Includes forward contract restatement loss of ₹ 6.85 million (previous year ₹ 11.69 million), discount payable to dealers ₹ 96.56 million (previous year ₹ 81.54 million)

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
(i) Current maturities of long term debts		
Secured :		
From banks		
Vehicle loans	-	0.41
Unsecured :		
Deferred sales tax	1.58	0.95
Fixed deposits	2.42	27.00
Current maturities of finance lease obligations	0.38	0.35
Total	4.38	28.71

(ii) Note: For details of security and other terms Refer note 4 - Long term borrowings

NOTE 10 SHORT-TERM PROVISIONS

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
Provision for employee benefits:		
Compensated absences (Refer note 42)	8.87	7.06
Gratuity (Refer note 42)	5.10	3.16
Super annuation	6.01	5.22
	19.98	15.44
Other provisions :		
Warranty (Refer Note 34)	54.26	83.48
Proposed Equity dividend	-	107.74
Distribution tax on proposed dividend	-	21.93
Others (Refer Note 27 and 34)	96.52	123.74
	150.78	336.89
Total	170.76	352.33

Notes

NOTE 11: PROPERTY, PLANT AND EQUIPMENT

The changes in the carrying value of fixed assets for the year ended March 31, 2017 are as follows

Particulars	GROSS BLOCK			DEPRECIATION/AMORTIZATION			NET BLOCK	
	Cost as on 01.04.16	Additions during the year	Disposal/ Adjustment During the year	Cost as on 31.03.2017	Accumulated Depreciation/ amortisation as for the year on 01.04.2016	Disposal/ Adjustment During the year on 31.03.2017	Accumulated Depreciation/ amortisation as on 31.03.2017	As at 31.03.2016
Tangible Assets								
Freehold Land	502.62	-	-	502.62	-	-	502.62	502.62
Leasehold Land	13.76	-	-	13.76	2.78	-	10.86	10.98
Buildings	914.13	29.71	(0.43)	943.41	316.84	(0.11)	595.31	597.29
Plant & Machinery@	3,701.11	429.80	(15.30)	4,115.61	2,204.72	(12.80)	2,479.45	1,496.39
Vehicles#	40.82	26.72	(4.65)	62.89	18.66	(3.53)	39.98	22.16
Furniture & Fixtures	119.09	13.56	(0.62)	132.03	74.95	(0.86)	47.60	44.14
Sub Total	5,291.53	499.79	(21.00)	5,770.32	2,617.95	(17.30)	2,937.79	2,673.58
Sub Total as on 31.03.2016	5,019.11	364.30	(91.88)	5,291.53	2,363.75	(58.12)	2,617.95	2,673.58
Intangible Assets								
Computer Software	124.25	18.35	(88.86)	53.74	99.21	(88.82)	21.08	25.04
Technical Knowhow	147.00	-	(113.52)	33.48	121.25	(113.52)	13.17	25.75
Sub Total	271.25	18.35	(202.38)	87.22	220.46	(202.34)	34.25	50.79
Sub Total as on 31.03.2016	222.78	24.04	24.43	271.25	201.49	(0.57)	220.46	50.79
Total	5,562.78	518.14	(223.38)	5,857.54	2,838.41	(219.64)	2,972.04	2,724.37
Total as on 31.03.2016	5,241.89	388.34	(67.45)	5,562.78	2,565.24	(58.69)	2,838.41	2,724.37

Cost of Vehicle includes assets purchased on finance lease amounting Nil (Previous year ₹ 1.61 Million) with a written down value of Nil (previous year ₹ 0.94 Million).

@ Cost of Plant and Machinery includes asset purchased on finance lease amounting ₹ 48.85 Million (Previous year ₹ 48.85 Million) with a written down value of ₹ 43.49 Million (Previous year ₹ 46.07 million).

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NOTE 11: PROPERTY, PLANT AND EQUIPMENT (CONTD.)

The changes in the carrying value of fixed assets for the year ended March 31, 2016 are as follows

Particulars	GROSS BLOCK		DEPRECIATION/AMORTIZATION				NET BLOCK		
	Cost as on 01.04.15	Disposal/ Adjustment During the year	Cost as on 31.03. 2016	Accumulated/ Depreciation/ amortisation as on 01.04.2015	Depreciation/ amortisation for the year	Adjusted to opening balance of surplus of Profit & Loss	Disposal/ Adjustment During the year	As at 31.03. 2016	As at 31.03. 2015
Tangible Assets									
Freehold Land	502.62	-	502.62	-	-	-	-	502.62	502.62
Leasehold Land	13.76	-	13.76	2.66	0.12	-	-	10.98	11.11
Buildings	850.45	(0.56)	914.13	288.87	28.17	-	(0.20)	597.29	561.58
Plant & Machinery@	3,503.13	(83.27)	3,701.11	1,989.81	265.70	-	(50.79)	1,496.39	1,513.32
Vehicles#	36.45	(5.32)	40.82	16.69	6.61	-	(4.64)	18.66	19.76
Furniture & Fixtures	112.70	(2.73)	119.09	65.72	11.72	-	(2.49)	74.95	46.98
Sub Total	5,019.11	(91.88)	5,291.53	2,363.75	312.32	-	(58.12)	2,617.95	2,673.58
Sub Total as on 31.03.2015	4,705.00	(26.83)	5,019.11	2,069.04	290.04	24.82	(20.15)	2,363.75	2,655.36
Intangible Assets									
Computer Software	103.57	-	124.25	85.59	13.62	-	-	99.21	17.98
Technical Knowhow	119.21	24.43	147.00	115.90	5.92	-	(0.57)	121.25	3.30
Sub Total	222.78	24.04	271.25	201.49	19.54	-	(0.57)	220.46	21.28
Sub Total as on 31.03.2015	216.18	6.59	222.77	180.22	21.27	-	-	201.49	21.28
Total	5,241.89	388.34	5,562.78	2,565.24	331.86	-	(58.69)	2,838.41	2,724.37
Total as on 31.03.2015	4,921.18	347.53	5,241.89	2,249.26	311.32	24.82	(20.15)	2,565.24	2,676.64

Cost of Vehicle includes assets purchased on finance lease amounting ₹ 1.61 Million (Previous year ₹ 6.25 Million) with a written down value of ₹ 0.94 Million (previous year ₹ 2.95 Million).

@ Cost of Plant and Machinery includes asset purchased on finance lease amounting ₹ 48.85 Million (Previous year ₹ 31.20 Million) with a written down value of ₹ 46.07 Million (Previous year ₹ 30.42 million).

