Gabriel India Limited
GABRIEL

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Pune-Nashik Highway,
Village Kuruli, Tal : Khed,
Dist. Pune - 410 501 (India)
Tel. :+ 91 - 2135 - 610700, 610757
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www.anandgroupindia.com

August 08, 2018

BSE Limited
25th Floor, P. J. Towers,
Dalal Street,
MUMBAI – 400 001
(Company Code: 505714)

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
MUMBAI – 400 051
(Company Code: GABRIEL)

Sub: Annual Report 2017-18
Ref : Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

As per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report for the financial year 2017-18 duly approved and adopted by the members at the Annual General Meeting of the Company held on August 08, 2018.

We request you to take the above information on record and kindly acknowledge the receipt.

Thanking you,

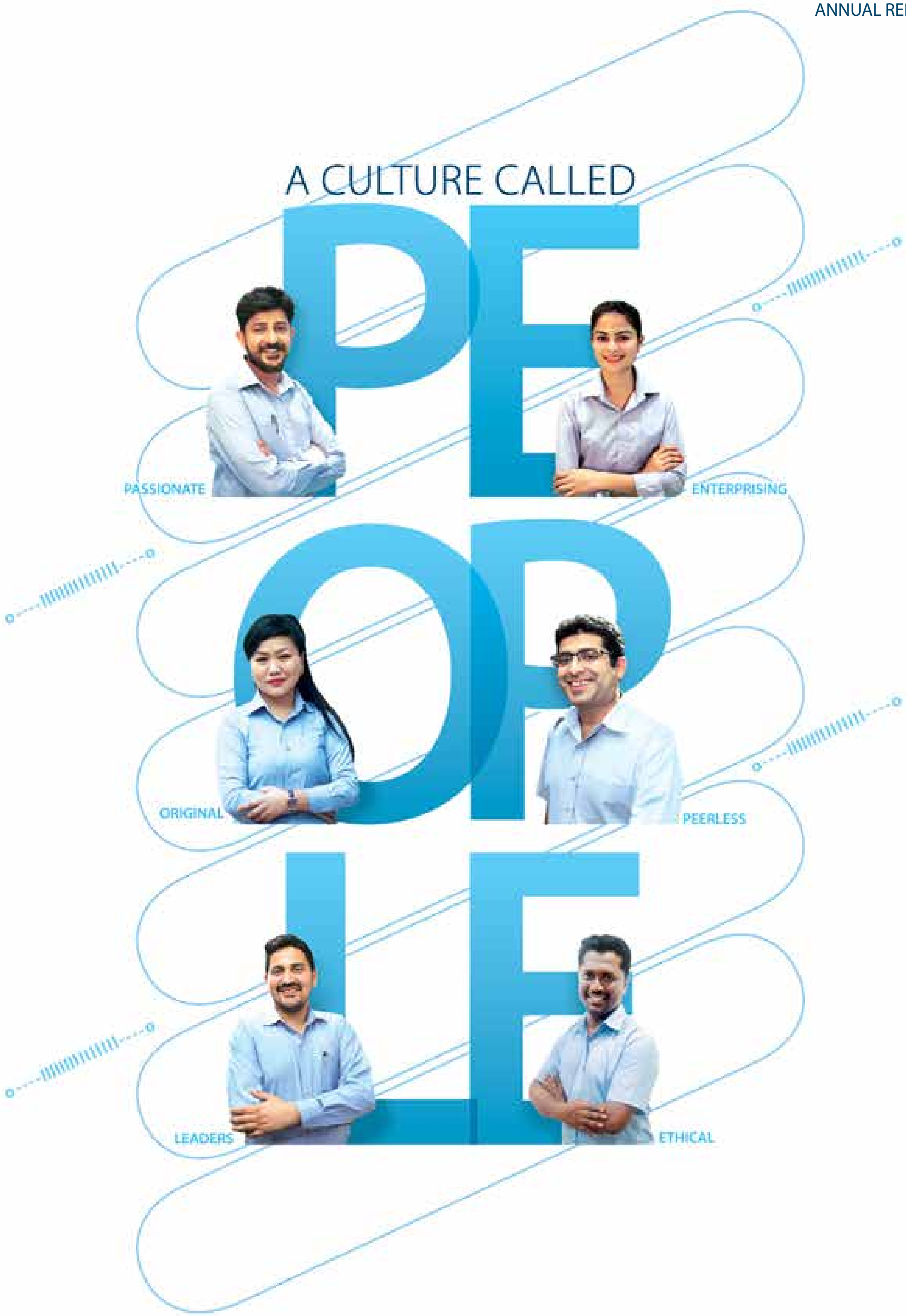
Yours faithfully,

For Gabriel India Limited

Nilesh Jain
Company Secretary

Encl : a/a

GABRIEL
ANNUAL REPORT 2017-18



18,331

Revenue (₹ million), FY2017-18

20.5

Sales growth (%), FY2017-18

21.6

PBT growth (%), FY2017-18

HIGHL

In Top 100 'Great Place To Work®' companies for fourth year in a row

2 & 3 - Wheelers sales reached ₹10,000 million mark during the year

Filed 15 patents during the year

17.2
EBITDA growth (%), FY2017-18

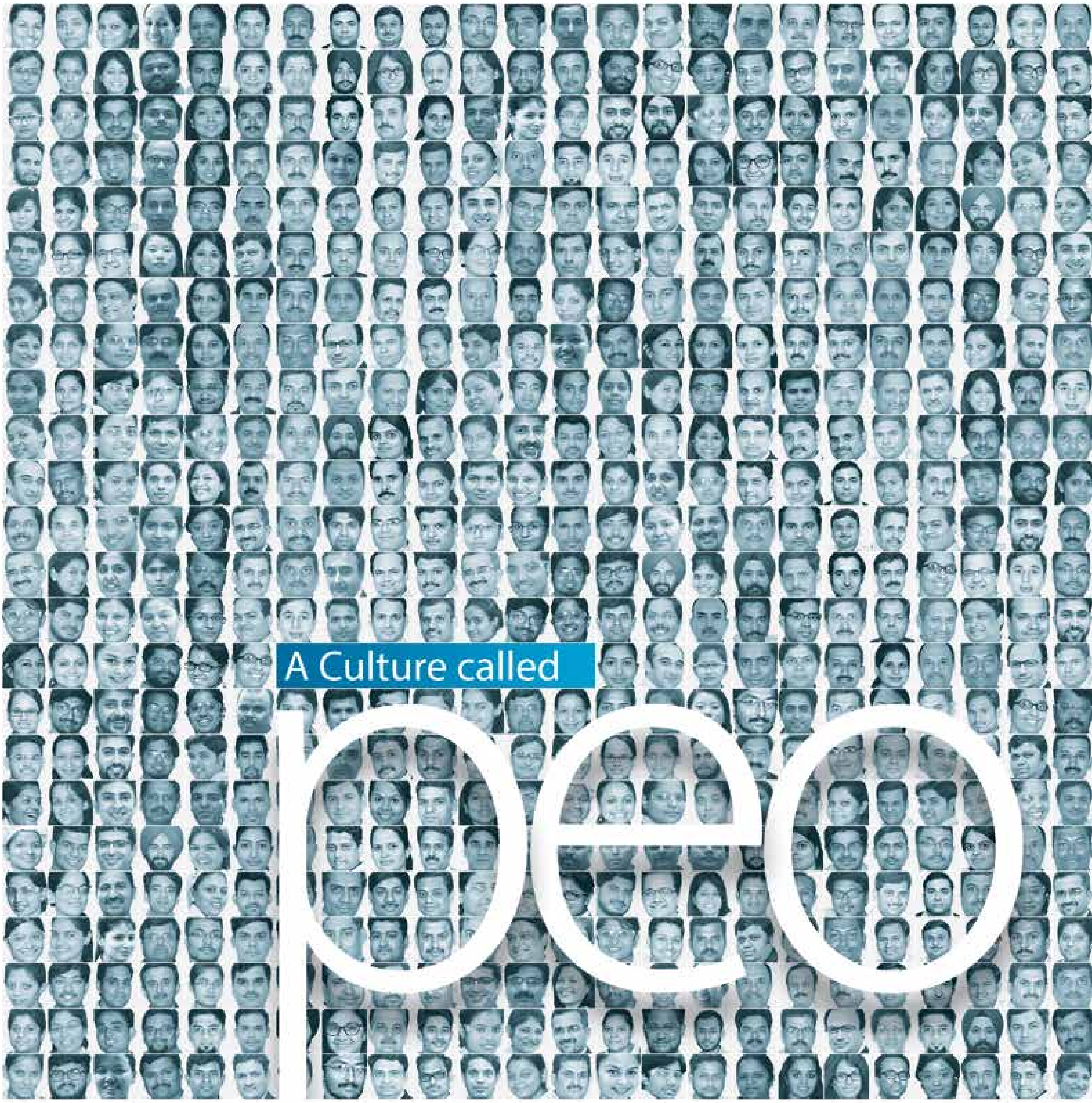
19,658
Market cap (₹ million), increased by 13%, as on March 31, 2018

28.2
ROCE % improved by 1.6%, FY2017-18

IGHTS
2017-18

Earnings Per Share (EPS) of 6.56, improved by ₹ 0.8

Return on Equity (ROE) of 19.3% in FY2017-18



Contents

The most effective answer to the biggest business challenges of the day lies in people.

How the competence and enthusiasm of a company's employees are harnessed makes the difference between the successful and the ordinary.

At Gabriel, we believe that recruitment of the best, inspiration and genuine empowerment can make the biggest impact on companies and their long-term sustainability, through a focus on customers, technology and the environment.

At Gabriel, we enrich our people through progressive training, by providing their creativity a wide berth, by aligning their professional aspirations with their personal needs, and by recognising and rewarding their achievements.

In doing so, we do not just respect them for who they are; we appreciate them for who they can truly be.

This philosophy represents the essence of Gabriel's 'A Culture called PEOPLE'.

A culture called PEOPLE

Customer centricity resides at the heart of Gabriel. This is reflected in the way each employee thinks, learns and delivers.

At Gabriel, each individual is engaged in building products and solutions that exceed customer expectations. They are involved in benchmarking standards for every technology, process and product, in turn strengthening the quality delivered.

The employees are dedicated to offer superior products and value-added engineering services by working with OEMs starting at the vehicle development stage, resulting in higher product acceptability and faster product development. This commitment of our employees has helped enhance Gabriel's market position.

Gabriel's customer engagement was reinforced during the year under review. The Company participated in various vendor meets conducted by customers and received several recognitions. It conducted technology days at the customers' premises including its first-ever International Technology Day in Thailand. The different Business Units were able to make substantial inroads in their respective segments. The 2 & 3 - Wheelers Business Unit commenced making supplies to the upcoming electric vehicle programmes of OEMs and also ventured into premium motorcycles. The Passenger Cars Business Unit made inroads with strategic Export customers. The Commercial Vehicles and Railways Business Unit started exploring capacity expansion to cater to increasing demands of customers. It celebrated 25 years of serving the Railways segment in India. The Aftermarket Business Unit continued to expand globally and entered Iran.

Gabriel won several awards for quality and competitiveness from customers, industry bodies and trade associations reflecting its customer centricity.


GABRIEL
GABRIEL

A culture called PEOPLE

Research and development represent the core of Gabriel India's technological advancement and innovative mindset.

Until not long ago, Gabriel sought technology design and development assistance from global companies. It then decided to leverage its human capital and indigenously develop technology. Our employees rose to the challenge, created teams, shared knowledge, benchmarked with the best and resolved to deliver product and process excellence.

The Company proactively invested in three R&D centres (Chakan, Hosur and Nashik) which are equipped to develop a range of ride control products, reinforcing the Company's brand as a complete suspension solutions provider. The Company currently employs around 85 specialists in these R&D centres.

These centres are equipped with robust testing infrastructure, ensuring world-class performance. Gabriel also provides value-added services in the area of noise measurement, value engineering, cost reduction through product localisation as well as cutting-edge facilities to conduct ride-tuning exercises through custom-built mobile ride-tuning vans. Gabriel has proactively invested in people, process, product and programme management to enhance efficiency and customer delight.

The Company's indigenious technology offers world-class solutions tailored to Indian market needs. Gabriel has filed 58 patents till date and launches new products and features on a regular basis. Coming full circle, Gabriel is now a provider of technology to players outside India.


GAB

A culture called PEOPLE

ENVIRONMENT

Environmental awareness is a key aspect of Gabriel's core philosophy. At Gabriel, there is one negative we put a positive on: carbon footprint.

Gabriel aims to establish itself as one of India's most environmentally sustainable auto component manufacturers. At Gabriel, we consciously evaluate every initiative from an environment perspective. This is an endeavour where every single Gabriel employee seeks to make a difference through personal and professional engagement. The lower the footprint, the higher their sense of achievement. The cleaner the world, the greater their satisfaction. The result is that our employees examine every process, study every raw material and question every paradigm. They revel in shaving grams off the weight of a shock absorber without compromising quality. The shock absorber we designed for an OEM (1 kg lighter/ vehicle) has helped reduce 1,000 MT of steel usage until now. The CO_2 emission reduction achieved by this is equivalent to liberating thousands of acres of a plantation where millions of fully grown trees could be raised.

Gabriel products are increasingly 'green' and environment friendly. Over the years, we reduced our energy consumption per unit of shock absorber manufactured, through the use of efficient technology. Besides, we also installed solar energy capacity of 1.1 MW, addressing in-house energy needs and reducing electricity drawal from the grid. The solar panels are expected to reduce carbon emissions by 10,566 tonnes over the next15 years.

Our shock absorber may appear black on the surface; but its heart is green!!

Gabriel.
Wide Indian footprint

* MAP NOT TO SCALE.

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

Gabriel.
Business Units

Business Units	Products Offered	Manufacturing Units	Customers	% of Sales
2 & 3 - Wheelers	Front Forks Gas & Hydraulic Shock Absorbers	Hosur (Tamil Nadu) Nashik (Maharashtra) Parwanoo (Himachal Pradesh) Sanand (Gujarat) Satellite Plants: Aurangabad (Maharashtra) Kumbalgodu (Karnataka) Malur (Karnataka) Manesar (Haryana)	Ather Energy Atul Auto Bajaj Auto Honda Motorcycles & Scooter India Yamaha Motor Mahindra 2 & 3 - Wheelers Mahindra GenZe (USA) Okinawa Scooters Piaggio Royal Enfield Suzuki Motorcycle TVS Motors UM Lohia Two Wheelers	56%
Passenger Cars	McPherson Struts Shock Absorbers	Chakan (Maharashtra) Khandsa (Haryana) Parwanoo (Himachal Pradesh) Sanand (Gujarat)	General Motors Honda Cars Mahindra Maruti Suzuki Renault Tata Motors Toyota Kirloskar Motor Volkswagen	31%
Commercial Vehicles & Railways	Shock Absorbers Cabin Dampers Seat Dampers	Chakan (Maharashtra) Dewas (Madhya Pradesh) Parwanoo (Himachal Pradesh)	AMW Motors Ashok Leyaland DAIMLER Force Motors Indian Railways ISUZU Global CV Mahindra Trucks & Buses MAN Trucks SML ISUZU Tata Motors Volvo Eicher Commercial Vehicles Wheels India	13%

Business Units	Products Offered	Major Markets	Distribution Network	% of Sales
Aftermarket	Front forks McPherson Struts Shock Absorbers Front Fork Components, Oil seal, Front Fork Oil, Wheel Rims – 2 & 3 - Wheelers, Gas Springs, Coolants and 4W Bush Kits Tyres & Tubes – 2 & 3 - Wheelers	India's top 5 exports market include Bangladesh, Sri Lanka, Egypt, the UAE and Australia	17 Carrying and Forwarding Agents (CFA) • 500 dealers • 10,000 + retailers	13%

Awards and accolades

Customer Awards

Gabriel India received Price Competitiveness Award from Suzuki Motorcycles India Pvt. Ltd.

Gabriel Dewas won Supplier Excellence Award 2017 from SML Isuzu Ltd.

Gabriel India won Sustainability Award – Automotive and Farm Division from Mahindra for outstanding contribution in 2017-18

Industry Awards

Gabriel India recognised as a Great Place to Work by GPTW Institute® (Study by Economic Times)

Khandsa plant received ACMA Gold Award in Health & Safety (Very large category)

Khandsa plant received 'Certificate Of Appreciation' at the 6th FICCI Quality Systems Excellence Awards For Industry

Khandsa plant recognised by FICCI for Good Practices in Safety Systems

Prominent customers

2 & 3 - Wheelers

BAJAJ
HONDA
Mahindra Rise.
PIAGGIO
ROYAL ENFIELD
SUZUKI
TVS
YAMAHA

Passenger Cars

HONDA
Mahindra Rise.
MARUTI SUZUKI
RENAULT
TATA MOTORS
TOYOTA
Volkswagen

Customer Awards

- Dewas plant received 'Certificate of Appreciation' from Powerdown Inc., Australia for commitment and consistency in manufacturing and supplying shock absorbers
- Dewas plant won regional winner award in 'Supplier Samrat' competition organised by Ashok Leyland
- Recognition of supply chain partnership from Royal Enfield
- Nashik and Aurangabad plants won the Gold Quality Award from Bajaj Auto second time in a row
- Recognition of support and valuable contribution by Honda Motorcycle & Scooter

Industry Awards

- Khandsa plant won Gold Award in the International Convention on Quality Control Circles held in the Philippines
- Khandsa plant was felicitated by the Hon'ble Chief Minister of Uttar Pradesh Shri Yogi Adityanath for Encouraging Women's Participation in the Workforce
- Parwanoo plant won regional round of 14th Quality Circle Competition organised by ACMA
- Parwanoo plant won the third place in 12th National Quality Circle Competition by ACMA
- Gabriel India plants bagged multiple awards at 31st National Quality Circle Competition 2017
  - Parwanoo plant – 1 Par Excellence Award (Quality Circle), 1 Meritorious Award (Quality Circle), 2 Excellence Awards (Kaizen)
  - Hosur plant – 1 Meritorious Award (Quality Circle), 1 Distinguished Award (Quality Circle) and 2 Excellence Awards (Kaizen)
  - Khandsa plant – 1 Excellence Award (Quality Circle), 1 Distinguished Award (Quality Circle) and 2 Excellence Awards (Kaizen)
  - Chakan plant – 1 Excellence Award (Quality Circle)

Commercial Vehicles

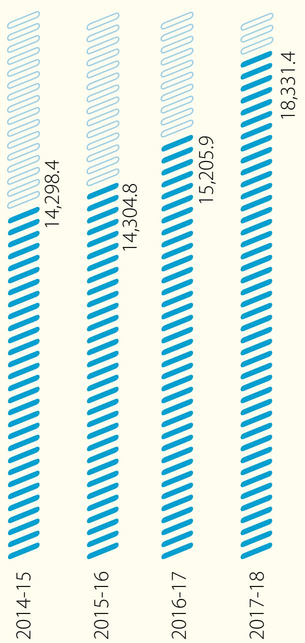
ASHOK LEYLAND
DAIMLER
FORCE MOTORS
ISUZU
Mahindra Rise.
MAN
SML ISUZU
TATA MOTORS
VE COMMERCIAL VEHICLES
A VOLVO GROUP AND EICHER MOTORS JOINT VENTURE
WHEELS INDIA LIMITED

Railways

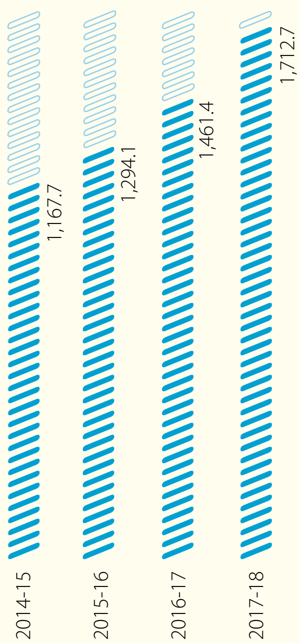
INDIAN RAILWAYS

This is how we have performed over the years

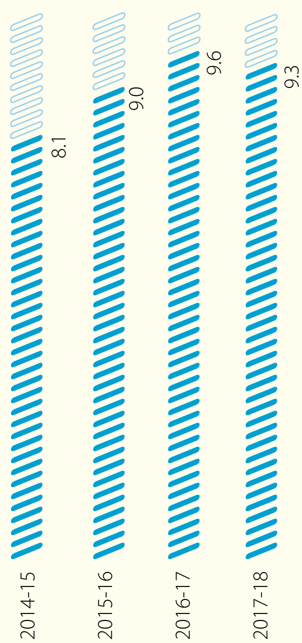
Revenue (₹ million)



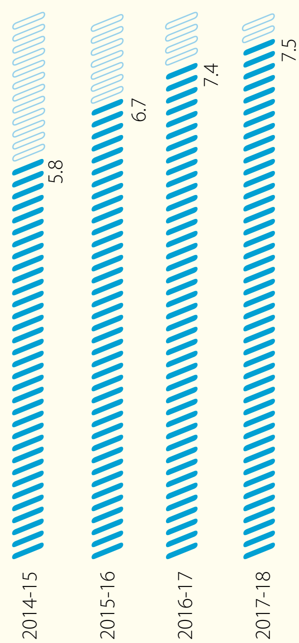
EBITDA (₹ million)



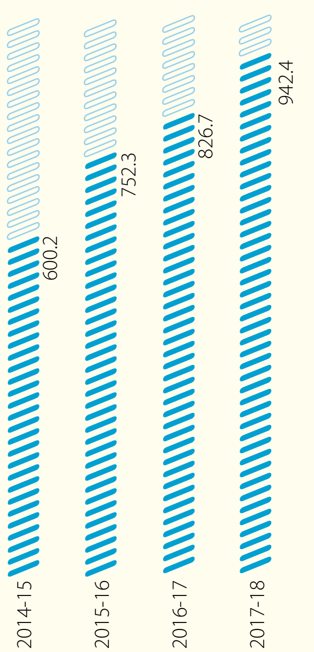
EBITDA margin (%)



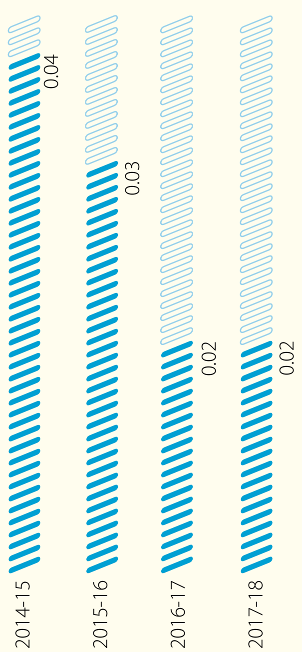
PBT (%)



