

**GABRIEL**



# BRAND **GABRIEL**

GABRIEL INDIA LIMITED  
ANNUAL REPORT **2014/15**

# A RESURGENT INDIA RIDES BRAND GABRIEL.

A COMPANY THAT  
DEFINES ITS INDUSTRY  
SPACE.

A COMPANY THAT  
MEANS ASSURANCES  
FULFILLED.

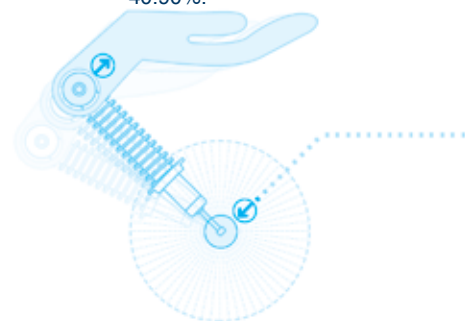
A COMPANY THAT IS  
A 'GREAT PLACE TO  
WORK<sup>®</sup>'.

A COMPANY THAT  
REPRESENTS A SAFE  
ASSET CLASS.

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IN A CHALLENGING  
2014-15, INDIA'S  
AUTOMOTIVE  
SECTOR GREW 7.2%;  
GABRIEL REVENUES  
GREW 12.08% AND  
PROFIT AFTER TAX  
STRENGTHENED  
40.90%.



### Industry outperformance

**7.2%**

Automotive sector growth in 2014-15

**12.08%**

Gabriel revenue growth, 2014-15

### Improved capital efficiency

**18%**

ROCE, 2013-14

**25.5%**

ROCE, 2014-15



THIS IS WHAT YOU SEE  
WHEN YOU APPRAISE...

# GAB

### Better expense control

**13.7%**

Expenditure as a percentage of net sales, 2013-14

**12.3%**

Expenditure as a percentage of net sales, 2014-15

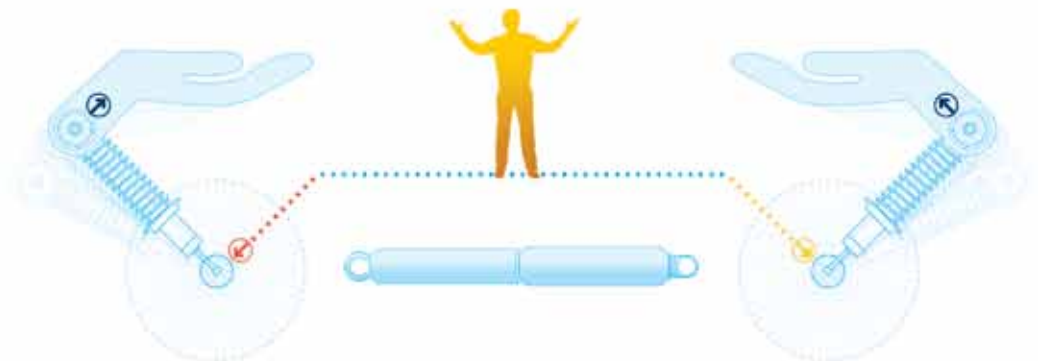
### Rising margins

**7.1%**

EBITDA margin, 2013-14

**8.3%**

EBITDA margin, 2014-15



Stronger organisational efficiency

**10.9**

Inventory turns (x),  
2013-14

**12.7**

Inventory turns (x),  
2014-15

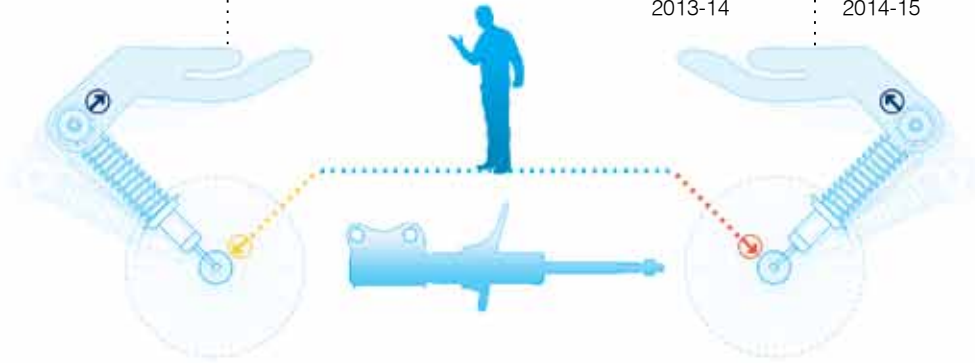
Better working capital management

**27**

Net working capital (days),  
2013-14

**22**

Net working capital (days),  
2014-15



# RIEL

Lower gearing

**0.23**

Debt-equity ratio,  
2013-14

**0.04**

Debt-equity ratio,  
2014-15

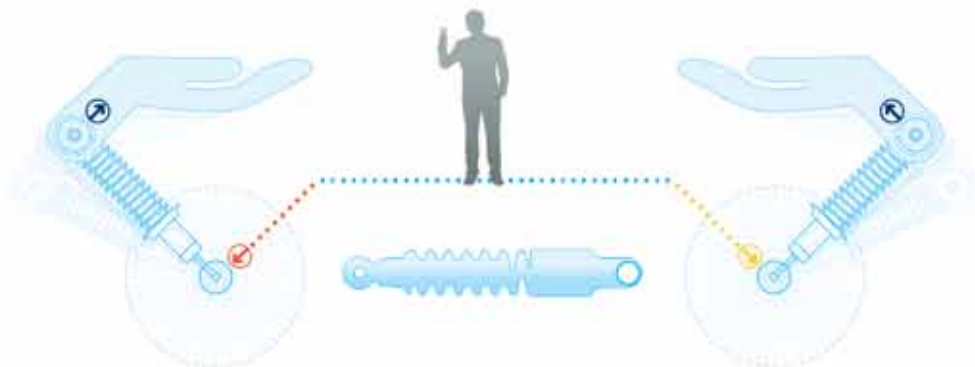
Better shareholder returns

**4,252**

Market capitalisation  
(₹/mn), March 31, 2014

**12,353**

Market capitalisation  
(₹/mn), March 31, 2015



An enduringly successful brand does not only stand proxy for its company; it stands as a recall for its entire industry.

Gabriel is one such brand, having progressively evolved from a specific indication to a generic reference.

## Gabriel is synonymous with shock absorbers.

The result is that when OEMs need to select a shock absorber for their upcoming models, the first choice is Gabriel. When a multinational automobile brand, with demanding quality standards, enters India, the first company shortlisted for shock absorber design, development and delivery is Gabriel. When an aftermarket customer ventures to seek a shock absorber replacement, the first request is 'Please, give me a Gabriel only.'

There is but one reason why Gabriel has reinforced its multi-decade industry leadership position. The Company has navigated product development beyond the immediate requirements of the day.

The result is that Gabriel has always focused on providing tomorrow's products today. This has been reflected across some of the most decisive periods in the country's automobile history – from the protected pre-liberalisation age to a post-liberalisation multinational competition era. Automobile brands changed; their requirements evolved; the ride control brand remained constant.

At Gabriel, this enduring success transpired for a number of reasons.

**Gabriel** leveraged a rich multi-decade experience to design what ride control products needed across vehicles, uses, terrains and automobile structures.

**Gabriel** made proactive investments in product development over the last five years.

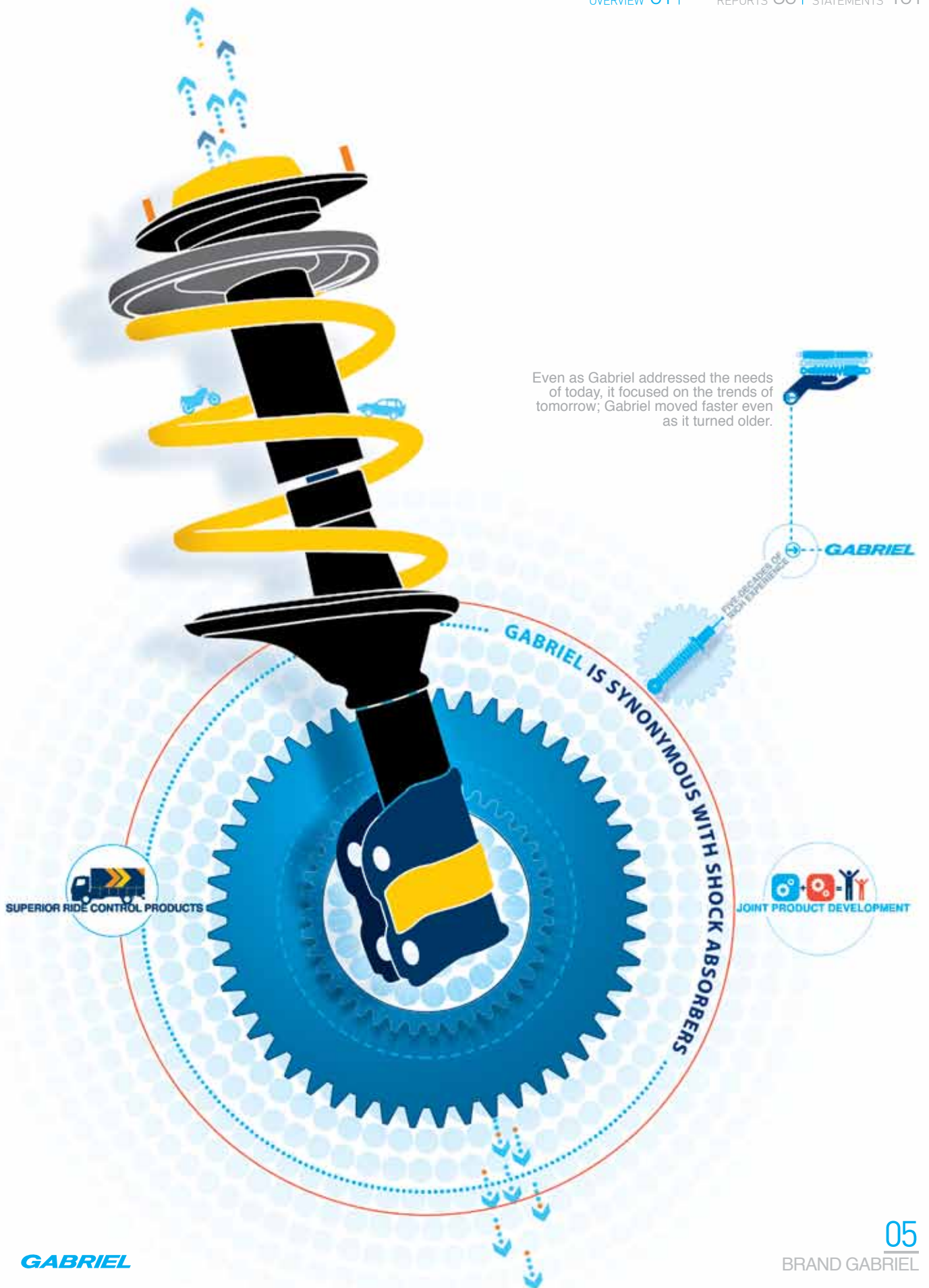
**Gabriel** kept pushing the frontier; for instance, the Company pioneered the launch of multiple superior ride control products in India across the last decade.

**Gabriel** created the widest shock absorber portfolio in India – a fit for every vehicle on Indian roads – making it the first stop for any multinational automotive OEM intending to enter the country.

**Gabriel's** ability to stay ahead of the industry curve is reflected in its industry outperformance. In 2014-15, the Indian automobile industry grew 7.2%; Gabriel grew revenues 12.08%.

**The message of the story:** even as Gabriel addressed the needs of today, it focused on the trends of tomorrow; Gabriel moved faster even as it turned older.

# GABRIEL DEFINES THE VERY SECTOR OF ITS PRESENCE.



Even as Gabriel addressed the needs of today, it focused on the trends of tomorrow; Gabriel moved faster even as it turned older.



PREPARATION OF RACE PERFORMANCE

GABRIEL

GABRIEL IS SYNONYMOUS WITH SHOCK ABSORBERS



SUPERIOR RIDE CONTROL PRODUCTS



JOINT PRODUCT DEVELOPMENT



The number of Gabriel's institutional customers has progressively increased, as have the shares of business from the customers.



GABRIEL

KONI SHOCK ABSORBERS

KYB CORPORATION [JAPAN]

KYBSE [SPAIN]

YAMAHA MOTOR HYDRAULIC SYSTEMS [JAPAN]

GABRIEL MEANS ASSURANCES FULFILLED



The sign of a successful brand is not a logo or a tagline; it is a customer's peace of mind.

In a business where industry needs keep evolving all the time – smoothness, safety, lightness, robustness, cost and environment-friendliness – success is derived from the ability to address diverse demanding customer requirements.

Over the decades, Gabriel strengthened its customer orientation with a singular focus. The Company made proactive investments in agreements with technology majors. The result is that Gabriel's products are benchmarked not just with prevailing Indian standards; they are benchmarked with some of the highest in the world.

Most automobile OEMs in India fit their vehicles with Gabriel's ride control products, generating an overarching brand recall.

## Gabriel means 'assurances fulfilled'.

Over the years, Gabriel has consistently reinforced this commitment through the following initiatives:

**Gabriel** entered into business-strengthening collaborations with global giants like KYB Corporation (Japan), KYBSE (Spain), Yamaha Motor Hydraulic Systems (Japan) and KONI BV, the Netherlands, resulting in the most contemporary technology standards. These collaborations have empowered Gabriel to provide futuristic products to global OEMs in India.

**Gabriel** offers superior products and value-added engineering services by working with OEMs from the vehicle development stage, resulting in higher product acceptability and faster vehicle development.

**Gabriel** provides value-added services in the area of noise measurement, value engineering, cost reduction through product localisation as well as a cutting-edge facility to conduct ride-tuning exercises through custom-built mobile ride-tuning vans.

**Gabriel** took a decisive step through the creation of a Central Technical Services team to design and assemble special purpose machines customised around global technologies and Indian requirements.

**Gabriel** invested in best-in-class facilities and automation, making it possible to manufacture one shock absorber every second.

**The result is that** the number of Gabriel's institutional customers has progressively increased, as have the shares of business from the customers.

This has not only helped Gabriel sustain a six-year CAGR revenue growth at 16%; the Company enjoys a sizeable market share in the commercial vehicles segment, one of the most challenging in the country's automotive sector. The Company also enjoys substantial market share in the passenger car, two and three-wheeler and aftermarket segments.

# GABRIEL MEANS ASSURANCES FULFILLED.

The appeal of a great brand lies in the 'smell' of the place where the product is made. The sign of a distinctive company is not as much in its products as it is in its passion.

Gabriel is a company driven by passion. This passion has been reflected in a newer way of doing things. In doing better than one has done in the past. In doing better than anyone has ever done.

Gabriel's passion epitomises a fundamental respect for people, delegation, accountability-cum-responsibility, career growth and respect for merit. Over time, this culture has helped attract professionals, enhance retention, enrich knowledge and aggregate intellectual capital.

A substantial portion of Gabriel's employee base has been with the Company for 10 years or more. The organisational average age depicts a blend of experience and enthusiasm.

Revenues per employee increased from ₹4.6 million in 2013-14 to ₹5.1 million in 2014-15.

In turn, this competence has translated into industry outperformance, improved financials, increased market share and higher exports.

## Gabriel stands for rich knowledge capital.

Over the years, Gabriel has strengthened its people commitment through the following initiatives:

**Gabriel** enhanced people productivity through strategic business units (addressing segments like commercial vehicle, passenger cars, two and three-wheelers and aftermarket).

**Gabriel** invested in training in contemporary techniques (Lean, Kaizen, Six Sigma and 5S) strengthening technical and management capabilities.

**Gabriel** strengthened Quality Circles, Kaizen, VSME and AIMA (young managers' competition), enriching its intellectual ferment.

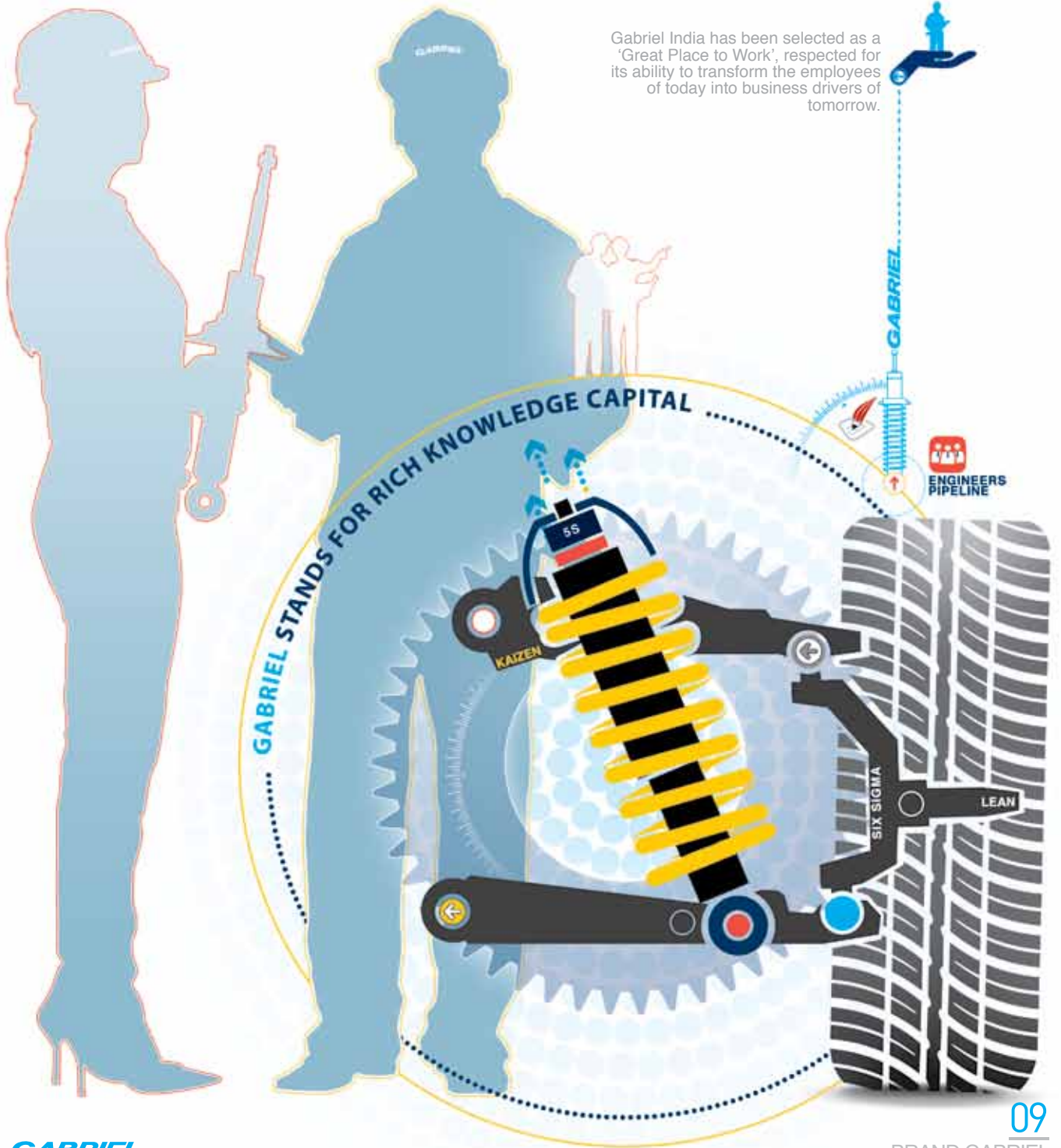
**Gabriel** implemented various programmes, namely Anand Leadership Development Programme (ALDP), Anand Talent Programme and Anand Mentor Programme, strengthening its knowledge capital.

**Gabriel's** institutionalised growth plan (Engineer's Pipeline) provides employees with the opportunity to gain knowledge across critical domains (production, product and process engineering, maintenance, quality, supply chain, IT, human resource, administration and finance).

**Gabriel** recognised employees through the MD's Flash Programme, motivating them to achieve above and beyond the call of duty.

**The result is that** Gabriel India has been selected as a 'Great Place to Work', respected for its ability to transform employees of today into business drivers of tomorrow.

# GABRIEL IS A GREAT PLACE TO WORK.



Gabriel India has been selected as a 'Great Place to Work', respected for its ability to transform the employees of today into business drivers of tomorrow.



The sign of a great brand is not what it says, but what it does; not how it influences as much as how it enriches.

Gabriel is an attractive instance of a company that has grown attractively in a competitive sector passing through a challenging slowdown.

This counter-cyclical performance is best showcased in the growth of Gabriel's market capitalisation: from ₹4,251.9 million as on March 31, 2014 to ₹12,080.5 million as on March 31, 2015, one of the most sluggish periods in India's automobile sector.

## Gabriel's shock-absorbing capability has extended from product feature to investor enrichment.

Gabriel's ability to enhance shareholder value is the outcome of a robust financial performance and other farsighted initiatives:

**Proactive** business investments in the three years leading to 2014-15, a period of sluggish industry growth.

**Robust** cost management, making it possible to increase EBITDA margins from 7.1% in 2013-14 to 8.3% in 2014-15.

**Overall** business-strengthening, increasing net profit by 40.90% in 2014-15 over the previous year; increasing net cash from operations ₹748.36 million in 2010-11 to ₹960.98 million in 2014-15; strengthening

debt-equity ratio from 0.23 as on March 31, 2014 to 0.04 as on March 31, 2015; enhancing return on employed capital from 18% in 2013-14 to 25.5% in 2014-15.

**Periodic** engagement with institutional investors through a professional investor relations firm, strengthening transparency and visibility.

**The result is that** a shareholder who would have invested ₹10,000 in the Company's stock in 2009 would have seen the investment grow to ₹1,14,667 as on March 31, 2015 (as per NSE index).

# GABRIEL REPRESENTS A SAFE ASSET CLASS.

# THIS IS HOW GABRIEL HAS EVOLVED ACROSS THE LAST FIVE DECADES.

## The Gabriel 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.

## Overview

Gabriel was set up in 1961 by Mr. Deep C. Anand in collaboration with Maremont Corporation (now Gabriel Ride Control Products of Arvin Meritor Inc, USA) to manufacture best-in-class shock absorbers.

Gabriel is now the flagship company of the New Delhi-headquartered Anand Group, a prominent name in India's automotive component sector.

## Presence

Gabriel India Limited (headquartered in Pune) has six manufacturing facilities (Pune, Khandsa, Nashik, Hosur, Dewas, Parwanoo) and three satellite plants (Sanand, Malur and Aurangabad).

The Company possesses an aggregate manufacturing capacity of 28 million units; this capacity addresses the needs of prominent Indian automotive majors; the Company's production facilities are proximate to OEMs, facilitating just-in-time supply and reliable customer service. Brand Gabriel is the most respected ride control brand in India employing cutting-edge manufacturing technologies, (dynachrome automation machine and robotic lines), proactive product development, sensitive customer service and market-outperforming stakeholder returns.

## R&D

Gabriel's continued focus on customer-centric R&D has yielded substantial benefits to its esteemed customers.

## Listing

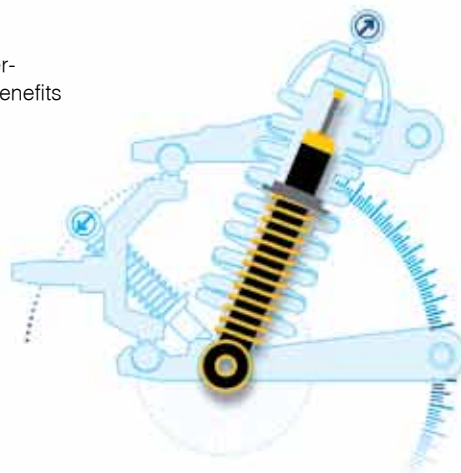
The Company's equity shares are actively traded on the Bombay Stock Exchange and the National Stock Exchange.

## Offerings

The Company manufactures front forks and rear shock absorbers (for two-wheelers), McPherson struts and shock absorbers (for passenger cars), axle, cabin and seat dampers, suspension shock absorbers (for commercial vehicles) and shock absorbers (for railway coaches).

## Clientele

The Company's clientele comprises prominent two and three-wheeler manufacturers (Bajaj, HMSI, Mahindra, Piaggio, Royal Enfield, Suzuki, TVS, Yamaha, and the aftermarket), passenger vehicle manufacturers (Bajaj, General Motors, Honda, Hyundai, Indian Railways, Mahindra, Maruti Suzuki, Piaggio, Renault, TATA Motors, Toyota and Volkswagen), commercial vehicle manufacturers (Ashok Leyland, Asia Motor Works, Daimler-Bharat Benz, Force Motors, Indian Railways, Mahindra, MAN Trucks, Ride Control LLC, TATA Motors, VE Commercial Vehicles and Wheels India Limited).



1

Manufactures one shock absorber per second.

4

Number of technical collaborations.

OEM

Works with all major Indian OEM clients across vehicle segments.

16

Number of product patents.

## 1961-90

**Established** Gabriel India in 1961

**Serviced** the growing need of commercial vehicles from the Mulund plant

**Established** a design centre and SPM design centre

## 1991-2000

**Graduated** from a single manufacturing unit to a multi-location and segment-dedicated manufacturing units

**Forayed** into the passenger cars segment with a plant at Chakan and the launch of McPherson struts and gas shock absorbers

**Entered** the two-wheelers segment with plants in Nashik and Hosur, and entered the CV segment with a plant at Dewas

**Introduced** operating engineer model India

## 2001-2015

**Diversified** into all automotive segments, commissioning new plants at Parwanoo, Khandsa, Sanand and Malur

**Installed** a dynachrome automation machine for plating – the first time in Asia




**Extended** footprint to China

**Commissioned** state-of-the-art R&D centres at Chakan, Hosur and Nashik

**Received** recognition from DSIR for all R&D centres

12

BRAND GABRIEL

Categories	Products	Plants	Clients	% revenue contribution
<b>2/3 wheelers</b> 	Shock absorbers, front forks and struts	1. Ambad (Nashik) 2. Hosur (Tamil Nadu) 3. Parwanoo (Himachal Pradesh) 4. Malur (Karnataka, satellite plant) 5. Aurangabad (Maharashtra, satellite plant)	Bajaj, HMSI, Mahindra, Piaggio, Royal Enfield, Suzuki, TVS Motors, Yamaha and aftermarket	63
<b>Passenger cars</b> 	Struts and shock absorbers	1. Chakan (Maharashtra) 2. Khandsa (Gurgaon) 3. Sanand (Gujarat, satellite plant)	Bajaj, General Motors, Honda, Hyundai, Mahindra, Maruti Suzuki, Renault, TATA Motors, Toyota and Volkswagen	26
<b>Commercial vehicles and railways</b> 	Shock absorbers, Cabin dampers, Seat dampers	1. Dewas (Madhya Pradesh) 2. Parwanoo (Himachal Pradesh)* 3. Chakan (Maharashtra)	Ashok Leyand, Asia Motor Works, Daimler – Bharat Benz, Force Motors, Mahindra, MAN Trucks, Ride Control LCC, TATA Motors, VE Commercial Vehicles, Wheels India and Indian Railways	11

\* The Parwanoo plant serves OEMs and aftermarket segment.

**Awards and accolades**



'Top-50 companies to work for in India' in 2015



Gabriel was awarded the 'Quality Award - Gold' by Bajaj Auto Limited for the third time in a row



Gabriel was recognised for its sincere efforts and performance in the field of 'Cost Reduction - VAVE' by Suzuki



Gabriel was awarded with the 'Quality Appreciation' award by Toyota Kirloskar Motor



Gabriel was awarded the 'Best Kaizen' award by Toyota Kirloskar Suppliers Association



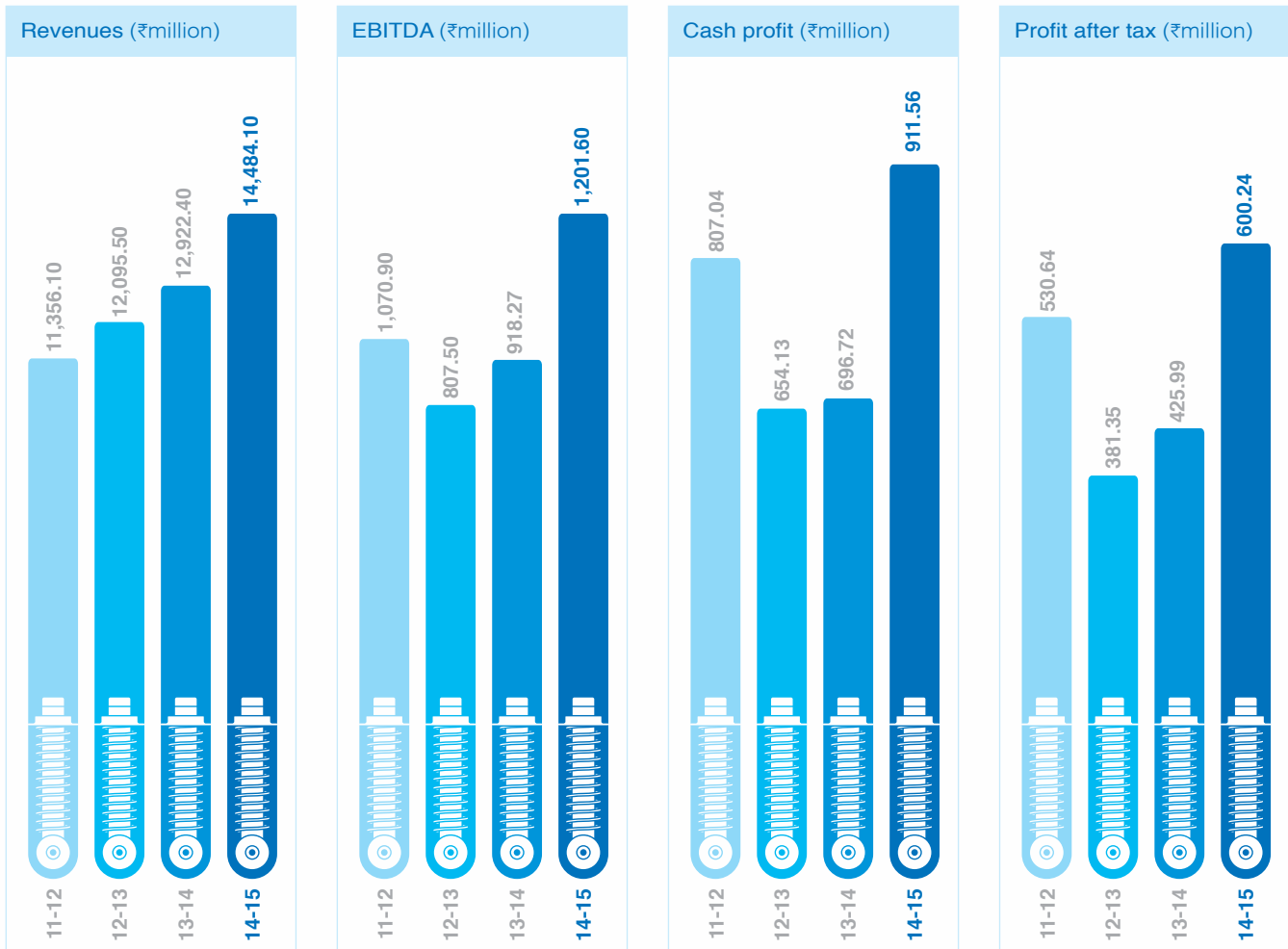
Gabriel was bestowed the Dr. R.J. Rathi award for Green Initiatives by the MICCA



Gabriel was awarded the 'DSK Energy Award for excellence in the field of energy management and conservation'

Others  
 'Par Excellence' award winner from NCQC (National Convention Quality Circle)  
 Ranked#1 at the North Zone Quality Circle competition  
 'Excellence Award' at the QCFI national competition in Pune

# THIS IS WHAT WE ACHIEVED IN A CHALLENGING 2014-15



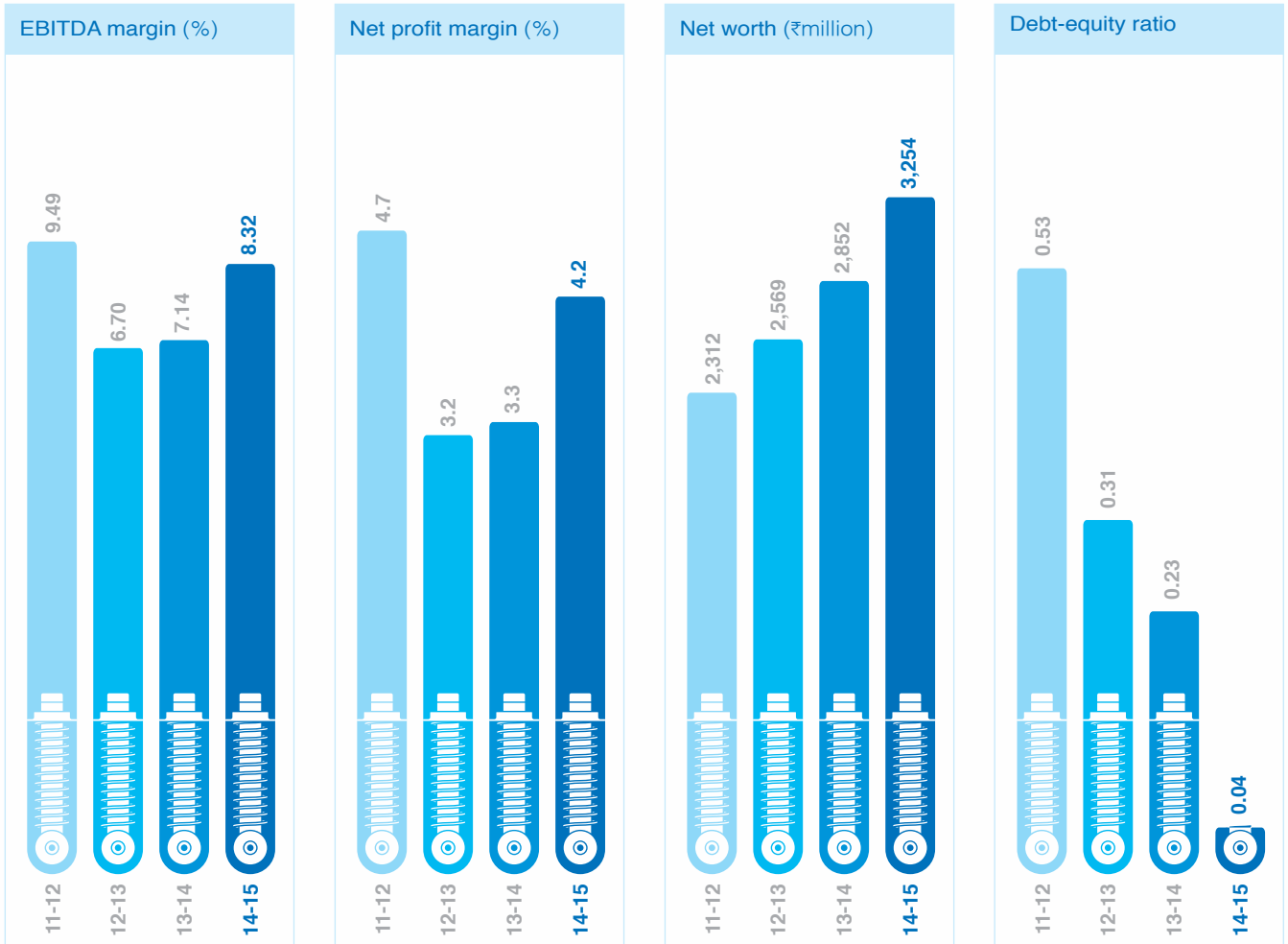
**12.08%**

Growth in revenues from ₹12,922.41 million in 2013-14 to ₹14,484.10 million in 2014-15, outperforming the country's automotive sector

**30.85%**

Enhanced EBITDA from ₹918.27 million in 2013-14 to ₹1,201.60 million in 2014-15





**40.90%**

Strengthened profit after tax from ₹425.99 million in 2013-14 to ₹600.24 million in 2014-15

**25.5%**

Improved ROCE in 2014-15 as compared to 18% in 2013-14



# 12.08%



OUTPERFORMED THE INDUSTRY GROWTH OF 7.2%

## DEAR SHAREHOLDERS,

**T**hroughout 2014-15, our business environment experienced challenges led by delayed economic recovery, currency volatility and political changes in the country. Despite these challenges, I am glad to share that Gabriel performed well on across key aspects of business viz. revenue, profitability, people and environment.