Notes

NOTE 12 NON-CURRENT INVESTMENTS

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
Non Trade (at Cost)		
Investment in Equity Instruments		
Unquoted		
20,000 Equity shares (previous year 20,000) of ₹ 10 each fully paid up of Shivalik Solid Waste Management Ltd.	0.20	0.20
Quoted		
Nil (previous year 4,000) Equity Shares of ₹ 2 each fully paid up of Housing Development Finance Corporation Limited.	-	0.02
	0.20	0.22
Investment in Government or Trust securities		
Unquoted		
National Savings Certificates	0.01	0.01
Total	0.21	0.23

Additional Information :

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
Aggregate amount of quoted investments and market value		
i) Aggregate amount	-	0.02
ii) Market Value	-	4.28

NOTE 13 LONG-TERM LOANS AND ADVANCES

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
Unsecured, considered good		
Capital advances :		
Considered good	13.43	12.01
Considered doubtful	-	1.00
	13.43	13.01
Less :- Provision for doubtful advances	-	1.00
	13.43	12.01
Security deposits	152.54	147.94
Loans and advances to employees	13.71	12.86
Advance Income tax [Net of provision of ₹ 441.10 million,(Previous year ₹ 528.09 million)]	71.11	63.24
Total	250.79	236.05

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NOTE 14 CURRENT INVESTMENTS (AT LOWER OF COST AND FAIR VALUE)

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
Investment in Mutual funds	280.00	-
Investment in Mutual fund comprises:		
HDFC Liquid Fund -Growth 3239.55 units(Previous Year Nil) of ₹ 1000 each	10.00	-
ICICI Prudential Liquid Plan-Growth 292826.29 units(Previous Year Nil) of ₹ 10 each	70.00	-
SBI Premier Liquid fund-Regular Plan-Growth 3984.61 units(Previous Year Nil) of ₹ 10 each	10.00	-
Reliance Liquid Funds -Treasury Plan-Direct Growth Plan 48406.09 units(Previous Year Nil) of ₹ 1000 each	190.00	-
Total	280.00	-

NOTE 15 INVENTORIES

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
At lower of cost or net realisable value		
Raw materials	486.23	438.81
Goods-in-transit	114.64	67.12
	600.87	505.93
Work-in-progress	259.21	222.95
Finished goods	220.17	179.94
Goods-in-transit	94.17	95.80
	314.34	275.74
Stock-in-trade	31.43	25.02
Stores and spares at cost	92.14	77.77
Total	1,297.99	1,107.41

NOTE 16 TRADE RECEIVABLES

Particulars	As at	
	31st March, 2017	31st March, 2016
Unsecured, considered good		
Outstanding for a period exceeding six months from the date they were due for payment :		
Considered good	5.44	5.86
Considered doubtful	15.80	20.79
	21.24	26.65
Less: Provision for doubtful trade receivables	15.80	20.79
	5.44	5.86
Others :		
Considered good	2,112.42	1,917.87
Total	2,117.86	1,923.73

Notes

NOTE 17 CASH AND BANK BALANCES :

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
Cash and Cash Equivalents :		
Cash on hand	0.04	0.27
Balances with banks		
In current accounts	39.51	31.13
Fixed deposits		
Fixed deposit maturing within 3 months	-	320.00
	39.55	351.40
Other bank balances		
Deposit with original maturity of more than 3 months and include deposit with remaining maturity of more than 12 months from the balance sheet date	475.00	14.10
Earmarked balances with banks		
Unclaimed dividend accounts with bank	12.92	11.03
Total	527.47	376.53

NOTE 18 SHORT-TERM LOANS AND ADVANCES

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
Unsecured, considered good unless stated otherwise		
Loans and Advances to suppliers	108.88	130.14
Deposits with government authorities	34.49	32.50
Less : Provision towards disputed Sales Taxes	19.67	22.47
	14.82	10.03
Security deposits	0.80	0.82
Loans and advances to employees	4.71	4.01
Prepaid expenses	33.73	34.08
Balances with government authorities :		
CENVAT credit receivables	77.70	71.52
VAT credit receivables	11.43	7.52
Service Tax credit receivables	19.74	15.67
Others	8.51	16.37
Total	280.32	290.16

NOTE 19 OTHER CURRENT ASSETS

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
Interest accrued on deposits	18.83	3.73
Insurance claims receivable	0.13	0.22
Accrued export benefits	23.69	31.89
Total	42.65	35.84

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NOTE 20 SALES

Particulars	(₹ In Million)	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Sale of products		
Finished goods	16,392.04	15,596.76
Traded goods	283.19	167.88
	16,675.23	15,764.64
Less : Excise duty	1,544.68	1,500.46
Total	15,130.55	14,264.18

NOTE 21 OTHER OPERATING INCOME

Particulars	(₹ In Million)	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Sale of scrap	71.04	81.37
Income from services	31.16	6.98
Duty drawback and other export incentives	29.07	27.68
Refund of duties (Refer note 31)	29.47	2.10
Total	160.74	118.13

NOTE 22 OTHER INCOME

Particulars	(₹ In Million)	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Interest income on :		
Fixed deposits with banks	30.57	8.73
Advances to supplier	1.40	1.42
	31.97	10.15
Dividend income from non current Investments	0.15	0.02
Rental income	2.25	1.70
Credit balances / excess provisions written back	7.75	1.84
Net gain on sale of Long term investment	5.58	-
Net gain on sale of Short term Investment (Mutual Funds)	2.90	-
Miscellaneous income	3.48	10.84
Total	54.08	24.55

Notes

NOTE 23.A COST OF MATERIALS CONSUMED

Particulars	(₹ In Million)	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Opening inventory	505.93	520.60
Add: Purchases	10,819.25	10,132.15
	11,325.18	10,652.75
Less: Closing inventory	600.87	505.93
Cost of material consumed	10,724.31	10,146.82
Material consumed comprises:		
Tubes	1,817.47	1,579.96
Bright bars	1,145.99	1,264.54
Shocks fluid	208.06	282.23
Other items	7,552.79	7,020.09
Total	10,724.31	10,146.82

NOTE 23.B PURCHASE OF STOCK-IN-TRADE

Particulars	(₹ In Million)	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Purchase of stock-in-trade	201.36	133.02
Purchase of traded goods comprises :		
Tyre and Rim	132.94	70.20
Shock Absorber / Springs	42.71	36.18
Coolants	15.29	15.15
Bush Kit	5.78	6.20
Front fork Oils	4.64	5.29
Total	201.36	133.02

NOTE 23.C CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

Particulars	(₹ In Million)	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Inventories at the beginning of the year:		
Finished goods	275.74	234.60
Work-in-progress	222.95	260.28
Stock-in-trade	25.02	15.94
	523.71	510.82
Inventories at the end of the year:		
Finished goods	314.34	275.74
Work-in-progress	259.21	222.95
Stock-in-trade	31.43	25.02
	604.98	523.71
Net (increase) / decrease	(81.27)	(12.89)

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NOTE 24 EMPLOYEE BENEFIT EXPENSES

Particulars	(₹ In Million)	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Salaries and wages (Refer Note 46)	1,038.19	951.58
Contributions to provident and other funds	87.16	54.80
Staff welfare expenses	153.41	143.97
Total	1,278.76	1,150.35

NOTE 25 FINANCE COSTS

Particulars	(₹ In Million)	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Interest on borrowings	12.51	20.11
Other borrowing costs	4.04	4.65
Net loss on foreign currency transactions and translation	-	0.07
Total	16.55	24.83

NOTE 26 OTHER EXPENSES

Particulars	(₹ In Million)	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Consumption of stores and spare parts	225.89	230.99
Power and fuel	250.42	236.36
Rent including lease rentals	15.02	12.81
Repairs and maintenance		
- Buildings	16.17	18.76
- Machinery	157.42	154.17
- Others	59.90	47.41
Insurance	16.71	18.72
Rates and taxes	21.51	18.34
Communication	15.86	19.30
Travelling and conveyance	81.70	78.89
Printing and stationery	9.60	9.05
Freight and forwarding	263.09	248.24
Discounts	73.98	74.68
Business promotion	18.42	18.83
Royalty (Refer Note 46)	19.33	7.07
Expenditure towards corporate social responsibility (CSR) activities (Refer note 44)	15.78	12.24
Donations and contributions	0.25	0.32
Legal and professional	270.62	264.87
Payments to auditors #	8.08	9.53
Bad debts and advances written off	1.50	0.40
Provision for doubtful trade and other receivables, loans and advances (net)	-	3.77
Foreign exchange fluctuation (net)	16.08	2.78
Loss on assets sold / scrapped (net)	2.42	(2.01)
Director fee and commission	11.66	10.03
Warranty costs (Refer note 34)	28.64	59.96
Miscellaneous expenses	127.93	116.43
Total	1,727.98	1,671.94