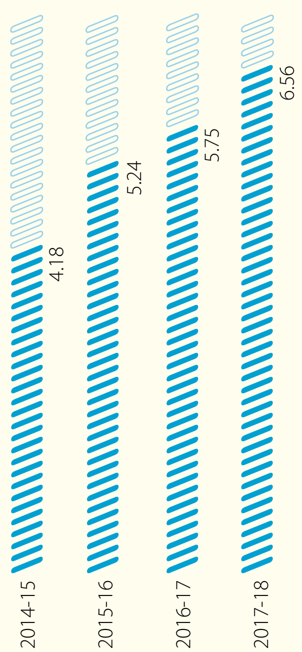
Net profit (₹ million)



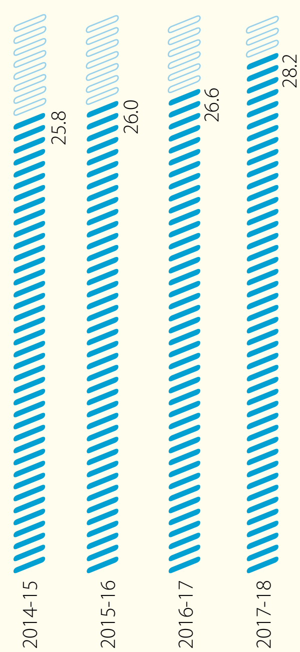
Debt-equity ratio



Earnings per share (EPS)



ROCE (%)



Note: 2016-17 and 2017-18 figures are as per IND AS

Working results at a glance

(₹ in million)

Year	07-08	08-09	09-10	10-11	11-12	12-13	13-14	14-15	15-16	16-17	17-18
Share Capital*	71.85	71.85	71.85	71.85	71.85	143.67	143.67	143.67	143.67	143.64	143.64
Reserves & Surplus	1,254.12	1,251.90	1,420.87	1,794.03	2,241.00	2,424.91	2,708.05	3,110.47	3,769.01	4,357.89	5,105.21
Shareholders Funds	1,325.97	1,323.75	1,492.73	1,865.88	2,312.85	2,568.58	2,851.72	3,254.14	3,912.68	4,501.53	5,248.85
Loans	1,465.57	1,573.09	1,505.40	1,538.59	1,251.22	812.53	669.46	139.41	283.69	83.04	105.70
Deferred Tax Liability	104.38	105.80	141.00	156.81	133.41	110.41	95.51	104.91	202.55	141.45	198.46
Funds Employed	**2,895.92**	**3,002.64**	**3,139.13**	**3,561.28**	**3,697.48**	**3,491.52**	**3,616.69**	**3,498.46**	**4,398.92**	**4,726.02**	**5,553.01**
Fixed Assets(Gross) (Refer to note 2)	2,785.99	3,211.21	3,479.00	3,932.62	3,966.06	4,658.15	5,045.79	5,272.86	5,585.08	3,239.20	3,639.53
Net Block	1,592.70	1,896.20	1,965.15	2,208.55	2,175.46	2,618.16	2,796.53	2,707.61	2,746.47	2,903.31	3,065.61
Investments	143.06	133.00	133.32	133.32	0.23	0.23	0.23	0.23	4.75	283.26	623.15
Cash and Bank balance	122.05	90.83	134.09	39.26	55.88	74.55	47.12	38.35	362.43	52.47	195.00
Net Current Assets	1,038.11	882.61	906.57	1,180.14	1,465.91	798.58	772.81	752.27	1,285.27	1,486.98	1,669.25
Net Assets Employed	**2,895.92**	**3,002.64**	**3,139.13**	**3,561.28**	**3,697.48**	**3,491.52**	**3,616.69**	**3,498.46**	**4,398.92**	**4,726.02**	**5,553.01**
Capital Expenditure	309.71	727.66	307.05	483.97	350.43	691.83	395.66	347.53	379.48	518.16	500.40
Revenue	4,674.92	5,202.46	6,973.99	9,696.96	11,152.84	11,960.34	12,745.21	14,298.40	14,304.81	15,205.89	18,331.35
EBITDA	196.34	212.31	573.13	887.84	940.67	826.38	903.94	1,167.72	1,294.12	1,461.35	1,712.69
Interest	75.38	163.00	147.95	171.26	170.09	122.88	89.96	54.80	30.83	38.66	28.87
Depreciation	138.46	153.00	201.83	219.02	276.40	272.78	270.73	311.32	331.86	353.27	382.93
Profit/(Loss) before Tax	123.62	72.00	352.22	590.79	624.44	411.81	557.58	835.48	954.89	1,127.64	1,371.64
Tax	47.50	16.00	112.00	120.57	93.10	30.66	131.59	235.24	202.55	300.98	429.27
Prior Period Items				17.00							
Profit/(Loss) after Tax	76.12	56.00	240.22	453.22	531.34	381.15	425.99	600.24	752.34	826.66	942.37
Extraordinary items (net of Tax)	-	(33.10)	-	-	(60.47)	24.58	-	-	-	-	-
Profit/(Loss) after Tax @	76.12	22.90	240.22	453.22	470.87	405.73	425.99	600.24	752.34	826.66	942.37
PBT % @	2.6%	0.6%	5.1%	6.1%	4.9%	3.7%	4.4%	5.8%	6.7%	7.4%	7.5%
PAT % @	1.6%	0.4%	3.4%	4.7%	4.2%	3.4%	3.3%	4.2%	5.3%	5.4%	5.1%
ROCE% @	8.2%	6.8%	17.0%	23.8%	20.6%	16.4%	18.8%	25.8%	26.0%	26.6%	28.2%
Dividend per Share #	0.35	0.35	0.42	0.50	0.50	0.75	0.85	1.05	1.20	1.30	1.40
Earnings per Share #@	0.53	0.16	1.67	3.15	3.28	2.82	2.97	4.18	5.24	5.75	6.56
Production - million Nos.											
Shock Absorbers, Struts & Front Forks	11.77	10.80	14.60	18.40	19.60	19.70	22.16	23.98	27.00	29.63	36.40

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

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

@ Excluding extraordinary items

Note 1 - For FY2015-16, FY2016-17 and FY2017-18 Financials are prepared as per IND AS Accounting Standards

Note 2 - For FY2016-17 and FY2017-18, Deemed cost of Property Plant and Equipment is taken into consideration as per IND AS Adoption 101

CHAIRPERSON'S MESSAGE

Gabriel's **'culture called PEOPLE'** represents its biggest competitive advantage

Dear Shareholders,

It is my privilege to serve as the Chairperson of your Company since 2014. It is deeply satisfying to note that Gabriel has improved its performance and standing in the Indian automotive component Industry year-on-year. The last year, FY2017-18, was no different, and this is in no small part due to its culture.

Established in 1961, Gabriel is not only the first Company of the ANAND Group, but is also the Group's flagship Company. Embedded in its DNA is the Group's philosophy that "Business is 90% people". At Gabriel, we simply say that it has a 'culture called PEOPLE'. This culture is the core of ANAND Group and extends to external stakeholders also.

Thus, while the objective of our R&D organisation is to design and develop new products, this is achieved through a focus on attracting, retaining and motivating a staff of skilled and experienced technical experts for whom nothing but the best is acceptable. Our factories are committed to manufacturing products that exceed the expectations of customers on cost, quality and delivery, and this is achieved through a focus on our shop-floor employees who are trained and truly empowered to implement continuous improvement. This approach is in everything we do, securing our culture across all other functions- Sourcing and Supply Chain, Finance, Quality, Human Resources, Strategy and Business Development. Indeed, our organisation prides itself in delighting our customers, by putting customer first and imbibing 'First Time Right and Every time Right' culture.

The Company culture encompasses external stakeholders as well. Our suppliers, whom we consider as partners, are treated with the same fairness and respect that employees of Gabriel extend to each other. Every single employee is committed to ensure the health of the communities we operate in, and to make the world a greener and better place to live.

That this 'culture called PEOPLE' is truly an ethos, it is recognised also from the fact that we continue to be ranked amongst the Top 100 of 'India's Best Companies To Work For' by the Great Place to Work® Institute. This year is commendably the 4th consecutive year of recognition.

90%

"Business is 90% people"

That this 'culture called PEOPLE' is truly an ethos, it is recognised also from the fact that we continue to be ranked amongst the Top 100 of 'India's Best Companies To Work For' by the Great Place to Work® Institute. This recognition is based on an evaluation across all levels of your Company – from the shop-floor to executive management. This year is commendably the 4th consecutive year of recognition, and I am confident that this will continue.

Our Performance

The global economy has been on a rebound with major economies showing signs of recovery. India reported moderate inflation and reasonable growth during the period under review. With the after-effects of demonetisation from the previous year, and the introduction of GST, India's GDP growth during FY2017-18 was down to 6.7%. However, it is heartening that GDP growth in the last two quarters of the fiscal year improved significantly, with growth during Q4 (January to March'18) being impressive at 7.7%, making India one of the fastest-growing economies. With the continuation of this momentum and prediction of good monsoons, India's economic growth is expected to be healthy and likely to clock 7.5% growth rate in FY2018-19.

The Indian automotive Industry grew at a faster pace, registering a growth of 14.8% during FY2017-18. All segments contributed to this growth, with the 2 - Wheelers, 3 - Wheelers and Commercial Vehicles segments doing exceedingly well.

In this environment, Gabriel reported revenue of ₹18,331 million in FY2017-18, a growth of 20.6% over the previous year. The 2&3-Wheelers Business Unit reached a milestone, with sales of more than ₹10 billion. The Company's growth in sales coupled with its emphasis on operational excellence led to a 17.2% increase in EBITDA from ₹1,461 million in FY2016-17 to ₹1,713 million in FY2017-18. Profit Before Tax (PBT) increased 21.6% from ₹1,128 million in FY2016-17 to ₹1,372 million in FY2017-18.

Our Customers

Gabriel continued to strengthen its relationships with OEM customers and enhance its visibility in its export markets. All four Strategic Business Units contributed to the Company's business performance during the period under review. The 2-Wheelers Business Unit won orders for new upcoming electric vehicle programmes

of different OEMs. Gabriel also supported the development of premium motorcycle models at Yamaha Motors, Royal Enfield and Suzuki Motorcycles India. The Passenger Cars Business Unit won new customers for Exports, and maintained its leading position on key models such as the Maruti Suzuki Vitara Brezza, Maruti Suzuki Ignis, Maruti Suzuki S-Cross and Volkswagen Ameo amongst others.

The Commercial Vehicles and Railways Business Unit is expanding its capacity to cater to growth in demand. Gabriel completed 25 years serving the Railways segment in India and continues to manufacture superior next-generation products. The Aftermarket Business Unit continued to expand its Exports business, including to Iran.

With our people-driven customer approach, Gabriel qualified for Maruti Suzuki's Comprehensive Excellence Assessment during the year. Gabriel also won several awards and recognitions from customers and various Industry Associations, including the Sustainability Award from Mahindra.

Our Technology

The end customer is becoming increasingly demanding, and Quality and Technology are inseparable. Gabriel follows the 'ANAND House of Quality Culture' framework and principles. Launched last year, this initiative is a journey, and Gabriel is committed to entrench higher levels of Quality into every aspect of its functioning.

On the Technology front, Gabriel has proactively invested in process and product know-how to enhance product performance and production, thus ensuring customer delight. It is gradually transforming into a complete Ride Control technology Company. The Company also conducted its first ever International Technology Day at a customer location overseas.

Our Environment

At Gabriel, we consciously evaluate every initiative from an environment perspective. I am pleased to report that our products are increasingly 'green' and environment friendly. We continue to focus on reducing our energy consumption per unit of shock absorber manufactured. Gabriel has installed solar energy capacity of 1.1 MW, addressing in-house energy needs and reducing electricity usage from the grid, while reducing carbon emissions by 10,566 tonnes over the next 15 years.

Towards a Bright Future

The overall outlook for the coming years is optimistic. India is expected to experience steadily growing economic prosperity, rising per capita and disposable incomes, and higher lifestyle aspirations. The automobile sector is expected to continue its impressive growth trajectory, launching a wide range of new vehicle models; conventional as well as electric and hybrid, translating into a larger demand for automotive components.

Gabriel will continue to delight its customers and leverage its technical knowhow to strengthen its position as the preferred supplier of ride control solutions in its markets.

I am grateful for the support extended by all our stakeholders, particularly the shareholders, in our journey. The wealth of experience and strategic guidance by the Board members has helped Gabriel achieve its performance while ensuring robust governance. We will continue to work together in our endeavor to create superior value for all stakeholders. I also want to acknowledge the ANAND Group and its supporting corporate team for their immense contribution to the development of Gabriel.

I salute our people, who are dedicated to achieving customer delight, maintaining technological expertise, gaining market share and upholding their commitment to the community-at-large. I strongly believe that our "Culture called PEOPLE" is the foundation on which a good Company is built and on which Gabriel will thrive and will continue to do so for years to come.

With my best wishes,

Anjali Singh
Executive Chairperson
Gabriel India Limited

MANAGING DIRECTOR'S REVIEW

Our people's **commitment** has resulted in market outperformance

Dear Shareholders,

I am pleased to report that despite a challenging economic and sectoral environment for a part of the year under review, Gabriel India reported a 20.5% growth in sales, which was nearly 1.5 times the automotive sector average growth in FY2017-18, a creditable achievement. This highest percentage growth by the Company in four years validated the Company's ability to grow faster even as it got bigger.

Realities

The Company encountered a number of challenges during the year under review.

The Indian economy remained sluggish and consumer sentiment was tentative for a part of the year. The challenges that the economy encountered during the year comprised the after-effect of demonetisation, sluggish monsoons in parts of the country, national impact of BS IV implementation in Q1 and the impact of infrastructure spending. A number of retailers cautiously destocked on account of the uncertainty related to the implementation of GST.

The sectoral challenges comprised a need to address rising steel costs, growing customer demands around safety and ride-smoothness, proactive capacity de-bottlenecking, supply chain linkages, collaborative customer engagement, timely R&D investment and a lower carbon footprint.

20.5 % Gabriel India's sales growth in FY2017-18

Performance

The Company was able to improve its pre-tax profit margin to 7.5%, compared to 7.4% in the previous year. However, EBITDA growth declined marginally during the year after an uninterrupted four-year run of rising EBITDA margins. The reasons for this marginal decline comprised higher manpower and other manufacturing costs incurred to address a substantial increase in demand, which, though welcome, was unanticipated. Besides, the Company experienced slightly lower Aftermarket sales following GST introduction, considering the overall income profile and the Exports, which generated better sales remained stagnant at ₹600 million.

Initiatives

Gabriel India responded with speed and sensitivity to the prevailing market challenges. The Company enhanced capacity utilisation in FY2017-18. The Company capitalised on economies of scale, generated additional production to service growing customer needs.

In turn, this translated into a superior return on capital employed by 100 bps to 28.2%. I am pleased to report that this increased return was achieved in spite of a larger ₹500 million capital expenditure outlay.

One of the highlights of the Company's performance was the fact that after a number of years, all business segments performed admirably.

One of the creditable success of the Company comprised the performance of the 2&3 - Wheelers Business Unit. This Business Unit accounted for 56% of the Company's sales and grew 22% during the year under review, marked by robust engagement with some of the most respected marquee customers.

During the earlier part of the financial year, prospects of the Commercial Vehicles segment appeared grim in view of the impending GST, which increased retail destocking and moderated cargo transportation. However, once restocking commenced and demand rebounded, the country's Commercial Vehicle offtake increased 35% following the 20% growth reported in the previous financial year. This led to a record performance by the Commercial Vehicles Business Unit of the Company.

The Company was able to improve its pre-tax profit margin to 7.5%, compared to 7.4% in the previous year.

During the last couple of years, the Company worked closely with the Indian Railways, which resulted in a 240% growth in sales from this Business Unit. The scenario was also equally encouraging in the Passenger Car segment. The Company demonstrated the robustness of its collaborative model by working closely with prominent OEMs during the year under review. Sales from the Company's Passenger Cars Business Unit grew by a healthy 14%.

I am pleased to report that Gabriel reinforced Exports to Renault in Iran through the local purchasing arm in India, validating the Company's global quality and competitiveness.

Strengthening the Balance Sheet

At Gabriel, we believe that our competitiveness lies in a robust Balance Sheet. Over the last few years, the Company focused on strengthening its Balance Sheet across parameters – low debt on the books, funding ongoing capital expenditure through the depreciation provision, improving working capital efficiency and a high liquidity. I am pleased to report that during the year under review, Net Worth strengthened from ₹4,501 million to ₹5,248 million and ROCE added 100 bps to 28.2%. The Company continues to remain extensively under-borrowed; interest cover increased from 28.6 to 46 times. Inventory holding period remained constant, a creditable achievement in the face of rising production and sales.

I wish to draw attention to the sharp increase in the Company's cash and liquid investments: from ₹810.3 million at the close of FY2016-17 to ₹1,122.7 million at the close of FY2017-18. This growth in revenues, liquidity and ROCE validate the fact that the Company's business engine continues to be robust and sustainable.

Outlook

At Gabriel, we are optimistic of our prospects for a number of reasons.

The Company embarked on making prudent capital investments, the benefits of which will progressively play out. The Company will invest in commissioning two plants: one plant focused on the manufacture of the piston rod used in shock absorbers, which will help us moderate component costs, improve quality and efficiency. The other investment is being made in Sanand to service a key 2&3 - Wheelers Business Unit customer's need for front forks. The impact of these investments should start flowing into revenues from FY2019-20 onwards. The Company intends to set up a state-of-the-art technology center to develop and cater to the needs of Passenger Cars & Commercial Vehicles customers. The expenditure for the same will be done this year.

There are a number of concurrent initiatives that we believe will strengthen our overall competitiveness in the Aftermarket and Export

During the last couple of years, the Company worked closely with the Indian Railways which resulted in a 240 % growth in sales from this Business Unit.

segments. The Company intends to grow the proportion of Aftermarket revenues within its overall revenue mix. Through a superior management of trade relationships, the Company expects to leverage its trade goodwill and brand visibility to trade wheel rims, 2 & 3 - Wheelers tyres and scooter wheel rims, substantially raising their proportion in our overall volumes.

The Company expects to increase Aftermarket Exports, capitalising on the global success of OEMs and customising products around local Aftermarket requirements.

Our employees are our biggest strength. We will continue to invest in employee development activities in the years to come. With their commitment and know-how, Gabriel is looking at achieving better growth and customer satisfaction.

Optimism

The long-term outlook for our Company is optimistic.

India's car penetration is still low at 19 cars/1,000 people compared to China's 76 cars/1000 people and USA's 760 cars/1,000 people. Hence a good potential for growth is expected.

India is witnessing a unique coming together of the most potent demand drivers: economic reforms, sustained 7% plus economic growth, growing transportation infrastructure investments, young earners, rising aspirations, preference for personal mobility, availability of convenient vehicle financing options and a willingness to seek external financing options.

The result is that India is likely to report 7.3 % GDP growth in FY2018-19, higher than the global average, which should help graduate it to the third largest automobile market across the foreseeable future. As a focused manufacturer with a strong brand and a great team, Gabriel is optimistic that its foundation should translate into robust and sustainable growth in the future.

With optimism,

Manoj Kolhatkar
Managing Director
Gabriel India Limited

Our employees are our biggest strength. We will continue to invest in employee development activities in the years to come.

Attributes that you need to know about Gabriel

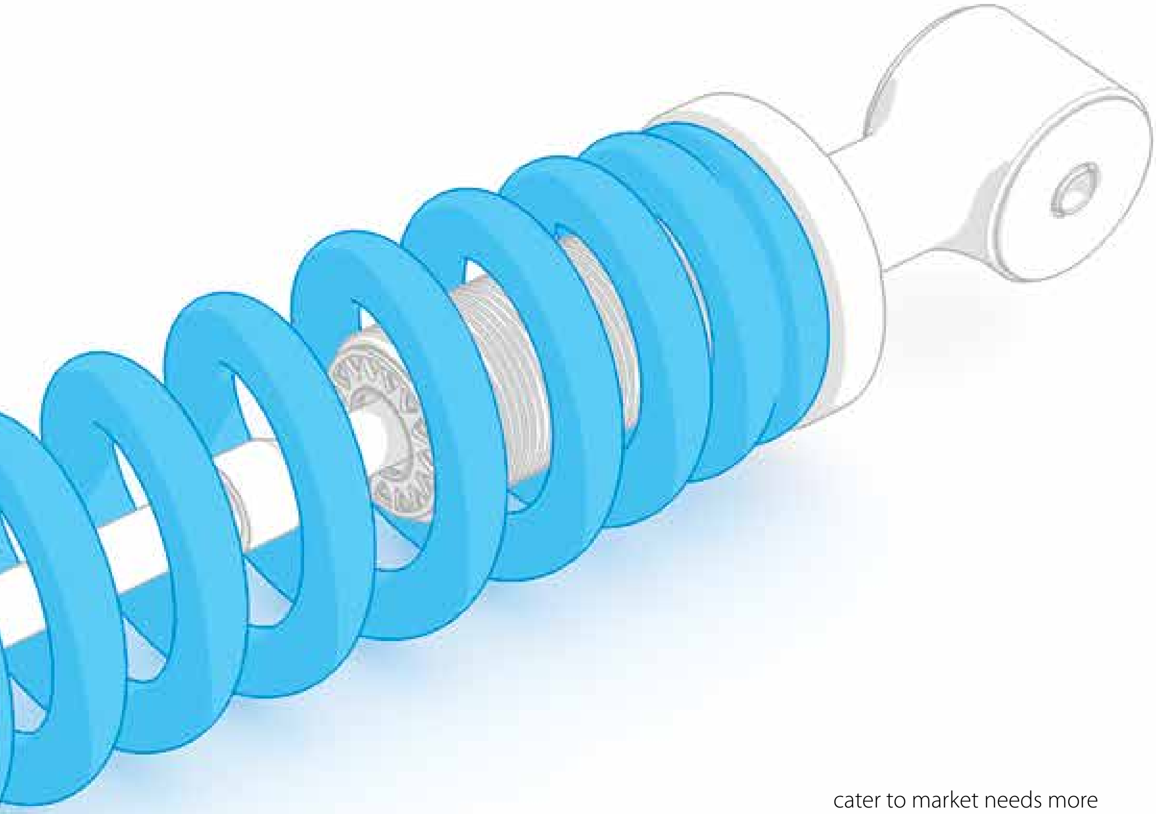
Vision
To be amongst the top 5 shock absorber manufacturers in the world

Group Leverage
Gabriel is the flagship organisation of the ANAND Group which comprises 19 companies. The Company leverages the Group's collective strength across customer relationships and operations.