**India reported** a increased domestic demand, growing investments, stable rupee, inflation decline and lower crude oil expenditure during the year under review, resulting in a GDP growth of 7.4% in 2014-15 (6.9% in 2013-14) and 7.5% in the January-March quarter of FY15, exceeding China's 7.3% growth in the 2014 calendar year. This made India the fastest-growing major economy, having surpassed the USD2.1-trillion mark on the back of a better performance from the manufacturing sector and rising public expenditure.

**During the year** under review, the Indian automobile industry reported a reasonable improvement with all vehicle categories (other than small and light commercial vehicles) entering positive territory and passenger car sales recording growth for the first time in three years. The Indian automobile industry grew more than 7% in 2014-15, an improved performance over the previous fiscal (growth of 3.5%), on account of lower fuel prices, softer interest rates, improved market sentiment and a gradual re-opening of the mining and infrastructure sectors.

### Our performance

**Gabriel** India outperformed the growth of the country's automobile sector during the year under review.

The Company grew revenues by 12.08% from ₹12,922.41 million in 2013-14 to ₹14,484.10 million in 2014-15 outperforming the industry growth

**The Company** recorded revenue growth of 12.08% from ₹12,922.41 million in 2013-14 to ₹14,484.10 million in 2014-15. This, coupled with cost optimisation measures, facilitated a 30.85% growth in EBITDA from ₹918.27 million in 2013-14 to ₹1,201.60 million in 2014-15. Following debt and interest rate reduction, the Company registered a 40.9% growth in net profit - from ₹425.99 million in 2013-14 to ₹600.24 million in 2014-15.

**The strong** performance was the result of a number of concurrent initiatives taken by the Company. These initiatives were a result of use of advanced technology, manufacture of quality products, capitalising on our brand equity and leveraging outstanding engineering capabilities.

**I am** pleased to report that the Company's growth was not only within India but also in its international presence. Over the years, the Company increasingly focused on enhancing its export presence with the objective to widen its customer outreach, enhance quality and service standards, enrich its product mix, widen technology bandwidth, derisk revenues from an excessive dependence on India and accelerate revenue growth. The Company established its presence in many global markets, which enhanced visibility across six continents. The Company's exports increased from ₹358.23 million in 2013-14 to ₹552 million in 2014-15. Correspondingly, exports as a proportion of sales increased from 3% in 2013-14 to 4% during the year under report.

**The Company's** aftermarket segment also witnessed an increase in sales volumes owing to acceptance of newly launched products and entry into newer geographies. The result was that the aftermarket domestic segment reported

revenues of ₹1,622 million in 2014-15, representing a 15% growth over the previous year.

**The Company** strengthened its brand and retailer connect through the launch of the first-of-its-kind Elite Retailer programme conducted across many regions in 2014-15. The programme was intended to enhance loyalty and brand awareness translating into a stronger order book.

**I was** happy to see our market capitalisation cross the ₹1,000 crore-mark in the current year. This is a reflection of the robust performance by the Company over the last few years and the trust shareholders have reposed in the future of the Company. We also established a technology licensing agreement with KONI BV of the ITT Group, the Netherlands, specifically for commercial vehicles, buses and industrial equipment suspensions in India. This association will help us strengthen our foothold in the commercial vehicle and railways segments.

#### Road ahead

**The global** economy is showing a gradual overall recovery, even though there are still many uncertainties. Encouraged by strong exports and a revival in domestic sales, the India's auto industry is on the road to a slow but sure recovery.

**Infrastructure** development also represents a special thrust as the government has planned an investment of USD 1 trillion during the 12th Five Year Plan period (2012-17). With the government's 'Make in India' initiative likely to strengthen the case for Indian manufacturing sector as a global outsourcing hub, robust GDP growth can be expected. As an extension, the Indian auto sector appears poised for double-digit growth.

**Gabriel's** brand in India and overseas is synonymous with shock absorbers. Going forward, the Company expects to continuously enhance its strength and capabilities, improve cost management, strengthen process optimisation, enhance product quality and reinforce product engineering. The Company is pursuing global businesses, which should balance its already-diversified portfolio even better.

**These initiatives** are expected to help Gabriel India consolidate its leadership and enhance value for its vast and diverse stakeholder family.

With my best wishes,

**Anjali Anand**  
Chairperson





**“GABRIEL INDIA LIMITED  
OUTPERFORMED THE GROWTH BY  
INDIA’S AUTOMOTIVE COMPONENT  
SECTOR AND ITS OWN RETROSPECTIVE  
AVERAGE DURING 2014-15.”**

I AM PLEASED TO STATE THAT THIS IMPROVEMENT WAS ACHIEVED AGAINST A CHALLENGING BACKGROUND.



**Challenges**

The Indian economy continued to remain broadly sluggish, marked by inadequate infrastructural spending, muted consumer sentiments and weak corporate earnings. The country’s GDP is estimated to have grown 80 bps to 7.4%, the automotive sector grew by 7.2% and the automotive component sector 5%. Even though these numbers improved over the previous year, were way below the growth levels achieved in the past.

There were challenges related to a transitioning economy, making it imperative to track how sluggishly consumer sentiment was regaining its lost confidence within specific segments. Consequently, there was an impetus on better demand forecasting coupled with a corresponding production increase.

Besides, there were challenges related to proactive two-wheeler capacity management, entailing de-bottlenecking, multi-plant capacity balancing, supply chain strengthening, working closely with customers to estimate demand patterns and building adequate capacity.

**Responsiveness**

The Company responded to these challenges with renewed vigour and focus.

The Company recognised that the most effective counter-strategy would have to be as inclusive as it would need to be internalised; it would have to be as proactive as it would have to be decisive.

In a market scenario where it became virtually impossible to pass cost increases to customers, the Company recognised that it needed to continuously improve

product quality, moderate costs and scale production if it were to enhance profits and profitability.

The Company responded to this priority through a combination of initiatives related to product, process and business model.

**Business model:** In April 2014, the management engaged its employees in a dialogue pertaining to the management’s plan. The result of this dialogue was a renewed awareness regarding the need to enhance competitiveness across all operating levels, a restructuring of the organisation across product-centric strategic business units and the role of each division, plant and worker within the overarching corporate plan. Besides, the Company introduced a periodic review of whether the performance was in line with the projected business plan for the year,

prompting timely course correction and consequent improvement.

**Product:** The Company's revenue growth of 12.08% outperformed the growth the country's automotive industry by 7.2%. The Company responded with speed to a rebound in the demand for two-wheelers. It worked closer with OEM customers to carve out a larger wallet share. The Company focused on increasing exports, achieving an attractive breakthrough order. The Company strengthened its after-market revenues by 15% during the year under review. It signed a technical license agreement with KONI BV of the Netherlands for delivering cutting-edge products in the commercial vehicles space in order to sustain its leadership in this segment. It invested in cutting-edge R&D facilities to report improvements in quality, productivity and innovation.

**Process:** The Company examined every process within its manufacturing system through structured workshops. The examination of every operational parameter and enhanced employee awareness revealed a number of opportunities related to continuous procedural improvement, seamless benchmarking with best-in-class parameters and better cost management. The result is that per person productivity increased over the previous year. Besides, the Company identified opportunities where its annual power cost incidence (2.36% of the Company's manufacturing costs) could be moderated significantly by 50%, strengthening its competitiveness. The Company replaced conventional energy with renewable alternatives. The timely replacement moderated the Company's carbon footprint on the one hand and helped achieve more than the targeted reduction.

#### Tangible excellence

The combination of initiatives related to process, product and business model translated into a year of profitable growth.

The Company grew revenues by 12.08% from ₹12,922.41 million in 2013-14 to ₹14,484.10 million in 2014-15. The increase in the Company's bottomline was higher; the Company reported a 40.9% growth in PAT to ₹600.24 million compared to ₹425.99 million in 2013-14.

Besides, the Company reported an improvement in its working capital

efficiency; receivables were maintained at 44 days of turnover equivalent; the cash conversion cycle has improved from 33 days in 2013-14 to 24 days in 2014-15; gearing was moderated from 0.23 to 0.04 as the Company repaid ₹530.30 million in debt during the course of the year.

I am pleased to state that the Company strengthened the return on capital employed from 18% in 2013-14 to 25.5% in 2014-15. Besides, EBITDA margins trended upwards during the course of the year, starting at 7.01% in the last quarter of 2013-14 to 8.34% in the last quarter of the year under review.

#### Intangible excellence

Gabriel's commitment to the environment ensured it came up with innovative ideas to continually reduce its carbon footprint by using renewable sources like wind and solar energy and optimising logistics.

Gabriel's youthful team also took pride in connecting with the society and took part in several employee engagements at various schools and colleges to encourage the children and the youth.

Over the years, the Company outperformed sectoral growth through operational discipline, cutting-edge technologies and shopfloor excellence. More importantly, nearly 20% of our employee base comprised women, recruited directly from campuses, trained systematically and nurtured continuously.

Our researchers have developed a 16-product patent pipeline. Our engineers spare no effort to pursue successful, effective solutions that fulfill the need for reliable, efficient, smartly-designed applications, reinforcing Gabriel's brand as a world-class leader and trusted partner.

This approach was vindicated when Gabriel India was recognised as one of 'India's Best Companies to Work for' in a study conducted by the *Economic Times* and The Great Place to Work Institute®, India.

#### Looking ahead

The Company is attractively positioned to sustain its growth across the foreseeable future. The Company, figures in the top-three across all its product segments and intends to strengthen its leadership. The Company's business restructuring across SBUs is expected to bolster

revenues. The Company's products are globally competitive in terms of quality, costs, reliability and certifications; the Company appointed a dedicated team to grow exports, the benefits of which should soon reflect in larger orders. The Company diversified revenues across multiple vehicle categories, de-risking itself from a slowdown in any specific segment. The Company strengthened its technology-driven offerings, which should translate into stronger customer engagements. The Company plugged technological gaps and offered customers a holistic bouquet of offerings. The Company has a robust Balance Sheet, marked by a return on capital employed from 18% in 2013-14 to 25.5% in 2014-15 and an attractive gearing of 0.04. The Company reinforced its leadership in the aftermarket segment through continuous launches of new products and improved engagement with the distribution network.

#### Optimism

The automobile penetration in India is still low at 18 cars per 1,000 people compared to countries like China where it is nearly 80 cars per 1000 people and the US where it is 800 cars per 1,000 people.

From a long-term perspective, automobile demand is expected to increase on account of an increase in disposable incomes, a growing middle-class and a large youth population. The result is that India is expected to emerge as the third largest automobile market by end of this decade, ahead of Japan, Germany and Brazil.

From a short-term perspective, the interest rate cycle appears to have peaked and any decline could widen the market for automobiles influenced by lowered financing costs, lowered fuel prices and improving consumer sentiments.

The combination of an attractive sectoral reality and a renewed corporate vigour is expected to sustain the growth of our Company.

With optimism,

**Manoj Kolhatkar**  
*Managing Director*

## 01 Pioneers

Since 1961, Gabriel has pioneered ride control products in India. Gabriel is synonymous with shock absorbers and struts in India and inspires a high unaided recall ('dependable' and 'high quality') across consumers in India.

## 02 Experience

The Company possesses more than five decades of experience marked by just-in-time delivery, consistent innovation, strong R&D credentials, and technology alliances making it a preferred OEM supplier.

## 03 Footprint

The Company services the growing need of customers through nine manufacturing plants across India.

## 04 Presence

The Company enjoys a leading presence across each automotive segment – OEM, replacement market and exports.



## 05 Range

The Company provides the widest range of ride control products in India, comprising shock absorbers, struts and front forks for every automotive segment.

## 06 Engineering competence

The Company is a focused engineering player; it improves product quality through root-cause analysis of customer complaints; it sets benchmarks in product engineering, quality control, cost management, delivery and responsiveness.

## 07 Market share

The Company is the undisputed market leader for ride control products in India; the Company enjoys a substantial share in the passenger vehicles segment and two and three-wheelers segment and is the market leader in the commercial vehicles segment.

## 08 Relationships

The Company's working with customers is marked by multi-year engagements, marked by joint product development. The Company has been a trusted partner of the Indian Railways and defence segments, addressing their need for ride control solutions for more nearly three-and-a-half decades.

**09 Global presence**

The Company's ride control products are marketed across North America, Europe, Australia and the Asia Pacific.

**10 Customisation**

The Company offers customised products in line with customers needs and specifications, enabling them to protect their competitiveness and market positions.

**11 Product technology**

The Company embraced cutting-edge technologies through collaborations with KYB Corporation (Japan), KYBSE (Spain), Yamaha Motor Hydraulic Systems (Japan) and KONI BV, the Netherlands.

**12 Respect**

The Company enjoys industry-wide respect, reflected in awards and accolades from various agencies (carried elsewhere in this report) for its engineering excellence, customer orientation, environment commitment and inspiring workplace.



# BRAND

**13 Quality culture**

The Company's quality management comprises the ability to design products around customer needs and technologies. These capabilities comprise a management CAD-CAE systems, finite element analysis and optimal design, computational fluid dynamics, benchmarking rooms, mobile ride tuning labs (first-of-their-kind in India), on-vehicle noise recording and analysis, bench testing, damper NVH analysis and service load measurement support.

**14 Innovation**

The Company proactively invested in three R&D centres (Chakan, Hosur and Nashik) focusing on noise measurement, value engineering, quality control and cost optimisation, equipped with hydraulic test machines, environment performance test chamber and temperature durability chambers to manufacture zero-defect products.

**15 Financials**

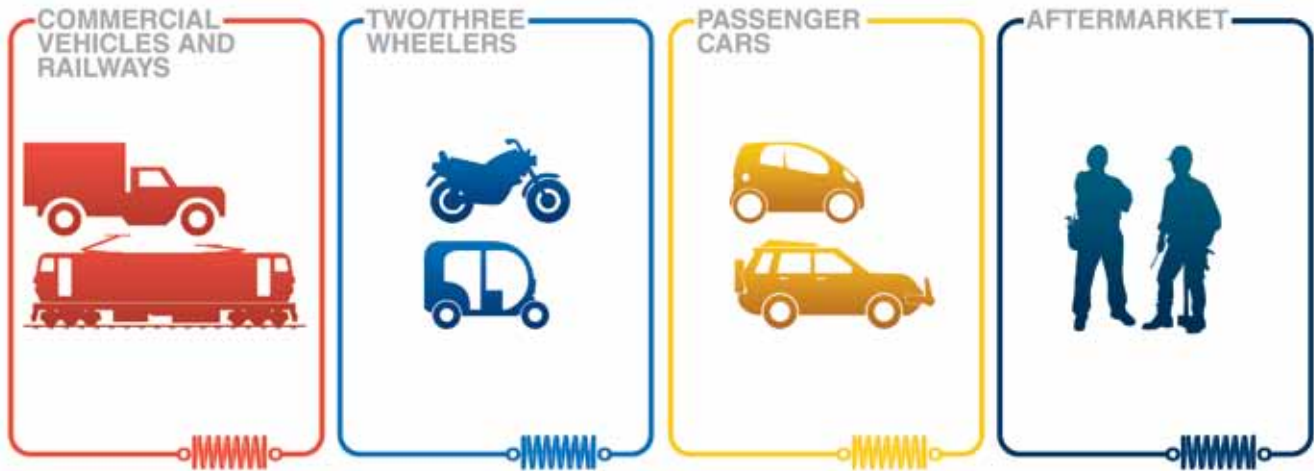
The Company possesses a robust Balance Sheet marked by a net worth of ₹3,254.34 million, progressive debt reduction (gearing of 0.04, 2014-15) and cash on hand of ₹38.85 million.

**16 Leverage**

The Company began to market complementary automotive products under the Gabriel brand, outsourcing their manufacture. This superior leveraging of the Gabriel brand is expected to increase.

# STRATEGIC BUSINESS UNITS

[TO DERIVE BENEFITS IN CUSTOMER AND PRODUCT FOCUS, EXPORT'S PUSH AND AFTER MARKET EXPANSION]



## 01 STRATEGIC BUSINESS UNIT COMMERCIAL VEHICLE AND RAILWAYS

### Overview

The Company entered this vertical with the objective to manufacture shock absorbers for commercial vehicles in the OEM, aftermarket and export categories.

The Company has an established presence across all categories of shock absorbers i.e. axle, cabin, steering and seat dampers in the commercial vehicles industry and railways. With its product development and manufacturing competence, Gabriel India has been a

preferred supplier to almost all OEMs in India. The Company continues to focus on increasing business with existing market leaders and emerging players.

The Company has supplied shock absorbers to the Indian Railways for over two decades. The Company started development activities for new-generation shock absorbers, which are expected to be the future of the Indian Railways.

### Strengths

**Track record:** The Company enjoys a proven reputation related to ride control product quality, reflected in enduring customer engagements. The Company enjoys a leadership position in the segment and is likely to maintain its dominance in the segment.

**Engineering:** The Company's product design and testing capabilities provide customers with advanced technological solutions woven around their



specifications, resulting in the manufacture of best-in-class products.

**Highlights, 2014-15**

**Won** an OEM export breakthrough order from the ASEAN that is expected to grow over time.

**Entered** a technology licensing agreement with KONI BV (part of the ITT Group) for design, development and manufacturing of high-end shock absorbers.

**Increased** its share of business with key customers.

**Strengthened** product quality by working closely with OEMs.

**Controlled** costs through various activities.

**Customer** appreciation from Volvo and Eicher commercial vehicles.

**Outlook**

Going ahead, as the Indian economy accelerates, the Company expects the commercial vehicle industry to perform better; the Company expects to capitalise through superior product quality and reliability. The Company intends to grow its export presence beyond the ASEAN.

Manufacturing facilities	Products	Segments serviced	Major OEM customers	Quality certifications	Technical collaboration
Dewas (Madhya Pradesh)	Shox – commercial vehicle	OE/aftermarket/ exports	Ashok Leyland, Asia Motor Works, Daimler-Bharat Benz, Force Motors, Indian Railways, Mahindra, MAN Trucks, Ride Control LLC, TATA Motors, VE Commercial Vehicles and Wheels India Ltd.	TS – 16949 - 2009, OHSAS 18001 - 2007, ISO 14001 - 2005 QCFI lifetime membership	KONI BV
Parwanoo (Himachal Pradesh)	Shox – commercial vehicle				
Chakan (Maharashtra)	Indian Railways				



**02 STRATEGIC BUSINESS UNIT TWO AND THREE-WHEELERS**

**Overview**

The Company entered this vertical in 1990 to manufacture shock absorbers and front forks for two and three-wheelers. Gabriel's manufacturing facilities in Ambad (Maharashtra), Hosur (Tamil Nadu) and

Parwanoo (Himachal Pradesh) service the growing needs of leading OEMs.

The Company is a leading supplier of front forks and shock absorbers for two and three-wheelers in India, enjoying

longstanding customer relationships. It is respected for its ability to introduce novel customised products.

## Strengths

**Enduring relationships:** The Company enjoys long-term relationships based on world-class quality, innovative products and dedicated service with almost all customers.

**Strategic initiatives:** The Company invested in concepts like just-in-time decades ago when they were unheard in India. Initiatives like TPM, Innovation, VSME (Visionary Small & Medium Enterprises) and green technologies have helped the Company grow and improve customer service.

**Robust credentials:** The Company leveraged its in-house R&D credentials to fabricate state-of-the-art ride control products for new generation vehicles as well as new versions of existing models, emerging as a supplier of choice.

## Highlights, 2014-15

**Grew** revenues by 18%, outperforming two and three-wheeler industry growth of 8.09%.

**Introduced** new products like gas-charged shock absorbers for scooters, dual spring shock absorbers and innovative products for exports.

**Strengthened** relationships with existing customers; added customers including Mahindra GenZe and UM Motorcycles.

**Won** an export order from Mahindra GenZe USA.

**Reported** product improvement through continuous R&D, innovation and technology improvement; reduced production costs through VAVE (value-added value-engineering).

**Received** accolades from Suzuki Motorcycles for sincere efforts and supplier performance in the field of 'Cost Reduction - VAVE' for 2014-15.

**Upgraded** manufacturing facilities to cater to global requirements and future demand.

## Outlook, 2015-16

Rural automobile demand was impacted by unseasonal rains in early 2015. Poor crop realisation and slowdown in rural wages affected the rural economy, impacting retail offtake in Bihar and Madhya Pradesh as well as sugarcane-growing belts of Uttar Pradesh and Maharashtra.

However, the Company expects an improvement. The two-wheeler segment is expected to revive in the festive season and the Company is proactively enhancing capacities. The Company plans to forge new customer relationships, while strengthening existing ones. The Company intends to enter new countries and address unexploited potential.

Manufacturing facilities	Products	Segments serviced	Major OEM customers	Quality certifications	Technical collaboration
Ambad (Maharashtra)	Shock absorbers and front forks	Two and three-wheelers	Bajaj, HMSI, Mahindra, Piaggio and Yamaha	TS 16949	Yamaha Motor Hydraulic Systems, Japan and KYB, Japan
Hosur (Tamil Nadu)	Shock absorbers and front forks	Two and three-wheelers	HMSI, Royal Enfield Motors, Suzuki, TVS, and Yamaha	TS 16949, ISO 14001, OHSAS 18001	Yamaha Motor Hydraulic Systems, Japan and KYB, Japan
Parwanoo (Himachal Pradesh)	Shock absorbers, struts and front forks	Two and three-wheelers	Mahindra, TATA Motors, TVS and the aftermarket	TS 16949	
Malur (Karnataka, satellite plant)	Shock absorbers	Two-wheelers	HMSI		
Aurangabad (Maharashtra, satellite plant)	Shock absorbers	Two-wheelers	Bajaj		





## 03 STRATEGIC BUSINESS UNIT PASSENGER CARS

### Overview

Gabriel India enjoys a significant market share in India's passenger car segment through strategic R&D investments, cost management and localisation (geographic and design). The Company is one of the preferred sources of automotive OEMs for struts and shock absorbers.

The Company has manufacturing facilities at Khandsa (Haryana), Chakan (Maharashtra) and Sanand (Gujarat), catering to prominent OEMs like Maruti Suzuki India Limited, Volkswagen, Tata Motors, Mahindra & Mahindra, Toyota, Renault, Honda and General Motors

The segment is aggressively working to strengthen product and process quality. Quality Circles are aggressively pursued by all plants to ensure qualitative consistency.

### Strengths

**Brand:** The Company's brand is well-recognised and caters to almost all OEMs in India.

**Aftermarket:** The Company enjoys a majority share of the aftermarket segment of passenger cars and manufactures struts and shock absorbers for most cars plying on Indian roads.

**Human capital:** The Company's competitiveness is driven by its young talented workforce. The workmen operating the machines are well-qualified with at least a diploma in engineering.

**Competence:** The Company's engineering capabilities have strengthened product and equipment design as well as manufacture, strengthening its capability to offer customised technology-oriented solutions. The Company continues to make investments in R&D to strengthen design and development capabilities.

### Highlights, 2014-15

**Ensured** market leadership through customer relationships, focusing on continuous product improvement and product launches.

**Emphasised** competitiveness through vendor consolidation, prudent material

negotiation and procedural improvements.

**Leveraged** VSME to ensure synchronised manufacturing, process and delivery flow.

**Demonstrated** improvements in efficiency, productivity, inventory reduction and debt reduction.

**Took** decisive initiatives in the realm of product engineering to enhance on-field product performance.

**Won** various awards at Quality Circle competitions at regional and national levels. The Company also won a special award from Honda for sustaining the quality culture. The Company retained #1 position among the various suppliers of Honda for more than 18 months in a row. Four teams from the Company were nominated at the International Quality Circle Competition, Korea, 2015.

### Outlook 2015-16

The market looks better than 2014-15 and the passenger car segment is expected to grow 5-7%.

The Company is due to launch various products in the passenger car segment. The Company will also aggressively look forward to get new businesses from automotive OEMs.

Special efforts will be made to reduce costs, improve quality and bolster efficiency.

Manufacturing facilities	Products	Segments serviced	Major OEM customers	Quality certifications	Technical collaboration
Khandsa (Haryana)	Shock absorbers and struts	Passenger cars	Honda, Maruti Suzuki and TATA Motors	ISO TS – 16949	KYB, Japan
Chakan (Maharashtra)	Shock absorbers and struts	Passenger cars, UV, railways	Bajaj, General Motors, Hyundai, Indian Railways, Mahindra, Piaggio, Renault, TATA Motors, Toyota and Volkswagen	TS – 16949, ISO 14001 and OHSAS 18001	KYB, Japan
Sanand (Gujarat, satellite plant)	Shock absorbers and struts (final assembly)	Passenger cars	TATA Motors		



# 04 STRATEGIC BUSINESS UNIT AFTERMARKET

## Overview

Gabriel India is optimistic of its prospects in the aftermarket segment based on its ability to provide genuine 'fit-and-forget' spare parts.

The Company's aftermarket segment (domestic and global) grew 16.2% in 2014-15 following the launch of new products and product lines. The aftermarket segment is expected to outstrip overall industry growth.

The Company strengthened its distribution network to about 350 distributors and 5,000 retailers. Most retailers were associated with the Company for a period ranging from 10 to 40 years. In 2014, the Company introduced the Elite Retailer programme, one-of-its-kind in India to

establish last mile aftermarket customer connectivity. Besides, the introduction of new products enhanced dealer profitability and reinforced the Company's recall.

The Company marketed other automotive products (radiator coolants, suspension bush kits, front fork oils, gas springs and wheel rims) under its brand, resulting in widened shelf space coverage and enhanced brand leverage.

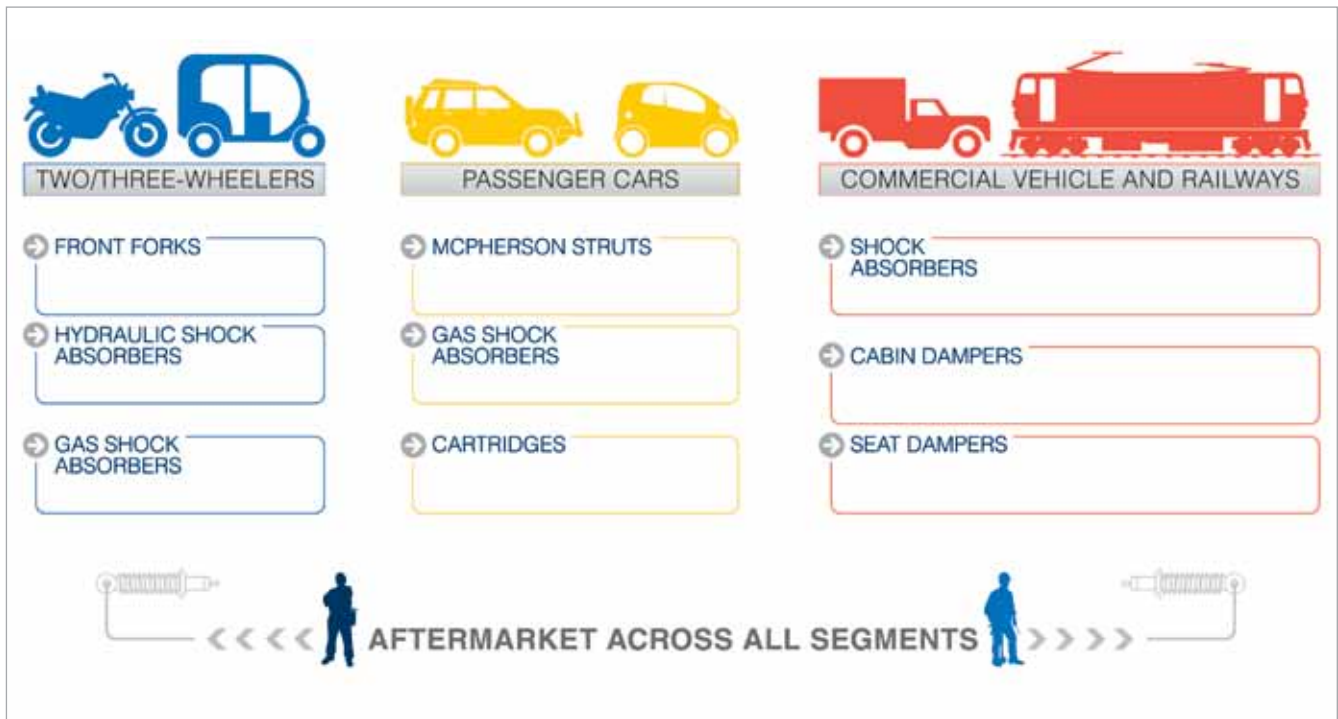
The Company reported a growing presence in the aftermarket exports segment through attractive growth in countries of South Asia, Africa, Latin America and Australia, which it intends to enhance further.

## Strengths

**Macroeconomic scenario:** Auto sales from April 2014 to March 2015 grew by 8%, compared with 3% in 2012-13 and 2013-14, indicating that the sector has turned the corner.

**Portfolio:** The Company's presence across all industry segments makes it possible to emerge as one-stop-shop, besides de-risking itself from an overt dependence on a specific sector.

**Relationships:** The Company enjoys enduring relationships with 350 dealers and 5,000 retailers; 50% of the Company's dealers have been associated with the Company for periods ranging from 10 to 40 years as on March 31, 2015.



**Share:** The Company enjoyed a market leadership position for shock absorbers, establishing it virtually as the principal and only effective brand recall.

#### Exports

Gabriel India established a presence in six continents.

The Company participated in Auto Mechanika exhibitions in the UAE, Russia, Germany and the US.

#### Highlights, 2014-15

**Grew** the segment by 16.2% in 2014-15 compared to 13.8% in 2013-14.

**Increased** aftermarket export revenues by 25%.

**Added** 83 new products and one product line to its portfolio.

**Introduced** the wheel rim product line in May 2014 and within a year, moved to the second position in the market.

**Conducted** multiple sales promotion activities to increase visibility and maintain leadership.

#### Outlook, 2015-16

Going ahead, the Company is optimistic of reporting growth in the domestic and global aftermarket segments, following enhanced visibility.

### Elite Retailer programme

Nearly 25% of the Company's retailers market about 75% of its aftermarket products.

Cognisant of this reality, the Company strengthened its engagement with these retailers through its Elite Retailer

programme, one-of-its-kind programme, launched in 2014. The programme was intended to enhance loyalty and brand awareness, translating into greater offtake.

The Elite Retailer programme involved engaging with retailers across the country, reaching mechanics and establishing

relationships. The intent behind the programme was to increase brand recall among the younger generation of retailers and mechanics.

Gabriel touched 250 retailers through this programme in 2014-15 and plans to reach another 250 in 2015-16.



## 01 BUSINESS ENABLERS INTELLECTUAL CAPITAL



Gabriel India was listed among the 'India's Best Companies to Work For' study conducted by the Economic Times and Great Place to Work® India.