Notes

Particulars	(₹ In Million)	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
# Payments to auditors		
As auditors	4.85	4.85
As tax auditors	0.86	0.86
For taxation matters	1.98	3.17
For other services	0.04	0.19
Reimbursement of expenses	0.35	0.46
Total	8.08	9.53

NOTE 27 EXCEPTIONAL ITEMS - (INCOME) / EXPENSES

Particulars	(₹ In Million)	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Others* (Refer Note 34)	16.29	6.00
Total	16.29	6.00

* Others include additional provision made on account of interest of ₹ 16.29 million on re-assessment of disputed liabilities towards rates and taxes (Previous year ₹ 6 million).

NOTE 28. CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

Particulars	₹ In Million	
	As at 31st March, 2017	As at 31st March, 2016
Contingent liabilities :		
Disputed Direct and Indirect Tax matters :		
a) Company in appeal	253.14	219.14
b) Matters decided in Company's favour, tax authorities in appeal before the High Court	12.26	12.26
c) Others	19.41	20.46
Claims against the Company, not acknowledged as debts	314.18	287.98
1. Local authority duties/taxes on property, utilities etc. disputed by the Company relating to issues of applicability and determination aggregating ₹ 184.96 million (Previous year ₹ 182.00 Million).		
2. Third party claims arising from disputes relating to contracts aggregating ₹ 0.40 million. (Previous year ₹ 0.40 Million).		
3. Other matters aggregating ₹ 128.82 million (Previous year ₹ 105.58 Million).		
Commitments:		
Estimated amount of unexecuted capital contracts (net of advances and deposits)	54.17	35.72
Others:		
Guarantees issued by banks on behalf of the Company	22.33	23.51
Letter of Credit issued by banks on behalf of the Company	21.37	5.61

NOTE 29. FINANCIAL RISK MANAGEMENT

The Company's activities expose it to credit risk, liquidity risk and market risk.

Credit risk arises from cash and cash equivalents, deposits with banks, trade receivables as well as from financial assets which are carried at amortised cost and derivative financial instruments. The measurement of the same can be done by using ageing analysis or by credit ratings. The company manages the risk by diversification of bank deposits, credit limits and letters of credit.

Notes

Liquidity risk arises from borrowings and other liabilities. The company manages its liquidity risk by ensuring availability of committed credit lines and borrowing facilities.

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cashflows. The company manages the risk by entering in foreign currency exposure contracts.

Foreign exchange exposures

The Company enters into Foreign Currency Exposures Contracts for the purpose of hedging its currency risk and interest rate risk. These contracts are entered to hedge underlying assets/liabilities, firm commitments and highly probable forecast transactions and are not intended for trading or speculation.

a) The following are the outstanding Forward Exchange contracts entered into by the Company to hedge:

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Amount in Foreign Currency (in million)	Amount in ₹ (in million)	Amount in Foreign Currency (in million)	Amount in ₹ (in million)
Liabilities (Payables)/Firm Commitments/Highly probable forecast transactions				
In CNH	46.90	474.56	19.98	211.13
In EURO	0.86	66.46	0.18	14.00
In USD	0.30	21.51	5.13	356.22
In JPY	41.44	27.45	26.25	16.50

The probable forecast transactions are expected to occur within 12 months from the date of the respective transaction.

b) The following are the outstanding Forward Currency Option contracts entered into by the Company:

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Amount in Foreign Currency (in million)	Amount in ₹ (in million)	Amount in Foreign Currency (in million)	Amount in ₹ (in million)
Liabilities (Payables)/Firm Commitments/Highly probable forecast transactions				
In USD	0.00	0.00	1.78	121.43

c) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Amount in Foreign Currency (in million)	Amount in ₹ (in million)	Amount in Foreign Currency (in million)	Amount in ₹ (in million)
Liabilities(Payables)				
In JPY	13.62	7.89	3.95	2.36
Assets(Receivables)				
In USD	0.24	15.56	0.20	13.32

Notes

NOTE 30. DUES TO MICRO SMALL AND MEDIUM ENTERPRISES

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows :

Particulars	(₹ In Million)	
	As at 31st March, 2017	As at 31st March, 2016
a) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	14.68	31.92
b) Interest due to suppliers registered under the MSMED Act for the year and remaining unpaid as at year end	0.00	0.00
c) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	259.56	156.09
d) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
e) Interest due and payable towards suppliers registered under MSMED Act, for payments already made	1.47	1.59

NOTE 31. The Company is entitled to refund of octroi and sales tax under incentive scheme of Maharashtra Government which as per accounting policy of the Company are recognised based on assessment of certainty of ultimate realisation. Refund of octroi duty and taxes reflected under note 21 includes ₹ 29.47 mil (Previous year Nil) pertaining to earlier years recognised based on the aforesaid policy of revenue recognition.

NOTE 32. SEGMENT INFORMATION

a) Primary Segment:

The Company operates only in one business segment viz. Auto Components and Parts.

b) Secondary Segment:

The Company caters mainly to the needs of Indian market and the export turnover being 4.47% (Previous year 4.12%) of the total turnover of The Company. There are no reportable geographical segments.

NOTE 33. RELATED PARTY TRANSACTION

In accordance with the Accounting Standard on "Related Party Disclosures" (AS 18), the disclosure in respect of transactions with the Company's related parties are as follows:

A. Names of related parties and description of relationships

(As identified and certified by the Management)

- Enterprises where control exists

Holding Company

Asia Investment Private Limited

- Other related parties with whom transactions have taken place during the year.

a) Fellow subsidiaries

Anand Automotive Private Limited

Anand I-Power Limited (erstwhile PCIL)

Victor Gaskets India Limited

Anand CY Myutec Automotive Pvt. Ltd (erstwhile Chang Yun India Private Limited)

b) Partnership Firm of Director

Anchemco ANAND LLP

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c) Key Management Personnel

Mr. Manoj Kolhatkar (Managing Director)

B. Details of transactions

Particulars	₹ In Million	
	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Purchase of goods and services		
Fellow subsidiaries		
- Anand Automotive Private Ltd	226.29	211.95
- Victor Gaskets India Limited	0.00	0.30
- Anchemco ANAND LLP	18.09	14.88
Recovery of Expenses		
Holding Company		
- Asia Investment Pvt. Ltd.	0.16	0.88
Fellow subsidiaries		
- Anand Automotive Private Ltd	24.69	18.27
- Federal Mogul Anand Sealings India Ltd	0.00	0.23
- Anand CY Myutec Automotive Pvt. Ltd (erstwhile Chang Yun India Private Limited)	0.06	0.22
- Anand I-Power Limited (erstwhile PCIL)	0.07	0.04
Reimbursement of Expenses		
Fellow subsidiaries		
- Anand Automotive Private Ltd	20.19	20.90
- Anand I-Power Limited (erstwhile PCIL)	0.02	0.14
Sale of Assets		
Property, Plant and Equipment		
Fellow subsidiary		
- Anand Automotive Private Ltd	2.12	-
Intangible		
Fellow subsidiary		
- Anand Automotive Private Ltd	2.87	-
Remuneration to key management personnel		
Mr. Manoj Kolhatkar	26.38	22.53