Segments
Gabriel enjoys a presence in all segments (Passenger Vehicles, 2 & 3 Wheelers, Commercial Vehicles and Railways). The Company supplies shock absorbers to virtually every OEM in India and enjoys an Aftermarket presence in all segments.

Brand
Gabriel's brand evokes a credible recognition for 'trust', 'pioneering' and 'outstanding customer service'. The brand is synonymous with shock absorbers in India.

Rich Legacy
Gabriel is a leading player in the shock absorber market of India. Established in 1961, it has more than five decades of experience and has established itself as a provider of innovative and proprietary products.



Superior R&D

Gabriel has three state-of-the-art R&D centres at Chakan, Hosur and Nashik. These centres develop products, optimise product performance and enhance product capability. Gabriel has filed 58 patents and received 14 patent approvals as on March 2018.

State-of-the-art technology

Cutting-edge technology has helped Gabriel sustain its leadership position in the Indian automotive industry. To cater to market needs more effectively, Gabriel India has a technical collaboration with KYB Corporation, Japan, KYBSE, Spain, and Yamaha Motor Hydraulic Systems, Japan. It also signed a technology license agreement with KONI Shock Absorbers. Gabriel in turn, has provided technical assistance to Gabriel De Colombia and Torre South Africa based on its own R&D.

Robust distribution network

Gabriel India is associated with 17 carrying and forwarding agents (CFA), 500+ dealers and 10,000+ retailers. This footprint makes it possible for the Company's Aftermarket products to be available across the country when and where customers need them.

Extensive product portfolio

Gabriel India product portfolio is diversified across segments and products: a range of shock absorbers from bicycle to railways. The Company's products are used by virtually every major vehicle brand in India.

Financial credibility

The Company possesses a robust Balance Sheet. The Company had a debt-equity ratio of 0.02 in FY2017-18. CRISIL upgraded the Company's rating from AA - (Stable) to AA - (Positive), indicating strengthening sustainability. The Company market capitalisation was ₹19,658 million as on March 31, 2018.

Imposing scale

Gabriel India Limited commenced operations with a single plant in Mumbai. The Company comprises seven manufacturing facilities and four satellite facilities across India. The breadth of manufacturing operations provides timely deliveries to pan-India customers, while optimising the supply chain. Gabriel has continuously invested in expanding its capacity to meet increasing demand. In addition, the Company invested in a solar park at Dewas, Khandsa and Chakan (total installed capacity 1.1 MW)


STATION-2
AUTOMATIC VALVE DISPENSER MACHINE

Superior research & development

Knowledge capital
Gabriel possesses arguably the richest ride control knowledge pool in the Indian sub-continent. The Company has 85 employees in its R&D department.

Integration
Gabriel is not just a ride control products manufacturer; the Company has leveraged its deep engineering team to integrate backwards into the fabrication, manufacturing and quality validation equipment, enabling it to respond to customer needs with speed and flexibility.

Research-driven
Gabriel is a research-driven ride control products Company. The Company's research team, possesses the capability of customising products around Indian conditions. The Company's competence is reflected in its patents.

R&D Facilities
Three R&D facilities provide value-added services e.g. noise measurement, value engineering, improving product quality through root cause analysis and cost reduction through localisation. These centres are equipped with facilities to conduct on-site ride tuning exercises through custom-built mobile ride tuning vans.

Superior R&D
Gabriel is one of the few Tier I Indian auto ancillary companies possessing global and Indian patents. The Company demonstrated a commitment to invest 1.07% of net sales in R&D initiatives as against a sectoral average of 0.50%. The engagement of 85 full-time R&D professionals, the largest in Indian shock absorber industry. A focus on new product sales establishes the market connect for research-led product launches.

State-of-the-art technology

Over the last decade, the conventional shock absorber has passed through extensive research-led changes. Gabriel proactively invested in process, product and programme management to ensure customer delight and enhance product performance.

Increasing criticality of research

The demands placed on the performance of shock absorbers is increasing, corresponding to the growing need for safety and convenience of passengers.

Intra-city commutes are getting longer as cities enlarge, putting a premium on vehicle safety and convenience.

Increased railway speeds are requiring an increase in shock absorber performance.

A truck driver's productivity is linked to transit convenience, influenced by shock absorbers.

Increased speed on highways requires higher vehicle control derived from superior shock absorber technology.

Gabriel is engaged in three research areas – product, process and programme – that enhance overall competitiveness. The Company is driven by the vision of emerging as one of the most respected global ride control product manufacturers.

Our product technology strengths

The research-led capability has already transformed a brand into a name synonymous with the product.

The ability to customise products as per customer needs and generating a superior price-value proposition.

The ability to design and manufacture a shock absorber

range extending from mountain bikes to railways – a product for any vehicle, one of the widest in the world.
One among the few shock absorber companies to have developed an end-to-end knowhow from design to manufacture, providing the complete solution.
The Company provided shock absorbers for Maruti launches (Vitara Brezza and Ignis) that were well received by the market.
The Linke Hofmann Busch (LHB) product launched by the Company for high-speed railway coaches was the only instance of an Indian Company's damper products being approved by Indian Railways.
The Company developed shock absorber products for use in bicycles.

Our process technology strengths

The Company has the required technical competencies in forging, casting, machining, grinding, polishing, plating, coating, high precision assembly, heat treatment, super finishing and painting.
The Company possesses the competence to conceive, design and fabricate capital equipment, its decisive first step towards process competence. The result is a shorter time-to-market; e.g. a 2 - Wheelers customer with an urgent requirement was served with the commissioning of a complete assembly line within 120 days.
The Company is focused on resource efficiency; it doubled the output per sq metre through the interplay of machine change, shopfloor redesign, line automation and inventory space management.
The Company reduced its carbon footprint by 10 % per year despite increased production.
The Company strengthened machine safety through an investment in the electronic safety guard across all machines to automatically halt production in the case of probable human danger. As worker confidence increased, the number of mishap-free days also climbed.

Our programme strengths

The Company strengthened its collaborative engagement with customers who entered into programmes to develop shock absorber varieties for specific vehicle launches.

The Company reinforced its programme management credentials through timely delivery, playing a role in the customer's success.

The Company implemented product lifecycle management in SAP, enhancing outcome accuracy and reliability.

Extensive product portfolio

Range
Gabriel is positioned as a supermarket in India's ride control sector. This has been based on in its ability to manufacture an extensive range of shock absorbers: from bicycle to railways.

Product basket
Gabriel represents virtually a one-stop destination for the growing needs of vehicles (2 & 3 - Wheelers, Passenger Cars, Commercial Vehicles) and Railway sectors. The Company offers front forks, struts, shock absorbers, cabin dampers and seat dampers. In the Aftermarket segment, it offers front forks and shock absorbers for 2 & 3 - Wheelers, Passenger Cars and Commercial Vehicles; struts for Passenger Cars; front forks components, oil seals, wheel rims, gas springs, coolants, four-wheeler bush kits, suspension bush kits and tyres and tubes for 2 & 3 - Wheelers.

In FY2017-18, Gabriel added 583 products to its portfolio.

Financial credibility

Balance Sheet
Gabriel possesses a strong financial foundation, based on its revenue growth, virtually no debt, efficient working capital cycle and stable margins, translating into sustainable growth. Also EBITDA margin stood at an attractive 9.3% in a challenging business. Gabriel's ROCE of 28.2% indicated business robustness.

Revenue distribution
Gabriel has a diverse revenue base across segments and customers; no customer accounted for more than 20% of sales in FY2017-18.

Outperformance
Gabriel is a sectoral outlier. The Company reported revenue growth of 13.2% on a compounded annual basis in the three years ending FY2017-18 as against an economic growth of around 7% and an automotive sector growth of around 10%.

Imposing scale

Scale and share
Gabriel is one of India's largest manufacturer of shock absorbers. Gabriel's operations are distributed across seven pan-India manufacturing locations. Each manufacturing location possesses adequate infrastructure, empowering the Company to scale the business with speed in each location whenever needed.

Positioning
Gabriel is not just a manufacturer of shock absorbers in the narrow sense; the Company is positioned as a full ride control products manufacturer with applications extending from 2- Wheelers to Railways.

Robust distribution network

Unique complement

Gabriel is a distinctive success story within India's automotive component sector in having successfully reconciled manufacturing discipline at one end and brand-driven retail success at the other end. In FY2017-18, the Company marketed through 10,000-plus retailers.

What I am most proud of about Gabriel…

The technology assistance that our Indian company provided to Gabriel Colombia and Torre Parts and Component, South Africa helped validate what we always felt: that our capabilities are world-class.
Manoj Kolhatkar, Managing Director, Gabriel India

That Gabriel could moderate its carbon footprint even as it enhanced production was something that touched me deeply. It represents an unquestionable validation of the fact that we have helped make the world a better place.
Rajendra Abhange, Chief Technology Officer, Gabriel India

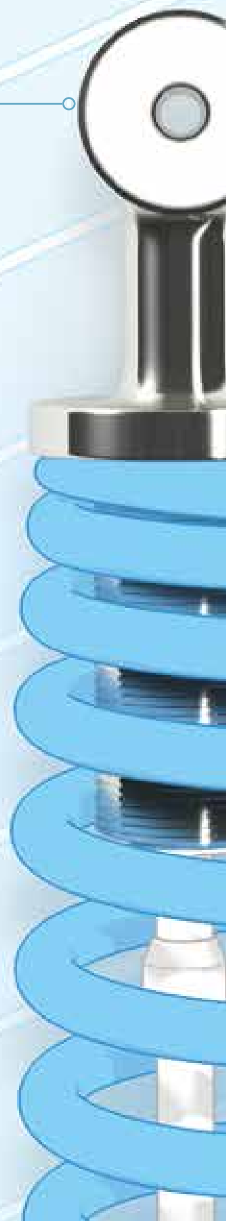
The employee nurturing culture, which identifies, engages and develops the individual at all levels in the organisation by providing training, multi-disciplinary experience, global exposure and mentoring, keeps the employee motivated and engaged.
Rajendran Arunachalam, Chief Financial Officer, Gabriel India

The fact that a response time to the external customer cannot be more than 24 hours for any issue and for the internal customer cannot be more than a few minutes is what keeps the organisation on its toes.
Umesh Shah, Chief Operating Officer, Commercial Vehicles and Railway Business Unit, Gabriel India

Our Great Place to Work® positioning for four successive years is manifested in various initiatives that strengthen our customer service and enhance our share of the customer's wallet.
Atul Jaggi, Chief Operating Officer, 2 & 3 - Wheelers Business Unit, Gabriel India

The fact that Gabriel was selected among India's leading 100 Great Place to Work® companies for four successive years – 2015, 2016, 2017 and 2018 – enhanced my pride that getting into that list was no flash in the pan but a validation of what we had truly become.
Amitabh Srivastava, Chief Operating Officer, Aftermarket Business Unit, Gabriel India

Consistent people centric initiatives over the years while having strong customer focus has made Gabriel a Great Place to Work recognized for exceeding stakeholder expectations.
Sarabjit Kondal, Chief Operating Officer, Passenger Cars Business Unit, Gabriel India



I started my Gabriel journey in 2001 in the maintenance function and have since worked in TPM, new product development, engaged in continuous improvement activities (ANAND Production System, Human Resources, SAP implementation, Visionary Small and Medium Enterprises, Innovation and now heading Central Technical Services(CTS)). My family says: 'There is "ANAND" in Gabriel'.
Murlidhar Bhat, Head, CTS, Gabriel India

Gabriel is a perfect blend of management tolerance and patience. The Company promotes learning from mistakes while practicing zero-tolerance for unethical practices.
Vishal Mahajan, Senior Manager, 2 & 3 - Wheelers, Marketing, Gabriel India

Gabriel is about opportunities and learning. I have been through three roles in seven years and am now responsible for the entire plant operation. The Gabriel bottomline is a belief in people and ethics.
Akshay Deep , Plant Head, Gabriel Khandsa

The best part of Gabriel is its belief in employees. The friendly and motivational environment breeds new ideas, emotional ownership, workplace pride and team bonding.
Mayank Lahariya, Senior Manager, Production, Gabriel Hosur

A proud moment was when I was recognised for a STEP Best Trainee award. In my six years at Gabriel, I am happy to see increased women's empowerment. I can say with pride that Gabriel is the safest plant to work for women. The percentage of women as Cell Leaders is high at the Company.
Anju Bala, Cell Leader, Gabriel Parwanoo

I participated in the Pune innovation concourse and got the opportunity to meet Mr. Abdul Kalam. The best thing about Gabriel is that this is a safe workplace for women.
Dhanalaxmi, Finance Controller, Gabriel Hosur

The one advice I get from those leaving the Company is 'Don't think of leaving Gabriel' based on their post-leaving experience.
Suraj Jha, Operations, Gabriel Sanand

Sponsorships by Gabriel

Gabriel India was proud to sponsor and be associated with various national and international events.

INDIAN POLO ASSOCIATION

Indian National Polo Team

Gabriel India was the proud sponsor of the Indian National Polo Team which participated in the XI Polo World Championship 2017, at Sydney. The prestigious event saw participation from eight international teams. The Indian team comprised of Lt. Col. Ravi Rathore, Dhruv Pal Godara, Angad Kalaan, Siddhant Sharma, Pranav Kapur and the youngest player, His Highness Maharaja Sawai Padmanabh Singh of Jaipur. It was a matter of pride for the ANAND Group company to be associated with the Indian National polo team.

puneri paltan

PRO KABADDI

Pro Kabaddi – Puneri Paltan Team

Gabriel India became the proud sponsor of the Puneri Paltan team, the Pune franchise of the Pro Kabbadi League. The fifth season in 2017 featured 12 teams representing various locations across India. Pro Kabaddi, launched in 2014, has been instrumental in popularising Kabaddi in India, and has developed a huge fan base. The 2017 league was played across a period of 13 weeks.

Suzuki Gixxer Cup

Suzuki Motorcycle India Limited launched the Suzuki Gixxer Cup in 2015, which has since evolved into a platform for budding bike racers in India to experience a professional tarmac. The event allows high class motorcycle racing infrastructure to become available to local talent at a nominal cost.

Gabriel India has been associated with the event from its inception. In 2017-18, four rounds of races were conducted at various venues across the country.

Pune International Supercross League

Dubbed as one of India's biggest Supercross events, the fourth edition of "Pune International Supercross League" was held in 2017-18. The event was conducted in the form of a three-day carnival, which had a mix of three rounds of racing and plenty of music, arts and live performances by renowned DJs and bands at Pune.

Gabriel India has been a regular sponsor of the league and in 2017-18 continued its role as a key sponsor.

Volkswagen Ameo Cup

With the vision of grooming India's next international racing star, Volkswagen India conducts an annual racing tournament using its factory-customised race cars. Gabriel India has been closely associated with the event last three years. In 2017-18 the Volkswagen Ameo Cup was, as usual, conducted with fanfare. Four rounds of races were held on various tracks across the country.

Board of Directors

MRS. ANJALI SINGH
EXECUTIVE CHAIRPERSON

- Joined ANAND Group in 2005
- Since 2011 serves as the Chairperson of the ANAND Supervisory Board, ANAND Group
- Chairperson of Gabriel India since 2014

MR. MANOJ KOLHATKAR
MANAGING DIRECTOR

- Joined Gabriel India in 2011
- Prior to Gabriel, served with the TATA Group for 22 years, including in senior roles

MR. JAGDISH KUMAR
GROUP PRESIDENT & GROUP CFO, ANAND GROUP

- Joined ANAND Group in 2015
- Prior to ANAND, over 29 years of experience with leadership roles in DuPont, Tata Consultancy Services and Ballarpur Industries Limited

MR. PRADIPTA SEN
NON-EXECUTIVE INDEPENDENT DIRECTOR

- Till 2016, was the President for India, Middle East and Africa region of Emerson, a Fortune 500 conglomerate
- Prior to joining Emerson, spent 16 years with General Electric, USA in leadership roles

MR. ADITYA VIJ
NON-EXECUTIVE INDEPENDENT DIRECTOR

- Operating Partner, Kedaara Capital Advisors LLP, a Private Equity firm focussed on India
- CEO of Fortis Healthcare Ltd. from 2011 to 2014. Spent 30 years in the Automotive and Defence Industries including 18 years with General Motors Europe

MR. PRADEEP BANERJEE
NON-EXECUTIVE INDEPENDENT DIRECTOR

- Vice President, Supply Chain, South Asia at Hindustan Unilever Limited (HUL).Director on the Board of HUL. Associated with HUL since 1980 in various senior roles
- Chairman of Confederation of Indian Industry (CII) National Committee on Intellectual Property and committee member on Environment, Convenor of CII National Working Group on Plastic Waste Management

Corporate information

Board of Directors

Mrs. Anjali Singh
(Executive Chairperson)

Mr. Manoj Kolhatkar
(Managing Director)

Mr. Jagdish Kumar
(Non-Executive Director)

Mr. Pradipta Sen
(Non-Executive Independent Director)

Mr. Aditya Vij
(Non-Executive Independent Director)

Mr. Pradeep Banerjee
(Non-Executive Independent Director)

Registered Office

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

Corporate Indentity Number

L34101PN1961PLC015735

Chief Operating Officers

Mr. Amitabh Srivastava

Mr. Atul Jaggi

Mr. Sarabjit Kondal

Mr. Umesh Shah

Chief Financial Officer

Mr. Rajendran Arunachalam

Chief Technology Officer

Mr. Rajendra Abhange

Company Secretary

Mr. Nilesh Jain

Bankers

HDFC Bank Limited

ICICI Bank Limited

Yes Bank Limited

Auditors

M/s. B.K. Khare & Co. Chartered Accountants
706-708, Sharda Chambers, New Marine Lines,
Mumbai - 400 020, Maharashtra

Plants

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

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

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

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

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

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

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

Management discussion and analysis

Gabriel India Limited provides the widest range of ride control products in India, including shock absorbers, struts, and front forks, across every automotive and railways segment. The brand is synonymous with shock absorbers in India. It enjoys a significant presence across all customer channels, including original equipment manufacturers (OEMs), replacement market and Exports. The Gabriel brand is respected for innovative proprietary products.

Global economic overview

In 2017, the global economy saw ongoing Euro-zone growth, modest growth in Japan, late revival in China and improving realities in Russia and Brazil. The result was a growth of 3.2% in the global economy in 2017, some 50 bps higher than the previous year.

Indian economic overview

After registering GDP growth of over 7% for the third year in succession in FY2016-17, the Indian economy slowed down to an estimated at 6.7% in FY2017-18. Even with this lower growth for FY2017-18, GDP growth averaged 7.3% for the period FY2014-15 to FY2017-18.

The year under review was marked by structural reforms by the Government. In addition to GST introduction, the year witnessed significant resolution of problems associated with bank non-performing assets, FDI liberalisation, bank recapitalisation and privatisation of coal mines. After remaining in negative territory for a couple of years, Export growth rebounded in FY2016-17 and strengthened in FY2017-18; foreign exchange reserves rose to US$ 411 billion as on January 2018.

The World Bank projected India's growth to accelerate to 7.3% in FY2018-19 and 7.5% in FY2019-20.

Global automobile industry

The global automotive industry grew 3.3% in 2017, with sales of 86.05 million units in Light Commercial Vehicles (LCVs) and Passenger Cars, which was a significant 2.05 million more than in 2016.

The automotive market performed well in 2017, with established economies maintaining growth, whilst developing markets like Russia and Brazil returned to growth following earlier declines.

The global automobile sales are expected to rise 3.6% in 2018, up from 3.3% growth in 2017. Emerging markets could contribute the bulk of growth, while sales in major developed markets could slow or even contract. Europe's growth is expected to slow in 2018 and the US too is likely to see a sales dip. Sales in Asia are expected to grow by 4.7% in 2018, slower than the previous estimate of 5%.

Emerging trends

- **Electric vehicles:** There are >2 million electric vehicles on the roads around the world compared to a few thousand in 2012 on account of government support and more charging points. The market volume is estimated to grow at a CAGR of 28.3% between 2017 and 2026.
- **Increased safety measures:** Some upcoming safety features aimed at preventing crashes include: vehicle-to-vehicle communication, traction control system, active kinematics control, and pedal-travel sensors, among others.
- **Growing use of alternative materials:** By 2020, the average car will incorporate nearly 350 kilograms of plastics, up from 200 kilograms in 2014. The usage of carbon fibre and polymer matrix composites would enable car body-weight reduction.
- **Driverless cars:** Autonomous cars can reduce vehicular emissions by 300 million tonnes annually. Driverless cars can control vehicles better due to sensory capabilities and enhance safety. The pace of introduction of autonomous driving levels will vary across markets.

Indian automobile industry

India is the world's fourth-largest automobile manufacturer. The Indian automobile industry, which accounts for 7.1% share of the country's GDP, grew at a CAGR of 5.5% between FY2012-13 and FY2017-18. The Indian automobile industry is at the cusp of a transformation, moving from BS-IV to BS-VI and eventually to electric vehicles.

India is expected to be the world's third-largest car market by 2020, with >5 million units being sold annually. Indian car sales are likely to remain robust, growing at a rate of 7% during 2018, supported by the GST regime as well as new launches. Indian automotive industry (including component manufacturing) is expected to grow from ₹16.16 trillion to ₹18.18 trillion (US$ 251.4 to 282.8 billion) by 2026.

Indian automotive components industry

Over the last decade, the automotive components industry has grown at a CAGR of 14% and is expected to grow by 10% in FY2017-18. In FY2016-17, the size of the industry was around ₹2796.2 billion (US$ 43.5 billion). Component Exports have grown at a CAGR of 14% to reach around ₹700.7 billion (US$ 10.9 billion).

The Indian automotive components Aftermarket is expected to touch ₹7,570.5 million by FY2019-20. Presently, ~19 million people are employed by the Indian automotive components industry. In terms of supply distribution, 49% of the sectoral revenues were accounted for by Passenger Cars, 22% by 2- Wheelers, 11% by medium and Heavy Commercial Vehicles, 8% by LCVs, 6% by tractors, 2% by 3 - Wheelers and 2% by backhoe loaders.