#### Overview

The Company's work culture is woven around the 'Anand' way of doing things – which entails putting people first, respecting individual dignity and merit irrespective of gender, and ensuring career growth via training.

#### Highlights, 2014-15

**The Company** was selected among the 'Top-50 Companies To Work For' in India by the Great Place to Work® India survey.

**The Company** realigned its organisational structure by dividing it into four SBUs (two and three-wheelers, passenger cars, commercial vehicles, aftermarket and railways), enhancing focus and performance.

#### Strengths

**Recruitment:** Nearly 70% of the Company's employee base comprised engineers (including diploma holders). The 'Gabriel First' approach entails an

internal job posting system wherein existing employees can apply for internal vacancies. The recruitment process comprises psychometric screening to assess personality traits and competencies. The Company recruits from prominent institutions (IITs, IMTs and ISBs, among others), online portals, consultants and references.

**Employee engagement:** The Company engaged employees through a monthly

engagement calendar outlining activities related to sport, culture and CSR among others; it created committees to ensure a holistic work-life balance. The Company celebrated festivals with employee families, enhancing a sense of bonding.

**Motivation:** The Company strengthened its problem resolution through the use of six behavioural parameters, leading (indirectly) to enhanced customer satisfaction. The employees were rewarded with the ABCD (Above and Beyond Call of Duty) award and the 'MD's Flash' award, which honoured outstanding performers.

**Training:** The Company's training activities comprised core HR, administrative as well as routine development. The Company provided employees local and global training. The Company trained its senior executives at prominent global universities. The Company shortlisted managers for post-graduation programmes at leading institutes. The Company encouraged employees to pursue courses at the Anand University. The Company conducted skill-based and performance-based training.

**Performance appraisal:** The Company embarked on an overarching goal-setting exercise at the beginning of the year,

highlighting focus areas and assigning specific projects to departments. The performance management system was transparently based on four parameters (rating, increment, potential and learning development) that allowed each employee to evaluate his or her performance, identify areas of improvement and embark on necessary action.

#### Outlook

The Company plans to focus on employee engagement and cost rationalisation to retain its position among 'India's Best Companies to Work For'.



## 02 BUSINESS ENABLERS RESEARCH AND DEVELOPMENT

### Overview

Research and development represents the heart of Gabriel India's ability to innovate consistently.

Over the years, the Company has invested around 1.24% of its annual revenues in its research and development programme.

A principal part of the Company's R&D investment comprised the engagement of over 75 professionals at its research facilities in Chakan, Hosur and Ambad.

The Company's R&D centres focus on product and process excellence to offer enhanced performance and futuristic technologies to its customers.

### Strengths

**One-stop shop:** The Company's facilities are equipped to develop and produce all kinds of suspension products, reinforcing the Company's brand as a complete suspension solutions provider.

**State-of-the-art:** The Company's R&D centres are invested with robust testing

infrastructure, which ensures world-class performance.

**Patents:** The Company has filed 16 product patents.

**Cost-efficient:** The Company's localised product manufacturing capabilities strengthened the indigenisation of its downstream OEM customers.

**Collaborations:** The Company entered research-strengthening relationships with global industry leaders with the objective to enhance product quality, reliability and foster customer confidence on a long-term basis and enhance market share.

**Technology absorption:** The Company demonstrated sound technology absorption capabilities, translating into a shortened learning curve and stronger proprietary knowledge management.

### Highlights, 2014-15

**Made** substantial progress in product, manufacturing and environment-related innovation.

**Launched** the Innovation Concourse comprising 120 innovators in December 2014, witnessed under the auspices of the former President of India and Bharat Ratna Hon'ble Dr. A.P.J Abdul Kalam.

**Patented** 12 products, the highest ever in the Company's history (total 16).

**Strengthened** product co-development with OEMs right from the drawing board stage, minimising the time-to-market.

**Offered** ride tuning services for better customer vehicle evaluation.

**Strengthened** the development of niche shock absorbers through technology localisation.

### Outlook

The Company plans to offer superior global services and technology solutions, enhancing revenues and international respect.

# RISK MANAGEMENT

Risks lie at the core of every business. Their efficient mitigation translates into success. At Gabriel, we have instituted relevant processes and controls to manage our risks effectively.

## RISK MANAGEMENT

### 01 INDUSTRY RISK

ANY INDUSTRY SLOWDOWN COULD AFFECT THE COMPANY'S REVENUES.

#### Risk mitigation

**The** Company proactively prepared for the sectoral slowdown by widening its product basket, cushioning it from a downturn in any specific segment.

**The** Company bolstered its customer de-risking by forging relationships with a large

number of OEMs, wideing its exports and the aftermarket presence.

**The** Company singled out the exports and aftermarket segments as key growth verticals for the future and reformulated tactics to enhance revenue shares from

these segments without compromising legacy growth engines i.e. OEMs.

**The** Company enjoys a presence across six continents.



## RISK MANAGEMENT

### 02 COMPETITION RISK

INCREASED COMPETITION AND THE INABILITY TO REMAIN COMPETITIVE COULD AFFECT MARKET POSITION.

#### Risk mitigation

**The** Company worked closer with customers to develop products collaboratively.

**The** Company empowered employees to seek and eliminate operating inefficiencies, strengthening margins in the process.

**The** Company invested in renewable energy with the objective to moderate costs across the long term.



## RISK MANAGEMENT

### 03 PROCUREMENT RISK

ANY ERROR IN RAW MATERIAL AND SUB-COMPONENT PROCUREMENT COULD AFFECT VIABILITY.

#### Risk mitigation

**The** Company engaged in vendor rationalisation with the objective to enhance purchasing efficiencies.

**The** Company implemented an action plan to minimise an excessive dependence on specific vendors.

**The** Company grew volumes to procure material and sub-components more efficiently.



RISK MANAGEMENT

# 04 EXPORT RISK

ANY PRODUCT UNDER-PERFORMANCE CAN AFFECT THE COMPANY'S BRAND.

### Risk mitigation

The Company entered technology collaborations to enhance product and process competence.

The Company invested in extensive training to enhance product quality and process discipline.

The Company commissioned a full-fledged two-wheeler R&D centre at Hosur in December, 2013; it's R&D centre for passenger cars and commercial vehicles segment is expected to be operational by 2018.

The Company set up a dedicated team to focus on exports to South Asian, ASEAN, Middle East and Latin America.

The Company's products are exported to six continents and have made their presence felt in US, Italy, Japan, Iran, and Colombia, among others, especially in the OE and aftermarket spaces.



RISK MANAGEMENT

# 05 COMPLIANCE RISK

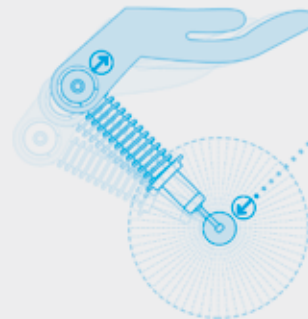
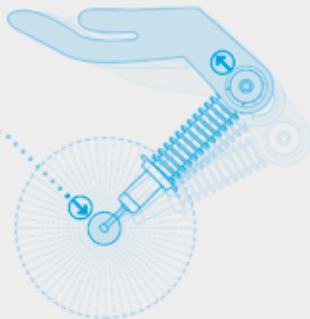
ANY NON-COMPLIANCE WITH DEMANDING REGULATORY REQUIREMENTS COULD IMPACT THE COMPANY'S BRAND.

### Risk mitigation

The Company conducts comprehensive checks to ensure that all transactions are correctly authorised, recorded and reported.

The internal control system is supplemented by an extensive array of internal audits, reviews of findings and assessment of improvement opportunities across business processes, systems and controls.

The Company is establishing an intranet-based software to derive a visual confirmation of compliance across its various plants.





# CORPORATE SOCIAL RESPONSIBILITY



**A**t Gabriel, we believe that inclusive growth is not a predetermined destination but a continuous journey; a journey fueled by the hands-on engagement of all stakeholders in the developmental process. The Company does its utmost to accomplish sustainable development across the realms of environment, health, education, social infrastructure and livelihood generation.

Gabriel supports activities conducted by the SNS Foundation, the social engagement arm of Anand Group. Over the years, it has been supporting development activities among communities in the vicinity of Gabriel's manufacturing bases.

Since the 1970s, Gabriel has been setting up facilities in economically disadvantaged areas in Northern, Western and Southern India. This has provided employment

opportunities for the youth, especially women, thereby helping develop unheard of towns into thriving industrial bases.

Gabriel has kept up the good work during the fiscal gone by in the following areas:

On 5<sup>th</sup> June, 2014, 40 trees were planted and 200 saplings were gifted to employees at the Chakan facility as a part of World Environment Day celebrations. The senior management led the way and encouraged others to join in planting saplings.

**Operationalised** the Solar Energy Harvesting Park – Phase I at the Chakan facility. This is one of the largest solar parks in Maharashtra and the first such installation within the Anand Group.

**In** association with the SNS Foundation, the Dewas team undertook vocational training in the area. The team worked with the rural

youth, inculcated basic computer skills, run hairstyling, beautician and nursing training programmes.

**The** Parwanoo team regularly visited the Himachal Primary School to address their basic needs, ran a dispensary and organised various medical camps for the poverty-stricken of the Parwanoo society.

**During** the festive season, Diwali and Christmas, many of the plants organised donation drives for clothing, books and toys. The Chakan and Khandsa plants engaged in month-long donation drives and orphanage and old age home visits, during the Joy of Giving Week.

**Gabriel** has been closely associated with the Blind School in Panjarpol, Moshi, situated on the outskirts of Pune. The employees spent time with children celebrating birthdays and fulfilling needs.

## Other initiatives

**Improving** the quality of education provided to 1,080 students in eight government primary schools part of the Parwanoo township

**Improving** quality of life for the residents of three low-income colonies of Parwanoo township – Sewanagar, Railway colony and Pole factory, an estimated population of 2,500.

**Financial** aid to the Municipal Committee of Parwanoo for the upkeep of the park and murals on the walls of the park.

**Improving** quality of education by supporting para teachers in the school to fill regular staff vacancies.

**Holistic** development of three villages of Jhambulpada, Sadadpada and Kharset in the Nashik district.

**Improvement** in the quality of education provided to 200 students at the village government high school in Perwa, Rajasthan.

**Four** health camps and one veterinary camp for Bherwa and surrounding villages in Rajasthan.

**Partnership** project of SNS Foundation and NABARD to promote rural entrepreneurship and micro-finance in Dewas, Madhya Pradesh.

**Renovation** of the science lab for classes VI - X at Pragati Vidyamandir, Talegaon.

**Training** in income-generating activities in Parwanoo, Pataudi, Sohna Rewari and Dewas benefiting 2,285 youth.

**Corporate** volunteering activities in Gurgaon.

# INNOVATION CONCOURSE

Former President of India and Bharat Ratna Hon'ble Dr. A.P.J Abdul Kalam was the chief guest at the Innovation Concourse 2014



Dr. A. P. J. Abdul Kalam addressing the audience at the Innovation Concourse



Dr. A. P. J. Abdul Kalam with innovators at the Innovation Concourse



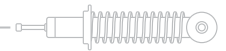
“I am very happy to address and interact with the technologists, engineers, managers, innovators, staff and guests present here at the Innovation Concourse of Gabriel India Limited at Pune today. I am happy to know that Gabriel India is providing end-to-end solutions since 1961 for shock absorbers with a range of products for automobiles and other systems. I am glad to know that it has six plants and 2,800 people with an average employee age of 28 years.”

“[...] When I visited the Innovation Concourse display, I was happy to see that the focus here is towards involving the younger generation in the journey of innovation. This is indeed important as the ignited mind of the youth, is the most powerful resource on the earth, above the earth and under the earth. The concept of identifying and nurturing ‘fire starters of innovation’ is indeed novel. I believe that this can revolutionise the system of innovation by creating islands of inspiration which can trigger chain reaction and create momentum.”

“[...] I am happy to know that many innovative projects such as to increase green technology content by 10% each year, carbon footprint reduction in supply chain to reduce total energy cost from ₹71 per set to ₹35 per set, reduce variance in job inventory to zero, inventory gross variance reduction in stores from 10 lac to 5 lac per quarter, eliminate rework at shox final assembly for twin tube models, among others are going on and many more are expected to come up in future.”

“[...] It reminds me the life of the great innovator, Thomas Alva Edison, who innovated and patented more than 2,300 designs and concepts such as the light bulb, phonograph, vote recorder, stencil pen, water splitter, underground conductors, and parts of dynamo, electric typewriter and many more. All these patents inspired thousands of entrepreneurs in his time and decades after his time, which took up the challenge of taking these innovations to the people and benefit their lives. Such is the power of a ‘fire starter’, and I am sure you all will emulate such examples.”

Excerpt from Dr. A.P.J Abdul Kalam’s speech at the Innovation Concourse held at Chakan, Pune on 4<sup>th</sup> December, 2014



## GREEN INITIATIVE

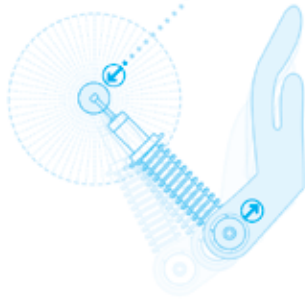


The installation of Solar Energy Harvesting Park – Phase I at Gabriel Chakan was completed and the facility started generating solar energy during FY15.

This is the first installation by the Anand Group and one of the largest solar parks in Maharashtra. The installation generates at its peak 400 kW, which is fed to the plant’s power line for instant consumption. The plant will help the Company reduce the consumption of power drawn from the State Electricity Board, while substantially reducing its carbon footprint. The estimated reduction in greenhouse gas emission (CO<sub>2</sub>) is equivalent to planting 70,000 mango trees i.e. 4,000 acres of plantation.

Through this endeavour, the Company reasserted its commitment towards going green.

# GABRIEL'S VISIBILITY



# BOARD OF DIRECTORS

The Board of Directors at Gabriel India Limited combine rich industry experience with a keen insight into evolving sectoral realities that help the Company climb the pinnacle of success in its industry space.



Deep C. Anand  
*Chairman Emeritus*



Anjali Anand  
*Non-Executive Chairperson*



Manoj Kolhatkar  
*Managing Director*



Rohit Philip  
*Non-Executive Director*



Atul Khosla  
*Non-Executive Independent Director*



Pradipta Sen  
*Non-Executive Independent Director*

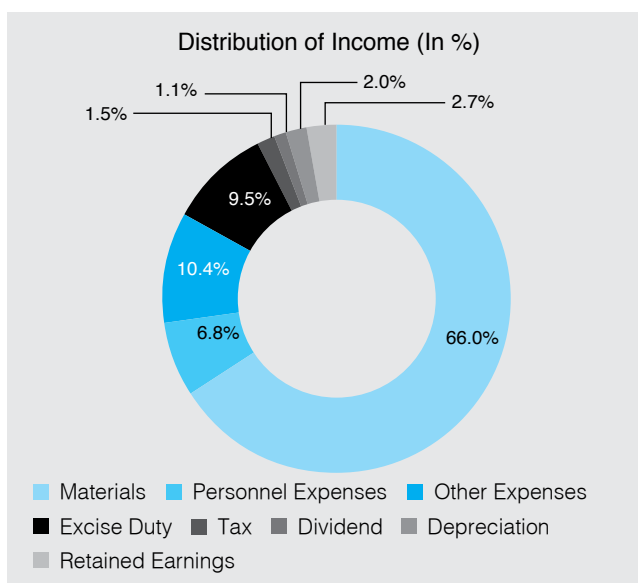
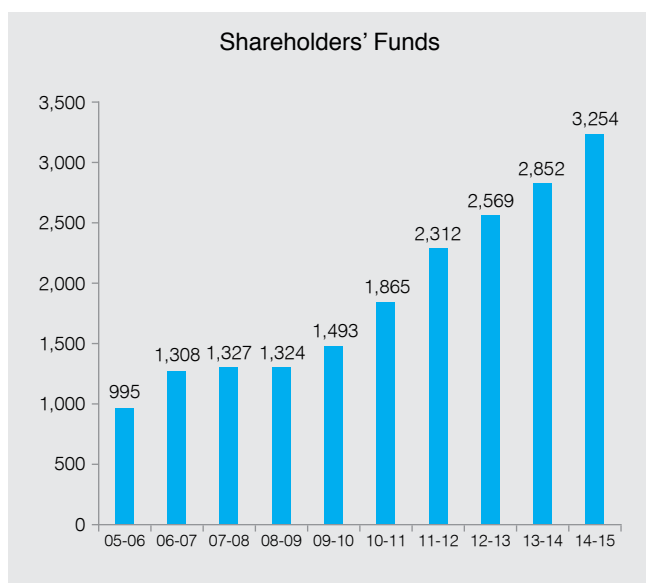


Aditya Vij  
*Non-Executive Independent Director*



# Financial Highlights

Particulars	2014-15	2013-14
Domestic Sales (₹ Million)	13,746.4	12,387.0
Export Sales (₹ Million)	552.0	358.2
Total Sales (₹ Million) (Net of Excise)	14,298.4	12,745.2
Profit Before Exceptional items & Tax (₹ Million)	841.5	599.6
PBT (Before Exceptional Items) as a % to Sales	5.9	4.7
Profit After Tax (₹ Million)	600.2	426.0
PAT as a % to Sales	4.2	3.3
Return on Capital Employed (%)	25.5	18.0
Book Value per Share (₹)	22.7	19.9
Earning per Share (₹) - Basic & Diluted	4.2	3.0
Dividend per Share (₹)	1.05	0.85



# Working results at a glance

(₹ in million)

Year	05-06	06-07	07-08	08-09	09-10	10-11	11-12	12-13	13-14	14-15
Share Capital	72	72	72	72	72	72	72	144*	144	144
Reserves & Surplus	923	1,236	1,255	1,252	1,421	1,794	2,241	2,425	2,708	3,111
Shareholders Funds	995	1,308	1,327	1,324	1,493	1,865	2,312	2,569	2,852	3,254
Loans	1,033	736	1,461	1,569	1,488	1,512	1,230	806	660	133
Deferred Tax Liability	195	106	104	106	141	157	133	111	96	105
Funds Employed	2,222	2,150	2,892	2,999	3,122	3,534	3,676	3,485	3,607	3,492
Fixed Assets(Gross)	2,729	2,251	2,786	3,218	3,479	3,933	3,966	4,658	5,046	5,273
Depreciation	1,352	1,070	1,193	1,306	1,514	1,724	1,791	2,040	2,249	2,565
Net Block	1,377	1,181	1,593	1,912	1,844	2,209	2,175	2,618	2,797	2,708
Investments	10	10	143	133	133	133	0	0	0	0
Net Current Assets	836	960	1,157	954	1,965	1,192	1,500	866	810	784
Net Assets Employed	2,222	2,150	2,893	2,999	3,122	3,122	3,676	3,485	3,607	3,492
Gross Sales	5,617	6,011	5,417	5,813	7,519	10,482	12,152	13,219	14,080	15,802
EBITDA	394	1,174	337	388	702	981	1,071	807	918	1,202
Interest	83	66	75	163	148	171	170	123	90	55
Depreciation	158	127	138	153	202	219	276	273	271	311
Profit/(Loss) Before Tax	153	981	124	72	352	591	624	412	558	835
Tax	64	250	47	16	112	120	94	30	132	235
Prior Period Items						17				
Profit/(Loss) After Tax	88	731	76	56	240	453	531	381	426	600
Dividend per Share	0.85	0.70	0.85	0.70	0.90	1.00	1.00	0.75	0.85	1.05
Earnings per Share	1.23	0.80	3.40	0.80	3.40	6.30	3.69	2.65	2.97	4.18
Million Nos.										
Production										
Shock Absorbers,										
Struts & Front Forks	10.9	12.4	11.8	10.8	14.6	18.4	19.6	19.7	22.2	24.0
Bimetal Bearings	9.2	-	-	-	-	-	-	-	-	-

\* 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

# Notice of Annual General Meeting

NOTICE is hereby given that the Fifty Third 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 Thursday, 30th July, 2015 at 2.30 p.m. to transact the following businesses:-

## Ordinary Business

1. To receive, consider and adopt the Financial Statements for the year ended 31st March, 2015 and Reports of Board of Directors and Auditors thereon.
2. To declare dividend.
3. To retire Mr. Rohit Philip (DIN 06625425), who retires by rotation, and has expressed his unwillingness to be so re-appointed and the vacancy so caused on the Board of Directors of the Company by his retirement be not filled up at the Annual General Meeting.
4. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting.

## Special Business

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

“RESOLVED THAT Mrs. Anjali Anand (DIN 02082840) an additional Non- Executive Director appointed by the Board of Directors in the Meeting held on 18th September, 2014 under Section 149 and 161 and related provisions of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014 and Clause 49 II of the Listing Agreement and holds office upto the date of the ensuing Annual General Meeting in respect of whom the company has received from a member, a notice in writing, under Section 160 of the Companies Act, 2013 along with a deposit of ₹1,00,000/- (Rupees one lacs only) proposing her candidature for the office of Director be and is hereby appointed as a Director of the company and that Mrs. Anjali Anand will be liable to retire by rotation.

RESOLVED FURTHER THAT Mrs. Anjali Anand is hereby appointed as the Chairperson of the Board as per section 149(1) (b) of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014”

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

“RESOLVED THAT Mr. Pradipta Sen (DIN 00051758) an additional Non- Executive Independent Director appointed by the Board of Directors in the Meeting held



on 18th September, 2014 under Section 149 and 161 and related provisions of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014 and Clause 49 II of the Listing Agreement and holds office upto the date of the ensuing Annual General Meeting in respect of whom the company has received from a member, a notice in writing, under Section 160 of the Companies Act, 2013 along with a deposit of ₹1,00,000/- (Rupees one lacs only) proposing his candidature for the office of Director be and is hereby appointed as a Director of the company and as per section 152(6)(e) Mr. Pradipta Sen would not be eligible to retire by rotation and to hold office for a period of 5 (five) consecutive years for a term upto July 29, 2020.”

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

“RESOLVED THAT Mr. Atul Khosla (DIN 02674215) was appointed as an additional Non- Executive Independent Director by the Board of Directors in the Meeting held on 10th November, 2014 under Section 149 and 161 and related provisions of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014 and Clause 49 II of the Listing Agreement and holds office upto the date of the ensuing Annual General Meeting in respect of whom the company has received from a member, a notice in writing, under Section 160 of the Companies Act, 2013 along with a deposit of ₹1,00,000/- (Rupees one lacs only) proposing his candidature for the office of Director be and is hereby appointed as a Director of the company and as per section 152(6)(e) Mr. Atul Khosla would not be eligible to

retire by rotation and to hold office for a period of 5 (five) consecutive years for a term upto July 29, 2020.”

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

“RESOLVED THAT Mr. Aditya Vij (DIN 03200194) was appointed as an additional Non- Executive Independent Director by the Board of Directors in the Meeting held on 31st March, 2015 under Section 149 and 161 and related provisions of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014 and Clause 49 II of the Listing Agreement and holds office upto the date of the ensuing Annual General Meeting in respect of whom the company has received from a member, a notice in writing, under Section 160 of the Companies Act, 2013 along with a deposit of ₹1,00,000/- (Rupees one lacs only) proposing his candidature for the office of Director be and is hereby appointed as a Director of the company and as per section 152(6)(e) Mr. Aditya Vij would not be eligible to retire by rotation and to hold office for a period of 5 (five) consecutive years for a term upto July 29, 2020.”

Place: Pune  
Date: May 20, 2015

By Order of the Board  
for **Gabriel India Limited**

**Registered Office:**

29th Milestone,  
Pune-Nashik Highway,  
Village Kuruli, Taluka Khed,  
Pune 410 501, Maharashtra, India  
CIN: L34101PN1961PLC015735

**Pranvesh Tripathi**  
Company Secretary

## Notes:

1. Member entitled to attend and vote at the Annual General Meeting 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 i.e 2.30 p.m. on Thursday, July 30, 2015
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 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, authorising their representative to attend and vote at the Annual General Meeting.
4. Members are requested to bring their attendance slip duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
5. In case of joint holders attending the Meeting only such joint holder who is higher in the order of name will be entitled to vote at the Meeting.
6. Voting through electronic means:  
Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Pvt. Ltd.

The Company has approached Karvy Computershare Pvt. Ltd for providing e-voting services through our e-voting platform. In this regard, your Demat Account/ Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process 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 e-voting period commences on Monday 27th July 2015 at 9.00 a.m. and ends on Wednesday 29th July 2015 at 5.00 p.m. During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also 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.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, 23rd July 2015. Any person, who acquires shares of the Company and becomes member of the Company after 26th June, 2015 i.e. the date considered for dispatch of AGM Notice and holding shares as of the cut-off date i.e. 23rd July 2015, may obtain the login ID and password by sending a request at [evoting.karvy.com](mailto:evoting.karvy.com).

The Company has appointed Ms. Savita Jyoti, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on 23rd July, 2015 being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialised form, as on the Cut-off date, may cast their vote electronically.

**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 overleaf. Your Folio No/DP ID Client ID will be your user ID.

<b>User – ID</b>	<b>For Members holding shares in Demat Form:-</b>
	a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID
	b) For CDSL :- 16 digits beneficiary ID
	<b>For Members holding shares in Physical Form:-</b>
	• Event no. followed by Folio Number registered with the company
<b>Password</b>	In case of shareholders who have not registered their email addresses, their User-Id and Password is printed overleaf.
<b>Captcha</b>	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.
- 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 authorised signatory (ies) who are authorised to vote, to the Scrutinizer through e-mail [savitajyoti@yahoo.com](mailto: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: 9.00 a.m. on 27th July, 2015 to 5.00 p.m. on 29th July, 2015 (both days inclusive).

Note: 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 Pvt. Ltd. at 040 67161500 or at 1800 345 4001 (toll free).
  - xv. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
  - xvi. The results of e-voting will be announced by the Company on its website and also informed to the stock exchanges.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, July 22, 2015 to Thursday, July 30, 2015 (both days inclusive).
  8. 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 Thursday, 30th July 2015. In respect of shares held in dematerialised 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 Thursday, 30th July 2015.
  9. Members are advised that respective bank details and address as furnished by them or by NSDL / CDSL to the Company, for shares held in the certificate form and in the dematerialised form respectively, will be printed on their dividend warrants as a measure of protection to Members against fraudulent encashment.
  10. Members holding shares in the 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 67161500 /1569/1576 ; Fax : 040 23420814, email : [einward.ris@karvy.com](mailto: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.
11. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact company or Karvy Computershare Pvt. Ltd. for assistance in this regard.
  12. Members holding dematerialised shares are requested to register /update their email address by providing the details as per the format mentioned below and send it back to us. They may also register / update their email address with their Depository participant and the same shall be deemed to have been registered with the company for the purpose of sending the said communications/documents;

**Name of the Shareholder(s):**

Client Id & DP Id.:

Email address:

Mobile No.(optional):

13. Members holding physical share certificates are requested to register /update their email address by providing the details as per the format given below and send it back to us.

**Name of the Shareholder(s):**

Folio No.:

Email address:

Mobile No.(optional):

14. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

15. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the amount of dividend for the financial year ended March 31, 2008, which remains unpaid or unclaimed, will be due for transfer to the Investor Education and Protection Fund of the Central Government later this year.

Members who have not encashed their dividend warrants for the financial year ended 31st March, 2008, or any subsequent years are requested to lodge their claim with the Company's Share Transfer Agents, Karvy Computershare Private Limited.

Members are advised that no claims shall lie in this respect once the unclaimed dividend is transferred to the Investor Education and Protection Fund.

16. Members desirous of making a nomination in respect of their shareholdings, as permitted by section 72 of the Companies Act, 2013, are requested to write to the

Share Transfer Agent of the Company in the prescribed form.

17. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

18. Additional particulars of Directors eligible for appointment pursuant to Clause 49 of Listing Agreement are mentioned in the enclosed Annexure A.

Place: Pune

Date: May 20, 2015

By Order of the Board  
for Gabriel India Limited

**Registered Office:**

29th Milestone,  
Pune-Nashik Highway,  
Village Kuruli, Taluka Khed,  
Pune 410 501, Maharashtra, India  
CIN: L34101PN1961PLC015735

**Pranvesh Tripathi**  
Company Secretary

## Annexure to Notice

### Explanatory Statement as Required under Section 102 of the Companies Act 2013

#### ITEM NO. 5

#### Appointment of Mrs. Anjali Anand as a Non-Executive Director

The Companies Act, 2013, Companies (Management and Administration) Rules, 2014 and Listing Agreement make it mandatory for a listed company to appoint a woman director on the Board of the Company.

The Board of Directors in their meeting held on 18th September, 2014 had appointed Mrs. Anjali Anand as a

director on the Board of the Company and she holds office upto the date of the ensuing Annual General Meeting. The Company has received a notice, in writing, from a member along with deposit of ₹100,000/- (Rupees One Lacs Only) under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Anjali Anand for the office of director of the company.

Mrs. Anjali Anand is not disqualified to be appointed as a director as per the provision of Section 164 of the Companies Act, 2013 and has given a consent to act as a director.

Mrs. Anjali Anand is the Chairperson of ANAND Supervisory Board. With twenty one global alliances, nineteen companies spread across 51 locations, ANAND Group is among the country's leading manufacturers and suppliers of automotive systems and components. Mrs. Anjali Anand is also the Creative Director of business vertical of ANAND Group in hospitality called SUJAN, operating exclusive luxury hotels.

Mrs. Anjali Anand was educated at Aiglon College, Switzerland and thereafter received a Bachelor's and Master's degree from the prestigious Central Martin's School of Art and Design in London. Since her graduation, Mrs. Anjali Anand has been actively involved in a diverse range of responsibilities within ANAND Group."

Your directors feel that the company would benefit from the rich and varied experience possessed by Mrs. Anjali Anand, and therefore recommend her appointment.

Except Mrs. Anjali Anand, none of the Directors, Key Managerial personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

#### ITEM NO. 6.

##### **Appointment of Mr. Pradipta Sen as a Non-Executive Independent Director**

Mr. Pradipta Sen was appointed as an Additional Non-Executive Independent Director on the Board of the Company with effect from 18th September, 2014 as per the provisions of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014 and Listing Agreement and he holds office upto the date of the ensuing Annual General Meeting.

The Company has received a notice, in writing, from a member along with deposit of ₹100,000/- (Rupees One Lacs Only) under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Pradipta Sen for the office of director of the company.

Mr. Pradipta Sen is not disqualified to be appointed as a director as per the provision of Section 164 of the Companies Act, 2013 and has given a consent to act as a director.

Mr. Pradipta Sen has been the president for India, Middle East and Africa region of Emerson, a Fortune 500 company into manufacturing products and engineering services.

Prior to his current challenge, he was the president of Emerson India for a decade, where he was instrumental in establishing and growing company's sales and presence. Prior to joining Emerson, he spent 16 years with General Electric in leadership roles

Along with his current role at Emerson, Mr. Pradipta sits on the Board of various Emerson subsidiary companies like Emerson Process Management India Pvt Ltd, Emerson Climate Technologies Ltd to name a few. He is also director in other companies like Hiross India Pvt Ltd. Mr. Pradipta holds a bachelor's degree in engineering from BITS, Pilani.

Your directors feel that the company would benefit from the rich and varied experience possessed by Mr. Pradipta Sen, and therefore recommend his appointment.

Except Mr. Pradipta Sen, none of the Directors, Key Managerial personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

#### ITEM NO. 7

##### **Appointment of Mr. Atul Khosla as a Non-Executive Independent Director**

Mr. Atul Khosla was appointed as an Additional Non-Executive Independent Director on the Board of the Company with effect from 10th November, 2014 as per the provisions of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014 and Listing Agreement and he holds office upto the date of the ensuing Annual General Meeting.

The Company has received a notice, in writing, from a member along with deposit of ₹100,000/- (Rupees One Lacs Only) under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Pradipta Sen for the office of director of the company.

Mr. Atul Khosla is not disqualified to be appointed as a director as per the provision of Section 164 of the Companies Act, 2013 and has given a consent to act as a director.

He is an eminent Senior Executive with an illustrious career in the corporate sector. He has a proven track-record of advising Indian and global clients in their strategic choices and building successful businesses in India.

Mr. Khosla was the founding project manager and helped conceptualise the Indian School of Business (ISB), Hyderabad. He is a guest speaker at several leading Indian and global business schools including INSEAD, IIM Ahmedabad, IIM Lucknow, IIM Bangalore, ISB, JBIMS, IIT Bombay and IIT Kanpur among others.

Handling illustrious client projects has seen Mr. Khosla work in the following areas: develop enterprise risk management and new strategy; make governance structure, performance measurement and rewards structures; outsourcing operations; company-wide cost reduction and product profitability; India entry strategy; company-wide cost reduction and procurement programme.

Your directors feel that the company would benefit from the rich and varied experience possessed by Mr. Atul Khosla, and therefore recommend his appointment.

Except Mr. Atul Khosla, none of the Directors, Key Managerial personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

## ITEM NO. 8

### Appointment of Mr. Aditya Vij as a Non-Executive Independent Director

Mr. Aditya Vij was appointed as an Additional Non-Executive Independent Director on the Board of the Company with effect from 31st March, 2015 as per the provisions of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014 and Listing Agreement and he holds office upto the date of the ensuing Annual General Meeting.

The Company has received a notice, in writing, from a member along with deposit of ₹100,000/- (Rupees One Lacs Only) under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Pradipta Sen for the office of director of the company.

Mr. Aditya Vij is not disqualified to be appointed as a director as per the provision of Section 164 of the Companies Act, 2013 and has given a consent to act as a director.

Mr. Vij has a rich management experience spanning three decades in the corporate world with a proven track record of developing and turning around businesses in various leadership positions.