C. Amount Outstanding as at Year end (payable)/ receivable

Particulars	₹ In Million	
	As at 31st March, 2017	As at 31st March, 2016
Reimbursement of expenses/purchase and sale of goods and services		
- Anand Automotive Private Ltd	(20.44)	(23.07)
- Anchemco ANAND LLP	(3.30)	(1.50)
- Victor Gaskets India Limited	0.00	(0.19)
- Anand CY Myutec Automotive Pvt. Ltd (erstwhile Chang Yun India Private Limited)	0.13	0.07
- Anand I-Power Limited (erstwhile PCIL)	(0.15)	(0.21)
Interest free deposits		
Fellow subsidiary		
- Anand Automotive Private Ltd	123.20	123.20

Notes

NOTE 34. THE COMPANY HAS THE FOLLOWING PROVISION IN THE BOOKS OF ACCOUNT AS ON MARCH 31, 2017

Description	Balance as on 01.04.2016	Additions during the year	Used / Paid/ Reversed during the year	₹ In Million Balance as on 31.03.2017
Provisions				
1) Warranty *	83.48	62.75	91.97	54.26
	79.67	59.96	56.15	83.48
2) Others **	123.74	21.47	48.69	96.52
	114.97	13.07	4.30	123.74

* Estimated warranty costs are accrued at the time of sale of components on which the warranty provisions are applicable. It is expected that majority of the warranty provisions outstanding as on March 31, 2017 is likely to result in cash outflow within 12 months of the Balance Sheet date.

Warranty expenses for the year are net of reversal of ₹ 22 million (PY NIL)

** Others represents estimates made for probable claims arising out of litigations/disputes pending with authorities under various statutes including ₹ 16.29 Mil (Previous Year ₹ 6 Mil) reflected as exceptional items (Refer note 27) and for entry tax. The probability and the timing of the outflow with regard to these matters depend on the ultimate settlement/conclusion with the relevant authorities.

NOTE 35. RESEARCH AND DEVELOPMENT EXPENDITURE

a) Accounting for research and development expenditure incurred at R&D Centres recognized by DSIR

Particulars	₹ In Million							
	R&D Centre No. 1 Chakan		R&D Centre No. 2 Nashik		R&D Centre No. 3 Hosur		Total	
	FY 16-17	FY 15-16	FY 16-17	FY 15-16	FY 16-17	FY 15-16	FY 16-17	FY 15-16
i) Capital expenditure :								
Equipment purchase	91.18	61.96	1.42	2.51	1.94	1.82	94.54	66.30
Land and buildings	-	-	-	-	-	-	-	-
Total Capital expenditure :	91.18	61.96	1.42	2.51	1.94	1.82	94.54	66.30
ii) Revenue expenditure :								
Personnel expenses	59.47	56.70	5.24	4.94	23.05	21.48	87.76	83.12
Raw materials	1.76	2.12	0.04	0.08	5.64	5.26	7.43	7.46
Repair and maintenance - P&M	1.49	2.01	0.32	0.21	1.88	1.17	3.69	3.39
- Others	4.21	1.35	0.09	0.18	0.24	0.09	4.54	1.61
Travel	7.83	5.42	0.43	0.24	2.98	1.67	11.24	7.33
Utilities	9.94	9.95	0.78	0.75	2.17	2.49	12.89	13.18
Vehicle running and maintenance	0.01	0.01	-	-	-	-	0.01	0.01
Other expenses	9.22	6.40	0.08	0.09	1.19	0.93	10.49	7.41
Total Revenue expenditure	93.93	83.96	6.98	6.49	37.15	33.09	138.05	123.51
iii) Total Capital and Revenue expenditure	185.11	145.92	8.40	9.00	39.09	34.91	232.59	189.81

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NOTE 36. LEASE

A. As Lessee in a Finance Lease

The Company has purchased vehicles and solar power plant* under finance lease agreements. The future minimum lease payments under these lease agreements as on March 31, 2017 are as follows:

Period	₹ In Million			
	As at 31st March, 2017		As at 31st March, 2016	
	Minimum Lease payments	Present value of Minimum Lease payments	Minimum Lease payments	Present value of Minimum Lease payments
Not later than one year	9.72	6.23	11.71	6.09
Later than one year but not later than five years	30.90	18.27	32.13	19.23
Later than five years	80.78	24.47	83.15	25.25
Total	121.41	48.97	126.99	50.57
Less: Amounts representing finance charges	72.15	-	77.54	-
Present value of minimum lease payments	49.26	48.97	49.45	50.57

*Lease charges paid for Solar Power Plant are based on generation of electricity units.

B. As Lessee in a Operating Lease

	As At 31st March, 2017	As At 31st March, 2016
The Company has entered into operating lease arrangements for factory shed, residential premises, godown. Lease arrangements provide for cancellation by either party and also contain a provision for renewal of the lease agreement.		
Minimum lease payments under operating leases recognized as expense in the year	0.75	0.56

	As At 31st March, 2017	As At 31st March, 2016
Due not later than one year	0.84	0.79
Due later than one year but not later than five years	2.16	2.52
Later than five years	1.21	1.69
	4.21	5.00

NOTE 37. EARNINGS PER SHARE

Particulars	As at 31st March, 2017	As at 31st March, 2016
Profit attributable to Equity shareholders (₹ In million)-(A)	816.19	752.38
Basic/Weighted		
Average number of Equity Shares* outstanding during the year - (B)	143,643,940	143,643,940
Nominal Value of Equity shares (₹)	1	1
Basic/diluted Earning per share (₹) - (A)/(B)	5.68	5.24

Notes

NOTE 38. VALUE OF IMPORTS CALCULATED ON C.I.F. BASIS (EXCLUDING VALUE OF ITEMS LOCALLY PURCHASED):

Particulars	₹ In Million	
	As at 31st March, 2017	As at 31st March, 2016
Raw materials and components	1,923.17	1,851.67
Stores, spares and tools	68.47	30.66
Capital goods	136.34	36.10
	2,127.98	1,918.43

NOTE 39. ACTIVITY IN FOREIGN CURRENCY

Particulars	₹ In Million	
	As at 31st March, 2017	As at 31st March, 2016
Earning in foreign currency:		
FOB value of exports	649.94	566.65
	649.94	566.65
Expenditure in foreign currency (on cash basis):		
Commission to overseas agents	2.11	2.31
Foreign travel	8.90	9.39
Royalty	44.07	74.51
Professional fees, Technical assistance fees, Rent & other miscellaneous expenses	4.44	11.86
	59.52	98.07

NOTE 40. IMPORTED AND INDIGENOUS RAW MATERIALS AND COMPONENTS AND STORES, SPARES & TOOLS CONSUMED:

	₹ In Million			
	2016-17		2015-16	
	% to Total Consumption	Value ₹	% to Total Consumption	Value ₹
Raw materials and components				
i) Direct Imports at landed cost	20%	2,191.18	20%	2,040.06
ii) Indigenous - Including value of imported items locally purchased	80%	8,533.13	80%	8,106.76
	100%	10,724.31	100%	10,146.82
Stores, spares and tools				
i) Direct Imports at landed cost	30%	68.35	29%	66.35
ii) Indigenous - Including value of imported items locally purchased	70%	157.54	71%	164.64
	100%	225.89	100%	230.99