Sources: CSO, economic survey 2017-18, IMF, World Bank, BMI, prnewswire.com, Economic Times, plasticstoday.com, McKinsey, IHS, Moody's,

Note: 1 US$ = ₹64.28

BUSINESS SEGMENT REVIEW

01 2 & 3 - Wheelers

Products
Front forks, shock absorbers (gas and hydraulic)

Sales (₹million)

FY2016-17	8,178
FY2017-18	10,000

Sales growth(%) for FY2017-18

22

Sales growth (%) for FY2016-17: 0

Contribution to total sales (%) FY2017-18

56

Contribution to total sales (%) for FY2016-17: 55

Overview

India is the largest 2 - Wheelers market in the world with production levels surging 16.12% to reach ~20 million units (scooters >7 million and motorcycles >16 million) in FY2017-18. 2 - Wheelers sales touched a milestone of 20.2 million units (scooters >6.7 million and motorcycles >12.6 million) in FY2017-18 – the highest ever – and 3 - Wheelers production increased 30.39% to reach 1,021,911 units while sales touched a peak of 635,698 units, growing at 24.19%. Gabriel India is among the three leading players in the 2 - Wheelers segment and market leader for 3 - Wheelers.

Key market trends

- Double-digit growth in the last two years
- Greater demand for >150cc motorcycles
- Increased variety of scooters and high-end motorcycles
- Enforcement of BS-VI guidelines effective 2020
- Growing demand for electric vehicles
- New OEM models being launched

Strengths

- Indigenously developed cost-competitive technology for captive usage
- Proven quality
- In-house testing and R&D facility

Highlights, FY2017-18

- Sales derived from the segment increased by 22 % (₹10,000 million in FY2017-18 vis-à-vis ₹8,178 million in FY2016-17)
- Launched 207 new products that accounted for 4.8% of the segment's sales

Achievements, FY2017-18

- Outpaced the market with growth of 22% compared to 16%
- The 2 & 3 - Wheelers Business Unit sales crossed the ₹10,000 million mark
- Strenghthened relationship with TVS Motors with multiple new products
- Improved plant efficiency levels and streamlined material flow at plants
- New orders from Honda Motorcycles & Scooters India for supplying front forks
- Premium motorcyles model development with Yamaha Motors, Royal Enfield & Suzuki Motorcycles India
- New orders for supplies to the upcoming electric vehicle programmes of different OEMs

Awards

- Won the 'Price Competitiveness' award from Suzuki Motorcycles
- Won Gold Quality Award from Bajaj Auto Ltd.
- Appreciation on QCD support from various customers
- Multiple industry awards on Quality Circle and Kaizens

Outlook

The Company intends to capitalise on existing orders, foray into the premium segment, ride the growing demand for scooters and motorcycles and increase capacities.

Way forward

- **Upgrade plant automation to improve operations**
- **Focus on Tier II & III supplier development**

02 Passenger Cars

Products
Struts and shock absorbers

Sales (₹million)

FY2016-17		4,911
FY2017-18		5,621

Sales growth(%) for FY2017-18: 14

Sales growth(%) for FY2016-17: 24

Contribution to total sales (%) FY2017-18: 31

Contribution to total sales (%) for FY2016-17: 32

Overview

Production levels for passenger vehicles during the fiscal year under review stood at 4,010,373 units, accounting for a 13.79% share of all vehicles manufactured in the country. 19% of these vehicles were utility vehicles which crossed the million-mark in terms of production volumes in FY2017-18. One out of every three passenger vehicles produced was a utility vehicle. The sector also witnessed the highest ever sales of passenger vehicles of 3.3 million units in FY2017-18.

Key trends

- Increasing demand for Passengers Cars
- Strengthening demand for compact SUVs
- Rising focus on quality
- Higher safety concerns
- Rising popularity of petrol-run cars compared to diesel

Strengths

- Enduring partnerships with major OEMs
- Capable and experienced personnel
- Presence across-the-value-chain
- Sole supplier to various Key OEM models (Maruti Suzuki Vitara Brezza, Maruti Suzuki Ignis, Maruti Suzuki S-Cross and Volkswagen Ameo, Vento, Polo)

Highlights, FY2017-18

- Sales derived from the segment increased by 14% (₹5,621 million in FY2017-18 vis-à-vis ₹4,911 million in FY2016-17)
- Launched 181 new products that accounted for 3% of the segment's sales

Achievements, FY2017-18

- Recorded sales in excess of ₹5,000 million for the first time
- Successful ride session conducted for Exports customers by R&D team
- Qualified for Maruti Suzuki Comprehensive Excellence Assessment

Awards and accolades

- Gabriel Khandsa was felicitated by the Government of Uttar Pradesh for recruiting women in the workforce
- Gabriel Khandsa was awarded a certificate of appreciation for 'Good Practices in Safety Systems' by FICCI
- Gabriel Khandsa was awarded three gold awards and Gabriel Parwanoo was awarded a gold award at the Quality Circle Forum of India (Delhi chapter)

Outlook

The Company intends to launch new products, focus on technological advancement to optimise costs, enhance quality and increase repeat business from existing customers.

Way Forward

- **Ramp up capacities to meet volume growth**
- **Improve production cycle time by upto 40%**

BUSINESS SEGMENT REVIEW

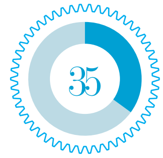
03 Commercial Vehicles & Railways

Products
Axle dampers, cabin dampers and seat dampers

Sales (₹million)

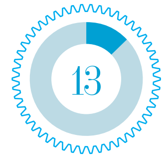
FY2016-17	1,728
FY2017-18	2,332

Sales growth (%) for FY2017-18



Sales growth (%) for FY2016-17: -6

Contribution to total sales (%) FY2017-18



Contribution to total sales (%) for FY2016-17: 13

Commercial Vehicles:

Overview
India is the fifth largest market for Commercial Vehicles. The introduction of new and better products, entry of global players, implementation of environment norms, developing domestic market and economies of scale make India an attractive production hub. Gabriel is the market leader for the supplies of shock absorbers in the Commercial Vehicles segment.

Key market trends
- Increasing demand for suspended cabin dampers because of their ability to enhance safety and comfort levels
- Increase in demand for larger air-suspension shock absorbers
- Increasing product lifecycle costs causing sectoral players to work on improving product quality

Strengths
- Gabriel manufactures 300-400 SKUs per month
- The Company's portfolio caters to a variety of products
- Brand provides best-in-class value

Highlights, FY2017-18
- Segment sales increases by 35% (₹2,332 million in FY2017-18 vis-à-vis ₹1,728 million in FY2016-17)
- Launched 112 products that accounted for 4% of segment sales
- Increased output volumes by 38% in the face of growing demand
- Investing in capacity expansion exercises

Achievements, FY2017-18
- Improved market share
- Grew customer wallet share
- Outpaced the market by growing 38% compared to ~20% industry growth

Awards
- Received a 'Certificate of Appreciation' from an Exports customer for commitment and consistency in manufacturing and supply of shock absorbers.
- Won Supplier Excellence Award 2017 from SML Isuzu Limited
- Nominated among the top-five suppliers for overall supply chain excellence at the Volvo Eicher Commercial Vehicles (VECV) vendor conference
- Regional Winner Award in 'Supplier Samrat' Competition organised by Ashok Leyland
- Won the 'All India First Prize' at the Quality Circle Competition organised by Confederation of Indian Industry (CII)

Outlook
The Company is engaged in planning capex programmes, focusing on best-in-class technologies, developing new products, creating a stronger brand, scaling capacities and enhancing customer awareness.

Way forward
- **Align capacities to address growth in Exports and domestic business**
- **Manage supply chain to meet increasing demand through the Visionary Small and Medium Enterprises (VSME) suppliers programme**

Railways:

Products
Shock absorbers

Overview
The Indian Railways is among the world's largest railway networks, spread over 115,000 kilometres, running 12,617 passenger trains and 7,421 freight trains each day, plying 23 million travelers and 3 million tonnes of freight a day. Gabriel supplies shock absorbers to the Indian Railways for the new LHB coaches, intended to increase passenger safety and comfort.

As Indian Railways shifts from traditional coaches to these new-age variants, the shock absorbers required per coach will increase from 6 to 18. These shock absorbers were earlier imported by Indian Railways but would now be manufactured locally.

Key market trends
- Increasing focus on safety and comfort
- Increasing number of trains to manage larger passenger volumes
- Replacement of old coaches with LHB variants

Strengths
- Gabriel's approach to innnovation to develop indigenously manufactured products to replace imports
- Continuing R&D investments

Highlights, FY2017-18
- Launched 6 new LHB products that accounted for 7.6% of the total Railway's sales
- Participated for the first time in International Railway Equipment Exhibition 2017 in New Delhi

Achievements, FY2017-18
- Completed 25 years serving the segment
- Registered sales growth of 240%
- Manufactured superior next-gen products

Outlook
The division will focus on the production of innovative products. It expects to capitalise on Make in India initiatives and superior product quality to boost production. It intends to bank on infrastructure modernisation to catalyse offtake.

Way Forward
- **Ensure order execution**
- **Address growing demand by efficiently managing capacities**

BUSINESS SEGMENT REVIEW

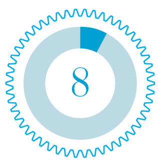
04 Aftermarket

Products
Front forks, shock absorbers for 2 & 3 - Wheelers, Passenger Cars and Commercial Vehicles; struts for Passenger Cars; front fork components, oil seals, wheel rims, gas springs, coolants, four-wheeler bush kits, suspension bush kits and tyres and tubes for 2 & 3 - Wheelers

Sales (₹million)

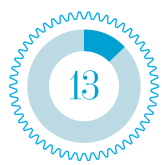
FY2016-17	2,133
FY2017-18	2,299

Sales growth (%) for FY2017-18



Sales growth (%) for FY2016-17: 6

Contribution to total sales (%) FY2017-18



Contribution to total sales (%) for FY2016-17: 13

Overview
The Indian automotive Aftermarket is expected to grow at a CAGR of 10.5% and reach ₹7,570.5 million (US$ 13 billion) by FY2019-20. Gabriel capitalised on emerging opportunities by adding nine product lines and 600+ SKUs in five years. The Company's unflagging focus on Exports broadened its footprint from two continents to six. The Company sells in North America, Australia and Singapore, among others.

Key trends
- Growing focus of quality
- Growing focus on B-class towns

Strengths
- Strong brand equity
- 500+dealers and 10,000+ retailers
- Visible presence across segments
- Channel partners spread across six continents
- Independent teams for quality, Exports, purchase and R&D

Highlights, FY2017-18
- Sales from the segment increased by 8% (₹2,299 million in FY2017-18 vis-à-vis ₹2,133 million in FY2016-17)
- Grew year-on-year Export volumes by 44%
- Launched 107 new products
- Started exporting to new markets like Honduras, Guatemala and Kenya

Achievements, FY2017-18
- Appointed new dealers in Nepal, Sri lanka and other markets
- Executed a major Aftermarket project by exporting to Iran

Outlook
The division intends to emerge as a ₹5,000 million business by 2020-21 and significantly increase Exports.

Way Forward
- **Continue 'Elite Retailer' programme to strengthen the brand and forge stronger ties with retailers**
- **Conduct retailer and dealer meets**
- **Continue mechanic loyalty training programmes across India**

Finance review

Sales and other income
Revenue during the year stood at ₹18,331 million, an increase of 20.6% as compared to ₹15,206 million in FY2016-17.

Interest and finance costs
Net interest and finance costs decreased by 25% during the year due to repayment of public deposits and reduction of other liabilities.

Profit before tax
The Company registered a profit before tax of ₹1,372 million compared to ₹1,128 million in the previous year.

Profit after tax
The Company registered a profit after tax of ₹942 million compared to ₹827 million in the previous year.

Key ratios

Particulars	2017-18	2016-17
EBITDA (%)	9.3%	9.6%
EBITDA/Net interest	59.32	37.80
Debt-equity ratio	0.02	0.02
Return on Equity (%)	18.4%	17.7%
Book value per share (₹)	36.48	31.40
Earnings per share (₹)	6.56	5.75

Gabriel's people competence

Overview
Gabriel believes that its competitive advantage is resident within its people. The Company's people bring to the fore a heady concoction of multi-sectoral experiences, academic qualifications and domain knowledge. Gabriel's culture is rooted in its ability to disrupt the sectoral status quos and enhance competitiveness. The Company undertook decisive initiatives aligning the professional and personal goals of employees, enriching work-life balance and enhancing pride of association. The culmination of these initiatives translated into sectoral outperformance, value addition and superior customer service.

Recognition
Different employee recognition initiatives such as Meet Your Stars and Wall of Fame were undertaken to help shopfloor employees pursue bigger dreams while other awards recognised exceptional employee performances.

Diversity
Gabriel aims to ensure that 30% operators in each location are female in line with the gender diversity policy of the group.

Connect
Gabriel's leadership team networked with employees via regular interactive events like the annual goal-setting exercise, vendor meets and Town Hall meets, among others, to inspire them, share critical updates and reinforce the Company's ethos.

Development
Under ANAND Leadership Development Programme, Gabriel selected and nurtured talent across the organisational pyramid through rigorous training, coaching and mentoring. Employees inducted into this programme were assigned coaches or

mentors, resulting in changes to assume positions of higher responsibility. The ANAND Mentorship Programme aimes to develop young assistant managers and senior engineers from managing themselves to managing others.

Empowerment

ANAND's Nurturing and Empowering programme is a platform for women ANAND employees to enhance self-esteem, interpersonal skills, career paths and balance personal and professional commitments.

Employee recognition

- Best Cell/Best Mini – Industry
- Best Work Unit
- Best Kaizen
- Star of the Month
- Above and Beyond the Call of Duty (ABCD)
- Best CSR Practice
- Best Response Time
- Delivery on Promise
- Patent Award
- Long Service Award
- Technocrat Award
- Manager of the Year
- Bright Spark

Key metrics

Total employees

2,527	2,998
March 31, 2017	March 31, 2018

Average age of employee base

28	27
March 31, 2017	March 31, 2018

Revenue per employee (₹ in million)

6.0	6.1
March 31, 2017	March 31, 2018

Investment in training programmes (₹ in million)

13.7	14.4
March 31, 2017	March 31, 2018

Gabriel's CSR initiatives

Gabriel remains committed to contribute to India's development while improving the quality of life of its workforce, their families and society.

Gabriel's CSR efforts are undertaken directly or under the banner of the SNS Foundation, the social responsibility wing of the ANAND Group. The Company encourages employees to volunteer for preferred causes. During the year, the Company contributed ₹19.4 million for CSR initiatives, encompassing the following areas:

Empowering women: Supporting self-help groups, creating awareness and providing a platform for local women to sell handmade products.

Uplifting the underprivileged: Offering vocational training and skill development courses to underprivileged youth and women to create sustainable livelihood opportunities.

Sponsorship for girls:

Initiated Scholarship Scheme for Girls for Diploma Engg. with Govt. Polytechnic, Dewas. Engaged with 6 schools.

Organising blood donation camps: Setting up periodic blood donation camps in the vicinities of Gabriel plants.

Infrastructure development at schools under:

- ANAND Parwanoo School Slum Abhiyan
- ANAND Sports Complex and Municipal Park at Parwanoo
- ANAND Nashik Village Income School Abhiyan

Gabriel's Environmental focus

Gabriel believes that inclusive growth is a continuous journey fueled by the engagement of all stakeholders. The Company invested in sustainable development and carbon footprint reduction through the following initiatives during the year under review:

- Reducing energy consumption per unit of shock absorber manufactured
- Harnessing solar energy
- Reducing electricity costs and carbon footprint
- Using energy-efficient LED lighting technology
- Installing paint regeneration and anti-rusting acid regeneration ion exchangers to reduce hazardous waste generation
- Replacing outdated chrome-plated scrubbers with new-gen variants to reduce chromic acid consumption
- Celebrated World Environment Day by planting 100+ saplings; distributed an equivalent number among employees at Hosur
- Instaling at Gabriel Dewas, Khandsa and Castings (captive plant at Chakan) solar power plants of capacity 176 kilowatts, 138 kilowatts and 98 kilowatts respectively, bringing the total for the Company to an installed solar capacity of 1.1 MW

Internal control systems and their adequacy

The Company's internal audit system has been continuously monitored and updated to ensure that assets are safeguarded, established regulations are complied with and pending issues are addressed promptly. The Audit Committee reviews the reports presented by the internal auditors on a routine basis. The Committee makes note of the audit observations and takes corrective actions, if necessary. It maintains constant dialogue with statutory and internal auditors to ensure that internal control systems are operating effectively.

Cautionary statement

The management discussion and analysis report containing the Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors.

Statutory & financial section

DIRECTORS REPORT

To,
The Members,

Your Directors take pleasure in presenting the 56th Annual Report on the business and operations of the Company, together with the Audited Financial Statement for the year ended March 31, 2018.

The Company's sales grew by 20.5% and PBT and PAT grew by 21.6% and14.0% respectively. The improved profitability was due to control on raw material costs in the backdrop of increasing commodity prices, expenses control in the backdrop of large volume increase, better working capital and cash flow management. The Company continued to deliver good results on the strength of strong customer and people orientation, leveraging its core competencies in technology, manufacturing and supply chain efficiency.

FINANCIAL RESULTS

(₹ in million)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Net Sales	18,140.88	15,056.57
Earnings before Interest, Tax and Depreciation and Amortisation (EBITDA)	1,712.69	1,461.35
Finance Cost	28.87	38.66
Depreciation	382.93	353.27
Profit/(Loss) Before Tax (PBT)	1,371.64	1,127.64
Provision for Taxation:		
- Current	392.66	236.88
- Deferred Tax	36.61	64.10
Profit/(Loss) After Tax (PAT)	942.37	826.66
Profit/(Loss) Account Balance at the beginning of the year	3,678.03	3,127.73
Profit available for appropriations	4,658.77	3,924.09
Appropriations:		
Dividend on Equity Shares	193.94	172.39
Tax on Dividend	39.48	35.09
Transferred to General Reserves	-	-
Profit/(Loss) Account balance at the end of the year	4,425.35	3716.61

PERFORMANCE HIGHLIGHTS

Your Company recorded net sales of ₹18,140.88 million in FY2017-18 as compared to ₹15,056.57 million in FY2016-17. It reported a 17.2% growth in EBITDA, largely based on volume growth across all Business Units viz.. 2&3 - Wheelers, Passenger Cars and Commercial Vehicles, Railways and control on raw material costs. The Company improved its PBT to 7.5% in FY2017-18 from 7.4% in FY2016-17. The result was a Profit After Tax of ₹942.37 million in FY2017-18 as compared to ₹826.66 million in FY2016-17, representing 14.0% growth. The earnings per Share increased to ₹6.56 per share in FY2017-18 from ₹5.75 per share in FY2016-17.

BUSINESS OUTLOOK

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

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

OPERATIONS

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

DIVIDEND

Your Directors declared an interim dividend of Re 0.50 per equity share of Re.1 each (previous year Re 0.45 per equity share of Re 1 each). This dividend amounted to ₹71.83 million (previous year ₹64.65 million). This was distributed to shareholders, whose names appeared on the Register of Members as on November 18, 2017. Your Directors further recommended for the approval of shareholders a final dividend of Re 0.90 per equity share of Re 1 each (previous year Re 0.85 per equity share of Re 1 each). This proposed dividend will amount to ₹129.28 million (previous year ₹122.11 million). The dividend, subject to its declaration, will be distributed to shareholders whose names appear on the Register of Members on Thursday, August 02, 2018.

During the year under review, the unclaimed final dividend pertaining to the FY2009-10 and unclaimed interim dividend pertaining to the FY2010-11 was transferred to the Investor Education and Protection Fund following a due notice to the members. The Company has also transferred the shares to the demat account of Investor Education and Protection Fund Authorities, pertaining to period of aforesaid dividends and eligible for such transfer in terms of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The said shares can be received back by the respective shareholder through submission of Form IEPF-5. The list of such shareholders is available on Company's weblink : http://www.gabrielindia.com/investors-section/share-for-tranfer-to-iepf-demataccount.aspx.Future cash benefits like dividend to such transferred shares shall be transferred by the Company to bank account of IEPF authority.

SHARE CAPITAL

The paid-up Equity Share Capital as on March 31, 2018 was ₹143.64 million. During the year under review, the Company did not issue any shares and did not grant stock options or sweat equity shares to employees. The details of the shareholding of the Directors are as mentioned below as on March 31, 2018:

Sr. No.	Name of Director	Shareholding	% of Holding
1	Mrs. Anjali Singh	641,942 shares	0.45%
2	Mr. Manoj Kolhatkar	4,000 shares	0.003%
3	Mr. Pradipta Sen	524 shares	0.0003%

DEPOSITS

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

Sr. No.	Details	Amount (₹ in million) / Remark)
i	Public deposits accepted during the year	NIL
ii	Deposits that remained unpaid or unclaimed as at the end of the year	27.98
iii	Whether there has been any default in repayment of deposits or payment of Interest thereon:	
	a. at the beginning of the year.	NIL
	b. maximum during the year	NIL
	c. at the end of the year	NIL
iv	Details of deposits which are not in compliance with the requirements of Chapter V of the Act	NIL

MEETINGS OF THE BOARD

The Board of the Company comprised six Directors as on March 31, 2018. The Board comprised Mrs. Anjali Singh, Mr. Manoj Kolhatkar, Mr. Pradipta Sen, Mr. Aditya Vij, Mr. Pradeep Banerjee and Mr. Jagdish Kumar.

The details of the meetings during the financial year under review are mentioned below.

Sr. No.	Date of Meetings	Board Strength	No. of Directors Present
1	May 15, 2017	6	6
2	August 08, 2017	6	6
3	November 10, 2017	5	4
4	February 13, 2018	6	6

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Directors

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

Sr. No.	Name of Director	DIN	Position
1	Mrs. Anjali Singh	02082840	Executive Chairperson
2	Mr. Manoj Kolhatkar	03553983	Managing Director
3	Mr. Pradipta Sen	00051758	Non-Executive Independent Director
4	Mr. Pradeep Banerjee	02985965	Non-Executive Independent Director
5	Mr. Aditya Vij	03200194	Non-Executive Independent Director
6	Mr. Jagdish Kumar	00318558	Non-Executive Director

During the year under review following changes occurred

1. Mr. Atul Khosla ceased to be a Director w.e.f. September 27, 2017.
2. Mr. Pradeep. Banarjee was appointed as an Additional Non-Executive Independent Director w.e.f December 14, 2017.

The Board of Directors deeply appreciates the contribution of Mr. Atul Khosla. The association of Mr. Atul Khosla and his valuable guidance benefited the Company.

Pursuant to Section 149 and 161 of the Companies Act 2013 and Regulation 17 of SEBI (Listing obligations and disclosures requirement) Regulation, 2015, the appointment of Mr. Pradeep Banerjee, Non- executive Independent director is proposed in the ensuing Annual General Meeting.

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

The details of the Directors who are proposed to be appointed/re-appointed in the ensuing Annual General Meeting forms part of the Corporate Governance Report.