He served as the Chief Executive Officer at Fortis Healthcare Limited from July, 2011 to November, 2014. He also served as the Chairman of the Board of Fortis Malar Hospitals Limited from 2011 to 2014. He joined Fortis Healthcare from Punj Lloyd where he held the position of Group President - Defense, a role in which he was responsible for setting up the Defense and Nuclear Power verticals for the Group.

Prior to Punj Lloyd, Mr. Aditya Vij had a distinguished innings of 18 years with General Motors, across five countries in Europe and Asia. He served as an Executive Director of Sales, Marketing and After-Sales at General Motors Europe AG. One of his significant achievements at GM was the turnaround of the India business into a profitable entity, the successful launch of the Chevrolet brand in India, the expansion of production capacity at the car manufacturing plants several-fold, the establishment of an Engineering and R&D Centre for Global competitiveness and the setting up of a shared services centre for GM Units worldwide.

Your directors feel that the company would benefit from the rich and varied experience possessed by Mr. Aditya Vij, and therefore recommend his appointment.

Except Mr. Aditya Vij, none of the Directors, Key Managerial personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

## ANNEXURE – ‘A’

Details of Director seeking appointment at the ensuing Annual General Meeting  
(In pursuance of Clause 49 VIII (A) of Listing Agreement)

### 1. Mrs. Anjali Anand

<b>Name of Director</b>	<b>Mrs. Anjali Anand</b>
Date of Birth	10.08.1981
Date of Appointment	18.09.2014
Expertise in Functional Area	Entrepreneur
Qualifications	Bachelor's and Master's degree from the prestigious Central Martin's School of Art and Design in London.
List of other Companies in which Directorships held:	1. Sujan Art Pvt. Limited 2. Anand Automotive Pvt. Limited
Memberships/ chairmanships of Committees of Directors of the Company	1. Corporate Social Responsibility Committee 2. Nomination and Remuneration Committee
Memberships/Chairmanships of Committees of Directors of other Companies	

### 2. Mr. Pradipta Sen

<b>Name of Director</b>	<b>Mr. Pradipta Sen</b>
Date of Birth	07.10.1958
Date of Appointment	18.09.2014
Expertise in Functional Area	Professional
Qualifications	B.E. from BITS, Pilani
List of other Companies in which Directorships held:	1. Emerson Climate Technologies India Ltd 2. Emerson Network Power India Pvt.Ltd 3. Control Techniques India Pvt.Ltd. 4. Emerson Process Management India Pvt Ltd 5. Daniel Measurement Solutions Pvt Ltd 6. Emerson Process Management Power & Water Solutions Pvt Ltd 7. Emerson Industrial Automation Electric Power Generation Pvt Ltd 8. Emerson Process Management Chennai Pvt Ltd
Memberships/ Chairmanships of Committees of Directors of the Company	1. Audit Committee 2. Nomination and Remuneration Committee
Memberships/Chairmanships of Committees of Directors of other Companies	1. Emerson Climate Technologies India Limited 2. Control Techniques India Pvt. Limited 3. Daniel Measurement Solutions Pvt. Limited 4. Emerson Industrial Automation Electric Power Generation Pvt. Limited



**3. Mr. Atul Khosla**

<b>Name of Director</b>	<b>Mr. Atul Khosla</b>
Date of Birth	26.09.1970
Date of Appointment	10.11.2014
Expertise in Functional Area	Advisor
Qualifications	B. Tech, MBA-Finance
List of other Companies in which Directorships held:	1. Innohive Softech India Pvt Ltd 2. Shoolini Lifescience Pvt Ltd
Memberships/ Chairmanships of Committees of Directors of the Company	1. Stakeholders' Relationship Committee 2. Nomination and Remuneration Committee
Memberships/Chairmanships of Committees of Directors of other Companies	1. Ranbaxy Limited 2. ITC Limited

**4. Mr. Aditya Vij**

<b>Name of Director</b>	<b>Mr. Aditya Vij</b>
Date of Birth	24.10.1958
Date of Appointment	31.03.2015
Expertise in Functional Area	Professional
Qualifications	CA, MBA
List of other Companies in which Directorships held:	1. JAM Holding Private Limited 2. Visa SunCoke Limited
Memberships/ Chairmanships of Committees of Directors of the Company	1. Stakeholders' Relationship Committee 2. Nomination and Remuneration Committee
Memberships/Chairmanships of Committees of Directors of other Companies	1. JAM Holding Pvt. Limited

# Directors' Report

To,  
The Members,

Your Directors take pleasure in presenting the 53rd Annual Report on the business and operations of the Company, together with the Audited Financial Statement for the year ended March 31, 2015.

Your Company reported attractive growth in its topline and bottom line, the slowdown in the Indian economy notwithstanding. This counter-trend performance is the result of proactive capacity and capability investments, deepening on core competence, stronger customer orientation, opportunity responsiveness, robust Balance Sheet and extensive de-risking.

## 1. Financial Results

(Amount in ₹)

Particulars	Year ended March 31, 2015 (₹ Million)	Year ended March 31, 2014 (₹ Million)
Net Sales	14,298.40	12,745.21
Earnings before interest, tax and Depreciation & amortisation (EBITDA)	1,201.60	918.27
Finance cost	54.80	89.96
Depreciation	311.32	270.73
Profit/(Loss) before tax(PBT)	835.48	557.58
Provision for taxation		
- Current	193.43	108.10
- Deferred Tax	41.81	23.49
Profit/(Loss) after tax (PAT)	600.24	425.99
Profit/(Loss) Account balance at the beginning of the year	2,032.44	1,828.40
Profit available for appropriations	2,632.68	2,254.39
Appropriations:		
Dividend on Equity Shares	64.64	122.10
Tax on dividend	13.23	20.75
Transferred to General Reserves		62.79
Profit/(Loss) Account balance at the end of the year	2,554.81	2,048.75

## 2. Highlights of our performance

The Company recorded total sales of ₹14,298.40 Million (₹12,745.21 Million in 2013-14), registering a growth of 12%, which outperformed the auto industry growth of 7.2% during the year under review. The Company reported a 30.85% growth in EBITDA, largely on account of volume growth in the two-wheeler segment, higher exports and expense control. The result was a Profit after Tax of ₹600.24 Million (₹425.99 Million in 2013-14), which represented a 40.9% growth over the previous year. The Earnings per Share increased to ₹4.18 from ₹2.97 per share in 2013-14.

What is creditable is that the various economic and sector challenges notwithstanding, the Company reported an improvement in EBITDA margins – from 7.04% in the first quarter of the year under review to 8.34% in the last quarter. The result is that the Company's annual EBITDA margin strengthened from 7.14% in 2013-14 to 8.32% in 2014-15.

### Two/three-wheeler

The Company reported ₹8,869.3 Million in revenues from this segment during the year under review, which was a 18% growth over the previous year. The Company's two/three-wheeler accounted for 62% of total revenues compared to 59% in 2013-14. The Company accounted for a larger share of the wallet of prominent customers like TVS, Honda and Yamaha.

### Passenger cars

The Company's revenues contracted by 2% during the year following 3.9% industry growth in the passenger vehicle segment. The Company's passenger cars accounted for 26% of total revenues compared to 30% in 2013-14. The

Company addressed the needs of respected customers like Maruti Suzuki India Ltd, Mahindra & Mahindra Ltd., Volkswagen and Toyota Kirloskar.

### Commercial vehicle and railways

The Company reported ₹1,569.5 Million in revenues from this segment during the year under review, which was a 15.5% growth over the previous year. The commercial vehicle and railways accounted for 11% of the total revenues.

### Exports

Over the years, the Company strengthened its research, product customisation, technology arrangements, quality and cost management not only to address the available opportunity in India but also to carve out a growing share of global opportunities.

The Company's increasing focus on exports was inspired by a need to progressively de-risk revenues from an excessive dependence on the domestic geography, increased sales and graduate to superior economies, enhancing competitiveness.

The Company's exports increased from ₹358.23 Million in 2013-14 to ₹552 Million in 2014-15 i.e. a growth of correspondingly, exports as a proportion of sales increased from 3% in 2013-14 to 4%.

During the year under review, the Company received an export order from Mahindra GenZe USA (electric scooter developed, made and manufactured in Michigan by Mahindra USA used for campus movements for R-scooter–Amphere). The Company also won an export order for commercial vehicle from ASEAN region where production will commence from December 2015.

## After-market

The after-market domestic segment reported revenues of ₹1,622 Million in 2014-15, a 15% growth over the previous year. Revenues from the after-market as a proportion of sales increased from 11.1% in 2013-14 to 11.3% in 2014-15. The growth in this segment was mainly derived from launch of new products and entry into new geographies.

The Company strengthened its brand and retailer-connect through the launch of the first-of-its-kind Elite Retailer programme which was conducted across 198 retailers in 2014-15.

## 3. Business Outlook

The prospects of the Company appear reasonably optimistic for a number of reasons.

The forecast for 2015-16 is expected to be marginally better even as double-digit sectoral growth may be elusive. With the government's 'Make in India' initiative likely to strengthen the case for manufacturing and moderate GDP growth expected, the Indian auto sector appears poised for a reasonable improvement. The Company's performance in aftermarket and exports is expected to do better on the bench of improved thrust and focus.

## 4. Operations

Your Company is pleased to report that a high operating efficiency across its various manufacturing plants represented the bedrock of its success. This operating efficiency was marked by process improvements, constant benchmarking with available best practices, technology collaborations, employee training and a conducive working environment.

**Parwanoo (Himachal Pradesh):** This plant manufactures GRC shox, SOQI shox, McPherson struts and front forks. The plant strengthened its 5S and energy management, moderating energy costs per unit. The plant added a number of aftermarket products and reported a significant improvement in leveraging the Heijunka production system.

**Khandsa (Haryana):** It addresses the growing requirements of Maruti Suzuki, its single largest customer. During the year under review, the Company widened its product diversity, making it possible to address the needs of other customers as well. The plant retained its competitive edge through the

sustained implementation of Lean Manufacturing concepts, which translated into enhanced line efficiency, human productivity and material economy. The plant received an award at the Quality Circle competition (QCFI-Delhi Chapter) and appreciation by Honda Cars India Limited for the best Quality Circle practices and team working, among others.

**Chakan (Maharashtra):** The plant is adequately empowered through relevant global quality certifications like TS 16949, ISO 14001, OSHAS 18001 and VDA 6.3. The plant strengthened its manufacturing competencies by setting new benchmarks, which were recognised through awards from reputed customers and other prominent agencies. The plant was showcased as a benchmark plant by Toyota, Honda and Volkswagen to their other suppliers.

The Company strengthened its holistic responsibility through the installation of state-of-art technologies and processes (chrome plating, painting, laser welding and component cleaning) as well as the installation of a solar plant (for captive consumption), moderating the carbon footprint and making the plant a showcase for the 'Best Green Initiative'. The plant also won a prestigious green initiative award from the reputable Dr. R.J.Rathi and the DSK Energy Gold Award.

The plant won a number of awards across categories for incorporating best practices in AHPS, EHS and MSES; it was provided a Toyota commendation certificate for achieving quality targets. The plant won the coveted gold award at the national level in Total Employee Involvement from ACMA, the Par Excellence Award in Quality Circle and the Gold and Silver Award in Safety from QCFI.

**Aluminum Casting Facility, Chakan (Maharashtra):** This facility continued to report year-on-year improvement in efficiency and energy management systems, winning the prestigious 'Trailblazer Innovation Award' within Anand Group. The plant strengthened its quality and competitiveness related to the manufacture of specialty aluminum castings for front forks. The facility focused on enhancing plant efficiency, quality and carbon foot print reduction. It developed the new front fork outer tube casting for Honda Motors & Scooters as well as new products for Yamaha and Royal Enfield. The plant is also focusing on backward integration by manufacturing Special Aluminum Alloy AC4D within the facility in this financial year.

**Ambad (Maharashtra):** The plant set quality benchmarks and won customer appreciation through the BAL TPM Excellence Award and Honda National Level Quality Circle Award; it won industry appreciation through the Platinum Award from FICCI (second time) in 2013. The plant received the Gold Award at the National Level ACT Summit 2015 for Best Quality Case Study, first prize in the Kaizen Competition organised by ACNA West Region and first prize in the Regional Quality Circle Competition (organised by HMSI 2 & 4 wheeler).

**Dewas (Madhya Pradesh):** The plant retained its topline despite a demand decline for commercial vehicles, excelling across a number of performance ratios. The Dewas plant focused on the upgradation of facilities; it embarked on the VSME journey to create a win-win customer-supplier proposition. The plant was acknowledged among the five best technology suppliers by VECV. The plant was the prime contributor in the Company winning the Mahindra – SPD Best Supplier Award. The plant received the letter of intent for an export breakthrough order from Isuzu (commercial vehicles). The Dewas plant continued to strengthen its dominance in the domestic commercial vehicles segment through an increased share of business from longstanding and emerging OEMs.

**Hosur (Tamil Nadu):** The plant, the Company's largest, reported substantial improvements in lean manufacturing and operational decongesting. The plant focused on process improvement, automation, vendor reduction and capacity enhancement for shock absorbers.

**Malur (Karnataka):** This plant reported a 118 % increase in volumes. The Company's new facility commenced

production in May 2013 to service the growing needs of Honda Motorcycles & Scooters India. The plant achieved cost reduction, which was recognised through VAVE [Value Added Value Engineering] award for 2014-15 from Suzuki Motorcycles and Scooters India Pvt Ltd

**Sanand (Gujarat):** The plant continues to service the needs of TATA Nano programme.

**Aurangabad (Maharashtra):** The satellite plant represents a manufacturing and assembly extension to the Ambad plant for addressing the large requirements of Bajaj Auto.

## 5. Dividend

Your Directors had declared an interim dividend of ₹0.45 per equity share of rupees one each (previous year ₹0.35). This dividend amounted to ₹64.64 Million (previous year ₹50.28 Million). This was distributed to shareholders, whose names appeared on the Register of Members as on 22nd November, 2014. Your Directors further recommended for the approval of shareholders a final dividend of ₹0.60 per equity share of rupees one each (previous year 0.50 per equity share of rupees one each).

The proposed dividend will amount to ₹86.20 Million (previous year ₹71.82 Million). The dividend, subject to its declaration, will be distributed to shareholders whose names appear on the Register of Members on July 30, 2015.

During the year under review, the unclaimed dividend pertaining to the financial years 2005-06 and 2006-07 was transferred to the Investor Education and Protection Fund following a due notice to members.

## 6. Share capital

The paid-up Equity Share Capital as on March 31, 2015 was ₹143.6 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, 2015.

Sr. No.	Name of Director	Shareholding	% of Holding
1	Mrs. Anjali Anand	641,942 shares	0.45%
2	Mr. Manoj Kolhatkar	4,000 shares	0.01%

## 7. Deposits

The Company was accepting public deposits as per the provisions of the Companies Act, 1956 till 31st March, 2014. In compliance with the provisions of Section 73 and 74 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, the Company re-launched the Public Deposit Scheme from 9th January, 2015 (brief details below)

Sr. No.	Details	Amount (₹ in Millions)/Remark
i	Public deposits accepted during the year	1.26
ii	Deposits that remained unpaid or unclaimed as at the end of the year	4.45
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	116.11

## 8. Meetings of the board

The Board of the Company comprised six Directors as on 31st March, 2015. The Board comprised of Mrs. Anjali Anand, Mr. Manoj Kolhatkar, Mr. Pradipta Sen, Mr. Atul Khosla, Mr. Aditya Vij and Mr. Rohit Philip. The details of the meetings held during the financial year under review are mentioned below.

Sr. No.	Date of meetings	Board strength	No. of Directors present
1	14th May, 2014	6	5
2	8th August, 2014	6	6
3	18th September, 2014	5	5
4	10th November, 2014	6	5
5	30th January, 2015	6	6
6	31st March, 2015	6	6

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

## 9. 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 Anand	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. Rohit Philip	06625425	Non-Executive Director

Pursuant to Section 149(10) of the Companies Act, 2013 the appointment of the Non-Executive Independent Directors is proposed in the Annual General Meeting for a period of five years. The details of the Directors who are proposed to be appointed in the ensuing Annual General Meeting forms part of the Corporate Governance Report.

During the year under review, the following changes occurred in the constitution of the Board of Directors.

Sr. No.	Name of Director	Designation	Date of appointment	Date of resignation
1	Mr. Deepak Chopra	Chairman	21st May, 2008	18th September, 2014
2	Mr. Rajeev Vasudeva	Non-Executive Independent Director	12th November, 2008	9th August, 2014
3	Mr. H R Prasad	Non-Executive Independent Director	14th March, 2011	18th September, 2014
4	Mr. Gurdeep Singh	Non-Executive Independent Director	28th July, 2009	18th September, 2014
5	Dr. Arun Jaura	Non-Executive Independent Director	18th September, 2014	30th January, 2015

The Board of Directors deeply appreciates the contribution of Mr. Deepak Chopra, Mr. Rajeev Vasudeva, Mr. HR Prasad, Mr. Gurdeep Singh and Dr. Arun Jaura, who resigned from the Board during the year under review. The resigning Directors provided valuable guidance that benefited the Company.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Article 123 of the Articles of Association, Mr. Rohit Philip retires by rotation. Mr. Rohit Philip has expressed his unwillingness to be re-appointed so and Company proposes not to fill the vacancy so caused on the Board of the Company at the forthcoming AGM in terms of the Section 152 of the Companies Act, 2013.

## 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	Dr. Arun Jaura*
4	Mr. Aditya Vij

\* Resigned from the Board w.e.f. 30th January, 2015

## C. Formal evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Clause 49 of the Listing agreement, the Board carried out an annual evaluation of its own, 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 Committee was constituted as per the provisions of the Companies Act, 2013 and the Listing Agreement. 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. Rohit Philip	06625425	Non- Executive Member

#### E. Key managerial personnel

During the year under review, there has been a change in the Key Managerial Personnel of the Company. The details of the same are as enlisted below:

Sr. No.	Name of key managerial personnel	Designation	Date of appointment	Date of resignation
1	Mr. Sarang Deshpande	Company Secretary	12th August, 2013	9th December, 2014
2	Mr. Pranvesh Tripathi	Company Secretary	30th January, 2015	-

#### 10. Remuneration to directors and remuneration policy

Remuneration is being paid to the Managing Director under Section 197 and 198 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Company laid down a Nomination and Remuneration Policy, which was duly approved by the Board in its meeting held during the year under review. The remuneration in all forms that would be paid to the Managing Directors would be in compliance with the said policy. The remuneration to Non-Executive Independent Directors in the form of commission and sitting fees would also be paid in terms of the said policy. The disclosure of the details of the Remuneration Policy forms part of the Corporate Governance Report.

#### 11. 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.

#### 12. 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.

#### 13. Internal control systems and their adequacy

The Company has satisfactory internal control 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.

#### 14. Business risk management

There exists good opportunities in Export in both OEM and Aftermarket segments. By establishing network in all six continents, Gabriel has taken steps to capitalise on in this opportunity.

In the domestic market, there exists an opportunity of increasing business shares through consistent delivery of quality and innovative new products. Gabriel has already embraced innovation as a key initiative which will help in the above.

The entry of Global OEM's in heavy commercial vehicle segment is likely to bring in a positive change in terms of



product performance, reliability and safety. Your company's leadership position in this segment will hold it in good stead.

In the competitive auto environment like most Tier- I industries Gabriel also has several threats. The new competition in the suspension industry is going to put pressure for developing competitive products with high performance, quality and longer life. Most of the OEM's are trying to leverage upon these aspects to sell more vehicles.

The Company's business is exposed to many internal and external risks. To address same in a systematic manner, Company had engaged an external professional agency to help identify key risks for the organisation. They have interviewed more than 30 senior officials & identified key risks faced by organisation. The some of the key risks identified are threat to market share due to global competition, procurement of few components, talent acquisition, technology, regulatory compliance. The risks have been reviewed by senior management and short term & long term risk mitigation plans have been identified. A Risk Committee has been formed under Chairmanship of CFO which will meet quarterly & present the progress on mitigation plans to the Board.

#### The Key risks of the organisation are:

##### (i) Threat to market share due to Global competition

Due to growing Indian market, global players have started operations in India which poses a strong competition for new business. To compete with these competitors, company is focusing on cost reduction with centralised sourcing. The company will also focus on technology upgrade and R & D is working closely with the customers to offer customised solutions. We are also exploring for a technology partner in the Commercial Vehicle segment. The company is also focusing on improving its product quality with focus on internal manufacturing and vendor processes.

##### (ii) Procurement Risk

As the company is spread across India, it leads to dependency on small localised vendors. For some key parts, the company operates with few single sourced suppliers which pose threat of production continuity.

Company is taking adequate steps like vendor rationalisation by consolidating requirement at pan

India level thereby reducing dependency on small local vendors looking into aggressive growth plans. The company has also initiated actions for mapping the capabilities of the vendors on various parameters. It proposes to evaluate same for plugging the risks and rationalising of vendor base.

##### (iii) Risk of Global Competition in Exports

Looking into vast export potential in OEM as well as After Market segment, exports is one of the key focus areas for the company. To achieve aggressive export targets drawn for next 5 years, company forecasts concern over inducting technology or produce designs in line with target market requirements.

Technology road map is in place for these requirements for the next 5 years and work has already commenced. We have also mooted a strong drive to improve quality of current products to compete in Global markets.

##### (iv) Talent Acquisition Risk:

Attracting & retaining talent is key area for the management & various activities are carried out like effective induction, continuous training & management interactions to keep the attrition under control. Besides rewards & recognition company tries to enhance the engagement with the team through learning opportunities, 360 degree feedback & cross functional exposure.

##### (v) Technology Risk:

The company will continue to face strong competition from domestic and foreign players in this segment on latest and developing technology. To mitigate said risk, our company has a strong base in technology and also works with different technology support partners in different segments on different platforms. Our R & D efforts are oriented towards improvement in existing product & process capability that can produce value added products at competitive cost.

##### (vi) Regulatory & Compliance Risk

As the company operations are spread over the country and are exposed to various compliance requirements of different laws and statutes. The Company is conscious of said risk and has a proper & adequate system of internal control to review and monitor compliances. The

internal control system is supplemented by an extensive programme of internal audits, reviews of the findings by management & also assesses opportunities for improvement in business processes, systems & controls for regulatory compliance.

The company will be monitoring above and other risks on a regular and systematic basis.

## 15. Related party transactions

Pursuant to the requirement of Section 188 of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered by the Company with the Stock Exchanges, the Company established a Related Party Transaction Policy, which intends to ensure the proper approval and reporting of transactions between the Company and related parties. Such transactions are held to be appropriate only if they are in the best interest of the Company and its shareholders.

All the related party transactions of the Company were routed through the said policy and through the Audit Committee as per the requirements of the Companies Act, 2013. A policy on the related party transactions, duly approved by the Board, was posted on the website of the Company.

The Company is required to disclose in the Financial Statements certain transactions between the Company and related parties as well as policies concerning transactions with related parties. Accordingly, the particulars, as required to be disclosed under Section 188 (1) of the Companies Act, 2013 read with rule 8 (2) of the Companies (Accounts) Rules, 2014, were annexed as Annexure B to the report in Form AOC 2.

## 16. Corporate social responsibility

The Company invested in corporate social responsibility initiatives for societal betterment. It continued to work actively in enhancing life quality and enabling livelihoods as a responsible corporate citizen. The Company supported social initiatives through field level activities, which helped foster a 'spirit of giving' among neighbourhood corporates/partners. The Company invested in vocational training, health and educational accessibilities. All activities were conducted through the Sant Nischal Singhji Foundation. SNS Foundation is a charitable Trust which has been sanctioned tax exemption under Income Tax Act, 1961. Its

activities are aimed at skills development for employability and empowerment of women, elementary education of most unreached categories of children living in slums, etc. This includes actions for preventing spread of HIV/AIDS amongst migrants and industrial workers. SNS Foundation is a social engagement arm of Anand Group.

The company has spent ₹10.85 Million on CSR Activities as required by the Act. Further, 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 was posted on the Company's website. Further, the detailed report on the CSR activities is annexed as 'Annexure C'.

## 17. Sustainable development

The Company is working towards making the world greener and cleaner. The Company embarked on extensive tree planting in 2011, an activity that has sustained. It harnessed renewable energy through a solar park in Chakan plant, invested in eco-friendly paint line equipment, reduced energy consumption, sourced green wind energy, utilised waste heat to improve equipment efficiency and focused fossil fuel conservation.

## 18. Technology

The Company continued to collaborate with KYB Japan and YHSJ for various models on a platform basis. During the year under review, the Company signed a technical license agreement with KONI B.V. to deliver high technology automotive products to the Indian market in lesser time. KONI develops, manufactures and markets high performance shock absorbers for all types of cars and commercial vehicles.

The Company continued to invest in R&D and testing facilities to facilitate robust design, faster new products launch and higher customer satisfaction, which was reflected in awards from OEM customers.

The Company intends to emerge as a complete solutions provider for suspension systems. In line with this stated goal, the Company developed a new R&D Centre for two-wheelers at Hosur in December 2013. The Company has a dedicated R&D facility for passenger cars and commercial vehicles in Pune. These Centres will generate advanced products and

features following robust testing with the objective to deliver reliable defect-free products. The Centres provided research professionals with a creative and innovative environment that enhances the speed, responsiveness and quality of product development leading to stronger customer satisfaction.

## 19. 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 given by way of an Annexure D to this Report.

## 20. Employee relations

'Gabriel India Limited' has been recognised by Great Place To Work® as one of India's Best Companies To Work For – 2015, and has been ranked as the Best Place to Work in the industry and amongst the Top 50 Companies to Work for in India. The Great Place To Work® ranking is considered the most definitive employer-of-choice and workplace quality recognition that an organisation can receive. We believe that being a great workplace is a way of life and is a continuous journey.

To achieve higher productivity levels and employee value addition we have taken many initiatives for our Operating Engineers and Staff. These initiatives include skill enhancement, technical training and soft skills development.

With the aim of preparing the company for high growth in the coming year, we have continued emphasis on focused coaching & guidance for our talent pool. The Company continues its initiative in employee development by way of the leadership programme, Anand Leadership Development Programme (ALDP), with support from the Anand Group.

We have also initiated a Behavioral Model pledge during our annual goal setting exercise, to inculcate the core value of "delivery on promise".

Further, employee relations remain cordial at all locations.

## 21. Significant and material orders passed by the regulators or courts

There were no significant 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.

## 22. 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 Clause 49 of the Listing Agreement with the Stock exchanges, is annexed thereto.

## 23. Auditors

### Statutory Auditors

BK Khare & Co., Chartered Accountants, Auditors of the Company, will retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have furnished a Certificate under Section 141 of the Companies Act, 2013 to the effect that the proposed appointment, if made, would be in accordance with Sections in Companies Act, 2013

### 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 annexed herewith as 'Annexure E'. The Company is taking action for filing an E-Form MGT-14.

## 24. 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 annexed herewith as 'Annexure F'.

## 25. Particulars of employees

As required under Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the particulars of employees were set out. In terms of Section 136 of the Companies Act, 2013, the report and accounts were sent to members and others entitled thereto, excluding information on employees' particulars, which are available

for inspection by members at the registered office of the Company during business hours on working days of the Company upto the date of ensuing Annual General Meeting.

## 26. 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 and of the Profit and Loss Account of the Company for that period
3. The Directors have taken proper and special 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, in case of a listed Company, have laid down internal financial controls followed by the Company and 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

## 27. 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.

For and on behalf of Board

Place : Pune  
Date : May 20, 2015

**Mrs. Anjali Anand (DIN 02082840)**  
Chairperson

## Annexure A - Declaration of Independence

Declaration U/S. 149 (6) of the Companies Act, 2013:

We, Mr. Pradipta Sen, Mr. Atul Khosla and Mr. 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 percent 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 I am 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 percent or more of the gross turnover of such firm;
  - (iii) Hold together with my relatives two percent or more of the total voting power of the company;
  - (iv) We are not a Chief Executive or director, by whatever name called, of any non-profit organisation that receipts 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; or
  - (v) Who possesses such other qualifications as may be prescribed.

Mr. Pradipta Sen  
DIN 00051758

Mr. Atul Khosla  
DIN 02674215

Mr. Aditya Vij  
DIN 06625425

Date: May 20, 2015  
Place: Pune

## Annexure B - AOC 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)  
Details of material contracts or arrangement or transactions at arm's length basis

Sr. No.	Name of contracts/ arrangements/ transaction	Nature of contracts/ arrangements/ transaction	Duration of contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value; if any	Date(s) of approval by the Board; if any	Amount paid in advance, if any
		Amount credited by GIL				
		Management Service fees	1st April 2011 to Mar 2017	(212.02)	14th May 2014	-
		Guest House Expenses		(3.52)	14th May 2014	-
		Rent charges for Office Space	1st Jan 2005 to 31st Dec 14 & renewed from 1st Jan 15 to 31st Dec 2019	(3.35)	14th May 2014 & 30th Jan 2015	-
1	Anand Automotive Private Ltd.	Reimbursement Expenses	Continuous	(14.37)	14th May 2014	-
		Amount Debited by GIL				-
		Deposit for office space	1st Jan 2005 to 31st Dec 14& renewed from 1st Jan 15 to 31st Dec 2019	18.20	14th May 2014 & 30th Jan 2015	-
		Interest on ICD	Between 31st May 14 to 18th Sept 14	3.74	14th May 2014	-
		Rent charges for Apartment	Continuous	0.43	14th May 2014	-
		Reimbursement Expenses	Continuous	12.49	14th May 2014	-
2	Asia Investment Private Ltd.	Amount Debited by GIL	Continuous	1.82	14th May 2014	-
3	Anchemco - Partnership Firm	Amount credited by GIL - Purchase of Raw Material	Continuous	(20.85)	14th May 2014	-
4	Victor Gaskets India Ltd.	Purchase of Raw Material	PO : 1100000536	(0.96)	14th May 2014	-
		Reimbursement Expenses Debited by GIL	Continuous	0.43	14th May 2014	-
		Reimbursement Expenses - Credited by GIL	Continuous	(0.88)	14th May 2014	-
5	Anand I-Power Ltd. (erstwhile Perfect Circle India Ltd.)	Reimbursement Expenses - Credited by GIL	Continuous	(0.10)	14th May 2014	-
6	Chang Yun India Private Ltd.	Reimbursement Expenses - Credited by GIL	Continuous	(0.60)	14th May 2014	-
		Reimbursement Expenses Debited by GIL	Continuous	0.39	14th May 2014	-
7	Spicer India Private Ltd -w.e.f. 24th Feb 2015	Reimbursement Expenses - Credited by GIL	Continuous	(0.27)	14th May 2014	-
		Reimbursement Expenses Debited by GIL	Continuous	2.65	14th May 2014	-
8	Mando Automotive India Private Ltd. - w.e.f 27th March 2015	Amount Debited by GIL - Sale of Piston Rods	PO : L/RM/PUR/BRK-34516	0.00	14th May 2014	-
9	Manoj Kolhatkar - MD	Remuneration		13.90	14th May 2014	-
10	Rajendran Arunachalam - CFO	Remuneration		4.31	14th May 2014	-
11	Sarang Deshpande - CS ( till 9/12/2014)	Remuneration		0.96	14th May 2014	-
12	Pranvesh Tripathi - CS (wef 22/12/2014)	Remuneration		0.48	14th May 2014	-

## Annexure C - I - Annual Report on CSR Activities

After the introduction of the Section 135 along with the Companies (Corporate Social Responsibility), Rules 2014 on the 1st of April 2014, the Corporate Social Responsibility Committee "CSR" of the Company was constituted on 14th May, 2014

### 1. CSR Policy

Pursuant to section 135 of the Companies Act, 2013 (the act) and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (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 track the transactions relating to CSR initiatives.

Accordingly, henceforth, 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. The detailed policy as per the

regulations has been duly established and the same is uploaded on the website of the company.

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. Mashobra Township Cleaning
- d. Anand Nashik Village Income School Abhiyan
- e. Improving Income generation at rural locations of the district

### 2. Composition:

The CSR Committee consists of the following members:

Sr. No.	Name of Member	Position
1.	Mrs. Anjali Anand	Chairperson
2.	Mr. Manoj Kolhatkar	Member
3.	Mr. Atul Khosla	Member
4.	Mr. Rohit Philip	Member

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

### 3. Average net profits of the Company for the last three Financials Years.

Financial Years	2013-14	2012-13	2011-12	Average Net profit for last 3 years
Net Profits	568.36	417.15	639.84	541.78

### 4. Prescribed CSR Expenditure :

2% of Average net profits i.e. ₹10.85 Million

### 5. Details of CSR during the Financial year:

- a) Total Amount spent during the Financial Year : ₹10.85 Million
- b) Amount unspent, if any. : Nil
- c) Manner in which the amount spent during the financial year is detailed below: Attached as Annexure to the report.

6. In case Company has failed to spend the two percent, of the average net profit of the last three financial years or any part thereof, the company shall provide the reason for not spending the amount in its Board report.

Not applicable. The company has spent as per the prescribed calculations on CSR Activities.

7. Responsibility Statement of the CSR committee that the implementation and monitoring of CSR Policy, is in compliance with the CSR objective and Policy of the Company.