NOTE 41. DIVIDEND REMITTED IN FOREIGN CURRENCY

Particulars	No. of Non-Resident shareholders	Number of shares to which dividends relates	₹ In Million	
			2016-17	2015-16
Interim Dividend				
for 2015-16	1	7,937,360	-	3.57
for 2016-17	1	7,937,360	3.57	-
Final Dividend				
for 2014-15	1	7,937,360	-	4.76
for 2015-16	1	7,937,360	5.95	-

Notes

NOTE 42 DISCLOSURE IN ACCORDANCE WITH REVISED AS – 15 ON “EMPLOYEE BENEFITS”

(A) Defined contribution plans

Particulars	₹ In Million	
	As at 31st March, 2017	As at 31st March, 2016
Contribution to Provident Fund	42.87	38.23
Contribution to Super Annuation Fund *	4.86	(0.84)
Contribution to NPS	3.10	1.67
Contribution to Other Funds	4.66	3.55
	55.49	42.61

* Net of Refund of ₹ Nil (Previous year ₹ 6.37 Mil)

(B) Defined benefit plans – Gratuity

The following disclosure is as per valuation report as at the Balance Sheet date, carried by an independent actuary:

Particulars	₹ In Million	
	2016-2017	2015-2016
Actuarial assumptions		
Discount rate	7.20%	8.00%
Expected return on plan assets	8.00%	8.65%
Salary escalation	6.00%	6.00%
Change in defined benefit obligations (DBO) during the year		
Present value of DBO at beginning of the year	91.82	80.34
Current service cost	10.25	10.03
Interest cost	7.16	6.15
Benefits paid	(4.56)	(2.89)
Actuarial losses/(gains)	18.95	(1.81)
Present value of DBO at the end of the year	123.62	91.82
Change in fair value of plan assets during the year		
Fair value of Plan assets at beginning of the year	60.36	46.31
Expected return on plan assets	5.30	4.63
Contribution	16.27	13.21
Benefits paid	(4.56)	(2.89)
Actuarial (losses)/gains	0.23	(0.90)
Fair value of plan assets at the end of the year	77.60	60.36
Reconciliation of present value of the obligation and the fair value of plan assets		
Present value of defined benefit obligations at the end of the year	123.62	91.83
Fair value of Plan Assets at the end of the year	77.60	60.36
Funded status [Surplus / (Deficit)]	(46.02)	(31.46)
Unrecognised past service costs	-	-
Net asset / (liability) recognised in the Balance Sheet	(46.02)	(31.46)
Expenses recognised in the Statement of Profit and Loss		
Current service cost	10.25	10.03
Interest cost	7.16	6.15
Expected return on plan assets	(5.30)	(4.63)
Net actuarial loss/(gain) recognized in the Statement of Profit and Loss	18.72	(0.91)
Total expenses recognised in Statement of Profit & Loss	30.84	10.64

Notes

As at March 31, 2017 and March 31, 2016 all the plan assets have been invested in insurer managed funds.

Gratuity	₹ In Million					
	2016-17	2015-16	2014-2015	2013-2014	2012-2013	2011-2012
Present value of DBO	123.62	91.82	80.34	57.09	47.82	42.64
Fair value of plan assets	77.60	60.36	46.31	45.58	39.40	44.06
Funded status [Surplus / (Deficit)]	(46.02)	(31.46)	(34.03)	(11.51)	(8.42)	1.42
Experience gain / (loss) adjustments on plan liabilities	10.78	(30.95)	0.76	(3.50)	(6.55)	4.00
Experience gain / (loss) adjustments on plan assets	(0.23)	0.90	(0.72)	(0.56)	0.15	1.51

The contributions expected to be paid to the plan during the annual period beginning after the balance sheet date is indeterminable as the information from the fund manager has not been received.

(C) Defined Benefit Plans – Leave Entitlement (unfunded)

The following disclosure is as per valuation report as at the Balance Sheet date, carried by an independent actuary:

Particulars	₹ In Million	
	2016-2017	2015-2016
Actuarial assumptions		
Discount rate	7.20%	8.00%
Salary escalation	6.00%	6.00%
Change in defined benefit obligations (DBO) during the year		
Present value of DBO at beginning of the year	50.94	52.47
Current service cost	9.32	11.71
Interest cost	3.95	3.92
Benefits paid	(3.24)	(4.55)
Actuarial losses/(gains)	4.31	(12.61)
Present value of DBO at the end of the year	65.28	50.94
Reconciliation of present value of the obligation and the fair value of plan assets		
Present value of defined benefit obligation at the end of the year	65.28	50.94
Fair value of Plan Assets at the end of the year	-	-
Net asset / (liability) recognised in the Balance Sheet	(65.28)	(50.94)
Expenses recognised in the Profit and Loss account		
Current service cost	9.32	11.71
Interest cost	3.95	3.92
Expected return on plan assets	-	-
Net actuarial Loss/(gain) recognized in the Statement of Profit and Loss	4.31	(12.61)
Total expenses recognised in Statement of Profit & Loss	17.58	3.02

All the above expenses have been included under Note 24

Notes

NOTE 43. During the financial year 2008-09, the Company paid remuneration to the Executive Directors in accordance with the resolutions passed by the Remuneration Committee of the Board of Directors and the Shareholders. An amount of ₹ 17.71 million was paid to the Executive Directors in excess of the limits prescribed under Section II of Part II of Schedule XIII of The Companies Act, 1956. The Company had obtained the Shareholders approval for these excess payments, in the Annual General Meeting held on July 28, 2009 and the same was charged to Statement of Profit and Loss of the said year. The Company had subsequently applied to the Central Government for approval of the excess payments. The Central Government gave approval as under :-

Sr. No.	Name of Person	Total amount Paid	₹ In Million	
			Amount Allowed	Amount Disallowed
1	Mr.Prakash Kulkarni	1.84	1.84	Nil
2	Mr.Arvind Walia	9.90	5.18	4.72
3	Mr.K N subramaniam	5.97	Nil	5.97

The Company had filed a review petition to the Central government in the financial year 2013-14 in respect of amount disallowed, which is pending for consideration. The company has filed a legal case against Mr Arvind Walia for recovery of excess amount paid, which is pending for decision.

NOTE 44. During the year the Company was required to spend ₹ 15.78 mil and has incurred CSR expenses of ₹ 15.78 mil (Previous year ₹ 12.24 mil) which represented donations/contributions to Companies which are engaged in CSR activities eligible under section 135 of the Companies Act as specified in Schedule VII.

NOTE 45. The company has charged depreciation based on the useful life of significant component of assets identified resulting in additional charge of Nil (Previous year ₹ 11.55 million) to the profit of the year.

NOTE 46. a) Employee benefits expense includes provision towards bonus of Nil (Previous year ₹ 41.12 million including ₹ 21.72 million for the period April 01, 2014 to March 31, 2015) arising due to retrospective amendment of Payment of Bonus Act,1965.

b) Royalty expense is net of the write back of Nil (previous year ₹ 28.17 million) relating to earlier year on finalisation of Technical Services Assistance Agreement

NOTE 47. With effect from April 01, 2016, the Company has changed its policy for accounting of derivative transactions to align with the Guidance Note for Derivative transactions issued by The Institute of Chartered Accountants of India, which is mandatory from that date. Accordingly, the Company has adopted hedge accounting in respect of derivative contracts entered on or after April 01 2016. Consequently, Mark to Market loss of ₹ 32.49 million, in respect of such contracts outstanding as on March 31, 17, is carried to Cash Flow Hedge Reserve. Mark to Market gain of ₹ 0.02 million (net of tax) for the contracts outstanding as on April 01, 2016 is taken to opening reserves.