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 the Director	DIN	Position
1	Mr. Pradipta Sen	00051758	Non-Executive Independent Director
2	Mr. Aditya Vij	03200194	Non-Executive Independent Director
3	Mr. Pradeep Banerjee	02985965	Non-Executive Independent Director

C. Formal Evaluation

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

D. Audit Committee

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

Sr. No.	Name of Director	DIN	Position
1	Mr. Pradipta Sen	00051758	Chairman, Non-Executive Independent Director
2	Mr. Pradeep Banerjee	02985965	Member, Non-Executive Independent Director
3	Mr. Jagdish Kumar	00318558	Member, Non-Executive Director

E. Key Managerial Personnel

During the year under review, Mrs. Anjali Singh was appointed as an Executive Chairperson (Whole-time Director) of the Company by the shareholders. In terms of provisions of Section 2(51) of the Companies Act, 2013 she is a Key Managerial Personnel of the Company. There has been no other change in the Key Managerial Person of the Company except above.

COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Company has in place a Nomination and Remuneration Policy, which was duly approved by the Board in the Financial Year 2014-15. The remuneration, in all forms, paid to the Executive Directors was in compliance with the said Policy. The remuneration to Non-Executive

Independent Directors in the form of commission and sitting fees was also paid in terms of the said Policy. The disclosure of the details of the Nomination and Remuneration Policy forms part of the Corporate Governance Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

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

VIGIL MECHANISM

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

INTERNAL CONTROLS AND SYSTEMS

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

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

BUSINESS RISK MANAGEMENT

In highly competitive auto environment, Gabriel faces several business risks. Competition in the suspension industry is growing and is putting lot of emphasis on developing competitive products with high performance, quality and longer life at lower cost.

The Company's business is exposed to internal and external risks which are regularly identified on an annual basis. Some of the key risks identified are a threat to market share due to global competition, procurement of few single sourced components, exports business growth and regulatory compliance. A Risk Committee formed under the Chairmanship of the Chief Financial Officer meets every quarter to review progress and an update of the same is presented to the Board. As per the policy, the risks have been reviewed by the senior management as well as short term and long term risk mitigation plans have been identified. The Company concluded many actions in Risk mitigation action plan in the financial year 2017-18.

The key risks of the organisation are:

Industry Risk

The Company bolstered its customer de-risking by forging relationships with a large number of OEMs in all business segments – Passenger Cars, Commercial Vehicles and 2 - Wheelers which has substantially mitigated industry risk. In addition to this, the Company is putting efforts in widening its Exports and Aftermarket presence.

The Company has singled out Exports and Aftermarket Business Unit as key growth verticals for the future and reformulated tactics to enhance revenue shares from these segments without compromising growth with OEMs.

Competition Risk

The Company is working closely with customers to develop products collaboratively for their upcoming models. The Company has identified Cost Leadership as one of the key drivers to combat competition and is working aggressively to retain its status as a low cost manufacturer.

The Company has empowered its employees to seek and eliminate operating inefficiencies by investing in automation and process upgradation, thus strengthening margins in the process. The Company invested in renewable energy with the objective to moderate costs across the long term. To support the Company's ride tuning capabilities, the Company invested in a Ride Tuning Van last year to enable faster product approval with customer satisfaction.

Procurement Risk

The Company has been pursuing vendor rationalisation with the objective of enhancing purchasing efficiencies. The Company implemented an action plan to minimise an excessive dependence on specific vendors. It has made an elaborate action plan to counter the same by way of strategic partnerships, alternate sourcing and vendor consolidation for high-risk vendors.

The Company's growing volumes has helped to procure material and subcomponents more efficiently. Company continue to use eSourcing to get additional cost reductions from existing / new vendors on regular basis. Annual Cost reduction workshops has given many new avenues to control the Raw Material costs.

Export Risk

The Company keeps up with its strategy to engage into technology collaborations to enhance product and process competencies. The Company invested in extensive training to enhance product quality and process discipline. The Company commissioned a full-fledged 2 - Wheelers R&D Centre at Hosur in December 2013 and strengthened its R&D capabilities in its Passenger Cars and Commercial Vehicles and Railways Business Unit at Pune. The Company has set up a dedicated team to focus on Exports for the regions of South Asia, ASEAN, Middle East and Latin America. The Company is constantly working on upgrading it's manufacturing processes to meet higher product standards for Exports business.

Compliance Risk

The Company conducts comprehensive checks to ensure that all transactions are correctly authorised, recorded and reported. Its 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 has established an Intranet-based software to derive a visual confirmation of compliance across its plants (Compliance software) and is established now. The Company identified additional risk of Statutory and EHS compliance at key vendors for continuous monitoring. The Company has engaged external agency to work on this key initiative.

CONTRACT AND ARRANGEMENT WITH RELATED PARTIES

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

Hence, there is no information to be provided in Form AOC-2, while the particulars of all Related Party Transactions in terms of IND AS 24 are forming part of the financial statements.

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

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

CORPORATE GOVERNANCE REPORT

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

MANAGEMENT DISCUSSION ANALYSIS

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

CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

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

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

PREVENTION OF SEXUAL HARASSMENT POLICY

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

The Company is committed to provide a healthy environment to all its employees conducive to work without the fear of prejudice and gender bias.

AUDITORS

Statutory Auditors

In 54th Annual General Meeting held on July 29, 2016, M/s. B. K. Khare and Co., Chartered Accountants, have been appointed as Statutory Auditors of the Company for a period of 5 years. M/s B K Khare & Co, Chartered accountant has been continued as Statutory Auditor of the Company for the 3rd year.

Secretarial Audit

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

EXTRACT OF ANNUAL RETURN

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

PARTICULARS OF EMPLOYEES

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

1. In preparation of the annual accounts the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, to give a true and fair view of the state of affairs of the Company at the end of the financial year March 31, 2018 and of the Profit of the Company for that period.
3. The Directors have taken proper and sufficient care for the

maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the Company and for preventing / detecting fraud and other irregularities.

4. The Directors have prepared the annual accounts on a going concern basis.
5. The Directors have laid down internal financial controls followed by the Company and that such financial controls are adequate and operating effectively.
6. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENTS

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

For and on behalf of the Board

Anjali Singh
Chairperson
(DIN 02082840)

Place: New Delhi
Date: May 11, 2018

Annexure A – DECLARATION OF INDEPENDENCE

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

We, Pradipta Sen, Aditya Vij and Pradeep Banerjee 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, it's holding, subsidiary or associate Company or their promoters or directors, during the two immediately preceding financial years or during the current financial year;

(c) None of our relatives have or had any pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company or their promoters or directors, amounting to two per cent or more of its gross turnover or total income or fifty lacs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

(d) We ourselves nor any of our relatives,

- i. Hold or have held the position of key managerial personnel or is or has been employee of the Company or its holding, or subsidiary or associate Company in any of the three financial years immediately preceding the financial year in which we are proposed to be appointed;
- ii. are or have been an employee or proprietor or partner, in any of the three financial years immediately preceding the financial year in which we are proposed to be appointed, of –
  - (A) A firm of auditors or Company secretaries in practice or cost auditors of the Company or its holding or subsidiary or associate Company; or
  - (B) Any legal or consulting firm that has or had any transaction with the Company, or its holding or subsidiary or associate Company amounting to ten per cent or more of the gross turnover of such firm;
- iii. Hold together two per cent or more of the total voting power of the Company; or
- iv. are Chief Executive or Director, by whatever name called, of any non-profit organisation that receives twenty five percent or more of its receipt from the Company, any of its promoters or directors or it's holding or subsidiary or associate Company or that holds two percent or more of total voting power of the Company;

(e) We possess appropriate skills, experience and knowledge of discipline related to the Company's business.

PRADIPTA SEN	ADITYA VIJ	PRADEEP BANERJEE
DIN 00051758	DIN 03200194	DIN 02985965

Place: New Delhi
Date: May 11, 2018

Annexure B-I – ANNUAL REPORT ON CSR ACTIVITIES

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

1. CSR POLICY

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

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

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

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

2. COMPOSITION:

   The CSR Committee consists of the following members:

Sr. No.	Name of Director	Position
1	Mrs. Anjali Singh	Chairperson, Executive Director
2	Mr. Manoj Kolhatkar	Member, Managing Director
3	Mr. Pradeep Banerjee	Member, Non-Executive Independent Director

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

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

(₹ in million)

Financial Year	2016-2017	2015-2016	2014-2015	Average net profit for last 3 financial years
Net Profit	1,105.85	949.05	849.65	968.18

4. PRESCRIBED CSR EXPENDITURE :
   2% of Average net profit i.e. ₹19.36 million

5. DETAILS OF CSR DURING THE FINANCIAL YEAR
   A. Total Amount spent during the Financial Year : ₹19.4 million
   B. Amount unspent, if any : Nil
   C. Manner in which the amount spent during the financial year is attached as **Annexure B-II**.

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

7. RESPONSIBILITY STATEMENT OF THE CSR COMMITTEE:
   The implementation and monitoring of CSR Policy complies with the CSR objective and Policy of the Company.

For and on behalf of the Board

	Manoj Kolhatkar	Anjali Singh
Place: New Delhi	*Managing Director*	*Chairperson of Board and CSR Committee*
Date: May 11, 2018	(DIN 03553983)	(DIN 02082840)

Annexure B-II – "REPORT ON UTILISATION OF FUNDS UNDER GABRIEL CORPORATE SOCIAL RESPONSIBILITY"

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 Lacs)	Amount spent on the projects or programs Sub Heads (1) Direct Expenditure on projects or programs (2) Overheads	Actual Expenditure upto the reporting period (Apr 17 - Mar 18) (₹ in lacs)	Amount spent Direct or through Implementing Agency, details of Implementing Agency	Brief Description of CSR Activities
1	ANAND Parwanoo School Slum Abhiyan (APSSA)	Education, Water, Sanitation- Schedule VII (i), (ii) and (iv)	Parwanoo Township, District Solan, Himachal Pradesh	50	Increase engagement from 7 govt. schools in 2016-17 to all 11 govt. schools in 2017-18 for improving quality of education through remedial coaching. 11 schools also include 2 senior secondary schools of Parwanoo township. Total students in 11 schools = 2343	22.95	SNS FOUNDATION	In 2017-18, ANAND Parwanoo School Slum Abhiyan (APSSA) brought under its fold all 11 govt. schools of the industrial township. Remedial coaching for academically weak students in govt, schools started under APSSA in July 2014 was till now limited to primary grades. This facility was made available for middle grade students from the academic year 2017-18. 40% (605 of 1498) of students studying in the 11 schools (includes 2 senior secondary schools, 2 middle schools and 7 primary ones) in Classes II to VIII were forund in need for remedial coaching. A team of 20 teachers attended to this task for more than 6 months which resulted in 50% of the remedial student strength (301 of 605) graduating out of a need for remedial coaching. Balwadis for preeschool age group, classes for school drop outs and adult literacy classes continued like in previous years in the slum colonies of Bohri, Kamli and Railway colony slum. Medical camps to promote health parameters were organised in slum colonies. Efforts at slum development are complemented by SNSF's role as an implementing agency under National Rural Health Mission on projects of Urban RCH and Targted Intervention for HIV/AIDS with migrant workforce.
					TOTAL	22.95		
					Education Activities in Slums with Adults, School Drop Outs & Vocational Training to Continue	26.65		
					TOTAL	26.65		
					TOTAL of Project APSSA	**49.60**		
	ANAND Sports Complex and Municipal Park,	Environment Schedule VII - (iv)	Parwanoo Township, District Solan, Himachal Pradesh	6	ANAND Park Maintenance: Need for fresh painting on park boundary walls	14.77		The boundary walls of ANAND Municipal Park and Sports Complex, Parwanoo were repaired and given a fresh coat of paint. The walls were then painted with images of birds and animals. A similar project was undertaken this year i.e. the maintenance of public property, War Trophy Memorial Park (a heritage site) enroute Kalka-Parwanoo.
					TOTAL	**14.77**		
	Govt. Senior Secondary School, Pratha Panchayat	Education Schedule VII (ii)	Pratha Panchayat, District Solan, Himachal Pradesh	Included under APSSA	Improving quality of education through supporting the positioning of para teachers in the school against regular staff vacancies	Included under APSSA		
				56	**GRAND TOTAL OF PARWANOO BASED PROJECTS**	**64.37**		
2	ANVISA- ANAND Nashik Village Income School Abhiyan	Education, Rural Development, Livelihood Enhancement Schedule VII - (ii), (iv), (x)	Block Trimbakeshwar, District Nashik, Maharashtra State	22	Increase School Engagement from 8 schools in 2016-17 to 9 Schools in 2017-18. Addition of Govt. Middle School, Velunje of 176 students. Total student outreach to increase from 2761 in 2016-17 to 2937 in 2017-18. Adult Literacy classes in 6 villages. Support to three farmers for trying out ultra high density mango plantation over a half an acre of land each. Water Harvesting Initiatives.	19.45		At Nashik, the Foundation's community engagement continued, focused on two main verticals of education and rural development. Owing to low learning levels in primary and middle grades across all 9 schools, more than 70% of students (1200 of 1680) were extended additional academic inputs through SNSF's team of 17 teachers. Meritorious students were also coached to appear in competitive exams like that of Jawahar Navodaya Vidyalayas. At the end of the academic year, 2017-18, almost 80% of those attending SNSF's regular remedial classes were integrated with their regular classes. Investments continued towards innovative agro-projects viz. Ultra-High Density Plantation (UHDP) of mango i.e. approx. 650 saplings per acre. The land is made available by willing SHG members who are both technically and financially supported by SNSF to undertake this special type of plantation.
				22	**GRAND TOTAL OF NASHIK BASED PROJECTS**	**19.45**		

Annexure B-II – "REPORT ON UTILISATION OF FUNDS UNDER GABRIEL CORPORATE SOCIAL RESPONSIBILITY"

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 Lacs)	Amount spent on the projects or programs Sub Heads (1) Direct Expenditure on projects or programs (2) Overheads	Actual Expenditure upto the reporting period (Apr 17 - Mar 18) (₹ in lacs)	Amount spent Direct or through Implementing Agency, details of Implementing Agency	Brief Description of CSR Activities
3	AJSSA - ANAND JAWAI SUJÁN School Abhiyan	Education, Rural Development, Livelihood Enhancement Schedule VII - (ii), (iv), (x)	Villages Sena and Perwa, Block Bali, District Pali, Rajasthan State-	23	Strengthen engagement with existing 9 partner schools; 3 partner schools added in middle of last academic session of 2016-17. Student Reach Outreach 2016-17 - 1510 ; 2017-18- No change. Village based activities of regular garbage collection, adult literacy, human & veterinary health camps to continue. Laying of Water Pipeline at Village Meeno Ki Dhanee to be undertaken	19.35	SNS FOUNDATION	At JAWAI, the Foundation's community engagement continued, focused on three main verticals of education, health and village sanitation. Owing to abysmally low learning levels in primary and middle grades across all 9 schools, near cent percent students (733 of 749) were brought under remedial coaching inputs of SNSF team of teachers. At the end of the year about 55% of these students being coached by SNSF were integrated with their regular classes. To improve health parameters, in addition to human and veterinary medical camps, a 40K litres water tank was built in village Meeno Ki Dhanee (smallest of 5 project villages) to provide water at the doorstep of the 60 households of the village. A cutting and tailoring training centre for girls and women also made a beginning at Village Sena during the year.
	Health Services at Village Bherwa, Dist. Jaisalmer	Ensuring animal welfare, rural development Schedule VII- (iv) and (x)	Village Bherwa, Block & District- Jaisalmer, Rajasthan State	3	Health Camps (Human and Veterinary)	included under AISSA		
				26	GRAND TOTAL OF JAWAI BASED PROJECTS	**19.35**		
4	ANAND Dewas Sarva Shiksha Abhiyan (ADSSA)	Education Schedule VII (ii)	Village Siya, Block Dewas, District Dewas, Madhya Pradesh	40	"Increase School Engagement from 5 to 6 Schools. Addition of Govt. Primary School, Amarpura of 110 students. Student Reach Out: 2016-17- 656; 2017-18 – 766. Initiation of Scholarship Scheme for Girls for Dip. Engg. with Govt. Polytechnic, Dewas	44.60		SNS Foundation's work in Dewas under Gabriel CSR received considerable recognition during the year. SNS Foundation was felicitated by NABARD on the occasion of its 36th Foundation Day - a decade long partnership between the two organisations focused on rural development. The rural development agenda has been addressed through linking women self help groups to banks for micro-credit, further complemented by entrepreneurship focused trainings for the groups. In 2017, SNSF at Dewas added a 6th school under its education portfolio. Through its team of 7 teachers extra coaching was extended to 200 academically weak students in the 6 students. At the end of the academic year 36% of the academically weak students were integrated with regular classes in their respective schools. MEDHAVI scholarship programme for matriculate high school students interested to pursue Diploma in Mechanical Engg. was launched with Govt. Polytechnic, Dewas as the partner. In the first year, there were 3 MEDHAVI awardees. MEDHAVI awardees were recognised by Minister of State for Education and Skill Development, Shri Deepak Joshi who presented them with a stipend to support their daily conveyance expenses to and fro polytechnic. During the year, the Minister visited SNSF adopted govt. schools twice on separate occasions.
				40	GRAND TOTAL OF DEWAS BASED PROJECTS	**44.60**		
5	Development of Training Center in Nutan Maharashtra Institute of Engineering and Technology, for underprivileged youth.	Promoting vocational skills, livelihood enhancement projects - Schedule VII - (ii)	Talegaon, Block-Chakan, District Pune, Maharashtra State	14	Training of 120 Youth as 2 – Wheeler Auto Technician and 2-Wheeler Sales Personnel at Gabriel-Nutan-TVS Training Centre, Talegaon	8.90		This project was started by SNS Foundation in partnership with TVS Motor Company (Technical and Part Infrastructure Support) and Nutan Maharashtra Vidya Prasarak Mandal (NMVP). Roles and responsibilities were divided between the three as follows - a) TVS, through its dealer network to make available students to be trained as 2 - Wheelers technicians and 2 - Wheelers sales personnel. Periodic assessment and training of trainer were also part of responsibility of TVS Motor Company. Primary responsibility of Nutan was to make available physical space within its premises for hostel and training centre, which it did. SNSF was chiefly responsible for training of students mobilised by TVS dealers as per TVS syllabus and facilitating their placements at TVS dealerships. SNSF was also to receive a training fee of ₹15K/candidate post placement from TVS delaers as advised by TVSM. With TVS dealers across Maharashtra not responding to the proposed model, the project did not make progress except for 12 youth being trained and placed as 2 - Wheelers technicians in Sept'17.
				14	GRAND TOTAL OF CHAKAN BASED PROJECTS	**8.90**		

Annexure B-II – "REPORT ON UTILISATION OF FUNDS UNDER GABRIEL CORPORATE SOCIAL RESPONSIBILITY"

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 Lacs)	Amount spent on the projects or programs Sub Heads (1) Direct Expenditure on projects or programs (2) Overheads	Actual Expenditure upto the reporting period (Apr 17 - Mar 18) (₹ in lacs)	Amount spent Direct or through Implementing Agency, details of Implementing Agency	Brief Description of CSR Activities
6	Promoting Vocational Skills among underprivileged youth especially girls	Promoting Vocational skills among women Schedule VII - (ii)	(i) Parwanoo, District Solan, Himachal Pradesh (ii) Gurugram, Pataudi, Sohna, District Gurugram, Haryana (iii) Rewari city, District Rewari, Haryana (iv) Dewas, District Dewas, Madhya Pradesh state	13	Continuation of Vocational Training Programme for Females in Parwanoo, Gurugram & Rewari and Dewas (M.P.) with reach out of 2200 / year.	20.70	SNS FOUNDATION	In 9 training centres across Gurugram, Rewari, Parwanoo and Dewas, young girls and women are trained across 3 main disciplines of apparel construction and designing, beauty care, computers and para-nursing. Most courses are ceritified by National Institute of Open Schooling (NIOS), an autonomous instituition under Ministry of Human Resource Development. Course duration varies from 1 month to 1 year, with most falling in the category of 6 months. During the period, April 2017 to March 2018, across the 3 disciplines following persons were trained. A small fee is charged to maintain sustainability and interest of the students, shortfall is met through CSR contributions. 1. In Apparel Construction and Designing a total of 483 candidates were trained 2. In Computers,a total of 434 candidates were trained 3. In Beauty Care, 497 persons were trained. 4. In para-nursing which is running at the Dewas location, 31 girls were trained. As on March 31, 2018, 624 were pursuing different courses across the 9 centres.
				13	GRAND TOTAL OF VOCATIONAL TRAINING PROJECTS	20.70		
7	ANAND Hosur Sarva Shiksha Abhiyan (AHSSA)	Education Schedule VII (ii)	Village Moranapalli, Block Hosur, Dist. Dharmapuri, Tamil Nadu	23	Increase School Engagement from 2 to 3 Schools. Addition of Govt. Girls Senior Sec. School, Hosur. Student Reach Out: 2016-17- 333 ; 2017-18: 3299. Initiation of Scholarship Scheme for Girls for Dip. Engg. With Er. Perumal Manimekalai College of Engineering, Hosur	16.63		Under project ANAND Hosur Sarva Shiksha Abhiyan (AHSSA), engagement with a third school, Govt. Girls Senior Secondary School, Hosur was introduced. Engagement with two existing schools, PUPS and Govt High School, both in Mornapalli continued for the third year. Supporting quality of education through appointment of additional teachers on SNSF payroll for academically weak students and against some vacant positions was common mode of association across all three schools. SNSF had a total of 5 teachers under AHSSA. During the year 106 students across Classes II-VIII were identified for remedial coaching by SNSF teachers. As on March 31 only 15 of them continue to require additional support, remaining integrated with regular class. No infrastructure development was carried out in AHSSA project schools for 2017-18. MEDHAVI scholarship programme for matriculate high school students interested to pursue Diploma in Mechanical Engg. was launched with Er. Perumal Manimekalai College of Engineering, Hosur as the partner. In the first year, there were 16 MEDHAVI awardees.
				23	GRAND TOTAL OF HOSUR BASED PROJECTS	16.63		
				194	GRAND TOTAL EXPENDITURE UNDER GIL CSR	194		

Annexure C – CONSERVATION OF ENERGY AND GREEN TECHNOLOGY

Information as per Section 134 (m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2018.

1. CONSERVATION OF ENERGY AND GREEN TECHNOLOGY/ INITIATIVES

   Your Company has been continuously working towards energy conservation green initiatives with innovative solutions. This year the Company has worked mainly in following areas:

   (1) Reducing energy consumption per unit shock absorber by 5.6%. This is year on year over last financial year wherein it was 4.7%.