By the order of Board

**Mrs. Anjali Anand**

Chairperson

DIN: 02082840

Date: May 20, 2015

Place: Pune

## Annexure C - II - Report on utilisation of funds under Gabriel Corporate Social Responsibility mandate: April 1, 2014 - March 31, 2015

Sr. No.	CSR Project or Activity Identified	Sector in which 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 Million)	Amount spent on the projects or programs Sub Heads (1) Direct Expenditure on projects or programs (2) Overheads	Actual Expenditure upto the reporting period (March 2015) (in Million)	Summary of Project Activities
1	Anand Parwanoo School Slum Abhiyan (APSSA)	Education, Water, Sanitation-Schedule VII (i), (ii) and (iv)	Parwanoo Township, District Solan, Himachal Pradesh	4.00	(I) Improving Quality of Education in 8 Govt Primary Schools of Ambota Cluster, Parwanoo Township (1080 students from Classes I to V)	3.06	In June 2014, SNS Foundation signed a MoU with Department of Education, Govt. of HP in order to engage with all 11 govt. schools of Parwanoo to improve their quality of instruction and thereby impact the learning levels of students studying in them. In Year 1, the engagement was with 8 government primary schools - remedial coaching by hiring of 5 additional teachers after regular school hours was initiated in 3 schools(500 students) and other aspects of quality education viz. safe school infrastructure, uniform needs of sweater, footwear etc was met for all 1080 students in the 8 schools. Elaborating on the aspect of remedial coaching, SNS Foundation joined hands with ASER NGO, a national level organisation which has devised methods of assessing learning levels of school students, identifying the gaps and then directing remedial coaching to meet those gaps. Remedial coaching had a positive impact on improving the learning levels of students in 3 schools, where it was introduced. Some indicators are - (a) In the baseline survey, only 19% of students of Std I in Govt. Primary School, Ambota could recognise letters of the Hindi alphabet, after 7 months of remedial coaching in March at the time of endline survey, this % was 69. A similar trend was observed in Govt. School, Taksal (b) W.r.t. Std. III, 53% could read a simple para in Hindi, this % was 63 in March
					(II) Improving Quality of Living in 3 Low Income Colonies of Parwanoo Township - Sewanagar, Railway Colony and Pole Factory with estimated 2500 population	0.89	Since almost 80% of the students in government schools come from low income colonies/slums of Parwanoo township, which have an impact on their learning levels back home SNS Foundation also decided to work towards improving the living conditions in slums. 3 low income or slum colonies were adopted in Year 1. Towards this end,the different activities initiated were: a) Positioning of dustbins in the colonies b) Engagement of sanitation workers to sweep the streets within the colonies and for regular garbage disposal. c) Health check up facilities were extended at regular intervals d) Classes have been initiated to teach school drop outs and children of school going age who are not attending school so that with time, these children too can be integrated into the formal schools e) Early Childhood Education through Balwadis f) Adult Education- was initiated with mostly femal participants with the view that if mothers too start getting educated, it will provide a better learning environment for children at home.
				TOTAL		3.06	
				TOTAL of Project APSSA		3.94	



2	Anand Sports Complex and Municipal Park,	Environment Schedule VII - (iv)	Parwanoo Township, District Solan, Himachal Pradesh	1.22	Quarterly transfer of ₹107250/- to Municipal Committee, Parwanoo of upkeep of the Park as per MoU + Mural Painting on walls of the park for beautification	1.12	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 towards maintenance. In 2014-15, additional beautification works in the form of wall paintings were undertaken by SNS in the park.
					TOTAL	1.12	
3	Govt. Senior Secondary School, Pratha Panchayat	Education Schedule VII (ii)	Pratha Panchayat, District Solan, Himachal Pradesh	0.075	Improving quality of education through supporting the positioning of para teachers in the school against regular staff vacancies	0.13	Being a government school, the school constantly has positions vacant among its teaching and non-teaching staff. This amount being provided since 2007 is utilised for supporting temporary staff who fill in the vacancies so that normal working of the school/classes do not suffer.
					TOTAL	0.13	
4	Mashobra Township Cleaning	Environment Schedule VII (iv)	Parwanoo Township, District Solan, Himachal Pradesh	0.018	Area /Roads around the Mashobra Township kept clean by engaging sanitation workers	0.15	
					TOTAL	0.15	
					Grand Total of Parwanoo Based Projects	5.33	
5	ANVISA-Anand Nashik Village Income School Abhiyan	Education, Rural Development, Livelihood Enhancement Schedule VII - (ii), (iv), (x)	Block Trimbakeshwar, District Nashik, Maharashtra State	2.24	Holistic development of 3 villages of Jhambulpada, Sadadpada and Kharset - District Nashik, Maharashtra: a total human population of 2200 and cattle population of 1600	2.12	SNS Foundation has been engaged with 172 tribal villages of blocks Peth and Trimbakeshwar, District Nashik for the past decade promoting micro-finance activities in partnership with District Rural Development Agency, Nashik. 450+ self help groups, 90% of them women groups with an overall membership of 5000 have been linked to banks for micro loans. Of these 172 villages, a cluster of 3 (Jhambulpada, Sadadpana and Kharset) was selected in 2014-15, to improve livelihood opportunities, bridge gaps in the delivery of education in the village school/s and undertake activities which increase the potential of existing water sources and also promote rain water harvesting. The total scope of the project during 2014-15 was 1 CR, which was shared between three companies, Spicer India Limited, Haldex India Limited and Gabriel India Limited. Specific Gabriel CSR activities under ANVISA were : <ol style="list-style-type: none"> <li>1. Construction of Check Dam, Village Kharset</li> <li>2. Construction of 1 classroom at Tribal Residential School and initiation of E-class Tribal Residential School, Village Kharset</li> <li>3. Adult Literacy Classes in the 3 villages</li> <li>4. Training of villagers in making of smokeless chulhas</li> <li>5. Pilot project on Ultra High Density Plantation of Mangoes</li> </ol>
					Grand Total of Nashik Based Projects	2.12	

6	AJSSA - Anand Jawai Sujan School Abhiyan	Education, Rural Development, Livelihood Enhancement Schedule VII - (ii), (iv), (x)	Village Perwa, Block Bali, District Pali, Rajasthan State-	1.00	Improve the quality of education in the village government high school (I-X), Village Perwa with average 200 students and improve sanitation condition in the village of 384 households (1384 population)	1.23	Village Perwa is about 12 kms from Jawai Dam. The village has one high school (Classes I -X). In the academic session 2015-16, it is being upgraded to a higher secondary school and presently has Class XI offering only the Humanities stream. In 2014-15, SNS Foundation began its engagement with the school focusing on the 79 students of Classes I -V. Specific activities undertaken in the Govt. Primary School were: (a) Repair & Maintenance of the school building - classrooms and washrooms (b) Recruitment and Training of One Teacher for Remedial Coaching (c) Made available library and playing equipments  Specific activities undertaken to promote better sanitation at Village Perwa: (a) Installation of 27 dustbins (b) Appointment of sanitation workers for regular emptying of dustbins and sweeping of streets (c) Construction of a garbage dumping enclosure (d) Street plays were organised for awareness generation on health and hygiene A Veterinary Health Check Up Camp was also organised which had approx. 920 livestock come in for check up. Medicines were provided at the camp.
				Grand Total of Jawai Based Projects		1.23	
7	Health Services at Village Bherwa, Dist. Jaisalmer	Ensuring animal welfare, rural development Schedule VII- (iv) and (x)	Village Bherwa, Block & District- Jaisalmer, Rajasthan State	0.35	4 health camps for the human population and 1 health camp for the veterinary population of Village Bherwa and some surrounding villages were organised between October 2014- March 2015.	0.30	Total attendees of the 4 human health check up camps was 704. The veterinary health check up camp had 3873 livestock - camels (617), goats (1472), sheep (1595) and cows (189)
				Grand Total of Jaisalmer Based Projects		0.30	
8	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	0.60	Partnership project of SNS Foundation and govt. agency NABARD to promote rural entrepreneurship and micro-finance	0.57	During the year 2014-15, 12 Micro-Economic Development Programmes were awarded to SNSFoundation by NABARD, in which about 400 women were trained in various income generating activities
				Grand Total of Dewas Based Projects		0.57	

9	Improving quality of science education at a higher secondary school, Pragati Vidyamandir, Talegaon	Promoting Education. Schedule VII - (ii)	Talegaon, Block-Chakan, District Pune, Maharashtra State	0.20	Renovation of the science lab for Classes VI - X at Pragati Vidyamandir, Talegaon. The school has 923 students.	0.11	Pragati Vidyamandir is one of the many schools started and managed by Nutan Maharashtra Vidya Prasarak Mandal (NMVPM). NMVPM also runs Nutan Maharashtra Institute of Engineering and Technology (NMIET) in Talegaon, wherein SNS Foundation has been provided with space to run a training programme in machinist skills for underprivileged youth to be followed up with job placement on course completion. In addition to Pragati Vidyamandir there are 2 more schools of NMVPM, with whom SNS Foundation is engaged with for improving the quality of education.																								
					Grand Total of Chakan Based Projects	0.11																									
10	Promoting Vocational Skills among underprivileged youth especially girls	Promoting Vocational skills among women Schedule VII - (ii)	(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	1.00	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 SNSFoundation. The instructors are on SNSF payroll and covered under ESI and PF.	1.10	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 2014-15, as on March 31st, 2015, 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, Anand Automotive and Gabriel India																								
							<table border="1"> <thead> <tr> <th>Course</th> <th>Under Training as on March 31st, 2015</th> <th>Completed Training as on March 31st, 2015</th> </tr> </thead> <tbody> <tr> <td>Apparel Related Training</td> <td>301</td> <td>546</td> </tr> <tr> <td>Beauty Care Related Training</td> <td>217</td> <td>506</td> </tr> <tr> <td>Basic &amp; Advanced Computer</td> <td>231</td> <td>316</td> </tr> <tr> <td>Electricals</td> <td>49</td> <td>45</td> </tr> <tr> <td>Mursery Teachers Training (1 year duration)</td> <td>32</td> <td>2</td> </tr> <tr> <td>Para-Nursing/Health Assistants Training Programme</td> <td>0</td> <td>40</td> </tr> <tr> <td><b>TOTAL</b></td> <td><b>830</b></td> <td><b>1455</b></td> </tr> </tbody> </table>	Course	Under Training as on March 31st, 2015	Completed Training as on March 31st, 2015	Apparel Related Training	301	546	Beauty Care Related Training	217	506	Basic & Advanced Computer	231	316	Electricals	49	45	Mursery Teachers Training (1 year duration)	32	2	Para-Nursing/Health Assistants Training Programme	0	40	<b>TOTAL</b>	<b>830</b>	<b>1455</b>
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<b>TOTAL</b>	<b>830</b>	<b>1455</b>																													
					Grand Total of Vocational Training Projects	1.10																									
11	Corporate Volunteering Activities by employees of GIL, Khandsa	Promoting education among the children and differently abled	(i) Gurgaon, Distrcit Gurgaon, Haryana State	0.15	3 corporate volunteering activities were organised by SNS Foundation with GIL Khandsa, which combined both learning aspects and sharing of gifts with beneficiaries.	0.07	Event 1: On the occasion of Diwali 2014, GIL Khandsa employees shared gifts with about 1000 students of Govt. Primary School, Sec - 4, Gurgaon. Event 2: On the occasion of Children's Day an exhibition on Right to Education and the lives of Malala Yousafzai and Kailash Satyarthi was organised at Govt. Primary School, Sector 4. Based on the exhibition GIL volunteers conducted a quiz competition with the students & prizes were given to the winners. Event 3: GIL Khandsa volunteers celebrated Holi with students of Institute for the Welfare of Speech and Hearing Impaired, Chandan Nagar, Gurgaon																								
					Grand Total of Corporate Volunteering (Gil, Khandsa)	0.07																									
				10.86	Grand Total Expenditure Under Gil Csr 2014-15	10.84																									

# Annexure D - 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, 2015

## 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 by 11%
2. Sourcing of green wind energy for conserving fossil fuels
3. Using/improving energy efficiency using technologies like LED lighting, Automatic voltage regulator, variable speed drives
4. Usage of waste heat to improve the equipment efficiency and conservation of fossil fuels i.e. LPG
5. Certification of Casting and Khandsa Plant under ISO14001 and OHSAS 18001
6. Harnessing given energy from roof top solar park to the tune of 410 KW peak.

The Company's innovative energy conservation and green technology efforts have been recognised in the Corporate World and showcased by them as success stories in their websites

## 2. Particulars as per Form B

### 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
  - c) Benchmarked product features and design with global competitors
  - d) Launched several innovation projects to reduce product and process complexity
  - e) Initiated localisation 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.

2. Benefits derived as a result of the above R&D
  - a) Customer satisfaction
  - b) Cost reduction
  - c) Improving market penetration
  - d) Reduced business complexity
  - e) Technology edge
  - f) Eco-friendly products
  - g) 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.

### Expenditure on R & D

	₹ Million
Capital	: 30.54
Recurring	: 146.11
Total	: 176.65
Total R&D Expenditure	: 1.24%

### 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. for technology of Shocks suitable for buses, trucks and earth moving equipment
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 two and three-wheelers at Hosur 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 pioneered the development, installation and commissioning of a fully robotic assembly line for shock absorbers at the Hosur plant and a new technology centre in Hosur(two-wheeler application).
7. The Company is working on various innovation projects to develop new products and features that will be implemented in India for the first time. The Company conducted an innovation concourse in the presence of Dr. Abdul Kalam, former President of India.

### 3. Foreign exchange earnings and outgo:

Total foreign exchange earned and used:

Earnings	₹527.73 Million (Previous year ₹346.08 Million)
Outgoings	₹2224.70 Million (Previous Year ₹2012.49 Million)

For and on behalf of the Board

Place : Pune

Mrs. Anjali Anand (DIN 02082840)

Date: May 20, 2015

Chairperson

# Annexure E

Form No. MR-3

## SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March, 2015

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

To,  
The Members,  
**Gabriel India Limited**  
(CIN: L34101PN1961PLC015735)  
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 (here in after 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" and made available to us for the financial year ended on 31st March 2015 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.

- 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, Overseas Direct Investment and External Commercial Borrowings; - Not Applicable for the period under review.
- 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; - Not Applicable for the period under review.
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - 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; - Not Applicable for the period under review.

- 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 issued by The Institute of Company Secretaries of India. - Not Applicable for the period under review, as not notified.
- The Listing Agreements entered into by the Company with Bombay Stock Exchange "BSE" and National Stock Exchange "NSE".

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 authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2015, complied with the above listed statutory provisions; subject to our observations as listed in the Annexure to this report.

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.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
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 established by the Company and on the basis of the Compliance Certificate (s) issued by the Company Secretary (ies) / respective compliance officers of the Company and taken on record by the Board of Directors at their 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.

- B. Complied the following laws, which are applicable to the Company; subject to our observations in the Annexure to this report;
- 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 2014 as required to be prepared pursuant to RBI Circular - RBI/2008-2009/183/DBOD. No. BP.BC.46/08.12.001 /2008-09 dated 19th September 2008.

We further report that during the audit period the company;

- I. Has obtained approval of members under Section 180 (1) (c) of the Companies Act, 2013 by way of special resolution for borrowing up to ₹5000 million.
- II. Has obtained approval of the Board under Section 186 of the Companies Act, 2013, in order to incorporate a wholly owned Subsidiary of the Company in Indonesia by investing its funds upto the limit of ₹15 Million in its share capital, for which actual implementation has not happened during the year.

**For KPRC & Associates**  
Company Secretaries

**CS Pawan G Chandak**  
Partner

M. No. F-6429

CP. No. 6687

Date: May 13, 2015

Place: Pune



## ANNEXURE TO THE SECRETARIAL AUDIT REPORT

During the financial year under review, in our opinion and to the best of our information and according to the examinations carried out by us of the documents made available to us and further explanations furnished and representations made to us by the Company, its officers and agents, we report that;

1. The company had adopted the Anand Ethics Policy which consisted of Ethics helpline which was amended as Vigil Mechanism of the Company in its Board meeting held on 30th January, 2015.
2. All the appointments made during the period under review were made in accordance with the earlier followed Anand Personnel Manual of Anand Group Companies; and as on 31st March 2015, the Company had adopted the Nomination and Remuneration Policy in addition to the same.
3. Few e-forms due to be filed with the Jurisdictional Registrar of Companies within prescribed time were pending and certain forms were to be filed as on date

of our certification, for which we were updated that the management is in process of complying with the same.

4. As on 31st March, 2015, no queries from SCORES are pending with the Company.
5. As on the date of our report, the Company has applied for renewal of requisite Licenses.

**For KPRC & Associates**  
Company Secretaries

**CS Pawan G Chandak**  
Partner

M. No. F-6429  
CP. No. 6687

Date: May 13, 2015  
Place: Pune

# Annexure F

## Form No. MGT - 9

### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March,2015

[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	24th February,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			
Address	29th Milestone, Pune-Nashik Highway, Village Kuruli, Taluka Khed		
Town /City	Pune		
State	Maharashtra	Pin Code	410501
Telephone with STD	02135		610793
	Area Code		Number
Fax No.	02135		610796
E - Mail Address	pranvesh.tripathi@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 No. 31-32, Gachibowli, Financial District, Nanakramguda,		
Town /City	Hyderabad		
State	Hyderabad	Pin Code	500032
Telephone with STD	040		67161500/569
	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 shall be stated:-

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

## IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Share holding

Category Code	Category of Shareholder	No. of Shares Held at the Beginning of the year 31/03/2014				No. of Shares Held at the end of the year 31/03/2015				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
<b>(A)</b>	<b>Promoter and Promoter Group</b>									
(1)	<b>Indian</b>									
(a)	Individual /HUF	6,570,000	0	6,570,000	4.57	6,569,900	0	6,569,900	4.57	0.00
(b)	Central Government/State Government(s)	-	0	-	0.00	-	0	-	0.00	0.00
(c)	Bodies Corporate	71,905,468	0	71,905,468	50.06	71,905,468	0	71,905,468	50.06	0.00
(d)	Financial Institutions / Banks	-	0	-	0.00	-	0	-	0.00	0.00
(e)	Others	-	0	-	0.00	-	0	-	0.00	0.00
	Sub-Total A(1) :	78,475,468	0	78,475,468	54.63	78,475,368	0	78,475,368	54.63	0.00
(2)	<b>FOREIGN</b>									
(a)	Individuals (NRIs/Foreign Individuals)	-	0	-	0.00	-	0	-	0.00	0.00
(b)	Bodies Corporate	-	0	-	0.00	-	0	-	0.00	0.00
(c)	Institutions	-	0	-	0.00	-	0	-	0.00	0.00
(d)	Qualified Foreign Investor	-	0	-	0.00	-	0	-	0.00	0.00
(e)	Others	-	0	-	0.00	-	0	-	0.00	0.00
	Sub-Total A(2) :	-	0	-	0.00	-	0	-	0.00	0.00
	Total A=A(1)+A(2)	78,475,468	0	78,475,468	54.63	78,475,368	0	78,475,368	54.63	0.00
<b>(B)</b>	<b>Public Shareholding</b>									
(1)	<b>Institutions</b>									
(a)	Mutual Funds /UTI	14,934	3,000	17,934	0.01	2,479,842	3,000	2,482,842	1.73	-1.72
(b)	Financial Institutions /Banks	162,705	16,500	179,205	0.12	398,786	16,500	415,286	0.29	-0.16
(c)	Central Government / State Government(s)	-	500	500	0.00	-	500	500	0.00	0.00
(d)	Venture Capital Funds	-	0	-	0.00	-	0	-	0.00	0.00
(e)	Insurance Companies	310,000	0	310,000	0.22	100,000	0	100,000	0.07	0.15
(f)	Foreign Institutional Investors	391,083	7,938,360	8,329,443	5.80	4,935,745	7,938,360	12,874,105	8.96	-3.16
(g)	Foreign Venture Capital Investors	-	0	-	0.00	-	0	-	0.00	0.00
(h)	Qualified Foreign Investor	-	0	-	0.00	-	0	-	0.00	0.00
(i)	Others	-	0	-	0.00	-	0	-	0.00	0.00
	Sub-Total B(1) :	878,722	7,958,360	8,837,082	6.15	7,914,373	7,958,360	15,872,733	11.05	-4.90
(2)	<b>Non-Institutions</b>									
(a)	Bodies Corporate	7,119,201	38,580	7,157,781	4.98	4,973,312	30,000	5,003,312	3.48	1.50
(b)	Individuals									
	(i) Individuals holding nominal share capital upto ₹1 lakh	24,226,696	3,537,512	27,764,208	19.33	23,769,900	3,303,582	27,073,482	18.85	0.48
	(ii) Individuals holding nominal share capital in excess of ₹1 lakh	19,484,369	499,000	19,983,369	13.91	15,303,858	499,000	15,802,858	11.00	2.91
(c)	Others									
	Clearing Members	332,595	0	332,595	0.23	179,546	0	179,546	0.12	0.11
	DIR	228,200	0	228,200	0.16	4,000	0	4,000	0.00	0.16
	Non Resident Indians	773,295	74,550	847,845	0.59	1,142,699	74,550	1,217,249	0.85	-0.26
	Trusts	17,392	0	17,392	0.01	15,392	0	15,392	0.01	0.00
(d)	Qualified Foreign Investor	-	0	-	0.00	-	0	-	0.00	0.00
	Sub-Total B(2) :	52,181,748	4,149,642	56,331,390	39.22	45,388,707	3,907,132	49,295,839	34.32	4.90
	Total B=B(1)+B(2) :	53,060,470	12,108,002	65,168,472	45.37	53,303,080	11,865,492	65,168,572	45.37	0.00
	Total (A+B) :	131,535,938	12,108,002	143,643,940	100.00	131,778,448	11,865,492	143,643,940	100.00	0.00
<b>(C)</b>	<b>Shares held by custodians, against which Depository Receipts have been issued</b>									
(1)	Promoter and Promoter Group									
(2)	Public	-	0	-	0.00	-	0	-	0.00	0.00
	Grand Total (A+B+C) :	131,535,938	12,108,002	143,643,940	100.00	131,778,448	11,865,492	143,643,940	100.00	

## ii) Shareholding of Promoters

a) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the Year (1st April, 2014)			Shareholding at the end of the Year (31st March, 2015)			% Change during the year
		No. of Shares held	% of total shares of the Company	% of shares Pledged/encumbered to total Shares	No. of Shares held	% of total shares of the Company	% of shares Pledged/encumbered to total Shares	
1	Asia Investments Pvt. Ltd.	71,905,468	50.06	0	71,905,468	50.06	0	0.00
2	Deep C Anand	1,883,680	1.31	0	1,883,680	1.31	0	0.00
3	Kuldip Chand Anand	1,693,296	1.18	0	1,693,196	1.18	0	0.00
4	Kiran J Anand	647,520	0.45	0	818,760	0.57	0	0.12
5	Anjali Anand	641,942	0.45	0	641,942	0.45	0	0.00
6	Kiran D Anand	599,360	0.42	0	599,360	0.42	0	0.00
7	Devika Anand	550,236	0.38	0	550,236	0.38	0	0.00
8	Deep C Anand	262,106	0.18	0	262,106	0.18	0	0.00
9	Jagdish C Anand	171,240	0.12	0	-	0.00	0	-0.12
10	Prem Anand	120,620	0.08	0	120,620	0.08	0	0.00
	<b>Total</b>	<b>78,475,468</b>	<b>54.63</b>	<b>0</b>	<b>78,475,368</b>	<b>54.63</b>	<b>0</b>	<b>0.00</b>

b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the Year (1st April, 2014)			Shareholding at the end of the Year (31st March, 2015)			% Change during the year
		No. of Shares held	% of total shares of the Company	% of shares Pledged/encumbered to total Shares	No. of Shares held	% of total shares of the Company	% of shares Pledged/encumbered to total Shares	
1	Kayaba Industry Co Ltd	7,937,360	5.53	0	7,937,360	5.53	0	0.00
2	Gagandeep Credit Capital Pvt Ltd	2,750,000	1.91	0	-	0.00	0	-1.91
3	Anuj Anantrai Sheth	2,750,000	1.91	0	2,750,000	1.91	0	0.00
	<b>Total</b>	<b>13,437,360</b>	<b>9.35</b>	<b>0</b>	<b>10,687,360</b>	<b>7.44</b>	<b>0</b>	<b>-1.91</b>

c) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the Year (1st April, 2014)			Shareholding at the end of the Year (31st March, 2015)			% Change during the year
		No. of Shares held	% of total shares of the Company	% of shares Pledged/encumbered to total Shares	No. of Shares held	% of total shares of the Company	% of shares Pledged/encumbered to total Shares	
1	Kayaba Industry Co Ltd	7,937,360	5.53	0	7,937,360	5.53	0	5.53
	<b>Total</b>		<b>5.53</b>	<b>0</b>	<b>7,937,360</b>	<b>5.53</b>	<b>0</b>	<b>0.00</b>

## iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the Year (1st April, 2014)		Shareholding at the end of the Year (31st March, 2015)	
		No. of Shares held	% of total shares of the Company	No. of Shares held	% of total shares of the Company
1	At the beginning of the year	78,475,468	54.63	78,475,468	54.63
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g allotment / transfer / bonus/ sweat equity etc.)	1,883,680	1.31	1,883,680	1.31
3	At the end of the year	78475468	54.63	78475468	54.63

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

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the Year (1st April, 2014)		Shareholding at the end of the Year (31st March, 2015)	
		No. of Shares held	% of total shares of the Company	No. of Shares held	% of total shares of the Company
1	At the beginning of the year	19,425,370	13.52	16,221,073	11.29
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g allotment / transfer / bonus/ sweat equity etc.)				
3	At the end of the year ( or on the date of separation,if separated during the year)	19,425,370	13.52	16,221,073	11.29

## v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the Year (1st April, 2014)		Shareholding at the end of the Year (31st March, 2015)	
		No. of Shares held	% of total shares of the Company	No. of Shares held	% of total shares of the Company
1	At the beginning of the year	4,000	0.003	4000	0.003
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g allotment / transfer / bonus/ sweat equity etc.)	-	0.000	0	0.000
3	At the end of the year	4,000	0.003	4000	0.003

## V) Indebtedness

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

	Secured loans excluding deposits (₹ in million)	Unsecured Loans	Deposit	Total Indebtedness
<b>Indebtedness at the beginning of the Financial year</b>				
i) Principal Amount	471.62	3.47	184.65	659.74
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	9.97	9.97
<b>Total (i+ii+iii)</b>	<b>471.62</b>	<b>3.47</b>	<b>194.62</b>	<b>669.71</b>
<b>Change in Indebtedness during the financial year</b>				
i) Addition	-	31.70	-	31.70
ii) Reduction	468.77	-	93.23	562.00
<b>Net Change</b>	<b>468.77</b>	<b>31.70</b>	<b>93.23</b>	<b>593.70</b>
<b>Indebtedness at the end of the Financial year</b>				
i) Principal Amount	2.85	35.17	94.87	132.89
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	6.52	6.52
<b>Total (i+ii+iii)</b>	<b>2.85</b>	<b>35.17</b>	<b>101.39</b>	<b>139.41</b>

## VI) Remuneration of Directors and Key Managerial 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
1	Gross Salary		
	a) Salary as per provisions contained in section 17(1) of the Income -Tax Act, 1961	12.59	12.59
	b) Value of perquisites u/s 17(2) Income -Tax Act, 1961	1.31	1.31
	c) Profits in lieu of Salary under section 17(3) Income Tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission	0	0
	- as % of profit	0	0
	- other, specify	0	0
5	Others, specify	0	0
	Total (A)	13.9	13.9
	Ceiling as per the Act	47.08	47.08

## B) Remuneration to others Director

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager							Total Amount
		Mr. H R Prasad	Mr. Rajeev Vasudeva	Mr. Gurdeep Singh	Mr. Pradipta Sen	Mr. Atul Khosla	Dr. Arun Jaura	Mr. Aditya Vij	
1	Independent Directors								
	a) Fees for attending board committee meetings	0.04	0.015	0.045	0.025	0.035	0.035	0.01	0.205
	b) Commission	1.2	0.6	1.2	0	0	0	0	3
	c) Other, please specify	0	0	0	0	0	0	0	0
	Total (1)	1.24	0.615	1.245	0.025	0.035	0.035	0.01	3.205
2	Other Non-Executive Directors								
	a) Fees for attending board committee meetings	0	0	0	0	0	0	0	0
	b) Commission	0	0	0	0	0	0	0	0
	c) Other, please specify	0	0	0	0	0	0	0	0
	Total (2)	0	0	0	0	0	0	0	0
	Total (B) = (1+2)	1.24	0.615	1.245	0.025	0.035	0.035	0.01	3.205
	Total Managerial Remuneration				16.9				
	Overall Ceiling as per the Act								
	- Commission ceiling limit - 1% of Net profits				9.42				
	- Remuneration ceiling limit - 11% of Net profits				103.58				

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount	
		Mr. Rajendran Arunachalam - Chief Financial Officer	Mr. Sarang Deshpande - Company Secretary	Mr. Pranvesh Tripathi - Company Secretary		
1	Gross Salary					
	a) Salary as per provisions contained in section 17(1) of the Income -Tax Act, 1961		3.74	0.87	0.45	5.06
	b) Value of perquisites u/s 17(2) Income -Tax Act,1961		0.57	0.09	0.03	0.69
	c) Profits in lieu of Salary under section 17(3) Income Tax Act, 1961		0	0	0	0
2	Stock Option		0	0	0	0
3	Sweat Equity		0	0	0	0
4	Commission		0	0	0	0
	- as % of profit		0	0	0	0
	- other, specify		0	0	0	0
5	Others, specify					0
	Total (A)		4.31	0.96	0.48	5.75

## 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)
<b>A</b>	<b>Company</b>					
i)	Penalty					
ii)	Punishment					
iii)	Compounding					
<b>B</b>	<b>Directors</b>					
i)	Penalty			Not applicable		
ii)	Punishment					
iii)	Compounding					
<b>C</b>	<b>Other Officers In Default</b>					
i)	Penalty					
ii)	Punishment					
iii)	Compounding					



# Report on Corporate Governance

## A. Mandatory Requirements

### 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.

Clause 49 of the Listing Agreement with Stock Exchange 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 clause, vide this report.

### 2. Board of Directors

#### Composition

The strength of the Board of Directors as on March 31, 2015 was 6 Directors. The Board is comprised 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.

Details of Board Meetings held during the financial year 2014-15 is disclosed below

Dates of Meetings	Board Strength	No. of Directors present
14th May, 2014	6	5
8th August, 2014	6	6
18th September, 2014	5	5
10th November, 2014	6	5
30th January, 2015	6	6
31st March, 2015	6	6

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

The Composition of Directors and their attendance 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:

*Attendance at Board Meetings and at the last AGM and details of memberships of Directors in other Boards and Board Committees:*

Directors	DIN Number	Details		Attendance Particulars		No. of other Directorships and Committee Memberships /Chairmanships held in Public Limited Companies		
		Category	Shares held as on 31st March 2015	Board Meeting	Last AGM	Directorships @	Committee Memberships @	Committee Chairmanships @
Mrs. Anjali Anand*	02082840	N.E.C.	641942	3	NA	-	-	-
Mr. Manoj Kolhatkar	03553983	M.D.	4000	6	Yes	-	-	-
Mr. Rohit Philip	06625425	N.E.D.	0	6	Yes	1	-	1
Mr. Pradipta Sen**	00051758	N.E.D.I.	0	3	NA	1	1	-
Mr. Atul Khosla***	02674215	N.E.D.I.	0	3	NA	-	2	-
Mr. Aditya Vij****	03200194	N.E.D.I.	0	1	NA	1	-	-
Dr. Arun Kumar Jaura*****	02721007	N.E.D.I.	0	3	NA	-	-	-
Mr. Deepak Chopra#	00028770	N.E.C.	0	3	Yes	3	-	-
Mr. HR Prasad ##	00133853	N.E.D.I.	0	3	Yes	2	1	1
Mr. Gurdeep Singh ##	00036922	N.E.D.I.	0	2	Yes	5	2	1
Mr. Rajeev Vasudeva ###	02066480	N.E.D.I.	0	1	Yes	-	-	-

NEC: Non- Executive Chairman/Chairperson; MD: Managing Director; NED: Non-Executive Director; NEDI – Non Executive Director Independent.

Directors who are chairperson/chairman of Committees have been included in the list of members as well.

@ Includes directorship and committee membership in other public limited companies only.

\* Mrs. Anjali Anand was appointed as a Woman Director (Non-Executive) w.e.f. 18th September, 2014. Further, she was appointed as a Chairperson of the Board on the same date.

\*\* Mr. Pradipta Sen was appointed as an Additional Non-Executive Independent Director w.e.f 18th September, 2014

\*\*\* Mr. Atul Khosla was appointed as an Additional Non-Executive Independent Director w.e.f. 10th November, 2014

\*\*\*\* Mr. Aditya Vij was appointed as an Additional Non-Executive Independent Director w.e.f. 31st March, 2015

\*\*\*\*\* Dr. Arun Kumar Jaura was appointed as an Additional Non-Executive Independent Director w.e.f. 18th September, 2014 and he has resigned from the Board w.e.f. 30th January, 2015

# Mr. Deepak Chopra resigned from the Board w.e.f 18th September, 2014; he was the Chairman of the Board till 18th September, 2014

## Mr. H.R.Prasad and Mr. Gurdeep Singh resigned w.e.f. 18th September, 2014

### Mr. Rajeev Vasudeva resigned w.e.f. 9th August, 2014

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-compliance, if any.