NOTE 48. Following are the details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 as required by notification of Ministry of Corporate affairs dated March 30, 2017:

Particulars	SBNs	Other Denomination Notes	Total
Closing Cash in hand as on 08.11.2016	-	-	-
+ Permitted Receipts	-	40,000	40,000
- Permitted Payments	-	15,000	15,000
- Amount deposited in banks	-	-	-
Closing Cash in hand as on 30.12.2016	-	25,000	25,000

NOTE 49. Previous year figures have been re-grouped/reclassified wherever necessary to conform to current year's classification.

Notice

NOTICE is hereby given that the Fifty Fifth Annual General Meeting of the Members of GABRIEL INDIA LIMITED will be held at the Auditorium, Gabriel India Limited, 29th Milestone, Pune-Nashik Highway, Village Kuruli, Taluka Khed, Pune 410 501, Maharashtra on Tuesday, August 08, 2017 at 2.30 p.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2017 and Reports of Board of Directors and Auditors thereon.
2. To declare final dividend for the financial year 2016-17.
3. To appoint a Director in place of Mr. Jagdish Kumar (DIN: 00318558), who retires by rotation and being eligible offers himself for re-appointment.
4. 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the resolution passed by the members at the Fifty Fourth Annual General Meeting held on July 29, 2016, in respect of appointment of the auditors M/s. B. K. Khare & Co., Chartered Accountants, Mumbai (Registration No. 105102W), for a period of 5 (five) consecutive years from the conclusion of this Annual General Meeting (AGM) until the conclusion of Fifty Ninth Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s. B. K. Khare & Co., as Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the Fifty sixth AGM of the Company to be held in the year 2018 to examine and audit the accounts of the Company for the Financial Year ending March 31, 2018 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

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

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof), the approval be and is hereby accorded for re-classification of Mrs. Kiran J Anand and Ms. Devika Anand including their shareholdings in the Company, from promoter category to Non-promoter category.

RESOLVED FURTHER THAT the promoters seeking re-classification:

- along with promoter group entities and person acting in concert does not hold more than 10% of the paid-up capital of the Company.
- does not hold any special rights through formal or informal agreements / arrangements.
- along with their relatives as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 2(77) of the Companies Act, 2013 and rules prescribed thereunder, does not / shall not act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

and since the above conditions are being fulfilled Mrs. Kiran J Anand and Ms. Devika Anand shall cease to be the promoters of the Company upon passing of this resolution.

NOTICE

Notice

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned.”

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

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Articles of Association of the Company and such other approvals, permissions and sanctions as may be required consent of the Company be and is hereby accorded to the change in designation of Mrs. Anjali Singh (DIN : 02082840), as Executive Chairperson of the Company for a period of 5 (five) years with effect from May 15, 2017 upto May 14, 2022 on such terms and conditions including remuneration as set out hereunder, with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to determine, alter or vary the terms and conditions and/or remuneration, subject to the same not exceeding the ceiling specified under Section 197 read with Schedule V to the Companies Act, 2013 for a whole-time Director (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force:

- | | | |
|--|---|--|
| A. Salary | : | ₹ 16.5 Lacs per month
for the period May 15, 2017 to March 31, 2018.
Future Annual Increment therein to be decided by the Board within the overall ceiling prescribed under Section 197(1) of the Companies Act, 2013 |
| B. Perquisites | : | |
| (i) Gratuity | | Limit : As per Company’s Rule |
| (ii) Provision of car and telephone facilities | | Limit : As per Company’s Rule |
| C. Variable Compensation | : | Commission not exceeding 1% of net profits as defined under Companies Act, to be decided by the Board within the above ceiling |
| D. | | In addition to the above remuneration she will continue to receive remuneration and/or commission from Asia Investments Pvt. Ltd. (Holding Company) as per the terms of Section 197(14) of the Companies Act 2013 and within the overall ceiling prescribed under 197(1) of the Companies Act, 2013. |
| E. | | She shall not divulge or disclose or use for her own purpose or any other purpose any information or knowledge or trade secret of the Company. |
| F. | | Subject to the superintendence, control and direction of the Board, she shall exercise and perform such powers and duties, as the Board of Directors shall determine from time to time. |
| G. | | The appointment is terminable by either party giving the other six months’ notice in writing. |

RESOLVED FURTHER THAT notwithstanding anything contained herein, in the event of any loss, absence or inadequacy of profits (as provided in Schedule V to the Act) of the Company in any financial year, during her term of office, the remuneration by way of Salary, allowances, perquisites, incentives, benefits and amenities shall not, without the approval of the Central Government (if required) exceed the limits prescribed under the Schedule V to the Act (including any statutory modifications or re-enactment thereof, for time being in force).

Notice

RESOLVED FURTHER THAT during her tenure she shall be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Director be and is hereby authorized to execute the necessary agreement, if any, with Mrs. Anjali Singh, and severally authorised to take all such steps as may be necessary, proper or expedient and do all other acts, deeds, matters and things necessary to give effect to this resolution.”

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

“**RESOLVED THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013 and all other applicable provisions, if any, or any statutory modifications or re-enactment thereof the Company, in supersession of the earlier resolution dated August 08, 2014, do hereby authorise the payment of commission at the rate upto 1% of the net profits of the Company in each year to be paid annually to the Directors of the Company other than Director who are in the whole-time employment, for a further period of five years commencing from the financial year starting from April 01, 2017 and that such commission may be divided amongst such Directors and in such manner or proportion as may be decided by the Board.

RESOLVED FURTHER THAT the aforesaid commission shall be excluded of the fees payable to such Directors for the meetings of the Board or committees of the Board attended by such Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps as may be necessary, desirable or expedient to give effect to this resolution.”

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (“AGM”) may appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company. The instrument appointing a Proxy, in order to be effective, must be duly filled, stamped and signed and must reach the Registered Office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting. A Proxy Form for AGM is enclosed in the Annual Report.
2. A person can act as a proxy on behalf of Members of not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate Members are requested to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the AGM.
4. Members are requested to bring their attendance slip duly filled and signed mentioning therein details of their DP ID and Client ID/ Folio No. The attendance slip for AGM is enclosed in the Annual Report.
5. In case of joint holders attending the Meeting only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 02, 2017 to Tuesday, August 08, 2017 (both days inclusive).
7. Dividend, as may be declared by the members at the meeting, will be paid to those members whose names stand on the Company’s Register of Members as on Tuesday, August 01, 2017. In respect of shares held in dematerialized form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the Depositories as at the end of business on Tuesday, August 01, 2017.

NOTICE

Notice

8. Members please be informed that respective bank details and address, as registered with the Company furnished by them or by NSDL / CDSL to the Company for shares held in the Physical certificate form and in the dematerialized form respectively, will be printed on their dividend warrants as a measure of protection to Members against fraudulent encashment.

Members holding shares in dematerialized form may note that bank particulars registered against their respective depository account will be used by the Company for the payment of dividend. The Company or its Registrar and Transfer Agents, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.