   (2) Sourcing of Green Solar Energy for conserving fossil fuels, reducing electricity cost & reducing carbon footprint.

   (3) Using / improving energy efficiency using LED lighting technology at its Plants, saving energy & reducing carbon foot print.

   (4) Installation of various types of solar at Dewas, Khandasa and Casting Plant (Chakan), the average CO_2 reduction in the year is as follows :

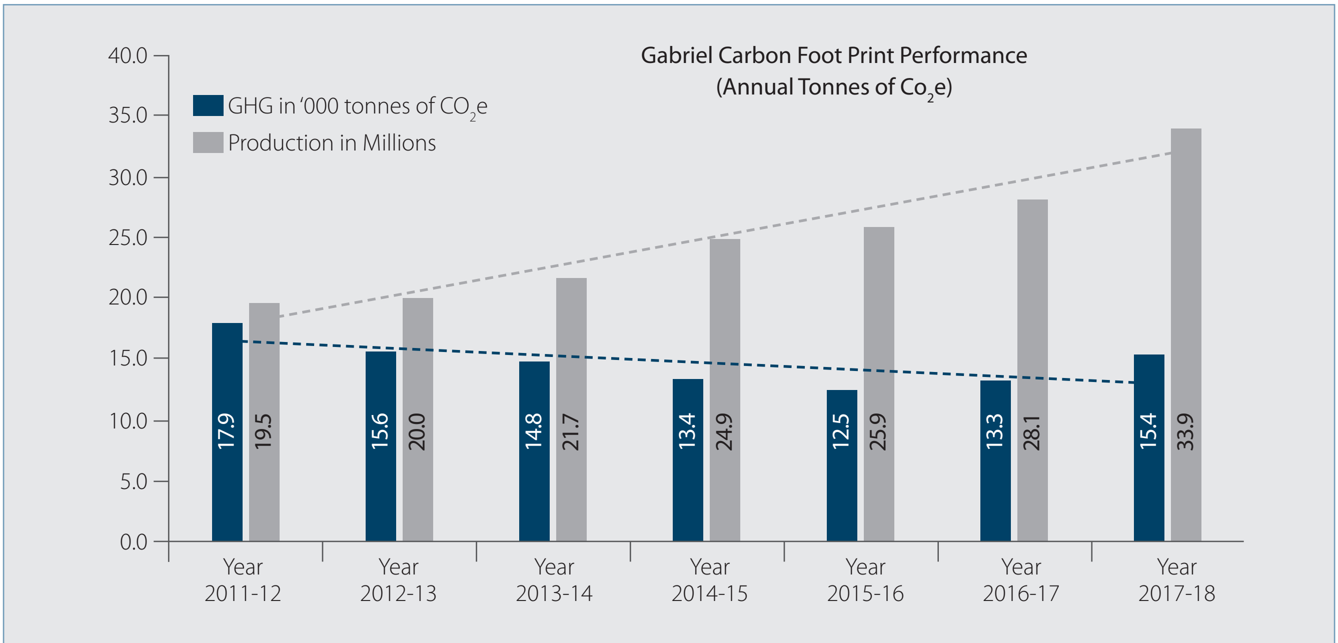
   a. Casting Plant (Chakan) :- 68 tonnes
   b. Dewas Plant :- 131 tonnes
   c. Khandsa Plant :- 84 tonnes

   (5) Installation of energy efficient hot water generator at Parwanoo Plant.

   (6) Switching from HSD as fuel to LPG (Less Polluting) at Parwanoo Plant.

   (7) Conversion of itching in electroplating from electric heating to Gas heating which eventually helps in reducing carbon footprint.

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



1. 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 2 - Wheelers, passenger vehicles, trucks and buses.

   c. Benchmarked product features and design with global competitors.

   d. Launched several innovation projects to reduce product and process complexity including hollow piston rod in Aftermarket.

   e. Initiated localisation and VA/VE proposals in shock absorbers and components including major localisation projects.

   f. Developed ride and handling skills for using it in new product development in India and abroad.

   g. Gabriel has filed 58 nos. of product and process patents.

   h. Gabriel has acquired the knowledge and skill for road load data (RLD) capturing and analysis and completed many projects.

   i. Gabriel had developed adjustable damping force dampers.

(2) **Benefits derived as a result of the above R&D :**

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

Plan of action

Company is focusing on innovation in product and process technology as well as operational excellence to achieve a benchmark performance in ride control products. A special focus is being given on cost reduction, low-cost automation and productivity improvement. Gabriel is investing 125.76 million i.e. 0.8% of the approved capital expenditure budgeted amount on various new technologies and equipment to develop cutting edge technology.

Expenditure on R & D	:	₹Million
Capital	:	32.63
Recurring	:	163.27
Total	:	195.90
Total R&D Expenditure	:	1.07% (Percentage of Net Sales)

Technology Absorption, Adaptation and Innovation

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

1. A. Technology from Kayaba Industry Co. Ltd, Japan was used for manufacture of Shock Absorbers, McPherson Struts &Front Forks mainly for Japanese OEMs in India.

   B. KYB Suspensions, Europe, SA a wholly owned subsidiary of Kayaba Industry Co. Ltd. Japan provided technology for new generation vehicles of European origin.

   C. Technical Assistance with Yamaha Motor Hydraulic System Company Limited, Japan (formerly SOQI) for technology of front fork and two-wheeler shock absorbers.

   D. Technical Assistance with KONI B. V., Netherlands for technology of Shocks suitable for buses and trucks.

2. Benefits derived as a result of the above efforts are acquiring new business, product development, import substitution, product improvement and cost reduction.

3. The Company developed several new suspension systems for various OEMs during the year under review and worked on developing local solutions for imported parts and components, thereby reinforcing the Indian Prime Minister's Make in India campaign.

4. Particulars of imported technology in the last five years:

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

5. R&D facilities for ride control products for four-wheelers (passenger cars, commercial and utility vehicles) at Chakan and for 2 & 3 - Wheelers at Hosur and Nashik are being upgraded and expanded with improved capabilities in design, engineering, validation and testing. The Company added bench testing equipment to its R&D facilities with the objective to improve capacity and testing capability.

6. The Company is working on various innovation projects to develop new products and features that will be implemented in India for the first time.

1. **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

   Total foreign exchange earned and used:

   Earnings : ₹643.76 million
   (Previous Year ₹649.94 million)

   Outgoing : ₹2,551.69 million
   (Previous Year ₹2,197.02 million)

For and on behalf of the Board

Place: New Delhi
Date: May 11, 2018

Anjali Singh
Chairperson
(DIN 02082840)

Annexure D

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018

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

To,
The Members,
Gabriel India Limited
(CIN: L34101PN1961PLC015735)
Regd Offc: 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" as made available to us and also the information provided by "the Company", its officers, agents and authorised representatives during the conduct of Secretarial Audit for the financial year ended on March 31, 2018 according to the provisions of;

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

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; - Not Applicable for the period under review as no events occurred for the compliances.

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

iv. The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment; Not Applicable for the period under review as no events occurred for the compliances.

v. The following Regulations and Guidelines prescribed under the securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - No events had happened under this, however, complied to the extent of shareholding disclosure requirements as applicable.

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - Not Applicable for the period under review.

   d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - Not Applicable for the period under review.

   e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not Applicable for the period under review.

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

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - Not Applicable for the period under review; and

   h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not Applicable for the period under review.

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

- Secretarial Standards 1 and 2 as issued and notified by The Institute of Company Secretaries of India.

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided to us by the Company, its officers, agents and 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 March 31, 2018, complied with the above listed statutory provisions; to the extent in the manner and subject to the reporting herein.

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

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

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

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

B. Systems and processes are in place and the Company has implemented new compliance tool during the period under review for better and more efficient compliances for the laws hereinafter as listed, which are applicable to the Company;

   a. The Environment (Protection) Act, 1986.
   b. The Water (Prevention and Control of Pollution) Act, 1974.
   c. The Hazardous Wastes (Management, Handling and Trans - boundary Movement) Rules, 2008.
   d. The Air (Prevention and Control of Pollution) Act, 1981.
   e. The Factories Act, 1948.
   f. The Industrial Dispute Act, 1947.
   g. The Payment of Wages Act, 1936.
   h. The Minimum Wages Act, 1948.
   i. The Employees' State Insurance Act, 1948.
   j. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952.
   k. The Payment of Bonus Act, 1965.
   l. The Payment of Gratuity Act, 1972.
   m. The Contract Labor (Regulation and Abolition) Act, 1970.
   n. The Maternity Benefit Act, 1961.
   o. The Child Labor (Prohibition and Regulation) Act, 1986.
   p. The Industrial Employment (Standing Order) Act, 1946.
   q. The Employee Compensation Act, 1923.
   r. The Apprentices Act, 1961.
   s. The Equal Remuneration Act, 1976.
   t. The Employment Exchange (Compulsory Notification of Vacancies) Act, 1956.
   u. The Company has as on the date of this certificate complied with the Due Diligence report for the half year ended September 2017 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.

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

For KPRC & Associates
Company Secretaries
CS Pawan G Chandak
Partner

Date: May 07, 2018
Place: Pune

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

Annexure E

Form No. MGT - 9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2018
[Pursuant to Section 92(3) of the Companies Act , 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

(i)	CIN	L34101PN1961PLC015735
(ii)	Registration Date	February 24, 1961
(iii)	Name of the Company	Gabriel India Limited
(iv)	Category / Sub-Category of the Company	Auto Ancillary
(v)	Address of the Registered office and Contact details	
	Address	29th Milestone, Pune-Nashik Highway Village Kuruli, Taluka Khed,
	Town /City	Pune
	State	Maharashtra
	Pin Code	410501
	Telephone with STD	02135 670161
	Area Code Number	02135
	Fax No.	610796
	E - Mail Address	secretarial@gabriel.co.in
(vi)	Whether Listed Company	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any.	
	Name of Registrar	Karvy Computershare Pvt. Ltd.
	Address	Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Gachibowli,
	Town /City	Hyderabad
	State	Telangana
	Pin Code	500 032
	Telephone with STD	040 67161500/569
	Area Code Number	040
	Fax No.	23420814
	E - Mail Address	einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE Company

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

Sr. No.	Name Description of main products / services	NIC Code of the product / service	% to total turnover of the Company
1	Shock Absorbers & 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 110 016	U65993MH1966PTC206200	HOLDING	50.39%	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 of Shareholders	No. of shares held at the beginning of the Year (01.04.2017)				No. of shares held at the end of the Year (31.03.2018)				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A)	Promoters									
(1)	Indian									
(a)	Individual /HUF	65,69,900	-	65,69,900	4.57	51,80,904	-	51,80,904	3.61	(0.97)
(b)	Central Government	-	-	-	-	-	-	-	-	-
(c)	State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Bodies Corporate	7,19,05,468	-	7,19,05,468	50.06	7,23,77,938	-	7,23,77,938	50.39	0.33
(e)	Banks/Financial Institutions	-	-	-	-	-	-	-	-	-
(f)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total A(1) :	7,84,75,368	-	7,84,75,368	54.63	7,75,58,842	-	7,75,58,842	53.99	(0.64)
(2)	Foreign									
(a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b)	Other - Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(d)	Banks/Financial Institutions	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total A(2) :	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter A=A(1)+A(2)	7,84,75,368	-	7,84,75,368	54.63	7,75,58,842	-	7,75,58,842	53.99	(0.64)
(B)	Public Shareholding									-
(1)	Institutions									-
(a)	Mutual Funds	82,74,108	2,000	82,76,108	5.76	17,79,281	-	17,79,281	1.24	(4.52)
(b)	Banks/Financial Institutions	1,74,133	17,500	1,91,633	0.13	1,22,903	8,500	1,31,403	0.09	(0.04)
(c)	Central Government	-	-	-	-	-	-	-	-	-
(d)	State Government(s)	-	500	500	0.00	-	500	500	0.00	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	50,000	-	50,000	0.03	50,000	-	50,000	0.03	-
(g)	Foreign Institutional Investors (FII)	76,40,281	79,38,360	1,55,78,641	10.85	77,42,258	79,37,360	1,56,79,618	10.92	0.07
(h)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
	Others (Specify)		-		-	-	-	-	-	-
	Sub-Total B(1) :	1,61,38,522	79,58,360	2,40,96,882	16.78	96,94,442	79,46,360	1,76,40,802	12.28	(4.49)

	Category of Shareholders	No. of shares held at the beginning of the Year (01.04.2017)				No. of shares held at the end of the Year (31.03.2018)				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(2)	**Non-Institutions**									-
(a)	Bodies Corporate									-
	i) Indian	26,65,748	29,500	26,95,248	1.88	25,27,034	26,710	25,53,744	1.78	(0.10)
	ii) Overseas	-	-	-	-	-	-	-	-	-
(b)	Individuals									-
	(i) Individuals holding nominal share capital upto ₹2 lacs	2,89,92,786	30,29,702	3,20,22,488	22.29	3,54,46,153	20,47,592	3,74,93,745	26.10	3.81
	(ii) Individuals holding nominal share capital in excess of ₹2 lacs	32,38,307	4,99,000	37,37,307	2.60	34,17,043	4,99,000	39,16,043	2.73	0.12
(c)	Others :									-
	NBFCs Registered with RBI	17,850	-	17,850	0.01	10,589	-	10,589	0.01	(0.01)
	Clearing Members	2,07,717	-	2,07,717	0.14	4,06,571	-	4,06,571	0.28	0.14
	Directors (Excluding Promoter Director)	4,000	-	4,000	0.00	4,524	-	4,524	0.00	0.00
	Non Resident Indians	12,95,896	74,090	13,69,986	0.95	21,13,754	7,520	21,21,274	1.48	0.52
	Trusts	10,17,094	-	10,17,094	0.71	10,26,947	-	10,26,947	0.71	0.01
	IEPF	-	-	-	-	9,10,859	-	9,10,859	0.63	0.63
	Sub-Total B(2) :	**3,74,39,398**	**36,32,292**	**4,10,71,690**	**28.59**	**4,58,63,474**	**25,80,822**	**4,84,44,296**	**33.73**	**5.13**
	Total Public shareholding (B) = B(1)+B(2) :	**5,35,77,920**	**1,15,90,652**	**6,51,68,572**	**45.37**	**5,55,57,916**	**1,05,27,182**	**6,60,85,098**	**46.01**	**0.64**
(C)	Shares held by custodians for GDR & ADRs	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A+B+C) :	**13,20,53,288**	**1,15,90,652**	**14,36,43,940**	**100.00**	**13,31,16,758**	**1,05,27,182**	**14,36,43,940**	**100.00**	-

(ii) Shareholding of Promoters

Sr. No	Category of Shareholders	Shareholding at the beginning of the Year (01.04.2017)			Shareholding at the end of the Year (31.03.2018)			% Change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of shares Pledged/ encumbered to total Shares	No. of Shares	% of total shares of the Company	% of shares Pledged/ encumbered to total Shares	
1	Asia Investments Pvt. Ltd.	7,19,05,468	50.06	-	7,23,77,938	50.39	-	0.33
2	Deep C. Anand	21,45,786	1.49	-	21,45,786	1.49	-	-
3	Kuldip Chand Anand	16,93,196	1.18	-	16,93,196	1.18	-	-
4	Kiran J. Anand	8,18,760	0.57	-	-	-	-	(0.57)
5	Anjali Singh	6,41,942	0.45	-	6,41,942	0.45	-	-
6	Kiran D. Anand	5,99,360	0.42	-	5,99,360	0.42	-	-
7	Devika Anand	5,50,236	0.38	-	-	-	-	(0.38)
8	Prem Anand	1,20,620	0.08	-	1,00,620	0.07	-	(0.01)
	Total	**7,84,75,368**	**54.63**	**-**	**7,75,58,842**	**53.99**	**-**	**(0.64)**

(iii) Change in Promoters' Shareholding

Sr. No	Shareholder's Name	Shareholding at the beginning of the Year (01.04.2017)		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative shareholding during the Year (FY2017-18)	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Asia Investments Pvt. Ltd.							
	At the beginning of the year	7,19,05,468	50.06				7,19,05,468	50.06
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease			01.09.2017	4,72,470	Purchase	4,72,470	0.33
	At the end of the year						7,23,77,938	50.39
2	Deep C. Anand							
	At the beginning of the year	21,45,786	1.49				21,45,786	1.49
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease			-	-		-	-
	At the end of the year						21,45,786	1.49
3	Kuldip Chand Anand							
	At the beginning of the year	16,93,196	1.18				16,93,196	1.18
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease			-	-		-	-
	At the end of the year						16,93,196	1.18
4	Kiran J. Anand							
	At the beginning of the year	8,18,760	0.57				8,18,760	0.57
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease			08.08.2017	(8,18,760)	Re-classification of Shareholder as Non Promoter	(8,18,760)	(0.57)
	At the end of the year						-	-
5	Anjali Anand							
	At the beginning of the year	6,41,942	0.45				6,41,942	0.45
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease			-	-		-	-
	At the end of the year						6,41,942	0.45
6	Kiran D. Anand							
	At the beginning of the year	5,99,360	0.42				5,99,360	0.42
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease			-	-		-	-
	At the end of the year						5,99,360	0.42
7	Devika Anand							
	At the beginning of the year	5,50,236	0.38				5,50,236	0.38
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease			08.08.2017	(5,50,236)	Re-classification of Shareholder as Non Promoter	(5,50,236)	(0.38)
	At the end of the year	-	-				-	-
8	Prem Anand							
	At the beginning of the year	1,20,620	0.08				1,20,620	0.08
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease			01.06.2017	(20,000.00)	Transfer of Shares	(20,000.00)	(0.01)
	At the end of the year						1,00,620.00	0.07

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

Sr. No	Name of the shareholder	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative shareholding during the Year (FY2017-18)	
		No. of Shares at the beginning of the Year (01.04.2017) / at the end of the year (31.03.2018)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	KAYABA INDUSTRY CO. LTD.	79,37,360	5.53	01/04/17			79,37,360	5.53
		79,37,360	5.53	31/03/18				
2	SBI MUTUAL FUNDS	7619208	5.30	01/04/17				
				07/04/17	-246853	Sale	73,72,355	5.13
				14/04/17	-77770	Sale	72,94,585	5.08
				21/04/17	-115603	Sale	71,78,982	5.00
				28/04/17	-232766	Sale	69,46,216	4.84
				05/05/17	-225699	Sale	67,20,517	4.68
				05/05/17	-252981	Sale	64,67,536	4.50
				12/05/17	-220328	Sale	62,47,208	4.35
				19/05/17	-48000	Sale	61,99,208	4.32
				26/05/17	-367798	Sale	58,31,410	4.06
				02/06/17	-232202	Sale	55,99,208	3.90
				16/06/17	-81571	Sale	55,17,637	3.84
				14/07/17	-472908	Sale	50,44,729	3.51
				21/07/17	-274050	Sale	47,70,679	3.32
				21/07/17	-56044	Sale	47,14,635	3.28
				21/07/17	-30000	Sale	46,84,635	3.26
				28/07/17	-30000	Sale	46,54,635	3.24
				28/07/17	-139023	Sale	45,15,612	3.14
				04/08/17	-89277	Sale	44,26,335	3.08
				11/08/17	-126122	Sale	43,00,213	2.99
				25/08/17	-78048	Sale	42,22,165	2.94
				01/09/17	-202494	Sale	40,19,671	2.80
				08/09/17	-318021	Sale	43,37,692	3.02
				15/09/17	-561779	Sale	37,75,913	2.63
				15/09/17	-48012	Sale	37,27,901	2.60
				15/09/17	-172269	Sale	35,55,632	2.48
				29/09/17	-56810	Sale	34,98,822	2.44
				29/09/17	-123667	Sale	33,75,155	2.35
				29/09/17	-77122	Sale	32,98,033	2.30
				06/10/17	-44065	Sale	32,53,968	2.27
				06/10/17	-255488	Sale	29,98,480	2.09
				06/10/17	-291301	Sale	27,07,179	1.88
				13/10/17	-160000	Sale	25,47,179	1.77
				13/10/17	-91668	Sale	24,55,511	1.71
				13/10/17	-168140	Sale	22,87,371	1.59
				13/10/17	-45426	Sale	22,41,945	1.56
				13/10/17	-151189	Sale	20,90,756	1.46
				20/10/17	-220	Sale	20,90,536	1.46
				20/10/17	-63775	Sale	20,26,761	1.41
				27/10/17	-33722	Sale	19,93,039	1.39
				27/10/17	-145356	Sale	18,47,683	1.29
				31/10/17	-77832	Sale	17,69,851	1.23
				31/10/17	-801278	Sale	9,68,573	0.67
		9,68,573	0.67	31/03/18				

Sr. No	Name of the shareholder	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative shareholding during the Year (FY2017-18)	
		No. of Shares at the beginning of the Year (01.04.2017) / at the end of the year (31.03.2018)	% of total shares of the Company				No. of Shares	% of total shares of the Company
3	MATTHEWS ASIA SMALL COMPANIES FUND	0	0	01/04/17				
				16/06/17	51,802	Purchase	51,802	0.04
				23/06/17	330739	Purchase	3,82,541	0.27
				30/06/17	154850	Purchase	5,37,391	0.37
				28/07/17	217733	Purchase	7,55,124	0.53
				04/08/17	181103	Purchase	9,36,227	0.65
				11/08/17	160176	Purchase	10,96,403	0.76
				18/08/17	100547	Purchase	11,96,950	0.83
				25/08/17	143759	Purchase	13,40,709	0.93
				08/09/17	253681	Purchase	15,94,390	1.11
				08/12/17	171675	Purchase	17,66,065	1.23
				22/12/17	12308	Purchase	17,78,373	1.24
				05/01/18	60309	Purchase	18,38,682	1.28
				12/01/18	127033	Purchase	19,65,715	1.37
				19/01/18	164804	Purchase	21,30,519	1.48
				30/03/18	310869	Purchase	24,41,388	1.70
		24,41,388	1.70	31/03/18				
4	PINEBRIDGE INVESTMENTS GF MAURITIUS LIMITED	18,00,915	1.25	01/04/17	Nil	N.A	18,00,915	1.25
		18,00,915	1.25	31/03/18				
5	ZUBIN RUSSI JAL TARAPOREVALA	10,18,520	0.71	01/04/17				
				19/05/17	-259260	Sale	7,59,260	0.53
				01/09/17	-375000	Sale	3,84,260	0.27
		3,84,260	0.27	31/03/18				
6	MOTILAL OSWAL FOCUSED GROWTH OPPORTUNITIES FUND	10,00,000	0.70	01/04/17	Nil	N.A	10,00,000	0.70
		10,00,000	0.70	31/03/18				
7	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAIDG)	929033	0.65	01/04/17				
				09/06/2017	16545	Purchase	9,45,578	0.66
				26/01/2018	-18807	Sale	9,26,771	0.65
				02/02/2018	-4698	Sale	9,22,073	0.64
		9,22,073	0.64	31/03/18				
8	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY	0	-	01/04/17				
				01/12/2017	864297	Transfer	8,64,297	0.60
				15/12/2017	10732	Transfer	8,75,029	0.61
				02/02/2018	35830	Transfer	9,10,859	0.63
		9,10,859	0.63	31/03/18				
9	KIRAN J ANAND	8,18,760	0.57	01/04/17	Nil	NA	8,18,760	0.57
		8,18,760	0.57	31/03/18				
10	MANJU AHLUWALIA	7,52,950	0.52	01/04/17				
				19/05/2017	-21000	Sale	7,31,950	0.51
				02/06/2017	-15000	Sale	7,16,950	0.50
				09/06/2017	-15000	Sale	7,01,950	0.49
				23/06/2017	-10000	Sale	6,91,950	0.48
		6,91,950	0.48	31/03/18				