### 3. Code of Conduct

The Board has laid down the Gabriel Additional Code of Conduct for all Board Members, Senior Management and Insiders of the Company. The said Code of Conduct has been posted on the website of the company. 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 separately. (Refer Appendix 1)

### 4. Audit Committee

After the introduction of the amendment to Section 177 of the Companies Act 2013, the Audit Committee was reconstituted in January 2001 and subsequently reconstituted in May 2006, in May 2008, in May 2011, in May 2013, in September 2014 and in November 2014. This Audit Committee had four meetings during the year 2014-15. The composition of Audit Committee and attendance at its meetings is given hereunder:

Member	DIN No	Position	No. of meetings	No. of meetings attended
Mr. Atul Khosla*	02674215	Chairman	4	2
Mr. Pradipta Sen**	00051758	Member	4	1
Mr. Rohit Philip	06625425	Member	4	4
Dr. Arun Kumar Jaura***	02721007	Member	4	0
Mr. H R Prasad#	00133853	Chairman	4	2
Mr. Rajeev Vasudeva##	02066480	Member	4	1
Mr. Gurdeep Singh###	00036922	Member	4	2
Mr. Deepak Chopra###	00028770	Member	4	2

\* Mr. Atul Khosla was appointed as an Additional Non-Executive Independent Director w.e.f. 10th November, 2014 and Chairman of the Committee w.e.f. 10th November, 2014

\*\* Mr. Pradipta Sen was appointed as an Additional Non-Executive Independent Director w.e.f. 18th September, 2014 and the chairman of the Committee till 10th November, 2014

\*\*\* Dr. Arun Kumar Jaura was appointed as an Additional Non-Executive Independent Director w.e.f. 18th September, 2014 and resigned w.e.f. 30th January, 2015

# Mr. H.R. Prasad resigned w.e.f. 18th September, 2014 and he was the Chairman of the Committee till 18th September, 2014

## Mr. Rajeev Vasudeva resigned w.e.f. 9th August, 2014

### Mr. Gurdeep Singh and Mr. Deepak Chopra resigned w.e.f. 18th September, 2014

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

The Audit Committee meetings are held at registered office and Group Corporate Office and are attended by the Internal Auditors and the Chief Financial Officer. A representative of the Statutory Auditors is invited, as required. The Company Secretary acts as the Secretary of the 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 terms of reference of the Audit Committee are as follows:

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

## 5. Remuneration to Directors

### (A) Nomination and Remuneration Committee:

The composition of the Remuneration Committee is as follows:

Member	DIN No	Position	No. of meetings	No. of meetings attended
Mr. Pradipta Sen#	00051758	Chairman	4	2
Mrs. Anjali Anand##	02082840	Member	4	2
Mr. Rohit Philip	06625425	Member	4	4
Mr. Aditya Vij###	03200194	Member	4	1
Dr. Arun Kumar Jaura####	02721007	Member	4	0
Mr. Gurdeep Singh*	00036922	Chairman	4	2
Mr. Deepak Chopra**	00028770	Member	4	2
Mr. Rajeev Vasudeva***	02066480	Member	4	0

# Mr. Pradipta Sen was appointed as an Additional Non-Executive Independent Director w.e.f. 18th September, 2014 and also the Chairman of the committee w.e.f. 18th September, 2014

## Mrs. Anjali Anand was appointed as Non-Executive Woman Director w.e.f. 18th September, 2014

### Mr. Aditya Vij was appointed as an Additional Non-Executive Independent Director w.e.f. 31st March, 2015.

#### Dr. Arun Kumar Jaura resigned w.e.f. 30th January 2015

\* Mr. Gurdeep Singh resigned w.e.f. 18th September, 2014 and he was the Chairman of the Committee till 18th September, 2014

\*\* Mr. Deepak Chopra resigned w.e.f. 18th September

\*\*\* Mr. Rajeev Vasudeva resigned w.e.f. 9th August, 2014

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

The Remuneration Committee was constituted on May 14, 2001 and subsequently reconstituted in 23rd May 2006, in May 21, 2008, in May 27, 2011, in May 27 2013, in August 8, 2014, in September 18, 2014 and in November 10, 2014. Four Meetings was held during 2014-15.

The broad terms of reference of the Nomination and Remuneration Committee include recommendation to the Board of salary/perquisites, commission and retirement benefits payable to the Company's Managing Director, Whole time Director and other Managerial Personnel.

#### Remuneration Policy:

The Board has approved the Nomination and Remuneration policy in the meeting held on 31st March, 2015, in compliance with section 178 of the Companies Act, 2013 read along with rules thereto and clause 49 of the Listing Agreement. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel 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, Key Managerial Personnel 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, Key Managerial Personnel and members of Senior Management.
- To formulate criteria for determining qualifications, positive attributes and independence of a director and to recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial personnel and employees in the Senior Management.

- (iii) To evaluate the performance of the members of the Board and provide necessary reports to the Board for further evaluation of the Board - To see that relationship of remuneration to performance is clear and meets appropriate benchmarks.
- (iv) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors, KMP and Senior Management required to run the company successfully.
- (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.
  - b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.
- 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 shall also be paid a commission as decided by the Board of Directors and subject to approval of the shareholders as may be 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 and gratuity funds. The Non-Executive Directors do not draw any remuneration from the Company other than sitting fees and such commission payable to such Non-Executive directors as may be determined by the Chairman/Chairperson.

(B) Details of the remuneration paid to Managing Director during the year 2014-15 are given below: -

Name of Executive Director	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	13.90*	Nil	Refer note 'B and C'	Refer note 'D'

The brief details are enlisted below:

A. **Appointment** : His appointment as a Joint Managing Director took effect from 27th May, 2011 and he took the designation of Managing Director with effect from 1st November, 2011.

B. **Remuneration** : His total CTC would be 13.90 Million.

C. **Other Key Terms** :

- He holds office of Managing Director for term of 5 years.
- He is entitled to Group PA policy and Group Term Policy and leave benefits as per the company policy.
- He is entitled for Contribution to Provident Fund, Superannuation Fund and Gratuity as per Company's Rules.
- He is entitled for provision of car and telephone facilities as per Company's Rules.

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

\*Salary includes Basic, HRA and Special Allowances, Retention Bonus, Additional Bonus, other allowances and Perquisites.

(C) Details of the remuneration paid to Key Managerial Personnel for the year 2014-15 are given below: -

Name of KMP	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. Rajendran Arunachalam	4.31*	Nil	Refer note 'B and C'	Refer note 'D'
Mr. Pranvesh Tripathi#	0.48**	Nil	Refer note 'B and C'	Refer note 'D'
Mr. Sarang Deshpande##	0.96***	Nil	Refer note 'B and C'	Refer note 'D'

The brief details are enlisted below:

**Mr. Rajendran Arunachalam**

- A. Appointment :** His appointment as a Chief Financial Officer took effect from 13th November, 2011
- B. Remuneration:** His total CTC would be 4.31 Million. The same consists of Basic, HRA, Special Allowance, MIBP Incentive, Retention Bonus and other perquisites.
- C. Other Key Terms**
- He is entitled to Group PA policy and Group Term Policy and leave benefits as per the company policy.
  - He is entitled for Contribution to Provident Fund, Superannuation Fund and Gratuity as per Company's Rules.
  - He is entitled for provision of car and telephone facilities as per Company's Rules.
- D.** The Company does not have stock option scheme for grant of stock options either to the Executive Directors or employees.

\*Salary includes Basic, HRA and Special Allowances, Incentives, other allowances and Perquisites

**Mr. Pranvesh Tripathi**

The terms and conditions of appointment of Mr. Pranvesh Tripathi are as following:

- A. Appointment:** He was appointed as Company Secretary w.e.f. from January 30, 2015
- B. Remuneration:** His total CTC would be 1.93 Million per annum:
- C. Other Key Terms:**
- He is entitled to Group PA policy and Group term policy and leave benefits as per company policy.
  - Probation period - six months
  - Present place of working would be Chakan (Pune) and he may be transferred according to work requirements.
  - Age of retirement would be 55 years or on attaining the age of superannuation as per company rules
- D.** The Company does not have stock option scheme for grant of stock options either to the Executive Directors or employees.

# Mr. Pranvesh Tripathi appointed as Company Secretary w.e.f. 30th January 2015

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

**Mr. Sarang Deshpande**

The terms and conditions of appointment of Mr. Sarang Deshpande are as following:

- A. Appointment:** He was appointed as Company Secretary w.e.f. from August 12, 2013
- B. Remuneration:** His total CTC would be 1.32 Million per annum:
- C. Other Key Terms:**
- He is entitled to Group PA policy and Group term policy and leave benefits as per company policy.
  - Probation period - six months
  - Present place of working would be Chakan (Pune) and he may be transferred according to work requirements.
  - Age of retirement would be 55 years or on attaining the age of superannuation as per company rules
- D.** The Company does not have stock option scheme for grant of stock options either to the Executive Directors or employees.

## Mr. Sarang Deshpande resigned w.e.f. 9th December, 2014; He was the Company Secretary of the Company till 9th December, 2014

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

(D) Details of the remuneration i.e. commission paid to Non-Executive Directors during the year 2014-15 are given below:-

Name of Directors	Commission paid for the year ended 31st March 2014, paid during the year under review (₹ in Millions)	Sitting Fees (₹ in Millions)
Mr. H R Prasad*	1.20	0.040
Mr. Rajeev Vasudeva*	0.60	0.015
Mr. Gurdeep Singh*	1.20	0.045
Mr. Pradipta Sen	-	0.025
Mr. Atul Khosla	-	0.035
Mr. Aditya Viji	-	0.010
Dr. Arun Kumar Jaura*	-	0.035

\* Mr. Rajeev Vasudeva resigned w.e.f. 9th August, 2014

\* Mr. H.R. Prasad and Mr. Gurdeep Singh resigned w.e.f. 18th September, 2014

\* Dr. Arun Kumar Jaura resigned w.e.f. 30th January, 2015

#### Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board'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.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman/Chairperson of the Board, who 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 Chairman/Chairperson and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

#### 6. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee (CSR Committee) of the Board was constituted on 8th August, 2014 reconstituted in September 2014, subsequently in November, 2014 and in March 2015. The Committee has also approved a CSR policy as per the requirement of Companies Act, 2013 and all the transactions are being routed through the said 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:

Member	DIN No	Position	No. of meetings	No. of meetings attended
Mrs. Anjali Anand*	02082840	Chairperson	3	2
Mr. Manoj Kolhatkar	03553983	Member	3	3
Mr. Atul Khosla**	02674215	Member	3	0
Mr. Rohit Philip#	06625425	Chairman	3	1
Mr. Gurdeep Singh##	00036922	Member	3	1
Mr. H R Prasad###	00133853	Member	3	1
Dr. Arun Kumar Jaura###	02721007	Member	3	2



\*Mrs. Anjali Anand was appointed as Non-Executive Woman Director w.e.f. 18th September, 2014

\*\*Mr. Atul Khosla was appointed as an Additional Non-Executive Independent Director w.e.f. 10th November, 2014

#Mr. Rohit Philip was Chairman of Committee till 18th September, 2014

##Mr. H.R. Prasad and Mr. Gurdeep Singh resigned w.e.f. 18th September, 2014

###Dr. Arun Kumar Jaura resigned w.e.f. 30th January, 2015

## 7. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee of the Board was constituted on May 14, 2001, reconstituted in May 2006 and subsequently in May 2008, in May 2011, in May 2013, in September 2014, in November, 2014 and in March 2015 to look into the redressal of investors' complaints like non receipt of Annual Reports, interest payments, declared dividends, issue of duplicate certificate and other allied transactions.

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

Member	DIN No	Position	No. of meetings	No. of meetings attended
Mr. Rajeev Vasudeva*	02066480	Chairman	4	1
Mr. Gurdeep Singh**	00036922	Member	4	2
Mr. H R Prasad**	00133853	Member	4	2
Dr. Arun Kumar Jaura#	02721007	Chairman	4	2
Mr. Pradipta Sen	00051758	Member	4	0
Mr. Atul Khosla @	02674215	Chairman	4	2
Mr. Aditya Vij@@	03200194	Member	4	0
Mr. Rohit Philip	06625425	Member	4	4

\*\* Mr. Rajeev Vasudeva resigned w.e.f. 9th August, 2014 and Chairman of Committee till 8th August, 2014

\* Mr. Gurdeep Singh and Mr. H R Prasad resigned w.e.f. 18th September, 2014

# Dr. Arun Kumar Jaura appointed as an additional Non-Executive Independent director w.e.f. 18th September, 2014 and he resigned w.e.f. 30th January, 2015. He was the Chairman of the Committee till 30th January, 2015.

@ Mr. Atul Khosla was appointed as an additional Non-Executive Independent Director w.e.f. 10th November, 2014 and the Chairman of the Committee w.e.f. 10th November, 2014

@@ Mr. Aditya Vij was appointed as an additional Non-Executive Independent Director w.e.f. 31st March, 2015

*Details of Shareholders/ Investors Complaints / Requests for action (such as change of address, revalidation of warrants, etc.)*

Complaints/Requests received during the year	180
Complaints/Requests resolved to the satisfaction of complainant	180
Complaints/Requests pending redressal	Nil
Complaints/Requests pending Transfers	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.

Name, designation and address of:  
Compliance officer

**Mr. Pranvesh Tripathi**  
Company Secretary, Gabriel India Limited  
29th Milestone, Pune - Nashik Highway,  
Village Kuruli, Taluka Khed, Pune - 410501  
Secretarial@gabriel.co.in

## 8. Share Transfer Committee

The Share Transfer Committee of the Board was constituted on May 14, 2001 and subsequently reconstituted in 2006, in May 2008, in May 2011 and in May 2013 to approve transfer of shares. The composition of the Share Transfer Committee is given hereunder:

Member	Position
Mr. Deepak Chopra*	Chairman
Mr. Manoj Kolhatkar	Member
Mr. Rohit Philip	Member

\*Mr. Deepak Chopra resigned w.e.f. 18th September, 2014 and he was the Chairman of the Committee till 18th September, 2014

## 9. Independent Director's Meeting

During the year under review, the Independent Directors met on 31st March, 2015, 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 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
2013-14	August 08, 2014	2.30 p.m.	29th Milestone, Pune-Nashik Highway, Village Kuruli, Tal. Khed, Pune – 410501
2012-13	August 12, 2013	2.30 p.m.	-do-
2011-12	August 21, 2012	2.30 p.m.	-do-
2011-12(EGM)	July 2, 2012	2.30 p.m.	-do-

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

The company has passed the following special resolutions during the year 2011-12, 2012-13 and 2013-14

- 1) Amendment of Articles of Association of the Company by increasing the Authorised Share Capital from ₹15 Crore to ₹16 Crore.
- 2) Amendment of Memorandum and Articles of Association of the Company and insertion of Video Conferencing Clause in the same.
- 3) Approval of payment of commission to Non-Executive Independent Directors at a rate of 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 1st April, 2014
- 4) 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, secured or unsecured, up limit of ₹5000 Million
- 5) Approval accorded to the Board of Directors of the Company under section 73 and 76 and other applicable provisions, 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 Act.

Other than these the Company has not passed any special resolution in the last three Annual General Meetings and the Extra Ordinary General Meeting.

c) Postal Ballot :

- No resolution requiring Postal Ballot as recommended under clause 49 of the Listing Agreement has been placed for shareholder's approval at the meeting.
- During the year under review, no resolution was passed through Postal Ballot (including e-voting) under section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

11. Notes on Directors seeking appointment as required under Clause 49VIII (E) of the Listing Agreement entered into with Stock Exchanges.

ANNEXURE - 'A'

Details of Director seeking appointment at the ensuing Annual General Meeting  
(in pursuance of Clause 49 VIII(A) of Listing Agreement)

1. Mrs. Anjali Anand

Name of Director	Mrs. Anjali Anand
Date of Birth	10.08.1981
Date of Appointment	18.09.2014
Expertise in functional Area	Entrepreneur
Qualifications	Bachelor's and Master's degree from the prestigious Central Martin's School of Art and Design in London
List of other Companies in which Directorships held:	1. Sujan Art Private Limited 2. Anand Automotive Private Limited
Memberships/Chairmanships of Committees of Directors of the Company	1. Corporate Social Responsibility Committee 2. Nomination and Remuneration Committee
Memberships/Chairmanships of Committees of Directors of other Companies	-

## 2. Mr. Pradipta Sen

<b>Name of Director</b>	<b>Mr. Pradipta Sen</b>
Date of Birth	07.10.1958
Date of Appointment	18.09.2014
Expertise in functional Area	Professional
Qualifications	BE from BITS, Pilani
List of other Companies in which Directorships held:	<ol style="list-style-type: none"><li>1. Emerson Climate Technologies India Ltd</li><li>2. Emerson Network Power India Pvt. Ltd</li><li>3. Control Techniques India Pvt. Ltd.</li><li>4. Emerson Process Management India Pvt Ltd</li><li>5. Daniel Measurement Solutions Pvt. Ltd.</li><li>6. Emerson Process Management Power &amp; Water Solutions Pvt Ltd</li><li>7. Emerson Industrial Automation Electric Power Generation Pvt Ltd</li><li>8. Emerson Process Management Chennai Pvt Ltd</li></ol>
Memberships/Chairmanships of Committees of Directors of the Company	<ol style="list-style-type: none"><li>1. Audit Committee</li><li>2. Nomination And Remuneration Committee</li></ol>
Memberships/Chairmanships of Committees of Directors of other Companies	<ol style="list-style-type: none"><li>1. Emerson Climate Technologies India Ltd</li><li>2. Control Techniques India Pvt. Ltd.</li><li>3. Daniel Measurement Solutions Pvt Ltd</li><li>4. Emerson Industrial Automation Electric Power Generation Pvt. Ltd</li></ol>

## 3. Mr. Atul Khosla

<b>Name of Director</b>	<b>Mr. Atul Khosla</b>
Date of Birth	26.09.1970
Date of Appointment	10.11.2014
Expertise in functional Area	Advisor
Qualifications	B. Tech, MBA Finance
List of other Companies in which Directorships held:	<ol style="list-style-type: none"><li>1. Innohive Softtech India Pvt Ltd</li><li>2. Shoolini Life science Pvt Ltd</li></ol>
Memberships/Chairmanships of Committees of Directors of the Company	<ol style="list-style-type: none"><li>1. The Shareholders Relationship Committee</li><li>2. Nomination and Remuneration Committee</li></ol>
Memberships/Chairmanships of Committees of Directors of other Companies	<ol style="list-style-type: none"><li>1. Ranbaxy Ltd</li><li>2. ITC</li></ol>

## 4. Mr. Aditya Vij

<b>Name of Director</b>	<b>Mr. Aditya Vij</b>
Date of Birth	24.10.1958
Date of Appointment	31.03.2015
Expertise in functional Area	Professional
Qualifications	C.A, MBA
List of other Companies in which Directorships held:	<ol style="list-style-type: none"><li>1. JAM Holding Private Limited</li><li>2. Visa SunCoke Limited</li></ol>
Memberships/Chairmanships of Committees of Directors of the Company	<ol style="list-style-type: none"><li>1. The Shareholders Relationship Committee</li><li>2. Nomination and Remuneration Committee</li></ol>
Memberships/Chairmanships of Committees of Directors of other Companies	<ol style="list-style-type: none"><li>1. JAM Holding Private Limited</li></ol>

## 12. Disclosures

### 1. Related Party Transaction

Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.

None of the transactions with any of the related parties were in conflict with the interests of the Company at large.

### 2. 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

### 3. Whistle Blower Policy or Vigil Mechanism

The Company has a whistle blower policy as required by the Listing Agreement. The policy is available on the website of the Company at <http://www.gabrielindia.com/investors/corporate-governance.aspx>

The Company has established the necessary mechanism in line with Clause 7 of Annexure X of Clause 49 of the Listing agreement for the employees to report concerns about unethical behavior.

No person has been denied access to the Audit Committee.

### 4. Secretarial Audit

A qualified practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The Secretarial Audit report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

Further, pursuant to Section 204 of the Companies Act, 2013 the company has appointed M/s. KPRC & Associates, Pune, Company Secretaries in Practice to conduct an independent Secretarial Audit of the Company for the Financial Year 2014-15. The detailed Secretarial Audit Report forms part of the Board of Director's Report.

### 5. Risk Management and Risk Management Committee

The Board has approved the Risk Management Policy in the meeting held on 14th May; 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 an internal management committee chaired by Chief Financial Officer to review and identify the risks and work with the risk management committee towards mitigation of the risks.

The objective of the policy given below,

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

## 13. CEO/ CFO Certification

The CEO/MD and the CFO have issued certificate pursuant to the provision of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

#### 14. 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; and	Yes
v. The presentation made to institutional investors or to the analysis	The presentations are available on the website of the company

#### 15. General Shareholder Information

i. AGM : Date, time and venue	July 30, 2015 at 2.30 p.m. at Conference Hall, Gabriel India Ltd., 29th Milestone, Pune-Nashik, Highway, Village Kuruli, Taluka Khed, Pune – 410501
ii. Financial Year	1st April,2014 to 31st March,2015
iii. Date of Book Closure	July 22, 2015 to July 30, 2015 (both days inclusive)
iv. Dividend payment date	On or before 10th August, 2015
v. Listing on Stock Exchange	1. Bombay Stock Exchange Limited 2. The National Stock Exchange of India Limited
vi. Stock Code	1. BSE : 505714 2. NSE : GABRIEL 3. ISIN : INE524A01029
vii. Market Price Data: High, Low during each month in last Financial year	Please see Annexure 'A'
viii. Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.	The performance of the Company's share relative to the BSE sensitive index is given as Annexure 'B'
ix. Registrar and transfer agent	M/s Karvy Computershare Pvt. Ltd Unit-Gabriel India Limited Karvy Selenium Tower B, Plot number 31 & 32, Financial District,Gachibowli, Hyderabad 500 032
x. Share Transfer System	All the transfers received are processed and approved by the Share Transfer Committee which normally meets twice in a month
xi. Distribution of Shareholding	Please see Annexure 'C'
xii. Dematerialisation of Shares and Liquidity	Complied with convertible instruments conversion date and likely impact on equity
xiii. Outstanding GDRs/ADRs/Warrants or any	Not issued
xiv. Plant Locations	The Company's plants are located at Pune, Nashik, Dewas, Hosur, Khandsa, Parwanoo, Sanand, Malur and Aurangabad.
xv. Address for Correspondence	Shareholders correspondence and investor grievances should be addressed to the Registrars & Transfer Agents at the address given above or to the registered office of the Company or to the Corporate office or can be emailed to <a href="mailto:secretarial@gabriel.co.in">secretarial@gabriel.co.in</a>

**(B) Non Madatory Requirement**

<p>1. The Board The Board – A Non-Executive Chairman/Chairperson may be entitled to maintain a chairman's/ chairperson's office at the Company's expense and also allowed reimbursement of expenses incurred in the performance of his duties</p>	<p>The Chairman/Chairperson does not maintain a separate office for the Company. Expenses incurred by the Chairman/Chairperson on official duties for the Company are met / reimbursed by the Company.</p>
<p>2. Shareholder Rights A half yearly declaration of Financial performance including summary of the significant events in last six months should be sent to each household of shareholders</p>	<p>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 &amp; 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.</p>
<p>3. Audit Qualification</p>	<p>The Company is in the regime of unqualified financial Statements</p>
<p>4. Separate posts of Chairman/Chairperson and CEO</p>	<p>The Company has appointed separate persons to the post of Chairperson and Managing Director.</p>
<p>5. Reporting of Internal Auditor</p>	<p>Internal Auditors report directly to the Audit Committee of the Company.</p>

For and on behalf of the Board

Place : Pune  
Date : May 20, 2015

**Mrs. Anjali Anand**  
Chairperson

## 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 have received, read and understood the Code of Conduct for Directors and Senior Management of the Company.
- ii. All the Directors 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;
- iii. Since the date of appointment as a director of the Company, all the Directors have complied with the provisions of the Code of conduct which were adopted by the Company
- iv. Directors are not a party to any non-compliance with the said Code.

Pune  
May 20, 2015

**Manoj Kolhatkar**  
Managing Director

### Annexure "A"

#### (i) Stock Price Data

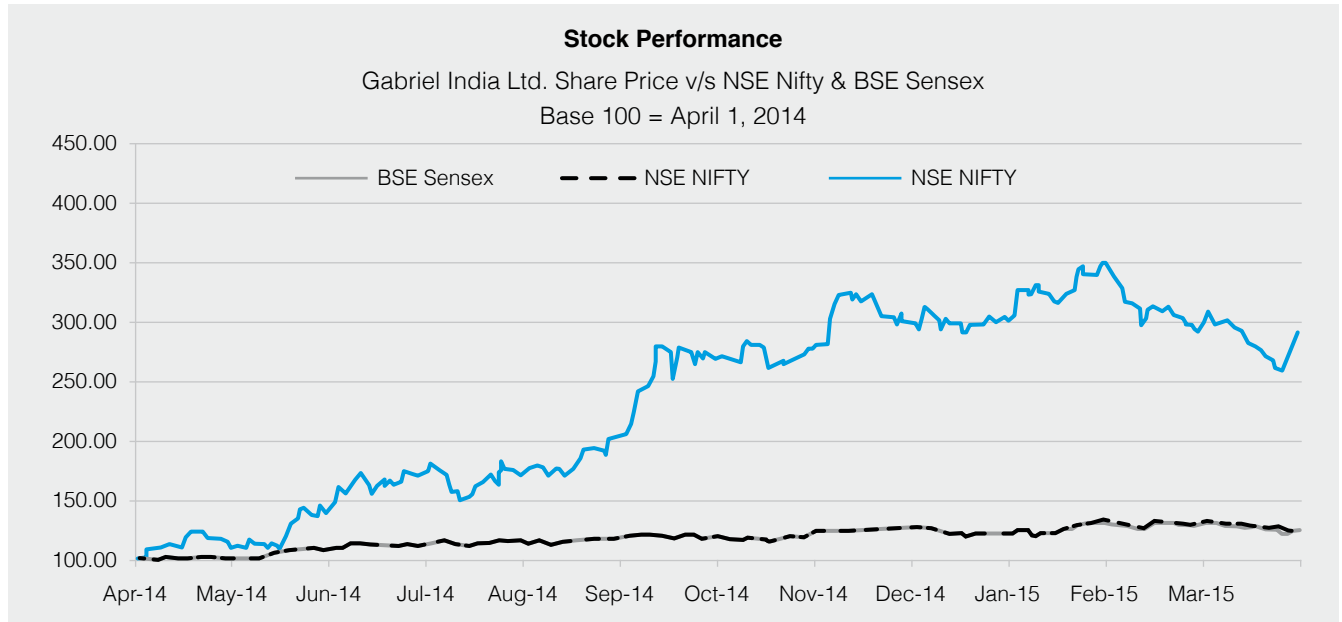
High/Low of market price of the Company's shares traded on the Bombay Stock Exchange, Mumbai and National Stock Exchange of India Limited, Mumbai during the financial year 2014-15 is furnished below

Period (Year 2014-15)	The Bombay Stock Exchange, Mumbai		National Stock Exchange, Mumbai	
	High (Rupees)	Low (Rupees)	High (Rupees)	Low (Rupees)
April	38.00	29.50	34.80	32.10
May	45.35	31.50	42.25	40.55
June	53.50	40.95	52.80	49.20
July	56.00	42.50	52.40	50.00
August	61.85	48.65	61.75	59.50
September	86.90	59.10	83.00	78.00
October	86.25	73.25	85.00	82.10
November	99.25	82.05	91.45	88.00
December	94.80	80.45	90.90	88.00
January	106.75	89.05	106.75	102.60
February	101.90	85.60	87.95	85.00
March	93.00	76.05	87.80	84.55



## Annexure "B"

Performance in comparison to broad-based indices



## Annexure "C"

(i) The distribution of shareholdings as on March 31, 2015 is as follows:

Distribution of Shareholding as on 31.03.2015

Category	No. of Holders	% To Holders	Amount (₹)	% To Equity
Upto 5000	52,151	98.39	18,407,461	12.81
5001 to 10000	410	0.77	3,086,793	2.15
10001 to 100000	364	0.69	10,569,206	7.36
100001 and above	78	0.15	111,580,480	77.68
<b>Total</b>	<b>53,003</b>	<b>100.00</b>	<b>143,643,940</b>	<b>100.00</b>

(ii) Shareholding pattern as on March 31, 2015 is as follows:

Gabriel India Limited  
Shareholding pattern as on 31.03.2015

Sr. No.	Description	No. of shares	%
1	Indian Promoters	78,475,368	54.63
2	Insurance Companies & Banks	214,216	0.15
3	Mutual Funds & UTI	2,482,842	1.73
4	FII's & NRIS	14,091,354	9.81
5	Domestic Companies	5,182,858	3.61
6	Resident Individuals	42,880,340	29.85
7	Others	316,962	0.22
	<b>Total</b>	<b>143,643,940</b>	<b>100.00</b>

# Auditors' Certificate Regarding Compliance of Conditions of Corporate Governance

To the Members of Gabriel India Limited

We have examined the compliance of conditions of Corporate Governance by Gabriel India Limited, ("the Company") for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreements of the said Company with National Stock Exchange Limited and BSE Limited.

The compliance of conditions of Corporate Governance is the responsibility of management. Our examination 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.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement

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 BK Khare & Co.**  
Chartered Accountants  
FRN: 105102W

**Naresh Kataria**  
Partner  
M. No. 37825

Place: Mumbai  
Date: May 20, 2015

# Management Discussion and Analysis Report

## Indian economy

India reported a stable rupee, decline in inflation, increased domestic demand, growing investments and a declining oil bill. This reality was in contrast to the situation of the earlier years, marked by erstwhile inflation, high fiscal deficit, dwindling domestic demand, external account imbalance and an oscillating rupee.

The inflation decline in the initial months of the year under review was faster than anticipated. A decline in the price of crude and tradeable commodities helped moderate headline inflation. A tight monetary policy helped contain demand pressures, creating a buffer against external shocks and moderating rupee volatility vis-à-vis other currencies.

The latest estimates of national income indicate that growth revival, which had commenced in 2013-14, gained vigour in 2014-15. From a macroeconomic perspective, it is then increasingly evident that the worst is over (Source: Central Statistics Office).

India is estimated to grow 7.4% in 2014-15 (6.9% in 2013-14). India grew 7.5% in the October-December quarter, exceeding China's 7.3% during the same period, making India the fastest growing major economy in the world. The prevailing economic optimism could catapult India towards double-digit growth across the medium-term (Source: Economic Survey 2015).

## Indian automobile industry

The Indian auto industry is one of the largest in the world with an annual production of 23.37 million vehicles in 2014-15.

The automotive sector has a direct bearing on the economy with a near 7% contribution to the GDP, playing an important role in the development of other crucial sectors as well.

An expanding middle class, predominant youth-based population and an increasing tendency among automobile companies in exploring rural markets catalysed the growth of the two-wheeler segment (80% market share) while the passenger vehicle segment accounted for 14% market share.

India is also a major auto exporter, with robust export growth expectations. On the back of initiatives by the Government of India and major automobile players, the Indian market is expected to emerge as a global leader in the two-wheeler and four-wheeler segments by 2020.

## Production

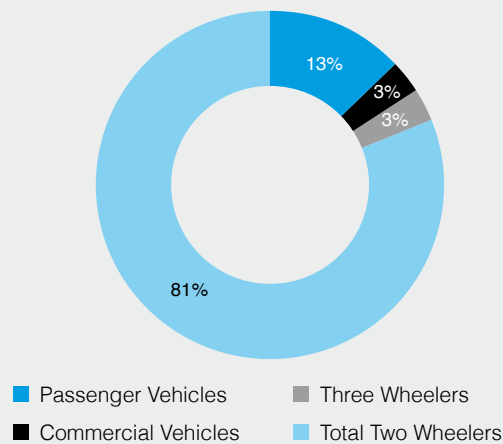
The industry produced 23,366,246 vehicles (passenger and commercial vehicles, three-wheelers and two-wheelers) during 2014-15 against 21,500,165 a year ago, a growth of 8.68%.

## Domestic sales

The sales of passenger vehicles grew 3.90% during the fiscal year gone by. Within the passenger vehicles segment, passenger cars and utility vehicles grew 4.99% and 5.30% respectively, while vans declined 10.19%. The overall commercial vehicles segment contracted 2.83%. Medium and heavy commercial vehicles grew 16.02% and light commercial vehicles declined 11.57%.

Three-wheeler sales grew 10.80% while passenger and goods carriers grew 12.16% and 5.27% respectively during the previous 12 months. Two-wheeler sales grew 8.09% during the same time period. Within the two-wheeler segment, scooters, motorcycles and mopeds grew 25.06%, 2.50% and 4.51% respectively.

Domestic Market Share for 2014-15

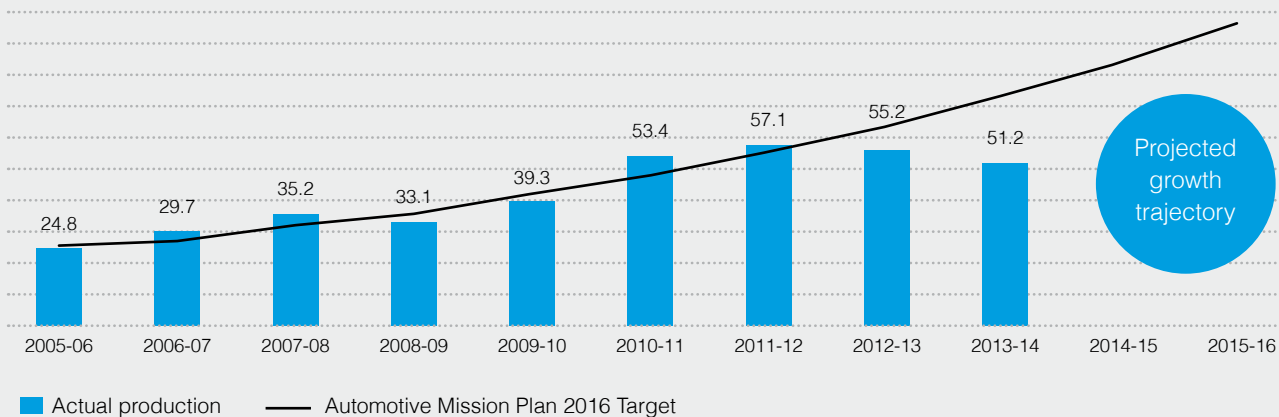


## Exports

Overall automobile exports grew by 14.89%. Passenger vehicles, commercial vehicles, three-wheelers and two-wheelers grew by 4.42%, 11.33%, 15.44% and 17.93%, respectively during 2014-15.