9. Members holding shares in physical certificate form are requested to notify / send the following to the Company's Registrars and Share Transfer Agents, Karvy Computershare Private Limited (Unit: Gabriel India Limited) at Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad 500032 (Tel. 040 23312454 / 23320751 / 752 / 251 ; Fax : 040 23311968, 23323049, email : einward.ris@karvy.com) to facilitate better servicing :

- i) Any change in their address / mandate / bank details,
- ii) Particulars of their bank account, in case the same have not been furnished earlier, and
- iii) Share certificates held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into a single account.

Members holding shares in dematerialized form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts.

10. Members holding shares in physical certificate form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact Company or Karvy Computershare Private Limited for assistance in this regard.
11. Members seeking any information with regard to the Financial Accounts are requested to write to the Company on or before August 01, 2017, to the attention of the Company secretary at secretarial@gabriel.co.in, so as to enable the Company to keep the information ready.
12. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed amount of final dividend for the financial year 2008-09 and Interim Dividend for the financial year 2009-10 to the Investor Education and Protection Fund established by the Central Government on September 29, 2016 and December 23, 2016, respectively.

Members who have not encashed their dividend warrants for the financial year ended March 31, 2010, or any subsequent years are requested to lodge their claim with the Company's Share Transfer Agents, Karvy Computershare Private Limited.

Further, Section 124(6) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 requires that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in name of IEPF and be credited to Demat Account of the Authority.

Members are informed that no claims shall lie once the unclaimed dividend are transferred to the Investor Education and Protection Fund.

13. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 29, 2016 (date of the last Annual General Meeting) on the website of the IEPF (www.iepf.gov.in) as also on the website of the Company (www.gabrielindia.com).

Notice

14. Members who hold shares in physical certificate form can nominate a person in respect of all the shares held by them singly or jointly, by providing details to the Share Transfer Agent of the Company in the prescribed form.

Members holding shares in dematerialized form may contact their respective Depository Participant(s) for recording nomination in respect of their shares.

15. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
16. To promote green initiative, members holding shares in demat form are requested to register their e-mail addresses through their Depository Participant and members holding the shares in physical form may register their e-mail addresses through the Registrar & Transfer Agent, by providing the details as per the below mentioned format, for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.

Name of the Shareholder(s):	
Client Id & DP Id. / Folio No. :	
Email address:	
Mobile No.(optional):	

17. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in the Item No. 5 to 7 above and additional particulars of Directors retiring by rotation and eligible for appointment /re-appointment pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 are mentioned in the Annexure A & B.
18. Members may also note that the Notice of the AGM and the Annual Report for FY 2016-17 will also be available on the Company's website www.gabrielindia.com for their download.
19. 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 upto the date of the AGM.
20. Facility for voting (through electronic means and by Poll):

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and SEBI (LODR) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote at the on resolutions proposed to be considered at the AGM, by electronic means from a place other than venue of the AGM ("remote e-voting") and the business may be transacted through such voting. Members are requested to note that remote e-voting is optional.

The facility for voting by poll shall also be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

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

The cut-off date for determining the eligibility to vote by remote e-voting or in the AGM shall be August 01, 2017.

NOTICE

Notice

The facility of casting vote through remote e-voting shall be provided by Karvy Computershare Private Limited through their e-voting platform. In this regard, your Demat Account / Folio Number has been enrolled by the Company for your participation in remote e-voting on resolution(s) placed by the Company on e-voting system. The instructions for e-voting are mentioned in this Notice.

The Notice of the AGM of the Company inter-alia indicating the process and manner of e-voting along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://evoting.karvy.com> or <http://www.gabrielindia.com/Investor>

The remote e-voting period commences on Saturday, August 05, 2017 at 9.00 a.m. and ends on Monday, August 07, 2017 at 5.00 p.m. During this period, the members of the Company, holding shares either in physical certificate form or in dematerialized form, as on the aforesaid cut-off date, may opt for remote e-voting. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Any person, who acquired the shares of the Company and becomes member of the Company after dispatch of AGM Notice and holding shares as on the aforesaid cut-off date may obtain the login ID and password by sending a request at E-mail ID: einward.ris@karvy.com.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the aforesaid cut-off date.

The Company has appointed Ms. Savita Jyothi, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The instructions for E-Voting are as under:

- i. To use the following URL for E-voting: <https://evoting.karvy.com>
- ii. Enter the login credentials i.e. user id and password mentioned in E-voting instructions. Your Folio No. /DP ID Client ID will be your user ID.

User – ID	For Members holding shares in Demat Form:-	
	a)	For NSDL :- 8 Character DP ID followed by 8 Digits Client ID
	b)	For CDSL :- 16 digits beneficiary ID
	For Members holding shares in Physical Form:-	
	•	Event no. followed by Folio Number registered with the Company
Password	In case of shareholders who have not registered their email addresses, their User-Id and Password mentioned in E-voting instructions.	
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons	

- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu where in you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one uppercase (A-Z), one lowercase (a-z), one numeric value (0-9) and a special character.

The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Notice

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e., Gabriel India Limited.
- vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting / dissenting to the Resolution then enter all shares and click “FOR” / “AGAINST” as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned herein above.

You may also choose the option “ABSTAIN” in case you wish to abstain from voting. If you do not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- viii. Shareholders holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.
- ix. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed.
- x. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPEG) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail savitajyoti@yahoo.com.
- xii. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- xiii. The Portal will remain open for voting from: Saturday, August 05, 2017 at 9.00 a.m. and ends on Monday, August 07, 2017 at 5.00 p.m.. E-Voting shall not be allowed beyond said time.
- xiv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. S.V. Raju of Karvy Computershare Private Limited at 040-67161500 or at 1800 345 4001 (toll free).

The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unlock the votes through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three days from the conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairperson of the Company or a person authorized by her in writing who shall countersign the same.

The scrutinizer shall submit her report to the Chairperson or a person authorized by her, who shall declare the result of the voting. The results declared along with the scrutinizer’s report shall be placed on the Company’s website www.gabrielindia.com and on the website of Karvy: <https://evoting.karvy.com>, and shall also be communicated to the stock exchanges. The resolution shall be deemed to be passed at the Annual General Meeting of the Company Scheduled to be held on Tuesday August 08, 2017.

Registered Office:
29th Milestone, Pune-Nashik Highway,
Village Kuruli, Taluka Khed,
Pune - 410 501, Maharashtra, India
Place: New Delhi
Date: May 15, 2017

By Order of the Board of Directors

Nilesh Jain
Company Secretary

NOTICE

Notice

ANNEXURE A EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013.

ITEM NO. 5

Re-classification of Mrs. Kiran J Anand and Ms. Devika Anand as Non-promoters

The members may note that Mrs. Kiran J Anand and Ms. Devika Anand, who forms part of the promoter group have requested to be classified as Non-Promoters and they will not be a part of promoter's group of the Company upon passing of this resolution as duly agreed by them in their letters addressed to the Company for reclassifying them as Non Promoters.

Pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the approval of the shareholders is required for reclassification of promoters as Non-promoters.

They do not hold any interest in the Company other than their shareholding. Mrs. Kiran J Anand holds 818,760 (0.57%) equity shares and Ms. Devika Anand holds 550,236 (0.38%) equity shares of Re. 1 each as on date of passing of this Notice.

The Board recommends the resolution set out at Item No. 5 for the approval of members to be passed as Special Resolution.

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

ITEM NO. 6

Appointment of Mrs. Anjali Singh as Executive Chairperson of the Company for a term of five years

Mrs. Anjali Singh was appointed as an additional Non-Executive Director of the Company w.e.f September 18, 2014. She was appointed as Non-Executive Director and as Chairperson of the Company in the Annual General Meeting held on July 20, 2015. Since then, Mrs. Singh is actively providing guidance to the Company.