(v) Shareholding of Directors and Key Managerial Personnel

Sr. No	Name of the shareholder	Shareholding at the beginning of the Year (01.04.2017)		Date	Increase/ (Decrease) in shareholding	Reason	"Cumulative Shareholding during the year (FY2017-18)"	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
A.	DIRECTORS							
1	Mrs. Anjali Singh							
	At the beginning of the year	6,41,942	0.45				6,41,942	0.45
	Date wise Increase / Decrease in Shareholding during the year			-	-		-	-
	At the end of the year						6,41,942	0.45
2	Mr. Manoj Kolhatkar							
	At the beginning of the year	4,000	0.003				4,000	0.003
	Date wise Increase / Decrease in Shareholding during the year			-	-		-	-
	At the end of the year						4,000	0.003
3	Mr. Pradipta Sen							
	At the beginning of the year	-	-				-	-
	Date wise Increase / Decrease in Shareholding during the year			23.06.17	524	Purchase	524	0.0003
	At the end of the year	-	-				524	0.0003
4	Mr. Pradeep Banerjee							
	At the beginning of the year	-	-				-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-		-	-
	At the end of the year						-	-
5	Mr. Aditya Vij							
	At the beginning of the year	-	-				-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-		-	-
	At the end of the year						-	-
6	Mr. Jagdish Kumar							
	At the beginning of the year	-	-				-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-		-	-
	At the end of the year						-	-
B.	KEY MANAGERIAL PERSONNEL (KMPs other than MD/WTD)							
1	Mr. Rajendran Arunachalam							
	At the beginning of the year	-	-				-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-		-	-
	At the end of the year						-	-
2	Mr. Nilesh Jain							
	At the beginning of the year	-	-				-	-
	Date wise Increase / Decrease in Shareholding during the year			-	-		-	-
	At the end of the year						-	-

V. INDEBTEDNESS

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

(₹ in million)

	Secured loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the Financial year (01.04.2017)				
i) Principal Amount		52.10	29.83	81.93
ii) Interest due but not paid				-
iii) Interest accrued but not due			1.11	1.11
Total (i+ii+iii)	**NIL**	**52.10**	**30.94**	**83.04**
Change in Indebtedness during the financial year				
i) Addition		23.93		23.93
ii) Reduction			(1.27)	(1.27)
Net Change	**NIL**	**23.93**	**(1.27)**	**22.66**
Indebtedness at the end of the Financial year (31.03.2018)				
i) Principal Amount		76.03	27.98	104.01
ii) Interest due but not paid				-
iii) Interest accrued but not due			1.69	1.69
Total (i+ii+iii)	**NIL**	**76.03**	**29.67**	**105.70**

VI. REMUNERATION OF DIRECTORS AND KEY MANGERIAL PERSONNEL

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

(₹ in million)

Sr. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Name of MD/ WTD/ Manager	Total Amount (₹ in million)
		Ms. Anjali Singh	Mr. Manoj Kolhatkar	
1	**Gross Salary**			
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	23.50	27.66	51.17
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961			
	c) Profits in lieu of Salary under Section 17(3) Income Tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	- other			
5	Others			
	Total			
	Ceiling as per the Act	70.40	70.40	140.80

B. Remuneration to others Director

(₹ in million)

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Mr. Pradipta Sen	Mr. Atul Khosla	Mr. Aditya Vij	Mrs. Anjali Singh	Mr. Pradeep Banerjee	Mr. Jagdish Kumar	
1	Independent Directors							
	a) Fees for attending board / committee meetings	0.60	0.40	0.70		0.25		1.95
	b) Commission	2.00	1.70	1.70		-		5.40
	c) Other							
	Total (1)	**2.60**	**2.10**	**2.40**		**0.25**		**7.35**
2	Other Non-Executive Directors							
	a) Fee for attending board / committee meetings							
	b) Commission				6.10			6.10
	c) Other							
	Total (2)				**6.10**			**6.10**
	Total = (1+2)	**2.60**	**2.10**	**2.40**	**6.10**	**0.25**		**13.45**
	Total Managerial Remuneration (Commission)							
	Overall Ceiling as per the Act							
	- Commision ceiling limit - 1% of Net profits							14.08
	- Remuneration ceiling limit - 11% of Net profits							154.88

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

(₹ in million)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Rajendran Arunachalam - Chief Financial Officer	Mr. Nilesh Jain - Company Secretary	
1	Gross Salary			
	a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	8.22	2.16	10.38
	b) Value of perquisites u/s 17(2) Income Tax Act,1961			
	c) Profits in lieu of Salary under Section 17(3) Income Tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	- other			
5	Others			
	Total	8.22	2.16	10.38

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

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

For and on behalf of the Board

Anjali Singh
Chairperson
(DIN 02082840)

Place: New Delhi
Date: May 11, 2018

Annexure F – Details pertaining to remuneration for the financial year 2017-18 pursuant to Section 197(12) of the Companies Act, 2013 read with Rules thereunder.

Sr. No.	Details of disclosure	Remark
a	Ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year. (The remuneration of the Managing Director has been considered for the calculation)	1:79
b	Percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year :	
	A. Anjali Singh - Executive Chairperson (Whole Time Director)	NA
	B. Manoj Kolhatkar - Managing Director	5%
	C. Rajendran Arunachalam - Chief Financial Officer	11%
	D. Mr. Nilesh Jain - Company Secretary	18.9%
c	Percentage increase in median remuneration of employees in the financial year	11.0%
d	Number of permanent employees on the roll of the Company	1933
e	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof pointing out any exceptional circumstances for the increase in the managerial remuneration.	The average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year was 11%. The increase in the managerial remuneration in the last year was 17%. Senior Management's annual incentives depend on achieving Company's performance targets.
f	The key parameters for any variable component of remuneration availed by directors	The key Parameters for variable component carries weightage - KRAs (50 %) & Company performance (50 %)
g	Affirmation that the remuneration paid is as per the remuneration policy of the Company	Yes

CORPORATE GOVERNANCE REPORT

1. **Company's Philosophy on Code of Governance**

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

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

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

2. BOARD OF DIRECTORS

Composition

The strength of the Board of Directors as on March 31, 2018 was 6 Directors. The Board comprises of two Executive Directors designated as Managing Director and Whole Time 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 (woman director) being executive promoter director.

Four Board meetings were held during the financial year 2017-18, details of which are as under:

Date of Meetings	Board Strength	No. of Directors present
May 15, 2017	6	6
August 08, 2017	6	6
November 10, 2017	5*	4
February 13, 2018	6	6

* The Board strength reduced to 5 (five) directors upon receiving letter from National Stock Exchange of India Limited on 27.09.2017 regarding disqualification of director (Mr. Atul Khosla, Independent Director) under Section 164(2) of the Companies Act, 2013. In compliance to Regulation 25(6) of SEBI (LODR) Regulations, 2015, the said vacancy was filled by the Board on 14.12.2017, within a period of three months by appointing Mr. Pradeep Banerjee as Independent Director of the Company.

The time gap between any two meetings was less than 120 days.

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

Name of the Director	DIN	Details		Attendance Particulars		No. of other Directorships and Committee Memberships / Chairmanships held in Public Limited Companies		
		Category	Shares held as on March 31, 2018	Board Meeting	Last AGM	Directorships	Committee Memberships#	Committee Chairman ships#
Mrs. Anjali Singh*	02082840	Promoter and E.C	6,41,942	3	Yes	Nil	Nil	Nil
Mr. Manoj Kolhatkar	03553983	E.D.	4,000	4	Yes	Nil	Nil	Nil
Mr. Pradipta Sen	00051758	I.N.E.D.	524	4	Yes	Nil	Nil	Nil
Mr. Atul Khosla**	02674215	I.N.E.D.	0	2	Yes	Nil	Nil	Nil
Mr. Aditya Vij	03200194	I.N.E.D.	0	4	Yes	1	Nil	Nil
Mr. Jagdish Kumar	00318558	N.E.D.	0	4	Yes	Nil	Nil	Nil
Mr. Pradeep Banerjee***	02985965	I.N.E.D	0	1	NA	2	Nil	Nil

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

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

* Mrs. Anjali Singh was appointed as Executive Chairperson w.e.f. May 15, 2017

** Mr. Atul Khosla ceased to be a Director w.e.f. September 27, 2017.

*** Mr. Pradeep Banerjee was appointed as an Additional Non-Executive Independent Director w.e.f December 14, 2017.

Directors inter-se are not related to each other. The Board periodically reviews Compliance Reports of all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliances, if any. The Board ensures that succession plan for appointment of the board of directors and senior management is in place.

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

The minimum information in terms of Part A of Schedule II of SEBI (LODR) Regulations, 2015 are regularly placed before the board of directors. The chief executive officer and the chief financial officer provides the compliance certificate to the board of directors as specified in Part B of Schedule II of SEBI (LODR) Regulations, 2015.

3. Code of Conduct

In addition to the ANAND Code of conduct for the employees of the Company, the Board has laid down the Gabriel Additional Code of Conduct for Board Members and Senior Management of the Company, which also includes the duties of Independent Directors.

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

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

4. Audit Committee

Audit Committee met four times during the financial year 2017-18 on May 15, 2017, August 08, 2017, November 10, 2017 and February 13, 2018. The time gap between two Audit Committees was less than one hundred and twenty days.

The composition of Audit Committee as on March 31, 2018 and attendance at its meetings is given hereunder:

Name	Chairman / Member	No. of meeting(s) attended
Mr. Atul Khosla*	Chairman	2
Mr. Pradipta Sen**	Chairman	4
Mr. Jagdish Kumar	Member	4
Mr. Aditya Vij #	Member	1
Mr. Pradeep Banerjee $	Member	1

* Mr. Atul Khosla ceased to be a Director w.e.f. September 27, 2017.

** Mr. Pradipta Sen was appointed as a Chairman of Audit Committee w.e.f November 10, 2017.

Mr. Aditya Vij was member of the committee only for the meeting held on November 10, 2017.

$ Mr. Pradeep Banerjee was appointed as member of the Committee w.e.f February 13, 2018.

The Audit Committee has three members. Two-third of the members are Independent Directors. The members of the Audit Committee are eminent professionals and financially literate.

The Audit Committee meetings are held at the Registered Office or Group Corporate Office and are attended by the Internal Auditors and the Chief Financial Officer. A representative of the Statutory Auditors is invited. The Company Secretary acts as the Secretary of the Audit Committee. The Chairman of the Audit Committee is an Independent Director and was present at the last Annual General Meeting of the Company.

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

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

5. Nomination and Remuneration Committee:

The Committee met three times during the financial year 2017-18 on May 15, 2017, August 08, 2017 and February 13, 2018.

The composition of the Nomination and Remuneration Committee as on March 31, 2018 is as follows:

Name	Chairman / Member	No. of meeting(s) attended
Mr. Pradipta Sen	Chairman	3
Mrs. Anjali Singh*	Member	1
Mr. Aditya Vij	Member	3
Mr. Jagdish Kumar	Member	3

* Mrs. Anjali Singh was a member upto May 15, 2017.

During FY2017-18 the said committee had at least three members. All members of the committee are non-executive directors and at least fifty percent of the directors are independent directors. The Chairman of the Committee, Mr. Pradipta Sen is a Non-Executive Independent Director.

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

Performance Evaluation criteria:

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

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

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

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

6. Remuneration of Directors

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

Details of the commission and sitting fees paid to Non-Executive Directors during the financial year 2017-18 are given below:-

(₹ in million)

Name of Directors	Commission for the financial year ended March 31, 2017, paid during the year under review	Sitting Fees
Mrs. Anjali Singh*	6.10	NA
Mr. Atul Khosla**	1.70	0.40
Mr. Pradipta Sen	2.00	0.60
Mr. Aditya Vij	1.70	0.70
Mr. Pradeep Banerjee***	NA	0.25
Mr. Jagdish Kumar	NA	NA

* Mrs. Anjali Singh was Non-Executive Chairperson upto May 15, 2017.

** Mr. Atul Khosla ceased to be a Director w.e.f. September 27, 2017

*** Mr. Pradeep Banerjee was appointed as an Additional Non- Executive Independent Director w.e.f December 14, 2017.

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

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

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

(C) Remuneration Policy:

The Board has approved the Nomination and Remuneration Policy in the meeting held on March 31, 2015, in compliance with Section 178 of the Companies Act, 2013 read with Rules thereto and Clause 49 of the Listing Agreement, as applicable during that time and amended the same in its meeting held on November 3, 2015. This Policy on Nomination and Remuneration of Directors, Key Managerial Personnel ('KMP') and members of Senior Management has been formulated by the Nomination and Remuneration Committee. This Policy includes the objective, role of the Committee, appointment and removal of Director, KMP and Senior Management and evaluation criteria of Directors, Independent Directors.

The objective of the Policy is:

(i) To guide the Board in relation to appointment of Directors, KMP and members of Senior Management.

(ii) To formulate criteria for determining qualifications, positive attributes and independence of a Director, recommend to the Board a policy, relating to the remuneration of the Directors, KMP and employees in the Senior Management.

(iii) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board to see that relationship of remuneration to performance is clear and meets appropriate benchmarks.

(iv) To recommend to the Board on Remuneration payable to the Directors, KMP and Senior Management, the level and composition of remuneration being reasonable and sufficient to attract, retain and motivate Directors, KMP and Senior Management required to run the Company successfully.

(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 Director etc. shall be governed as per provisions of the Companies Act, 2013 and Rules made there under or any other enactment for the time being in force and the approvals obtained from the members of the Company, if required.

b) The total remuneration payable to Managing Director shall not exceed the limits prescribed under Section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder. The remuneration shall consist of fixed pay and Management Incentive Bonus pay and in accordance with the Company's Policy and HR Manuals and to be given or increased within the above said limits annually or at such intervals as may be considered appropriate.

2) Remuneration to Non- Executive / Independent Directors:

a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of the Companies Act, 2013.

b) The Non-Executive / Independent Directors may also be paid commission as decided by the Board of Directors and subject to approval of the shareholders if required within an aggregate limit of 1% of the Net profit of the Company for a particular financial year.

c) All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and Rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

d) An Independent Director shall not be eligible to get stock options and also shall not be eligible to participate in any share based payment schemes of the Company.

3) Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy and HR Manuals.

b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to Pension Fund, Pension Schemes, etc. as decided from time to time.

c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

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

(D) Disclosures with respect to remuneration

Name of the Director / KMP	Category / Designation	All elements of remuneration package i.e. salary, benefits, bonuses, pension, etc. (₹ in million)	Fixed component and performance linked incentives along with the performance criteria (₹ in million)	Service contracts period, notice severance fees	Stock option with details, if any and issued at discount as well as the period over which accrued and over which exercisable
Mrs. Anjali Singh	Executive Chairperson (Whole-time Director)	23.50	-	-	-
Mr. Manoj Kolhatkar	Managing Director	27.66	-	-	-

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

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

7. Stakeholders' Relationship Committee

The Committee met four times during the financial year FY2017-18 on May 15, 2017, August 08, 2017, November 10, 2017 and February 13, 2018.

The chairperson of the Stakeholders' Relationship Committee is a non-executive director. The composition of Stakeholders' Relationship Committee and attendance at its meeting is given hereunder:

Name	Chairman / Member	No. of meeting(s) attended
Mr. Atul Khosla*	Chairman	2
Mr. Aditya Vij**	Chairman	4
Mr. Jagdish Kumar***	Member	4
Mr. Pradeep Banerjee$	Member	1

* Mr. Atul Khosla ceased to be a Director w.e.f. September 27, 2017.

** Mr. Aditya Vij was appointed as Chairman of the Committee w.e.f. February 13, 2018.

*** Mr. Jagdish Kumar was appointed as Chairman of the Committee for the Meeting held on November 10, 2017.

$ Mr. Pradeep Banerjee was appointed as member of the Committee w.e.f February 13, 2018.

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

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

Number of complaints/ requests received during the financial year	719
Number of complaints/ requests resolved to the satisfaction of complainant	719
Number of complaints/ requests not resolved to the satisfaction of complainant	Nil
Number of complaints/ requests pending	Nil

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

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

8. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee (CSR Committee) of the Board met four times during the financial year FY2017-18 on May 15, 2017, August 08, 2017, November 10, 2017 and February 13, 2018.

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

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

Name	Chairman / Member	No. of meeting(s) attended
Mrs. Anjali Singh	Chairperson	3
Mr. Manoj Kolhatkar	Member	4
Mr. Atul Khosla*	Member	2
Mr. Aditya Vij**	Member	1
Mr. Pradeep Banerjee$	Member	1

* Mr. Atul Khosla ceased to be a Director w.e.f. September 27, 2017.

** Mr. Aditya Vij was Member of the Committee only for the meeting held on November 10, 2017.

$ Mr. Pradeep Banerjee was appointed as member of the Committee w.e.f February 13, 2018.

Terms of reference of CSR Committee are:

(a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act 2013;

(b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and

(c) Monitor the Corporate Social Responsibility Policy of the Company from time to time.

9. Independent Director's Meeting

During the year under review, the Independent Directors met on February 13, 2018, 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 Director and Non-executive Directors.
- Evaluation of quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

10. General Body Meetings

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

Financial Year	Date	Time	Location
2016-17	August 08, 2017	2.30 p.m	29th Milestone, Pune-Nashik Highway, Village Kuruli, Tal. Khed, Pune – 410501
2015-16	July 29, 2016	2.30 p.m	29th Milestone, Pune-Nashik Highway, Village Kuruli, Tal. Khed, Pune – 410501
2014-15	July 30, 2015	2.30 p.m.	29th Milestone, Pune-Nashik Highway, Village Kuruli, Tal. Khed, Pune – 410501

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

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

- At the Annual General Meeting held on August 08, 2017 :
  1) Re-classification of Mrs. Kiran J Anand and Ms. Devika Anand as Non-promoters.
  2) Appointment of Mrs. Anjali Singh (DIN : 02082840) as Executive Chairperson of the Company for a term of 5 years with effect from May 15, 2017 upto May 14, 2022.
  3) Payment of Commission to Non-Executive Directors.
- At the Annual General Meeting held on July 29, 2016:
  1) Reappointment of Mr. Manoj Kolhatkar (DIN: 03553983), as Managing Director for a period of 5 years with effect from May 27, 2016 upto May 26, 2021.
- No Special resolution was passed at the Annual General Meeting held on July 30, 2015.

c) Postal Ballot :

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

11. Means of Communication

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

12. General Shareholder Information

i. AGM date, time and venue : August 08, 2018 at 2.30 p.m. at the Auditorium Gabriel India Ltd., 29th Milestone, Pune-Nashik Highway, Village Kuruli, Taluka Khed, Pune – 410501.

ii. Financial Year : 1st April to 31st March.

iii. Date of Book Closure : August 02, 2018 to August 08, 2018 (both days inclusive)

iv. Dividend payment date : On or before September 07, 2018

v. Listing on Stock Exchange and Stock Code

1. BSE Limited
25th Floor, P. J. Towers, Dalal Street,
Mumbai – 400 001
Stock code: 505714

2. The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Stock code: GABRIEL

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

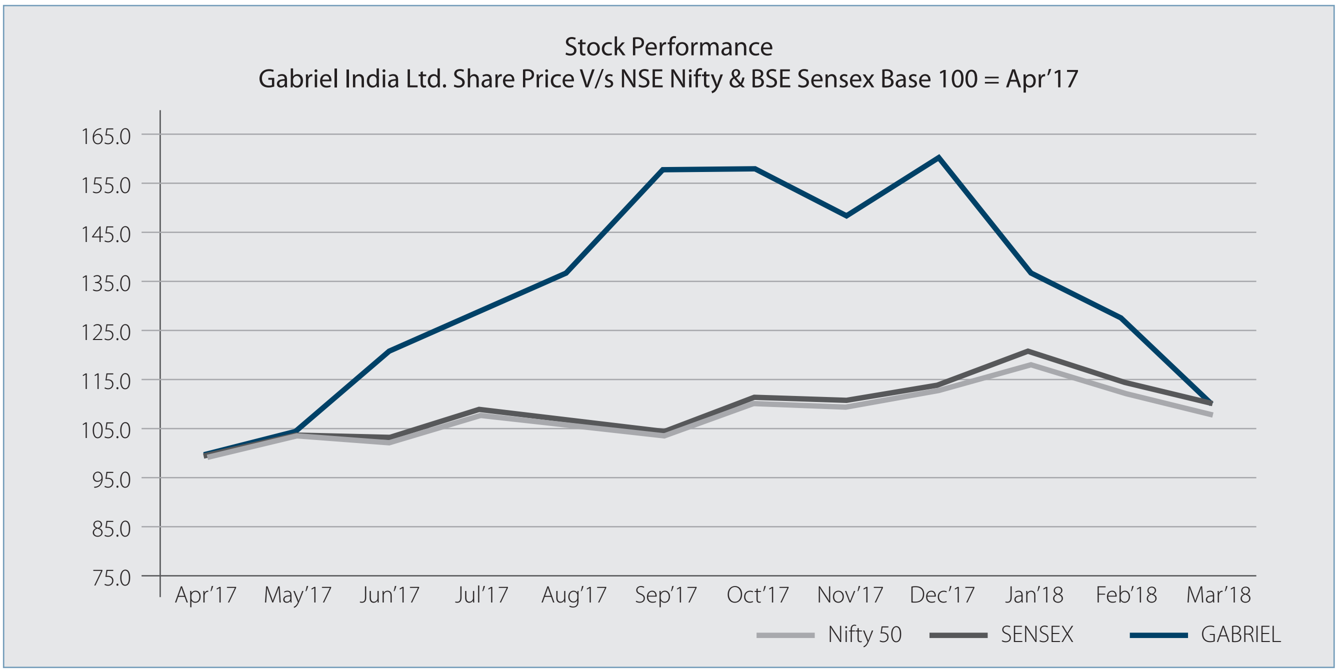
The ISIN Number of the Company is INE524A01029

vi. Market Price Data: High, Low during each month in last financial year

High/Low of market price of the Company's shares traded on the BSE Limited, Mumbai and The National Stock Exchange of India Limited, Mumbai during the financial year FY2017-18 is furnished below.