### Automotive Components production

In Billion US\$



Source: ACMA, Industry, IMAcS analysis

### Automotive Components

	2005-06	2013-14
Turnover (US\$ Bn)	18.9	35.1
Exports (US\$ Bn)	3	10.2
After markets (US\$ Bn)	~2.9	5.9
No. of organised players	500	700

Source: ACMA, Industry, IMAcS analysis

## Outlook

India is expected to emerge as a global destination-of-choice for the design and manufacture of automobiles and auto components with output projected to reach US\$ 145 billion by 2016, accounting for more than 10% of the GDP and providing an additional employment to 25 million people. India's automotive industry is expected to reach 7 million vehicles milestone by 2020, making the country the third largest auto manufacturer in the world behind the US and China (Source: The Economic Times).

## Performance of the Company during 2014-15

Gabriel reported net sales of ₹14298 million in 2014-15, a growth of 12.2 % over the previous fiscal.

### (i) Two and three-wheelers

This segment of the Company posted 18% growth, increasing its share of overall revenues. The Company succeeded in increasing its share of existing models and acquisition of future business across all customers, which helped maintain growth and market share. The Company also won accolades from customers on account of qualitative excellence, quick turnaround and operational efficiency. The Company made strategic inroads into new areas by entering into arrangements with global OEMs. The Company took significant steps in increasing capacities to address emerging customer requirements; it commissioned a state-of-the-art R&D centre for two-wheelers at its Hosur plant.

### (ii) Passenger vehicles

The Company's revenues contracted by 2% during the year following 3.9% industry growth in the passenger vehicle segment. The Company continued to leverage technology support from technical partners to cater to growing demands of OEMs. The Company's Khandsa and Pune plants addresses bulk of the demand emerging from this segment. The Company recently invested in upgrading its R&D and testing facilities; it commissioned a top-of-the-line ride control van that offered product validation and testing facilities at the customer premises, thereby enhancing value.

### (iii) Commercial vehicles

The Company continued to lead the commercial vehicles segment with supplies coming from the Dewas, Parwanoo

and Chakan plants. Buoyed by the business in hand and under development, the Company is likely to sustain its growth within India and exports. The Company is also working relentlessly to widen portfolio bandwidth. The Chakan plant is engaged in addressing Railways shock absorber needs for a decade. The Company commenced the development for new generation shock absorbers expected to represent the future of the railways industry.

### (iv) Aftermarket

In 2014-15, the Company registered domestic aftermarket sales of ₹1,622 million as against ₹1,416 million in the previous year, a 15% growth. The Company intends to reinforce its standing in the aftermarket segment on the back of following initiatives: the addition of several new products, the launch of an exclusive 'Elite Retailer Programme' to honour outstanding retailers and improved brand recall among customers through brand promotion activities (hoardings on national highways).

### (v) Exports

The Company grew exports 54% from ₹552 million to ₹358 million through the following initiatives: recruited keeping in mind the evolving dynamics of the exports business, engaged in research to drive growth with global OEMs, leveraged the aftermarket segment by strengthening logistical credentials, enhanced presence across six continents and created strategic business units with dedicated COOs to drive focused growth.

## Opportunities in the automobile industry

The automobile industry is one of India's major sectors, accounting for 22% of the country's manufacturing GDP. It comprises passenger cars, two-wheelers, three-wheelers and commercial vehicles. It is the seventh largest in the world with an annual production of 17.5 million vehicles, of which 2.3 million are exported. The Indian auto market has the potential to dominate the global auto industry, provided a conducive environment is created for potential innovators.

Major transitions underway could change the face of India's automobile manufacturing sector in the next 10 years. However, there is an underlying challenge in erratic growth, affect prospects.

The Indian automobile industry rides the following realities:

### Growing demand

- Growing demand
- Due to a rise in incomes and growth of the country's middle-class, purchasing power has increased
- With improved infrastructure, commercial vehicles can access distant markets in less time
- The easy availability of auto-finance makes vehicle purchases convenient

### Cost-competitiveness

- Global automobile firms can save 10% to 25% costs shifting their operations to India
- An abundance of educated and skilled manpower can moderate wages and enhance productivity

### Policy support

- The government wants India to be recognised as a global auto-manufacturing hub
- R&D funds are being allotted by the Central Government to manufacture low-cost vehicles
- Foreign investments have been encouraged through de-licensing and 40% reduction in excise duty

### Opportunities in the auto components market

India's auto component sector is forecasted to increase from \$43.4 billion (2011-12) to gross revenues of \$115 billion by 2020. Exports are expected to increase at a CAGR of 17% by 2021 (Source: ACMA).

A slowdown in the sale of automobiles over the last few years staggered the offtake of auto components even as aftermarket component sales exceeded the Automotive Mission Plan 2016 target.

India has emerged as the second largest manufacturer of sub-2 litre engines after Europe, generating attractive spin-off opportunities.

### Human resources

Gabriel's success is built around its 2,850 member human capital with an average age of 32.8 years as on March 31, 2015.

The Company's endeavour is not merely to enhance its workforce, but to ensure that their competencies are enhanced in line with evolving business needs, that teams collaborate to create an optimal working culture, inculcate industry-best practices, foster an ethically motivated working culture and enhance operational productivity.

### Internal control systems and their adequacy

The Company's internal audit system is geared towards ensuring adequate controls for asset safeguarding, identifying weaknesses, improvement areas and addressing compliances. The Company's Audit Committee was responsible for reviewing the Audit Report submitted by internal auditors. The Committee's feedback was considered with necessary implementation. The Audit Committee invited Statutory and Internal Auditors for regular meetings to review internal control systems. The Board of Directors was kept informed about all major observations.

### Cautionary statement

Statements in this Report describing the Company's objectives, projection, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied. Factors that could make a difference to the Company's operations include, among others, raw material prices, price increase from customers, government regulations, tax regimes, economic developments in India, natural calamities and other incidental factors.

# Financial Section

## Independent Auditor's 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, 2015, and the Statements of Profit and Loss and Cash Flow 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 standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's 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, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10)

of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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 auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone 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, 2015, 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, 2015, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (the "Order"), and on the basis of such checks of the books and records of the Company as we considered



appropriate and according to the information and explanations given to us, we give in the Annexure a 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 purpose of our audit;
- b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. the Balance Sheet, the Statement of Profit and Loss and Cash Flow 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 written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.

f. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28 to the financial statements
- ii. The Company did not have any long-term contracts including derivate contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For B. K. Khare & Co.

*Chartered Accountants*

Firm's Registration Number 105102W

**Naresh Kumar Kataria**

*Partner*

Place, Mumbai

Dated: May 20, 2015

Membership Number: 037825

## Annexure to Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditor's Report of even date to the members of Gabriel India Limited on the financial statements as of and for the year ended March 31, 2015.

- i. (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.
- ii. (a) The inventory has been physically verified by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.  
(b) In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.  
(c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- iii. The Company had during the year granted unsecured loan of ₹14, 00, 00,000/-, to a Company covered in the register maintained under Section 189 of the Act. The loan was repaid during the year.  

The Company has not granted other secured or unsecured loans to any other party.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. 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.
- vi. We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been specified under sub-section (1) of Section 148 of the Act, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (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 regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities.  
(b) According to the information and explanations given to us, no undisputed amounts in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year-end for a period of more than six months from the date they became payable.  
(c) 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, wealth tax, service tax, duty of customs and duty of excise duty, value added tax or cess as at March 31, 2015, which have not been deposited on account of a dispute, areas follows:

Name of the Statute	Amount (₹ Million)	Period to which the amount relates	Forum
Income Tax Act, 1961	41.44	Assessment Year 1997 to 2005	High Court, Mumbai
Income Tax Act, 1961	28.44	Assessment Year 2009-10	Income Tax Appellate Tribunal
Income Tax Act, 1961	8.78	Assessment Year 2010-11	Commissioner of Income Tax (A)
Income Tax Act, 1961	8.00	Assessment Year 2011-12	Commissioner of Income Tax (A)
Income Tax Act, 1961	3.18	Assessment Year 2012-13	Commissioner of Income Tax (A)
U.P. Trade Tax Act, 1948	2.58	Financial Year 2002-03, 2005-06 and 2008-09	Additional Commissioner (A) Commercial tax Lucknow
U.P. Trade Tax Act, 1948	5.49	Financial Year 2004-05, 2006-07 and 2007-08	Commercial tax Tribunal bench Lucknow
Kerala VAT Act 2003	0.52	Financial Year 2005-06 and 2006-07	Assistant Commissioner, Special Circle Ernakulum
Delhi VAT Act, 2004	0.45	Financial Year 2008-09	Additional Commissioner, Department of trade and taxes, New Delhi
Central Sales Tax Act, 1956	53.96	Financial Year 2007-2008, 2008-09 and 2009-10	Deputy Commissioner of sales tax appeal Pune
MVAT Act 2002	13.95	Financial Year 2007-08	Deputy Commissioner of sales tax, Pune
Central Excise Act, 1944	1.22	Financial Year 2008 -09 to 2011-12	Additional Commissioner, Central Excise & Custom, Pune
Central Excise Act, 1944	43.35	Financial Year 2002-03 to 2006-07	Commissioner, Central Excise & Custom, Pune
Central Excise Act, 1944	1.98	Financial Year 2003-04 to 2010-11	Commissioner (A), Bhopal
Central Excise Act, 1944	12.32	Financial Year 2004-05 to 2010-11	CESTAT, New Delhi
Central Excise Act, 1944	0.95	Financial Year 2010 -11	Commissioner (A), Indore
Central Excise Act, 1944	3.04	Financial Year 2010 -11- to 2014-15	Additional Commissioner, Indore
Central Sales Tax Act, 1956	0.56	Financial Year 2006-07 and 2008-09	Commercial Tax Board, Bhopal
Central Sales Tax Act, 1956	20.80	Financial Year 2005-2006, 2011-12 and 2012-13	Additional Commissioner (Sales Tax), Indore
Central Excise Act, 1944	1.43	Financial Year 2006 -07 to 2010-11	Deputy Commissioner, Central Excise, Nashik
Central Excise Act, 1944	0.15	Financial Year 2008- 09 and 2009-10	CESTAT, Mumbai
HP Entry Tax Act, 2010	16.31	Financial Year 2011-12 to 2014-15	High court, HP
Central Excise Act, 1944	8.55	Financial Year 2005-06 to June 2010	Commissioner of Central Excise-Delhi
Income Tax Act, 1961	27.51	Assessment Year 2009-10 to 2014-15	ITO (TDS)

- c) The amount required to be transferred to Investor Education and Protection Fund has been transferred within the stipulated time in accordance with the provisions of the Companies Act, 1956 and the rules made thereunder.
- viii. The Company has no accumulated losses as at the end of the financial year and it has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- ix. According to the records of the Company and information and explanations given to us and the information, the Company has not defaulted in repayment of dues to any bank as at the balance sheet date. There were loans from financial institutions and no issue or outstanding debentures at the end of the balance sheet date.
- x. The Company has not raised any term loans. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
- xi. 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 on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For B. K. Khare & Co.  
Chartered Accountants  
Firm's Registration Number 105102W

Place, Mumbai  
Dated: May 20, 2015

Naresh Kumar Kataria  
Partner  
Membership Number: 037825

## Balance Sheet as at 31st March, 2015

(₹ In Million)

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2	143.67	143.67
Reserves and surplus	3	3,110.67	2,708.05
		<b>3,254.34</b>	<b>2,851.72</b>
<b>Non-current liabilities</b>			
Long-term borrowings	4	58.40	95.65
Deferred tax liabilities (net)	5	104.91	95.51
Long-term provisions	6	93.10	40.90
		<b>256.41</b>	<b>232.06</b>
<b>Current liabilities</b>			
Short-term borrowings	7	-	468.46
Trade payables	8	1,907.26	1,571.66
Other current liabilities	9	410.68	429.31
Short-term provisions	10	335.14	307.77
		<b>2,653.08</b>	<b>2,777.20</b>
<b>Total</b>		<b>6,163.83</b>	<b>5,860.98</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets	11		
Tangible assets		2,655.36	2,635.96
Intangible assets		21.28	35.96
Capital work-in-progress		30.97	124.61
		<b>2,707.61</b>	<b>2,796.53</b>
Non-current investments	12	0.23	0.23
Long-term loans and advances	13	226.39	233.39
Other non-current assets	14	24.00	1.64
		<b>2,958.23</b>	<b>3,031.79</b>
<b>Current assets</b>			
Inventories	15	1,121.40	1,168.19
Trade receivables	16	1,723.35	1,360.80
Cash and bank balances	17	38.85	47.12
Short-term loans and advances	18	320.95	252.92
Other current assets	19	1.05	0.16
		<b>3,205.60</b>	<b>2,829.19</b>
<b>Total</b>		<b>6,163.83</b>	<b>5,860.98</b>
Significant Accounting Policies and Notes to Accounts	1 28-46		

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

NARESH KUMAR KATARIA  
Partner  
Membership No.:- 037825

Place : Pune  
Date : May 20, 2015

For and on behalf of the Board of Directors

ANJALI ANAND  
Chairperson

RAJENDRAN A.  
V.P. Finance & CFO

MANOJ KOLHATKAR  
Managing Director

PRANVESH TRIPATHI  
Company Secretary

**Statement of Profit and Loss** for the year ended 31 March, 2015

(₹ In Million)

Particulars	Note No.	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b>Revenue from Operation</b>			
Gross Sales	20	15,802.43	14,079.65
Less: Excise duty		1,504.03	1,334.44
Net Sales		14,298.40	12,745.21
Other Operating Income	21	142.58	120.87
<b>Revenue from operations (net)</b>		<b>14,440.98</b>	<b>12,866.08</b>
Other income	22	43.12	56.33
<b>Total Revenue</b>		<b>14,484.10</b>	<b>12,922.41</b>
<b>Expenses</b>			
Cost of materials consumed	23a	10,319.20	9,332.31
Purchases of stock-in-trade	23b	100.65	44.30
Changes in inventories of finished goods, work-in-progress and stock-in-trade (increase)/decrease	23c	12.00	(99.99)
Employee benefits expense	24	1,075.46	937.03
Finance costs	25	54.80	89.96
Depreciation, amortisation and impairment		311.32	270.73
Other expenses	26	1,769.19	1,748.49
<b>Total expenses</b>		<b>13,642.62</b>	<b>12,322.83</b>
<b>Profit before exceptional items and tax</b>		<b>841.48</b>	<b>599.58</b>
Exceptional items - (Income) / Expense	27	6.00	42.00
<b>Profit before tax</b>		<b>835.48</b>	<b>557.58</b>
<b>Tax expense:</b>			
Current tax expense for current year		207.90	119.00
(Less): MAT credit entitlement		-	(6.05)
Net current tax expense		207.90	112.95
Deferred tax expense (credit)		(14.47)	(4.85)
Current tax expense (credit) relating to prior years		9.44	33.64
Deffered tax expense (credit) relating to prior period		32.37	(10.15)
		<b>235.24</b>	<b>131.59</b>
<b>Profit from continuing operations</b>		<b>600.24</b>	<b>425.99</b>
<b>Profit for the year</b>		<b>600.24</b>	<b>425.99</b>
<b>Earnings per share (of Re 1/- each):</b>	<b>37</b>		
Basic / Diluted (₹)		4.18	2.97
Paid up value per share (Re.)		1.00	1.00
Significant Accounting Policies and Notes to Accounts	1 28-46		

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

**NARESH KUMAR KATARIA**  
Partner  
Membership No.:- 037825

Place : Pune  
Date : May 20, 2015

For and on behalf of the Board of Directors

**ANJALI ANAND**  
Chairperson

**RAJENDRAN A.**  
V.P. Finance & CFO

**MANOJ KOLHATKAR**  
Managing Director

**PRANVESH TRIPATHI**  
Company Secretary

## Cash Flow Statement for the year ended 31 March, 2015

(₹ In Million)

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax	835.48	557.58
Adjustments for:		
Depreciation and amortisation and impairment	311.32	270.73
(Profit) / Loss from sale of assets	0.95	3.05
Finance costs	54.80	89.96
Interest income	(7.51)	(12.00)
Dividend income	(0.07)	(0.06)
Operating profit / (loss) before working capital changes	<b>1,194.97</b>	<b>909.26</b>
Changes in working capital:		
Adjustments for (increase) / decrease in Working Capital:		
Inventories	41.06	(54.09)
Trade Receivables	(370.04)	(145.21)
Loans and advances	(58.67)	(21.02)
Other Current Assets	(22.36)	35.45
Other Provisions	73.07	85.63
Trade payables and Other Liabilities	318.85	12.07
Cash generated from operations	1,176.88	822.09
Net income tax (paid) / refunds	(215.90)	(136.76)
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>960.98</b>	<b>685.33</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(347.53)	(395.66)
Decrease / (increase) in Capital work in progress	93.64	(60.73)
Decrease / (increase) in Capital advances	(3.80)	57.09
Proceeds from sale of fixed assets	5.73	4.24
Decrease/ (increase) in intercorporate deposits given	-	20.00
Decrease/ (increase) in earmarked bank balances	(0.36)	(1.12)
Interest received	6.62	14.18
Dividend received	0.07	0.06
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>(245.63)</b>	<b>(361.94)</b>

**Cash Flow Statement** for the year ended 31 March, 2015

(₹ In Million)

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds / (Repayment) of long term borrowings	27.53	(1.39)
Proceeds / (Repayment) from fixed deposits from public	(64.78)	(66.81)
Proceeds / (Repayment) of short term borrowings (net)	(468.46)	(28.98)
Interest paid	(58.25)	(86.97)
Dividend paid	(134.89)	(113.80)
Corporate dividend tax paid	(25.13)	(19.04)
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>(723.98)</b>	<b>(316.99)</b>
<b>Net Increase in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(8.63)</b>	<b>6.40</b>
<b>Cash and cash equivalents as at Opening</b>	<b>39.76</b>	<b>33.36</b>
<b>Cash and cash equivalents as at Closing</b>	<b>31.13</b>	<b>39.76</b>
<b>Cash and cash equivalents consists of:</b>		
Cash-in-Hand	0.80	0.68
With Scheduled Banks		
In Current Accounts	30.33	39.08
	31.13	39.76

**Notes :**

- 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.
- Figures in brackets indicate cash outgo.
- Previous period figures have been regrouped and recast wherever necessary to conform to the current year classification.

For B. K. Khare &amp; Co.

Chartered Accountants

Firm Registration Number: 105102W

**NARESH KUMAR KATARIA**

Partner

Membership No.:- 037825

Place : Pune

Date : May 20, 2015

For and on behalf of the Board of Directors

**ANJALI ANAND**

Chairperson

**RAJENDRAN A.**

V.P. Finance &amp; CFO

**MANOJ KOLHATKAR**

Managing Director

**PRANVESH TRIPATHI**

Company Secretary

## Notes Forming Part of the Financial Statements

### 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.
- 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.

#### 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

##### • 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:-



## Notes Forming Part of the Financial Statements

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.

### 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.

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 licences, 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

## Notes Forming Part of the Financial Statements

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.
- Forward exchange and other derivative contracts entered into to hedge foreign currency risk of an existing assets/liabilities
  - ▶ In case of forward contracts with underlying assets or liabilities, the difference between the forward rate and the exchange rate on the date of inception of a forward contract is recognised as income or expense and is amortised over the life of the contract.
  - ▶ Exchange differences on such contracts are recognised in the Statement of Profit and Loss in the period in which the exchange rate changes.
  - ▶ Any profit or loss arising on cancellation or renewal of forward exchange contracts are recognised as income or expense for the period.
  - ▶ Forward contracts entered into by the company to cover its exposure against firm commitment are marked to market as at the year end. The resultant loss is recognized in the Statement of Profit and Loss and gain, if any is ignored.
  - ▶ Premium or discount on foreign currency forward and option contracts are amortized and recognized in the statement of profit and loss over the period of contract.

### 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.
- 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.

## Notes Forming Part of the Financial Statements

### 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.

### 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.

### 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) 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 Forming Part of the Financial Statements

### Note 2 Share capital

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	Number of shares	₹ In Million	Number of shares	₹ In Million
<b>Authorised</b>				
Equity shares of Re. 1/- each	150,000,000	150.00	150,000,000	150.00
Redeemable preference shares of Re. 100/- each	100,000	10.00	100,000	10.00
	<b>143,643,940</b>	<b>143.64</b>	<b>143,643,940</b>	<b>143.64</b>
<b>Issued, subscribed and fully paid up</b>				
Equity shares of Re. 1/- each	143,643,940	143.64	143,643,940	143.64
Add: Share forfeiture	-	0.03	-	0.03
<b>Total</b>	<b>143,643,940</b>	<b>143.67</b>	<b>143,643,940</b>	<b>143.67</b>

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 Re.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 31st March 2015, the amount of per share dividend recognized as distributions to Equity shareholders was ₹1.05 (31st March 2014: Re. 0.85).

b) **Reconciliation of opening and closing Equity Share capital:**

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	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, 2015		As at 31st March, 2014	
	Number of shares held	% of Shareholding	Number of shares held	% of Shareholding
Equity shares of Re. 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, 2015		As at 31st March, 2014	
	Number of shares held	% of Shareholding	Number of shares held	% of Shareholding
Equity shares of Re. 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 Re. 1 Each fully paid up held by Kayaba Industry Co Ltd.	7,937,360	5.53	7,937,360	5.53

## Notes Forming Part of the Financial Statements

### Note 2 Share capital (contd.)

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

Particulars	As at 31st March, 2015	As at 31st March, 2014
	Number of shares held	Number of shares held
Equity share allotted as fully paid bonus shares by capitalisation of general reserve	71,821,970	71,821,970

### Note 3 Reserves and Surplus

(₹ In Million)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Capital Reserve</b>	4.70	4.70
<b>Securities Premium Reserve</b>		
Opening balance	271.77	271.77
Closing balance	271.77	271.77
<b>General Reserve</b>		
Opening balance	382.83	320.04
Add: Transferred from Surplus in Statement of Profit and Loss	-	62.79
Closing balance	382.83	382.83
<b>Surplus in the Statement of Profit and Loss</b>		
Opening balance	2,048.75	1,828.40
Less: Transitional charge on account of depreciation as per Companies Act 2013 (net of deferred tax of ₹8.49 million) - Refer note 45	16.31	-
Add: Profit for the year	600.24	425.99
Less: Appropriations		
Interim dividend	64.64	50.28
Proposed dividend	86.20	71.82
Dividend distribution tax	30.47	20.75
Transferred to General Reserve	-	62.79
Closing balance	2,451.37	2,048.75
<b>Total</b>	<b>3,110.67</b>	<b>2,708.05</b>

### Note 4 Long-term borrowings

(₹ In Million)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Secured:</b>		
Other loans and advances		
Vehicle loans	1.51	1.96
Secured by hypothecation of Vehicles. Repayable within 5 years from the date of sanction. Carry rate of Interest between 12% to 15%.		
<b>Unsecured:</b>		
Deferred sales tax (interest free)	2.52	3.15
Fixed deposits	25.76	90.54
Deposits from public 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	28.61	-
<b>Total</b>	<b>58.40</b>	<b>95.65</b>

## Notes Forming Part of the Financial Statements

### Note 5 Deferred Tax Liabilities (Net)

(₹ In Million)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Deferred tax liabilities</b>		
Depreciation	241.96	211.67
	<b>241.96</b>	<b>211.67</b>
<b>Deferred tax assets</b>		
Expenditure allowable for tax purpose on payment basis	(80.79)	(60.00)
Voluntarily retirement scheme	(4.97)	(7.46)
Expenditure disallowed u/s 40(a)	(6.40)	(6.96)
Other provisions	(44.89)	(41.74)
	<b>(137.05)</b>	<b>(116.16)</b>
<b>Total</b>	<b>104.91</b>	<b>95.51</b>

### Note 6 Long-term provisions

(₹ In Million)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Provision for employee benefits:</b>		
Compensated absences	47.33	31.32
Gratuity	31.14	9.58
Retention bonus	14.63	-
<b>Total</b>	<b>93.10</b>	<b>40.90</b>

### Note 7 Short-term borrowings

(₹ In Million)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Secured :</b>		
From banks		
- Buyers Credit in foreign currency	-	114.76
- Working capital facilities	-	353.70
Secured by hypothecation of Stocks, book debts and other current assets of the Company. Carrying rate of Interest between 0.98% to 11.75%.		
<b>Total</b>	<b>-</b>	<b>468.46</b>

### Note 8 Trade payables

(₹ In Million)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Trade payables:</b>		
- Micro, Small and Medium Enterprises ( Refer Note 30 )	3.17	52.48
- Others	1,904.09	1,519.18
<b>Total</b>	<b>1,907.26</b>	<b>1,571.66</b>

## Notes Forming Part of the Financial Statements

### Note 9 Other current liabilities

(₹ In Million)

Particulars	As at	
	31st March, 2015	31st March, 2014
Current maturities of long-term debts* (Refer Note (i) and (ii) below)	74.49	95.63
Book overdraft	33.88	-
Interest accrued but not due on borrowings	6.52	9.97
Unpaid dividends	8.84	7.27
Statutory liabilities	92.33	78.89
Capital creditors	13.76	45.58
Advances from customers	8.72	13.02
Employee benefits payable	68.58	76.10
Unclaimed matured deposits	0.52	0.37
Unclaimed interest on deposits	1.22	0.99
Others*	101.82	101.49
<b>Total</b>	<b>410.68</b>	<b>429.31</b>

\* Includes forward contract restatement loss ₹12.79 million (previous year ₹23.52 million), discount payable to dealers ₹72.04 million (previous year ₹58.65 million), CDA dealer deposit ₹13.68 million (previous year ₹12.73 million)

(₹ In Million)

Particulars	As at	
	31st March, 2015	31st March, 2014
(i) Current maturities of long term debts		
Secured :		
Vehicle loans	1.34	1.20
Unsecured :		
Deferred sales tax	0.95	0.32
Fixed deposits	69.11	94.11
Current maturities of finance lease obligations	3.09	-
<b>Total</b>	<b>74.49</b>	<b>95.63</b>

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

### Note 10 Short-term provisions

(₹ In Million)

Particulars	As at	
	31st March, 2015	31st March, 2014
<b>Provision for employee benefits:</b>		
Compensated absences	5.14	2.21
Gratuity	2.89	1.93
Super annuation fund	5.22	4.50
Retention bonus	23.50	41.61
	36.75	50.25
<b>Other provisions :</b>		
Warranty ( Refer Note 34 )	79.67	70.07
Proposed Equity dividend	86.20	71.82
Distribution tax on proposed dividend	17.55	12.21
Others (Refer Note 27 and 34)	114.97	103.42
	298.39	257.52
<b>Total</b>	<b>335.14</b>	<b>307.77</b>

## Notes Forming Part of the Financial Statements

### Note 11: Fixed assets

The changes in the carrying value of fixed assets for the year ended 31 March, 2015 are as follows:

Particulars	GROSS BLOCK			DEPRECIATION/AMORTIZATION/IMPAIRMENT					NET BLOCK			
	Cost as on 01.04.14	Additions during the year*	Disposal/ Adjustment During the year	Cost as on 31.03.2015	Accumulated Depreciation/ amortisation as on 01.04.2014	Depreciation/ amortisation for the year (Refer Note 45)	Provision for Impairment of assets	Disposal/ Adjustment During the year	Adjusted to opening balance of surplus of Profit & Loss (Refer Note 45)	Accumulated Depreciation/ amortisation as on 31.03.2015	As at 31.03.2015	As at 31.03.2014
<b>Tangible Assets</b>												
Freehold Land	497.81	4.81	-	502.62	-	-	-	-	-	-	502.62	497.81
Leasehold Land	13.76	-	-	13.76	2.53	0.12	-	-	-	2.66	11.11	11.23
Buildings	824.02	26.43	-	850.45	255.57	30.74	-	-	2.56	288.87	561.58	568.44
Plant & Machinery@	3,229.81	292.04	(18.72)	3,503.13	1,747.99	238.41	2.20	(16.21)	17.42	1,989.81	1,513.32	1,481.82
Vehicles#	32.59	11.27	(7.41)	36.45	14.15	5.75	-	(3.53)	0.32	16.69	19.76	18.45
Furniture & Fixtures	107.01	6.38	(0.69)	112.70	48.79	12.82	-	(0.41)	4.52	65.72	46.98	58.22
<b>Sub Total</b>	<b>4,705.00</b>	<b>340.94</b>	<b>(26.83)</b>	<b>5,019.11</b>	<b>2,069.04</b>	<b>287.84</b>	<b>2.20</b>	<b>(20.15)</b>	<b>24.82</b>	<b>2,363.75</b>	<b>2,655.36</b>	<b>2,635.96</b>
Sub Total as on 31.03.2014	4,390.99	385.91	(71.90)	4,705.00	1,892.38	237.85	2.70	(63.89)		2,069.04	2,635.96	2,498.61
<b>Intangible Assets</b>												
Computer Software	96.97	6.59	-	103.57	71.06	14.53	-	-	-	85.59	17.98	25.91
Technical Knowhow	119.21	-	-	119.21	109.16	6.74	-	-	-	115.90	3.30	10.05
<b>Sub Total</b>	<b>216.18</b>	<b>6.59</b>	<b>-</b>	<b>222.77</b>	<b>180.22</b>	<b>21.27</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>201.49</b>	<b>21.28</b>	<b>35.96</b>
Sub Total as on 31.03.2014	203.28	9.75	3.15	216.18	147.61	30.19	-	2.42	-	180.22	35.96	55.67
<b>Total</b>	<b>4,921.18</b>	<b>347.53</b>	<b>(26.83)</b>	<b>5,241.89</b>	<b>2,249.26</b>	<b>309.12</b>	<b>2.20</b>	<b>(20.15)</b>	<b>24.82</b>	<b>2,565.24</b>	<b>2,676.64</b>	<b>2,671.92</b>
Total as on 31.03.2014	4,594.27	395.66	(68.75)	4,921.18	2,039.99	268.03	2.70	(61.46)	-	2,249.26	2,671.92	2,554.28

\* Additions includes interest capitalized ₹ Nil (Previous Year ₹5.35 Million)

# Vehicles include assets purchased on finance lease amounting ₹6.25 Million (Previous Year ₹2.90 Million) with a written down value of ₹2.95 Million (Previous Year ₹2.63 Million) as at year end.

@ Plant & Machinery include assets purchased on finance lease amounting ₹31.20 Million (Previous Year ₹ Nil) with a written down value of ₹30.42 Million (Previous Year ₹ Nil) as at year end.



## Notes Forming Part of the Financial Statements

The changes in the carrying value of fixed assets for the year ended March 31, 2014 are as follows:

Particulars	GROSS BLOCK			DEPRECIATION/AMORTIZATION/IMPAIRMENT					NET BLOCK		
	Cost as on 01.04.13	Additions during the year*	Disposal/Adjustment During the year	Cost as on 31.03.2014	Depreciation/ amortisation for the year (Refer Note 45)	Provision for Impairment of assets	Disposal/Adjustment During the year	Adjusted to opening balance of surplus of Profit & Loss (Refer Note 45)	Accumulated Depreciation/ amortisation as on 31.03.2014	As at 31.03.2014	As at 31.03.2013
<b>Tangible Assets</b>											
Freehold Land	25.82	71.00	400.98	497.81	-	-	-	-	-	497.81	25.82
Leasehold Land	413.77	-	(400.01)	13.76	0.13	-	(0.01)	-	2.53	11.23	411.36
Buildings	737.91	87.06	(0.96)	824.02	23.49	-	0.50	-	255.57	568.44	506.32
Plant & Machinery	3,094.86	210.96	(76.01)	3,229.81	202.23	2.70	(63.89)	-	1,747.99	1,481.82	1,487.91
Vehicles#	35.09	3.63	(6.13)	32.59	4.29	-	(4.54)	-	14.15	18.45	20.69
Furniture & Fixtures	83.54	13.25	10.22	107.01	7.71	-	4.05	-	48.79	58.22	46.51
<b>Sub Total</b>	<b>4,390.99</b>	<b>385.91</b>	<b>(71.90)</b>	<b>4,705.00</b>	<b>237.85</b>	<b>2.70</b>	<b>(63.89)</b>	<b>-</b>	<b>2,069.04</b>	<b>2,635.96</b>	<b>2,498.61</b>
Sub Total as on 31.03.2013	3,738.76	678.59	(26.36)	4,390.99	234.06	1.54	(23.38)	-	1,892.38	2,498.61	2,058.59
<b>Intangible Assets</b>											
Computer Software	85.70	8.12	3.16	96.97	18.14	-	2.41	-	71.06	25.91	35.19
Technical Knowhow	117.58	1.63	-	119.21	12.05	-	0.01	-	109.16	10.05	20.48
<b>Sub Total</b>	<b>203.28</b>	<b>9.75</b>	<b>3.15</b>	<b>216.18</b>	<b>30.19</b>	<b>-</b>	<b>2.42</b>	<b>-</b>	<b>180.22</b>	<b>35.96</b>	<b>55.67</b>
Sub Total as on 31.03.2013	190.04	13.24	-	203.28	37.18	-	-	-	147.61	55.67	79.61
<b>Total</b>	<b>4,594.27</b>	<b>395.66</b>	<b>(68.74)</b>	<b>4,921.18</b>	<b>268.03</b>	<b>2.70</b>	<b>(61.46)</b>	<b>-</b>	<b>2,249.26</b>	<b>2,671.92</b>	<b>2,554.28</b>
Total as on 31.03.2013	3,928.80	691.83	(26.36)	4,594.27	271.24	1.54	23.38	-	2,039.99	2,554.28	2,138.20

\* Addition includes interest capitalized ₹5.35 Million (Previous Year ₹ Nil)

# Vehicles include assets purchased on finance lease amounting to ₹2.90 Million (Previous Year ₹3.22 Million) with a written down value of ₹2.63 Million (Previous Year ₹4.67 Million) as at year end.