Mrs. Singh is Chairperson of The ANAND Supervisory Board, the apex governing body of the Group. She holds direct responsibility for the Partnerships, Governance and strategic direction of the Group, a position she has held since 2011. For over a decade she has been involved in managing joint-venture partnership relationships, which has been cornerstone of the Group's success. She has also been actively involved with Infrastructure, Environment, Health and Safety, Internal Audit and other key HR initiatives at ANAND including the ANAND Leadership Development Program. Under her stewardship, the 'brand' SUJÁN has become a respected player in the Luxury hotel business.

To execute the strategic priorities of the Company and drive its growth agenda, the Board of Directors on the recommendation of Nomination and Remuneration Committee at its meeting held on May 15, 2017 accord consent to appoint her as Executive Chairperson to draw on her expertise for matters relating to business growth and formulation of strategy in various matters including Merger & Acquisitions, future technical tie-ups, long term financial and Human Resource Policies, strengthening of Brand etc., for a term of five years from May 15, 2017 to May 14, 2022, at a remuneration as recommended by the Nomination and Remuneration Committee in terms of ceiling provided under Section 197 of the Companies Act, 2013 as set out in the Resolution proposed under this Item of the Notice.

Brief resume of Mrs. Anjali Singh as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached and forms part of this Notice.

The Board recommends the resolution set out at Item No.6 for the approval of members to be passed as Special Resolution.

Except Mrs. Anjali Singh, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution.

Notice

ITEM NO. 7

Payment of Commission to Non-executive Directors

In terms of Sections 197 of the Companies Act, 2013 a commission in aggregate upto 1% of the net profit of the Company computed in manner laid down in Section 198 of the Companies Act, 2013, can be paid each year amongst the Directors who are neither Managing Directors nor the Whole-time Directors of the Company. In the Annual General Meeting held on August 08, 2014, the members had renewed the approval for payment of said commission to the Non-executive Directors. To continue to avail of the benefits of professional expertise and business exposures of the eminent personalities on the Board of the Company, it is proposed to give authority to the Board for approving the payment of said commission amongst such Directors and in such manner or proportion, as may be decided by the Board, for a further period of five years commencing from the financial year starting from April 01, 2017.

This commission shall be in addition to the fee payable to the Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board.

The Board recommends the resolution set out at Item No.7 for the approval of members to be passed as Special Resolution.

Except Non-executive Directors, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution

ANNEXURE – B

Details of Director seeking appointment/re-appointment at the ensuing Annual General Meeting as required under Regulation 36 of SEBI (LODR) Regulations, 2015.

Mr. Jagdish Kumar

Name of Director	Jagdish Kumar
Date of Birth	16.01.1964
Date of Appointment	03.11.2015
Expertise in Functional Area	Finance
Qualifications	Commerce graduate and PGDM from Indian Institute of Management, Bangalore with specialization in Finance.
List of other Listed Companies in which Directorships held	Nil
List of other Listed Companies in which Memberships/ Chairmanships of Board Committees held	Nil
Shareholding in the Company	Nil

Mrs. Anjali Singh

Name of Director	Anjali Singh
Date of Birth	10.08.1981
Date of Appointment	18.09.2014
Expertise in Functional Area	Entrepreneur
Qualifications	Bachelors and Master's degree from the prestigious Central Martin's School of Art and Design in London.
List of other Listed Companies in which Directorships held	Nil
List of other Listed Companies in which Memberships/ Chairmanships of Board Committees held	Nil
Shareholding in the Company	6,41,942

GABRIEL

GABRIEL INDIA LIMITED

CIN : L34101PN1961PLC015735

Regd. Office: - 29th Milestone, Pune-Nashik Highway, Village Kuruli, Tal. Khed, Pune – 410501, India

Ph. No. +91 (2135) 610793, Fax No. +91 (2135) 610796,

Email Id: secretarial@gabriel.co.in, Website: www.gabrielindia.com

PROXY FORM

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

55th Annual General Meeting – August 08, 2017

Name of the Member(s):	
Registered address:	
E-mail ID:	
Folio No. / Client ID:	
DP ID	

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

Name _____ Email _____

Address _____ Signature _____ or failing him / her

Name _____ Email _____

Address _____ Signature _____ or failing him / her

Name _____ Email _____

Address _____ Signature _____

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 55th Annual General Meeting of the Company to be held on Tuesday, August 08, 2017, at 2.30 p.m. at Auditorium, Gabriel India Limited, 29th Milestone, Pune – Nashik Highway, Village – Kuruli, Taluka – Khed, Pune – 410 501, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolution(s)	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business:				
1	To receive, consider and adopt Audited Financial Statements of the Company for the Financial year ended March 31, 2017 and Reports of Board of Directors and Auditors thereon.			
2	To declare final dividend for the financial year 2016-17.			
3	To appoint a Director in place of Mr. Jagdish Kumar (DIN No. 00318558), who retires by rotation and being eligible offers himself for re-appointment.			
4	To ratify the appointment of M/s. B.K. Khare & Co., Chartered Accountants as Statutory Auditors to hold office from the conclusion of this Meeting upto the 56th Annual General Meeting of the Company.			
Special Business:				
5	To consider and approve promoters re-classification of Mrs. Kiran J Anand and Ms. Devika Anand.			
6	To consider and approve appointment of Mrs. Anjali Singh as Executive Chairperson of the Company for a term of five years			
7	To consider and approve payment of commission to Non-executive Directors			

Signed this _____ day of _____ 2017.

Signature of the member

Signature of the proxy holder(s)

Affix
Revenue
stamp of not
less than
₹ 1/-

Notes :

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the Annual General Meeting.
- It is optional to indicate your preference. If you leave the for, against or abstain Column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he /she may deem appropriate.



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CIN : L34101PN1961PLC015735

Regd. Office: - 29th Milestone, Pune-Nashik Highway, Village Kuruli, Tal. Khed, Pune – 410501, India

Ph. No. +91 (2135) 610793, Fax No. +91 (2135) 610796,

Email Id: secretarial@gabriel.co.in, Website: www.gabrielindia.com

ATTENDANCE SLIP

55th Annual General Meeting – August 08, 2017

Registered Folio no. / DP ID no. / Client ID no. :

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Number of Shares held :

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 55th Annual General Meeting of the Company at the Auditorium, Gabriel India Limited, 29th Milestone, Pune – Nashik Highway, Village – Kuruli, Taluka – Khed, Pune – 410 501, Maharashtra, India on Tuesday, August 08, 2017, at 2.30 p.m.

Name of the member / proxy
(in BLOCK letters)

Signature of the members / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Reports can be sent by e-mail to its members. This will also ensure prompt receipt of communication and avoid loss in postal transit. These documents can also be downloaded by the members from the Company’s website i.e. www.gabrielindia.com. To support this green initiative of the Government in full measure, members who have not registered their e-mail address so far, are requested to register their e-mail address by sending e-mail to secretarial@gabriel.co.in with subject as ‘E-mail for Green Initiative’ mentioning their Folio No. / DP Id & Client Id. Members holding shares in electronic form may register / update their e-mail address with the Depository through their concerned Depository Participant(s).

GABRIEL

GABRIEL INDIA LIMITED

29TH MILESTONE, PUNE NASHIK HIGHWAY
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