\$ Disposal/adjustment to fixed assets represents disposal of assets and regrouping/reclassification of block of assets inter se.

## Notes Forming Part of the Financial Statements

### Note 12 Non-current investments

Particulars	(₹ In Million)	
	As at 31st March, 2015	As at 31st March, 2014
<b>Non Trade (at Cost)</b>		
<b>Investment in Equity Instruments</b>		
<b>Unquoted</b>		
20,000 Equity shares of ₹10 each fully paid up of Shivalik Solid Waste Management Ltd.	0.20	0.20
<b>Quoted</b>		
4,000 Equity Shares of ₹2 each fully paid up of Housing Development Finance Corporation Limited.	0.02	0.02
	0.22	0.22
<b>Investment in Government or Trust securities</b>		
<b>Unquoted</b>		
National Savings Certificates	0.01	0.01
<b>Total</b>	<b>0.23</b>	<b>0.23</b>

#### Additional Information :

Particulars	(₹ In Million)	
	As at 31st March, 2015	As at 31st March, 2014
<b>Aggregate amount of quoted investments and market value</b>		
i) Aggregate amount	0.02	0.02
ii) Market Value	5.26	3.54

### Note 13 Long-term loans and advances

Particulars	(₹ In Million)	
	As at 31st March, 2015	As at 31st March, 2014
<b>Unsecured, considered good unless stated otherwise</b>		
<b>Capital advances :</b>		
Considered good	16.06	19.86
Considered doubtful	1.00	2.70
	17.06	22.56
Less :- Provision for doubtful advances	1.00	2.70
	<b>16.06</b>	<b>19.86</b>
Security deposits	144.62	146.83
Loans and advances to employees	14.05	14.22
Less:- Provision for doubtful advances	-	0.62
	<b>14.05</b>	<b>13.60</b>
Advance Income tax [Net of provision of ₹725.28 million, (Previous year: ₹581.26 million)]	51.66	44.22
MAT credit Entitlement	-	8.88
	<b>51.66</b>	<b>53.10</b>
<b>Total</b>	<b>226.39</b>	<b>233.39</b>

## Notes Forming Part of the Financial Statements

### Note 14 Other non current assets

(₹ In Million)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Long term deposits with banks with maturity period more than 12 months	24.00	1.64
<b>Total</b>	<b>24.00</b>	<b>1.64</b>

### Note 15 Inventories

(₹ In Million)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>At lower of cost or net realisable value</b>		
Raw materials	489.45	548.56
Goods-in-transit	63.23	34.00
	552.68	582.56
Work-in-progress	260.28	230.28
Finished goods	178.19	195.02
Goods-in-transit	56.41	87.09
	234.60	282.11
Stock-in-trade	15.94	10.43
Stores and spares	89.98	89.16
	<b>1,153.48</b>	<b>1,194.54</b>
Less:- Provision for slow and non moving Inventories	32.08	26.35
<b>Total</b>	<b>1,121.40</b>	<b>1,168.19</b>

### Note 16 Trade receivables

(₹ In Million)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Unsecured, considered good unless stated otherwise</b>		
Outstanding for a period exceeding six months from the date they were due for payment :		
Considered good	7.45	17.24
Considered doubtful	17.02	9.53
	24.47	26.77
Less: Provision for doubtful trade receivables	17.02	9.53
	7.45	17.24
Others :	1,715.90	1,343.56
<b>Total</b>	<b>1,723.35</b>	<b>1,360.80</b>

### Note 17 Cash and cash equivalents :

(₹ In Million)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Cash and Cash Equivalents :</b>		
Cash on hand	0.80	0.68
Balances with banks		
In current accounts	30.33	39.08
Earmarked balances with banks		
Unclaimed dividend accounts with bank	7.72	7.36
<b>Total</b>	<b>38.85</b>	<b>47.12</b>

## Notes Forming Part of the Financial Statements

### Note 18 Short-term loans and advances

(₹ In Million)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Unsecured, considered good unless stated otherwise		
Loans and Advances to suppliers	140.49	88.67
Deposits with government authorities*	30.50	20.64
Less : Provision towards disputed Sales Taxes	19.45	17.38
	11.05	3.26
Security deposits	0.45	0.71
Loans and advances to employees	4.50	3.80
Prepaid expenses	28.01	28.22
Balances with government authorities :		
CENVAT credit receivables	56.11	80.05
VAT credit receivables	12.66	4.71
Service Tax credit receivables	30.84	12.79
Others	36.84	30.71
<b>Total</b>	<b>320.95</b>	<b>252.92</b>

\*Represent deposits towards disputed VAT/Excise matters ₹31.50 millions (Previous year ₹20.64 millions)

### Note 19 Other current assets

(₹ In Million)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Interest accrued on deposits	0.96	0.07
Insurance claims receivables	0.09	2.93
Less : Provision for Insurance claims receivable	-	2.84
	0.09	0.09
<b>Total</b>	<b>1.05</b>	<b>0.16</b>

### Note 20 Sales

(₹ In Million)

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b>Sale of products</b>		
Finished goods	15,678.64	14,013.97
Traded goods	123.79	65.68
	<b>15,802.43</b>	<b>14,079.65</b>
Less : Excise duty	1,504.03	1,334.44
<b>Total</b>	<b>14,298.40</b>	<b>12,745.21</b>

### Note 21 Other operating income

(₹ In Million)

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Sale of scrap	96.39	82.98
Income from services	8.13	2.51
Duty drawback and other export incentives	23.41	15.04
Refund of duties (Refer note 31)	14.65	20.34
<b>Total</b>	<b>142.58</b>	<b>120.87</b>

## Notes Forming Part of the Financial Statements

### Note 22 Other income

(₹ In Million)

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Interest income on :		
Fixed deposits with banks	1.43	1.06
Inter corporate deposits	3.74	7.50
Advances to supplier	2.08	3.17
Others	0.26	0.27
	<b>7.51</b>	<b>12.00</b>
Dividend income from non current Investments	0.07	0.06
Rental income	1.70	1.79
Credit balances / excess provisions written back	7.96	5.62
Foreign exchange fluctuations (net)	-	13.42
Miscellaneous income	25.88	23.44
<b>Total</b>	<b>43.12</b>	<b>56.33</b>

### Note 23.a Cost of materials consumed

(₹ In Million)

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Opening inventory	582.56	626.03
Add: Purchases	10,289.32	9,288.84
	<b>10,871.88</b>	<b>9,914.87</b>
Less: Closing inventory	552.68	582.56
Cost of material consumed	<b>10,319.20</b>	<b>9,332.31</b>
Material consumed comprises:		
Tubes	1,534.60	1,342.86
Bright bars	1,372.70	887.31
Shocks fluid	322.02	283.87
Other items	7,089.88	6,818.27
<b>Total</b>	<b>10,319.20</b>	<b>9,332.31</b>

### Note 23.b Purchase of Stock-in-trade

(₹ In Million)

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Purchase of stock-in-trade	100.65	44.30
Purchase of traded goods comprises :		
Shock Absorber / Springs	26.68	18.89
Front fork Oils	6.58	7.03
Coolants	21.08	12.88
Bush Kit	6.96	5.50
Rims	39.35	-
<b>Total</b>	<b>100.65</b>	<b>44.30</b>

## Notes Forming Part of the Financial Statements

### Note 23.c Changes in inventories of finished goods, work-in-progress and stock-in-trade

(₹ In Million)

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
<b>Inventories at the beginning of the year:</b>		
Finished goods	282.11	226.90
Work-in-progress	230.28	185.58
Stock-in-trade	10.43	10.35
	522.82	422.83
<b>Inventories at the end of the year:</b>		
Finished goods	234.60	282.11
Work-in-progress	260.28	230.28
Stock-in-trade	15.94	10.43
	510.82	522.82
<b>Net (increase) / decrease</b>	<b>12.00</b>	<b>(99.99)</b>

### Note 24 Employee benefit expenses

(₹ In Million)

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Salaries and wages	869.54	768.46
Contributions to provident and other funds	70.08	61.34
Staff welfare expenses	135.84	107.23
<b>Total</b>	<b>1,075.46</b>	<b>937.03</b>

### Note 25 Finance costs

(₹ In Million)

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Interest on borrowings	47.35	73.92
Other borrowing costs	6.61	3.70
Net loss on foreign currency transactions and translation	0.84	12.34
<b>Total</b>	<b>54.80</b>	<b>89.96</b>

## Notes Forming Part of the Financial Statements

### Note 26 Other expenses

(₹ In Million)

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Consumption of stores and spare parts	224.41	265.62
Power and fuel	254.80	242.70
Rent including lease rentals	12.08	14.58
Repairs and maintenance		
- Buildings	15.36	22.17
- Machinery	134.17	137.41
- Others	50.06	47.19
Insurance	16.74	16.60
Rates and taxes	17.66	28.52
Communication	14.67	14.31
Travelling and conveyance	75.77	72.32
Printing and stationery	10.15	8.53
Freight and forwarding	284.82	246.32
Discounts	74.86	68.33
Business promotion	16.96	17.58
Royalty	59.42	85.33
Expenditure towards corporate social responsibility (CSR) activities ( Refer note 44)	10.84	-
Donations and contributions	0.09	2.95
Legal and professional	266.51	248.63
Payments to auditors #	7.32	6.94
Bad debts and advances written off	0.44	1.46
Provision for doubtful trade and other receivables, loans and advances (net)	7.49	7.73
Foreign exchange fluctuation (net)	11.53	-
Loss on assets sold / scrapped (net)	0.95	3.05
Director fee and commission	8.95	5.84
Warranty costs	87.11	96.34
Miscellaneous expenses	106.03	88.04
<b>Total</b>	<b>1,769.19</b>	<b>1,748.49</b>

(₹ In Million)

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
# Payments to auditors		
As auditors	4.41	4.20
For taxation matters	2.42	1.59
For other services	0.30	0.30
Reimbursement of expenses	0.19	0.85
<b>Total</b>	<b>7.32</b>	<b>6.94</b>

## Notes Forming Part of the Financial Statements

### Note 27 Exceptional items - (Income) / Expenses

(₹ In Million)

Particulars	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Others* (Refer Note 34)	6.00	42.00
<b>Total</b>	<b>6.00</b>	<b>42.00</b>

\* Others represents additional provision made on account of re-assessment of disputed liabilities towards rates and taxes of ₹6 million ( Previous year ₹42 million ).

### Note 28 Contingent liabilities and commitments (to the extent not provided for)

(₹ In Million)

Particulars	As at 31st March, 2015	As at 31st March, 2014
<b>Contingent liabilities :</b>		
Bills discounted with banks	149.61	209.76
Disputed tax matters :		
a) Company in appeal	201.69	181.39
b) Matters decided in Company's favour,tax authorities in appeal before the High Court	41.44	41.44
c) Others	27.51	-
Claims against the Company, not acknowledged as debts	292.6	304.66
<b>Commitments :</b>		
Estimated amount of unexecuted capital contracts (net of advances and deposits)	60.96	20.12
<b>Others:</b>		
Guarantees issued by banks on behalf of the Company	19.02	18.72

### Note 29 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, 2015		As at 31st March, 2014	
	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 EURO	0.30	24.17	0.02	1.20
In USD	4.51	298.87	9.08	586.50
In JPY	48.67	26.58	105.73	65.67



## Notes Forming Part of the Financial Statements

### Note 29 Foreign exchange exposures (contd.)

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

Particulars	As at 31st March, 2015		As at 31st March, 2014	
	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	3.56	230.95	-	-

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, 2015		As at 31st March, 2014	
	Amount in Foreign Currency (in million )	Amount in ₹ (in million)	Amount in Foreign Currency (in million )	Amount in ₹ (in million)
Liabilities(Payables)				
In EURO	-	-	0.08	6.64
In USD	-	-	2.10	129.08
In JPY	2.46	1.59	-	-
Assets(Receivables)				
In USD	0.45	28.07	0.54	33.30

### 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 :

(₹ In Million)

Particulars	As at 31st March, 2015	As at 31st March, 2014
a) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.40	52.48
b) Interest due to suppliers registered under the MSMED Act for the year and remaining unpaid as at year end	0.31	1.29
c) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	3.19	-
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 paid,under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
f) Interest due and payable towards suppliers registered under MSMED Act, for payments already made	1.58	1.29

### 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 ₹11.15 mil (Previous year ₹20.34 Million) pertaining to earlier years recognised based on the aforesaid policy of revenue recognition.

## Notes Forming Part of the Financial Statements

### 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 3.88% (Previous year 2.80%) 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)

1. Enterprise where control exists:

**Holding Company**

Asia Investment Private Limited

2. 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

Chang Yun India Private Limited

**B Partnership Firm of Director**

Anchemco (w.e.f 18th Sept 2014)

**C Key Management Personnel**

Mr.Manoj Kolhatkar (Managing Director)

**B. Details of transactions**

(₹ In Million)

Particulars	For the year ended 31.03.15	For the year ended 31.03.14
<b>Purchase of goods and services</b>		
<i>Fellow subsidiaries</i>		
- Anand Automotive Private Ltd	255.75	219.18
- Victor Gaskets India Ltd	1.19	1.58
- Anchemco	10.31	-
- Others	1.13	3.37
<b>Recovery of Expenses</b>		
<i>Fellow subsidiaries</i>		
- Anand Automotive Private Ltd	0.15	0.33
- Victor Gaskets India Ltd	0.12	0.74
- Chang Yun India Private Ltd	0.28	0.61
- Others	0.13	0.03
<b>Reimbursement of Expenses</b>		
<i>Holding Company</i>	2.04	3.64
<i>Fellow subsidiaries</i>		
- Anand Automotive Private Ltd	14.51	17.97
- Others	0.32	0.74
<b>Inter corporate deposits given</b>		
<i>Fellow subsidiary</i>		
- Anand Automotive Private Ltd	140.00	320.00

## Notes Forming Part of the Financial Statements

### Note 33 Related party transaction (contd.)

#### B. Details of transactions

Particulars	(₹ In Million)	
	For the year ended 31.03.15	For the year ended 31.03.14
<b>Interest on inter corporate deposits</b>		
<i>Fellow subsidiary</i>		
- Anand Automotive Private Ltd	3.74	5.96
<b>Repayment of Inter corporate deposits</b>		
<i>Fellow subsidiary</i>		
- Anand Automotive Private Ltd	140.00	340.00
<b>Sale of Fixed assets</b>		
<i>Fellow subsidiary</i>		
- Anand Automotive Private Ltd	-	0.10
<b>Remuneration to key management personnel</b>		
Mr. Manoj Kolhatkar	13.90	11.81

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

Particulars	(₹ In Million)	
	As at 31st March, 2015	As at 31st March, 2014
<i>Holding Company</i>	0.36	0.08
<i>Fellow subsidiaries</i>		
- Anand Automotive Private Ltd	(28.60)	(29.34)
- Anchemco	(2.66)	-
- Others	(1.22)	(0.67)
<i>Associate Company</i>	0.39	0.30
<b>Interest free deposits</b>		
<i>Fellow subsidiary</i>		
- Anand Automotive Private Ltd	123.20	123.20

### Note 34 The Company has the following provision in the books of account as on March 31, 2015

Description	(₹ In Million)			
	Balance as on 01.04.2014	Additions during the year	Used / Paid/ Reversed during the year	Balance as on 31.03.2015
Provisions				
1) Warranty *	70.07	87.11	77.51	79.67
	50.45	96.34	76.72	70.07
2) Others **	103.42	11.55	0.00	114.97
	53.44	49.98	0.00	103.42

\* 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, 2015 is likely to result in cash outflow within 12 months of the Balance Sheet date.

\*\* Others represents estimates made for probable claims arising out of litigations/disputes pending with authorities under various statutes including ₹6.0 Million (Previous Year ₹42 Million) reflected as exceptional items (Refer note 27), sales tax, excise duty and 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.

## Notes Forming Part of the Financial Statements

### Note 35 Research and development expenditure

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

(₹ In Million)

Particulars	R&D Centre No. 1		R&D Centre No. 2		R&D Centre No. 3		Total Company	
	Chakan		Nashik		Hosur			
	FY 14-15	FY 13-14	FY 14-15	FY 13-14	FY 14-15	FY 13-14	FY 14-15	FY 13-14
i) Capital expenditure :								
Equipment purchase	26.20	15.96	1.06	0.02	2.23	9.90	29.48	25.89
Land and buildings	-	-	-	-	1.05	51.88	1.05	51.88
<b>Total Capital expenditure :</b>	<b>26.20</b>	<b>15.96</b>	<b>1.06</b>	<b>0.02</b>	<b>3.28</b>	<b>61.78</b>	<b>30.54</b>	<b>77.77</b>
ii) Revenue expenditure :								
Personnel expenses	50.77	40.72	3.61	3.19	17.69	17.76	72.07	61.67
Raw materials	0.06	0.04	-	0.08	0.03	0.15	0.09	0.28
Repair and maintenance - P&M	1.13	0.41	-	-	0.21	0.58	1.34	0.99
- Others	0.86	0.59	-	0.19	-	0.68	0.86	1.46
Travel	1.85	1.91	0.08	0.09	0.21	0.71	2.15	2.72
Rent	-	-	-	-	-	-	-	-
Utilities	9.58	10.54	1.96	3.51	2.59	1.40	14.12	15.44
Vehicle running and maintenance	0.04	0.82	-	-	0.05	-	0.09	0.82
Other expenses	11.10	11.17	0.46	0.06	5.63	3.75	17.19	14.97
<b>Total Revenue expenditure</b>	<b>75.39</b>	<b>66.20</b>	<b>6.10</b>	<b>7.12</b>	<b>26.42</b>	<b>25.04</b>	<b>107.92</b>	<b>98.35</b>
iii) <b>Total Capital and Revenue expenditure</b>	<b>101.59</b>	<b>82.16</b>	<b>7.16</b>	<b>7.14</b>	<b>29.71</b>	<b>86.82</b>	<b>138.46</b>	<b>176.13</b>

### 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, 2015 are as follows:

(₹ In Million)

Period	As at 31st March, 2015		As at 31st March, 2014	
	Minimum Lease payments	Present value of Minimum Lease payments	Minimum Lease payments	Present value of Minimum Lease payments
Not later than one year	4.60	4.19	3.03	2.79
Later than one year but not later than five years	17.24	11.84	0.25	0.44
Later than five years	57.60	16.11	-	-
<b>Total</b>	<b>79.44</b>	<b>32.13</b>	<b>3.28</b>	<b>3.23</b>
Less: Amounts representing finance charges	45.65	-	0.93	0.88
<b>Present value of minimum lease payments</b>	<b>33.79</b>	<b>32.13</b>	<b>2.35</b>	<b>2.35</b>

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

#### B. As Lessee in a Operating Lease

(₹ In Million)

Particulars	As at 31st March, 2015	As at 31st March, 2014
The Company has entered into operating lease arrangements for factory shed, residential premises, godown & machinery. Lease arrangements provide for cancellation by either party & some also contain a provision for renewal of the lease agreement.		
Minimum lease payments under operating leases recognized as expense in the year	14.65	14.00

## Notes Forming Part of the Financial Statements

### Note 36 Lease (contd.)

Particulars	(₹ In Million)	
	As at 31st March, 2015	As at 31st March, 2014
Due not later than one year	2.32	1.71
Due later than one year but not later than five years	0.32	2.34
Later than five years	-	-
	<b>2.64</b>	<b>4.05</b>

### Note 37 Earnings per share

Particulars	(₹ In Million)	
	As at 31st March, 2015	As at 31st March, 2014
Profit attributable to Equity shareholders (₹ In million)-(A)	600.24	425.99
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)	4.18	2.97

### Note 38 Value of imports calculated on C.I.F. basis (excluding value of items locally purchased):

Particulars	(₹ In Million)	
	As at 31st March, 2015	As at 31st March, 2014
Raw materials and components	2,104.94	1,911.92
Stores, spares and tools	71.16	52.05
Capital goods	48.60	48.52
	<b>2,224.70</b>	<b>2,012.49</b>

### Note 39 Activity in foreign currency

Particulars	(₹ In Million)	
	As at 31st March, 2015	As at 31st March, 2014
<b>Earning in foreign currency :</b>		
FOB value of exports	527.73	346.08
	<b>527.73</b>	<b>346.08</b>
<b>Expenditure in foreign currency (on cash basis) :</b>		
Commission to overseas agents	1.50	0.92
Foreign travel	7.65	11.09
Royalty	39.21	58.88
Professional fees, Other Technical & Assistance fees	7.36	2.53
	<b>55.72</b>	<b>73.42</b>

## Notes Forming Part of the Financial Statements

### Note 40 Imported and indigenous raw materials and components and stores, spares & tools consumed:

(₹ In Million)

	2014-15		2013-14	
	% to Total Consumption	Value ₹	% to Total Consumption	Value ₹
<b>Raw materials and components</b>				
i) Direct Imports at landed cost	22	2,238.81	20	1,855.33
ii) Indigenous - Including value of imported items locally purchased	78	8,080.39	80	7,476.98
	<b>100</b>	<b>10,319.20</b>	<b>100</b>	<b>9,332.31</b>
<b>Stores, spares and tools</b>				
i) Direct Imports at landed cost	35	79.14	22	59.08
ii) Indigenous - Including value of imported items locally purchased	65	145.27	78	206.54
	<b>100</b>	<b>224.41</b>	<b>100</b>	<b>265.62</b>

### Note 41 Dividend remitted in foreign currency

(₹ In Million)

Particulars	No. of Non-Resident shareholders	Number of shares to which dividends relates	As at	As at
			31st March, 2015	31st March, 2014
Interim dividend for 2013-14	1	7,937,360	-	2.78
for 2014-15	1	7,937,360	3.57	-
Final Dividend for 2012-13	1	7,937,360	-	3.57
for 2013-14	1	7,937,360	3.97	-

### Note 42 Disclosure in accordance with Revised AS – 15 on “Employee Benefits”

#### (A) Defined contribution plans

(₹ In Million)

Particulars	As at 31st March, 2015	As at 31st March, 2014
Contribution to Provident Fund	36.48	34.14
Contribution to Super Annuation Fund	7.12	6.92
Contribution to Other Funds	0.09	0.12
	<b>43.69</b>	<b>41.18</b>

#### (B) Defined benefit plans – Gratuity

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

(₹ In Million)

Particulars	2014-2015	2013-2014
<b>Actuarial assumptions</b>		
Discount rate	7.80%	8.50%
Expected return on plan assets	9.00%	9.25%
Salary escalation	6.00%	5.00%

## Notes Forming Part of the Financial Statements

### Note 42 Disclosure in accordance with Revised AS – 15 on “Employee Benefits” (contd.)

#### (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)	
	2014-2015	2013-2014
<b>Change in defined benefit obligations (DBO) during the year</b>		
Present value of DBO at beginning of the year	57.09	47.81
Current service cost	9.31	6.98
Interest cost	4.69	3.88
Benefits paid	(3.81)	(4.34)
Actuarial losses/(gains)	13.06	2.76
Present value of DBO at the end of the year	80.34	57.09
<b>Change in fair value of plan assets during the year</b>		
Fair value of Plan assets at beginning of the year	45.58	39.40
Expected return on plan assets	3.93	3.78
Contribution	-	7.30
Benefits paid	(3.81)	(4.34)
Actuarial losses/(gains)	0.61	(0.56)
Fair value of plan assets at the end of the year	46.31	45.58
<b>Reconciliation of present value of the obligation and the fair value of plan assets</b>		
Present value of defined benefit obligations at the end of the year	80.34	57.09
Fair value of Plan Assets at the end of the year	46.31	45.58
Funded status [Surplus / (Deficit)]	(34.03)	(11.51)
Unrecognised past service costs	-	-
<b>Net asset / (liability) recognised in the Balance Sheet</b>	<b>(34.03)</b>	<b>(11.51)</b>
<b>Expenses recognised in the Statement of Profit and Loss</b>		
Current service cost	9.31	6.98
Interest cost	4.69	3.88
Expected return on plan assets	(3.93)	(3.78)
Net actuarial Loss recognized in the Statement of Profit and Loss	12.45	3.32
<b>Total expenses recognised in Statement of Profit and Loss</b>	<b>22.52</b>	<b>10.40</b>

As at March 31, 2015 and March 31, 2014 all the plan assets have been invested in insurer managed funds.

Gratuity	(₹ In Million)				
	2014-2015	2013-2014	2012-2013	2011-2012	2010- 2011
Present value of DBO	80.34	57.09	47.82	42.64	41.47
Fair value of plan assets	46.31	45.58	39.40	44.06	6.04
Funded status [Surplus / (Deficit)]	(34.03)	(11.51)	(8.42)	1.42	(35.43)
Expected gain / (loss) adjustments on plan liabilities	0.76	(3.50)	(6.55)	4.00	(4.58)
Expected gain / (loss) adjustments on plan assets	(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.

## Notes Forming Part of the Financial Statements

### Note 42 Disclosure in accordance with Revised AS – 15 on “Employee Benefits” (contd.)

#### (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:

(₹ In Million)

Particulars	2014-2015	2013-2014
<b>Actuarial assumptions</b>		
Discount rate	7.80%	8.50%
Salary escalation	6.00%	5.00%
<b>Change in defined benefit obligations (DBO) during the year</b>		
Present value of DBO at beginning of the year	33.52	28.01
Current service cost	11.27	7.61
Interest cost	2.66	2.05
Benefits paid	(4.51)	(7.55)
Actuarial losses/(gains)	9.52	3.40
Present value of DBO at the end of the year	<b>52.47</b>	<b>33.52</b>
<b>Reconciliation of present value of the obligation and the fair value of plan assets</b>		
Present value of defined benefit obligation at the end of the year	52.47	33.52
Fair value of Plan Assets at the end of the year	-	-
<b>Net asset / (liability) recognised in the Balance Sheet</b>	<b>(52.47)</b>	<b>(33.52)</b>
<b>Expenses recognised in the Profit and Loss account</b>		
Current service cost	11.27	7.61
Interest cost	2.66	2.05
Expected return on plan assets	-	-
Net actuarial Loss/(gain) recognized in the Statement of Profit and Loss	9.52	3.40
<b>Total expenses recognised in Statement of Profit &amp; Loss</b>	<b>23.45</b>	<b>13.06</b>

All the above expenses have been included under Note 24

#### 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. The Company has subsequently applied to the Central Government for approval of the excess payments. The Central Government gave approval as under :-

₹ In Million

Sr. No.	Name of Person	Total amount Paid	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.



## Notes Forming Part of the Financial Statements

### Note 44

During the year the Company has incurred CSR expenses of ₹10.84 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 recomputed the depreciation based on the useful life of the assets as per accounting policy (e). This has resulted in additional charge of depreciation of ₹52.45 million for the year ended 31st March, 2015. Further, as per transitional provision of the Act, the Company has adjusted the written down value of ₹16.31 million (net of Deferred tax of ₹8.49 million) in the opening balance of surplus in Profit and Loss in respect of assets whose residual useful life was NIL as of 1st April 2014.

### Note 46

Previous year figures have been re-grouped/reclassified wherever necessary to conform to current years classification.

In terms of our report attached.

For B. K. Khare & Co.

*Chartered Accountants*

Firm Registration Number: 105102W

**NARESH KUMAR KATARIA**

*Partner*

Membership No.:- 037825

Place : Pune

Date : May 20, 2015

For and on behalf of the Board of Directors

**ANJALI ANAND**

*Chairperson*

**MANOJ KOLHATKAR**

*Managing Director*

**RAJENDRAN A.**

*V.P. Finance & CFO*

**PRANVESH TRIPATHI**

*Company Secretary*

# CEO and CFO Certificate

The Board of Directors

**Gabriel India Ltd,**  
29th Milestone,  
Pune 410 501

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

- (A) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2015, 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 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 have evaluated the effectiveness of internal control system 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 under reference;
  - (II) There has not been any significant changes in accounting policies during the year ended requiring disclosure in the notes to the financial statements; and
  - (III) There has not been any instance of significant fraud during the year.

Place: Pune  
Date : May 20,2015

**Rajendran Arunachalam**  
Chief Financial Officer

**Manoj Kolhatkar**  
Managing Director



**GABRIEL INDIA LIMITED**

CIN : L34101PN1961PLC015735

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

Ph.No. +91 (2135) 610757, Fax No. +91 (2135) 610796,

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

**ATTENDANCE SLIP**

**53rd Annual General Meeting – July 30, 2015**

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

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Number of Shares held

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

I hereby record my presence at the 53rd Annual General Meeting of the Company at the Auditorium , 29th Milestone, Pune – Nashik Highway, Village – Kuruli , Taluka – Khed , Pune – 410 501 , Maharashtra , India, on Thursday , July 30, 2015, 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





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CIN : L34101PN1961PLC015735

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**PROXY FORM**

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

**53rd Annual General Meeting – July 30, 2015**

Name of the Member(s)	
-----------------------	--

Registered address	
--------------------	--

Folio no. / Client ID																				
-----------------------	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

DP ID																				
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I /We, being the member(s) of ..... 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 53rd Annual General Meeting of the Company , to be held on Thursday, July 30, 2015 , at 2.30 p.m. at Auditorium 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 Number	Resolution(s)	Vote ( Optional see Note 2 ) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary Business:</b>				
1	To receive, consider and adopt the Financial Statements for the year ended 31st March, 2015 and Reports of Board of Directors and Auditors thereon			
2	To declare dividend.			
3	To retire Mr. Rohit Philip (DIN 06625425), who retires by rotation, and has expressed his unwillingness to be so re-appointed and the vacancy so caused on the Board of Directors of the Company by his retirement be not filled up at the Annual General Meeting			
4	To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting.			
<b>Special Business:</b>				
5	To appoint Mrs. Anjali Anand (DIN 02082840), as a Director in the capacity of Non-Executive Director, eligible to retire by rotation.			
6	To appoint Mr. Pradipta Sen (DIN 00051758), as a Director in the capacity of Non-Executive Independent Director.			
7	To appoint Mr. Atul Khosla (DIN 02674215), as a Director in the capacity of Non-Executive Independent Director.			
8	To appoint Mr. Aditya Vij (DIN 03200194), as a Director in the capacity of Non-Executive Independent Director.			

Signed this .....day of .....2014

.....  
Signature of the member

.....  
Signature of the proxy holder(s)

Affix revenue stamp of not less than ₹0.15
--

**Notes :**

1. 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 meeting.
2. It is optional to indicate 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.

# Corporate Information

## Board of Directors

Mrs. Anjali Anand

*Non-Executive Chairperson*

Mr. Manoj Kolhatkar

*Managing Director*

Mr. Rohit Philip

*Non-Executive Director*

Mr. Atul Khosla

*Non-Executive Independent Director*

Mr. Pradipta Sen

*Non-Executive Independent Director*

Mr. Aditya Vij

*Non-Executive Independent Director*

## Chief Operating Officers

Mr. Amitabh Srivastava

Mr. Atul Jaggi

Mr. Sumit Bhatnagar

Mr. Umesh Shah

## Chief Financial Officer

Mr. Rajendran Arunachalam

## Chief Technology Officer

Mr. Rajendra Abange

## Corporate Identity Number

L34101PN1961PLC015735

## Works

- NH 8, 38th Milestone, Behrampura Road, Delhi-Jaipur Highway, Village-Khandsa, Gurgaon -122001, Haryana
- 5, Industrial Area No.5, A .B. Road, Dewas - 455001, Madhya Pradesh
- 52-55, S.No.102/3-106 (PT), SIPCOT Phase II, Momapalli Village, Krishna Giri District, Hosur - 635109, Tamil Nadu

## Company Secretary

Mr. Pranvesh Tripathi

## Bankers

HDFC Bank Limited

Kotak Mahindra Bank Limited

Bank of India

IndusInd Bank

The Hong Kong and Shanghai Banking Corporation

## Auditors

M/s. B.K.Khare & Co. Chartered Accountants

707/708, Sharda Chambers, New Marine Lines,

Mumbai - 400 020

## Registered office

29<sup>th</sup> Milestone, Pune-Nasik Highway,

Village Kuruli, Tal. Khed, Pune – 410501

Maharashtra

Tel. 02135-610757

Fax. 02135-610796

Email: [secretarial@gabriel.co.in](mailto:secretarial@gabriel.co.in)

## Works

- Plot No.5, Sector II, Parwanoo -173220, Himachal Pradesh
- B2, MIDC, Ambad Industrial Area, Nashik - 422010, Maharashtra
- 29th Milestone, Pune-Nashik Highway, Village-Kuruli, Tal.-Khed, Pune - 410501, Maharashtra

## **GABRIEL**

**GABRIEL INDIA LIMITED**  
29TH MILESTONE, PUNE-NASHIK HIGHWAY  
VILLAGE KURULI, TALUKA KHED  
PUNE - 410 510  
MAHARASHTRA, INDIA

t: 02135 610700 / 610757  
f: 02135 610796 / 610704

e: [secretarial@gabriel.co.in](mailto:secretarial@gabriel.co.in)  
w: [www.gabrielindia.com](http://www.gabrielindia.com)