Financial Year 2017-18	BSE Limited			The National Stock Exchange of India Limited		
	High	Low	Closing	High	Low	Closing
Apr-17	128.10	120.55	124.20	128.45	121.00	124.15
May-17	133.25	122.30	129.90	135.00	122.25	130.65
June-17	164.50	128.40	150.55	164.50	128.55	150.80
Jul-17	162.40	146.10	160.30	162.00	146.10	159.70
Aug-17	181.50	155.75	170.05	182.00	155.25	170.50
Sep-17	222.70	170.00	196.05	222.50	170.00	197.15
Oct-17	208.00	190.20	197.15	208.20	190.00	197.60
Nov-17	200.50	184.40	184.95	202.00	185.10	185.55
Dec-17	199.75	183.10	199.30	199.80	182.80	199.20
Jan-18	203.60	165.00	170.15	202.85	164.55	168.85
Feb-18	174.95	152.00	157.65	174.00	152.00	157.30
Mar -18	160.85	128.70	136.85	159.00	130.00	137.00

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



viii. Registrar and Transfer Agent : Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot number 31 & 32,
Financial District, Gachibowli,
Hyderabad - 500 032.

ix. Share Transfer System : All the requests for transfer of shares are processed by Registrar and Transfer Agent and are approved by Authorised officials of the Company in one- two weeks' time.

x. Distribution of Shareholding

Distribution of Shareholding as on 31.03.2018

No. of shares	No. of shareholders	% shareholders	Total no. of shares held	% holding
Upto 5000	65,764	98.64	29,061,786	20.23
5001 to 10000	539	0.80	3.956,806	2.75
10001 to 100000	319	0.49	8,126,660	5.67
100001 and above	48	0.07	102,498,688	71.35
Total	66,670	100.00	143,643,940	100.00

Shareholding pattern as on 31.03.2018

Sr. No.	Description	No. of shares	% of shareholding
1	Indian Promoters	77558842	53.99
2	Insurance Companies & Banks	110800	0.08
3	Mutual Funds & UTI	1779281	1.24
4	FIIs & NRIS	9056631	6.30
5	Domestic Companies	2553744	1.78
6	Resident Individuals	40551842	28.23
7	Others	12032800	8.38
TOTAL		143,643,940	100.00

xi. Dematerialisation of Shares and Liquidity

The Company's shares are available for trading in the depository system of both the National Securities Depository Limited and the Central Depository Services (India) Limited. As on March 31, 2018, the total shares dematerialised were 133,116,758 in both depositories accounting for 92.66% of the share capital of the Company.

xii. Outstanding GDRs/ADRs/Warrants or any : Not issued

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

The Company has a board approved Forex Policy which lays down the principles of hedging forex risk.

xiv. Plant Locations:
The Company's Plants are located at Chakan (Pune), Nashik, Dewas, Hosur, Khandsa, Parwanoo, Sanand, Malur, Aurangabad, Manesar and Kumbhulgodu.

xv. Address for Correspondence

Shareholders correspondence and investor grievances should be addressed to the Registrars and Transfer Agent at the address given above or can be emailed to secretarial@gabriel.co.in or be sent to following address of the Registered Office of the Company:

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

13. Disclosures

(i) Related Party Transaction
None of the transactions with any of the related parties were in conflict with the interests of the Company at large during the FY2017-18.

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

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

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

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

No person has been denied access to the Audit Committee.

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

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

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

(v) **Secretarial Audit**

Pursuant to Section 204 of the Companies Act, 2013 the Company has appointed M/s. KPRC & Associates, Pune, Company Secretaries in Practice to conduct an independent Secretarial Audit of the Company for the Financial Year 2017-18. The detailed Secretarial Audit Report forms part of the Board of Director's Report.

(vi) **Risk Management and Risk Management Committee**

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

The objective of the Policy are given below :

- Inculcating a risk culture into the mindsets of the 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

14. **CEO/ CFO Certification**

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

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

For and on behalf of the Board

Anjali Singh
Chairperson
(DIN 02082840)

Place: New Delhi
Date: May 11, 2018

Appendix I

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

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

i. All the Directors and Senior Management Personnel have received, read and understood the Code of Conduct for Board Members and Senior Management of the Company.

ii. All the Directors/Senior Management Personnel are bound by the said Code to the extent applicable to their functions as a member of the Board of Directors / Senior Management of the Company respectively;

iii. Since the date of appointment as a Directors/Senior Management Personnel of the Company, all the Directors/Senior Management Personnel, have affirmed compliance with the provisions of the Code of conduct which were adopted by the Company;

iv. Directors and Senior Management Personnel were not a party to any non-compliance with the said Code.

Place: New Delhi
Date: May 11, 2018

Manoj Kolhatkar
Managing Director

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 financial year from April 01, 2017 to March 31, 2018 in terms of Regulations 17 to 27, Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 and Paragraphs C, D and E of Schedule V of the Securities and Exchange Boards of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

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

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 Regulations.

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
Firm Registration Number: 105102W

Partner
Membership Number 040404

Place: New Delhi
Date: May 11, 2018

CEO / CFO Certification

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

(A) We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2018 and that to the best of our knowledge and belief :

  (i) These statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading;

  (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

(B) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or violation of the Company's Code of Conduct.

(C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(D) We have indicated to the Auditors and the Audit Committee that:

  (i) There has not been any significant changes in internal control over financial reporting during the year ended March 31, 2018;

  (ii) There has not been any significant changes in accounting policies during the year ended March 31, 2018 requiring disclosure in the notes to the financial statements; and

  (iii) There has not been any instance of significant fraud during the year ended March 31, 2018.

Place: New Delhi
Date: May 11, 2018

Manoj Kolhatkar	Rajendran Arunachalam
Managing Director	*Chief Financial Officer*

BUSINESS RESPONSIBILITY REPORT

INTRODUCTION

In conformance to the requirements of the clause (f) of sub-regulation (2) of regulation 34 of Securities and Exchange Board of India (SEBI) Listing Regulations, the Business Responsibility Report of Gabriel India Limited for FY2017-18 is aligned with the nine principles of the National Voluntary Guidelines on Social, Environmental & Economic Responsibilities of Business (NVG-SEE) notified by the Ministry of Corporate Affairs, Government of India.

PRINCIPLES

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

Principle 3: Businesses should promote the wellbeing of all employees

Principle 4: Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

Principle 5: Businesses should respect and promote human rights

Principle 6: Business should respect, protect and make efforts to restore the environment

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

Principle 8: Businesses should support inclusive growth and equitable development

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

Links to Policies

Principle	Applicable Policies	Link for policies
Principle 1 : Businesses should conduct and govern themselves with Ethics, Transparency and Accountability	ANAND Code of Conduct	http://www.gabrielindia.com/investors-section/code-of-conduct.aspx
Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle	Sustainability Policy	* Refer Note
Principle 3: Businesses should promote the wellbeing of all employees	Prevention of Sexual Harassment Policy (POSH)	http://www.gabrielindia.com/investors-section/corporate-governance.aspx
Principle 4: Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.	Corporate, Social Responsibility Policy	http://www.gabrielindia.com/investors/csr-policy.aspx
Principle 5: Businesses should respect and promote human rights	Whistle Blower Policy	http://www.gabrielindia.com/investors-section/whistle-blower-policy.aspx
Principle 6: Business should respect, protect and make efforts to restore the environment	EHS Policy	* Refer Note
Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner	ANAND Code of Conduct	http://www.gabrielindia.com/investors-section/code-of-conduct.aspx
Principle 8: Businesses should support inclusive growth and equitable development	Corporate, Social Responsibility Policy	http://www.gabrielindia.com/investors/csr-policy.aspx
Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner	Quality Policy	* Refer Note

* Note :- Sustainability, EHS & Quality Polices are available on intranet for employees.

BUSINESS RESPONSIBILITY REPORT

[See Regulation 34(2) (f)]

Annexure I

SECTION A: General Information about the Company

1.	Corporate Identity Number (CIN) of the Company	L34101PN1961PLC015735
2.	Name of the Company	GABRIEL INDIA LIMITED
3.	Registered address	29th Milestone, Pune-Nashik Highway Village Kuruli, Taluka Khed, Pune – 410501.
4.	Website	www.gabrielindia.com
5.	E-mail id	secretarial@gabriel.co.in
6.	Financial Year reported	2017-18
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	
	Sector	Manufacture of Shock absorbers, Struts and Front forks
	NIC Code	3748
	[As per National Industrial Classification Code 2008 – Ministry of Statistics and Programme Implementation	
8.	List three key products/services that the Company manufactures/provides (as in balance sheet)	
	● Shock absorbers	
	● Struts	
	● Front forks	
9.	Total number of locations where business activity is undertaken by the Com pany	
	(a) Number of International Locations	Nil
	(b) Number of National Locations	Nashik, Chakan, Hosur, Parwanoo, Khandsa, Dewas, Sanand, Malur, Kumbalgudu, Aurangabad, Manesar.
10.	Markets served by the Company	Local/State/National/International: All

SECTION B: Financial Details of the Company

1.	Paid up Capital (INR)	143.64 million
2.	Total Turnover (INR)	18,140.88 million
3.	Total profit after taxes (INR)	942.37 million
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2%
5.	List of activities in which expenditure in 4 above has been incurred	Please refer Annexure II of Directors Report.

SECTION C: Other Details

1. Does the Company have any Subsidiary Company/ Companies? : No
2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent Company? If yes, then indicate the number of such subsidiary Company(s) : Not applicable
3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]:

   Suppliers, distributors are critical to our operations and supply chain sustainability issues can impact our operations. We engage with suppliers through various channels for operational issues.

   VSME – a Supplier improvement Programme that enables Tier 1 & Tier 2 to work together to create tier relationship and develop Visionary SMEs. Objective of the VSME is to create mutual benefit for Original Equipment Manufacturers (OEM), Tier 1 and Tier 2 Suppliers.

   There are three basic principles of VSME:

   1) Do & Demonstrate
   2) Focus on Flow
   3) Snow Ball Effect

   Gabriel India selects strategic suppliers for this improvement program every year in which suppliers undergo one year module training programme on VMAPs, Heijunka Scheduling, Machine transformation and Quality transformation. After completion of one year the suppliers become community member as per location.

   Company provide awareness on environmental and social issues to Suppliers and Vendors. We have circulated the checklist of Compliances of various statutory laws and other Acts and for governing and auditing the compliances to the vendors. Company have assigned Agencies to monitor the compliances.

   As of today 66% of Supplier partners have been covered under VSME initiative.

SECTION D: BR Information

1. **Details of Director/Directors responsible for BR**

   (a) Details of the Director/Directors responsible for implementation of the BR policy/policies

   1. DIN Number : 03553983
   2. Name : Mr. Manoj Kolhatkar
   3. Designation : Managing Director

   (b) Details of the BR head

No.	Particulars	Details
1	DIN Number (if applicable)	03553983
2	Name	Mr. Manoj Kolhatkar
3	Designation	Managing Director
4	Telephone number	02135 – 670161
5	e-mail id	secretarial@gabriel.co.in

2. Principle-wise (as per NVGs) BR Policy/policies

(a) Details of compliance (Reply in Y/N)

No.	Questions	p 1 Ethics, Transparency and Accountability	p 2 Sustainability	p 3 Sexual Harassment Policy	p 4 Stakeholder Relationship	p 5 Human Rights	p 6 Environment	p 7 Public Policy	p 8 Corporate Social Responsibility	p 9 Customer Relations
1	Do you have a policy/ policies for?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any National / International standards? If yes, specify? (50 Words) The policies conformance to the spirit of international standards like ISO 9000, ISO 14000, OHSAS 18000, UNGC guidelines and ILO principles and meet the regulatory requirements such as SEBI Listing Regulations.	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Few of the polices i.e CSR Policy, Whistle Blower Policy have been approved by the board and other polices are Internal Policies adopted by the Company.								
5	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	-	Y	Y	-	-	-	Y	-
6	Indicate the link for the policy to be viewed online?	**Please refer to the section on 'Links to Policies' part of BRR Document**								
7	Has the policy been formally Communicated to all relevant internal and external stakeholders?	The policies have been communicated to all internal stakeholders i.e. Shareholders, Employees and other ground staffs. ANAND Code of Conduct and other policies are communicated to suppliers, vendors and dealers based on their relevance.								
8	Does the Company have in-house Structure to implement the policy/ policies.	The Company has established in-house structures to implement these policies.								
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	The whistle blower mechanism provides employees to report any concerns or grievances pertaining to any potential or actual violation of Code of Conduct, which covers all principles of Business Responsibility Report. Any grievances and feedback related to the policies can be sent to secretarial@gabriel.co.in.								
10	Has the Company carried out Independent audit/ evaluation of the working of this policy by an internal or external agency?	The implementation of Code of Conduct and other policies are reviewed through functional heads and its status are submitted to the Board on regular intervals. The Quality, Safety & Health and Environmental policies are subject to internal and external audits as part of certification process.								

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

No.	Questions	p 1 Ethics, Transparency and Accountability	p 2 Sustainability	p 3 Sexual Harassment Policy	p 4 Stakeholder Relationship	p 5 Human Rights	p 6 Environment	p 7 Public Policy	p 8 Corporate Social Responsibility	p 9 Customer Relations
1	The Company has not understood the Principles	Not Applicable								
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The Company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 Months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year

- We have constituted a Corporate Social Responsibility (CSR) Committee of the Board and Ethics Committee reviews and assesses the various aspects of BR performance of the Company. The frequency of the Committee meetings for BR Review is 3 - 6 months.

  Please refer "Corporate Governance" section of Company's Annual Report FY2017-18 for frequency and roles and responsibilities of various Board Committees

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

- No

SECTION E: Principle-Wise Performance

PRINCIPLE - 1

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?

   No.

   Our Polices related to ethics, bribery and corruption i.e ANAND Code of Conduct and Whistle Blower Mechanism not only covers to the Company but it extend to the Group Companies, Suppliers and the public at large.

   For more details, refer to the Corporate Governance Report part of Annual Report FY2017-18.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

   Our Stakeholders include Investors, Customers, Employees, Clients, Statutory Authority and Vendors.

Status of Complaints for FY2017-18	
Number of Complaints received during the Financial Year	727
Number of Complaints satisfactorily resolved during the Financial Year	727
Number of Complaints pending	Nil

PRINCIPLE - 2

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.
   (a) Shock Absorbers with Hollow Piston Rod
   (b) Environment friendly plating system - Dynachrome
   (c) Environment friendly paint system - Autophoretic

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):
   (a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?
   - In order to reduce the weight of the Shock Absorbers the focus of the Company is on the new and improved technologies so as to achieve higher fuel efficiency in vehicles. Also to protect the environment, focus is on Elimination of Volatile Organic chemicals in manufacturing process by adopting water based process. Lead free paint is used for coating of products which is environment friendly. Dynachrome is an advanced system for hard chrome plating of piston rods.

   (b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?
   - Please refer details in Annexure C - Conservation of Energy Consumption of Annual Report.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?
   (a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

   Sourcing of material for the product and Indirect material required for manufacturing has continuously evolved with the concept of using only material which can be recycled. This starts with design and selection of raw material and manufacturing process with suppliers. The manufacturing process is selected and improved year on year to reduce energy and resource consumption.

   The Company has enabled consolidation of transportation requirements of various internal business divisions and achieving economies of scale. By following this process, the Company is not only able to reduce the transportation cost but also carbon footprint paving the way for a greener tomorrow.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

   (a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

   Gabriel India conducts various initiatives to improve the capacity and capability of local and small vendors:

   VSME: VSME – a Supplier improvement Programme that enables Tier I & Tier II to work together to create tier relationship and develop Visionary SMEs. Objective of the VSME is to create mutual benefit for Original Equipment Manufacturers (OEM), Tier I and Tier II Suppliers.

   There are three basic principles of VSME:
   1) Do & Demonstrate
   2) Focus on Flow
   3) Snow Ball Effect

   Gabriel India selects strategic suppliers for this improvement program every year in which suppliers undergo one year module training programme on VMAPs, Heijunka Scheduling, Machine transformation and Quality transformation. After completion of one year the suppliers become community member as per location.

Supplier Capability Up-gradation: Gabriel drives multiple initiatives across Supplier Base to enhance the capability of suppliers in terms of quality, delivery, technology, EHS, etc. aspects. Every year we identify a list of 18-20 suppliers who are critical to Gabriel business and need up-gradation in terms of Quality (including local vendors). These suppliers are identified for each Gabriel plant based on last year performance levels Like Rejections, Incidents at Gabriel, Audit Rating, Customer Complaints, Vendor Rating, and future potential constraints to meet Gabriel's Requirements. In FY2017-18, out of the 21 suppliers identified for up-gradation, 15 suppliers improved their capability.

EHS Workshops: During the annual process audit at Suppliers end, Gabriel identified the suppliers where compliance to EHS norms needed improvement. Gabriel provided handholding to 15 suppliers by deploying external experts Bureau Veritas to conduct half a day workshop at these suppliers end to provide necessary training. Bureau Veritas is further following up with suppliers to complete identified actions to ensure compliance. The same initiative will be deployed to cover more suppliers this year.

Management by Fact (MBF): Gabriel selected a batch of 5 suppliers to provide training on principles of the Dana Operating System for problem solving techniques. Post the training, the suppliers picked up specific projects to eliminate 1/2 critical defects at their ends using the tools learnt in the training. With handholding and review, suppliers were able to drive their projects to logical conclusion and yield results.

5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

   Yes, the Company has a mechanism to recycle waste at > 10%. At few Company's Plant locations, waste generated from one process are recycled and used in the other process of manufacturing.

PRINCIPLE - 3

Businesses should promote the wellbeing of all employees

1	Please indicate the Total number of employees	4059
2	Please indicate the Total number of Employees hired on temporary/contractual Casual basis	1061
3	Please indicate the Number of permanent Women employees	570
4	Please indicate the Number of permanent Employees with disabilities	12
5	Do you have an employee association that is recognised by management?	Yes
6	What percentage of your permanent employees is members of this recognised employee association	8.27%
7	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	

No.	Category	No. of complaints Filed during the financial year	No. of complaints pending as on end of the financial year
1	Child labour / forced Labour / involuntary labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

8	What percentage of your under mentioned employees were given safety & skill up- gradation training in the last year?	
	(a) Permanent Employees	79%
	(b) Permanent Women Employees	84%
	(c) Casual/Temporary/ Contractual Employees	87%
	(d) Employees with Disabilities	100%

PRINCIPLE - 4

Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

1. Has the Company mapped its internal and external stakeholders? Yes/No

   Yes. The Company has mapped its internal and external stakeholders. It uses both formal and informal mechanisms to engage with various stakeholders to understand their concerns and expectations. Individual departments within the organisation have roles and responsibilities identified and defined to engage with various stakeholders:

   1. Employees and their families
   2. Local community and society
   3. Environment and regulatory authorities
   4. Customers and their families
   5. Shareholders and investors
   6. Dealers, suppliers and other business partners

   Out of the above, has the Company identified the disadvantaged, vulnerable & marginalised stakeholders.

   The Company has identified the following vulnerable sections:

   1. Local community
   2. Economically disadvantaged sections of the society

2. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders. If so, provide details thereof, in about 50 words or so.

   For the local community at the respective plants locations, the Company has taken initiatives for improvement of quality of Education, Village Sanitation Rural development, etc, through various Corporate Social Responsibility.

   For economically disadvantaged sections of the society, the Company is promoting vocational skills, Slum development, Human and Veterinary Health, Skill development programmed for women under various CSR activities.

   (For more details refer Annexure –B of the Annual Report)

PRINCIPLE - 5

Businesses should respect and promote human rights

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

   Company doesn't have a separate Human Rights policy. Aspects of human rights such as child labour, forced labour, occupational safety, Prevention of Sexual Harassment, Non-discrimination, Health and Safety of the employees, associates, customers and societies are covered by its various Internal Human Resource policies.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

   The Company received 727 stakeholder complaints in FY2017-18 and were satisfactorily resolved.

PRINCIPLE - 6

Business should respect, protect and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.

   Protection of the environment ranks high among our corporate goals and as a responsible corporate citizen, we are committed to putting a specific policy in place to ensure we take definite steps to protect the environment. Company has implemented the Consolidated Environment, Health and Safety Policy for all its plants. Policy is placed across the campus of the respective plants. We have received ISO 14001:2004 and OHSAS 18001 certification for our locations in India. Our objectives and targets have been documented at the corporate and development center levels and is monitored and tracked at regular intervals.

2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

   Yes, Company had taken initiatives and Innovative technologies are used to reduce the impact on the environment. Company has achieved year on year reduction in consumption of electric power.

   - Reducing electricity cost & reducing carbon footprint.
   - Installation of various types of solar panels at few plants to reduce CO2 Consumption.
   - Installation of energy efficient hot water generator to mitigate the climate change and global warming

   *Refer Note

3. Does the Company identify and assess potential environmental risks? Y/N

   Company has EHS policy, Sustainability policy and the ISO standards which identify the risks and guides the efforts in managing environmental impacts of our operations.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

   No

5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

   Yes.

   * Refer Note

6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

   Yes, the emissions/waste generated by the Company are monitored within the permissible limits given by State Pollution Control Board ("SPCB").

   The Company conducts regular audits at the locations where the wastes are disposed to ensure it is treated and disposed in a scientific manner with minimum impact on the environment.

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

   There is only one application with respect to Hosur plant pending for approval of Installation of Gema Powder Coating System by SPCB.

PRINCIPLE - 7

Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

   Yes, as an industry influencer, we are part of global and local associations. We forge strategic partnerships with industry bodies and consortiums.

   The following are the significant association during fiscal 2017-18:

   (a) Automotive Component Manufactures Association of India

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

   Yes.

   Economic Reforms

* Note:- Sustainability, EHS & Quality Policies are available on intranet for employees

PRINCIPLE - 8

Businesses should support inclusive growth and equitable development

1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

   Our corporate social responsibility supports inclusive growth of not only communities where we have our operations, but also encompasses the overall development of societies and human capabilities. From uplifting the poorest sections of the society through the SNS Foundation, Company promote improvement of quality of Education, Village Sanitation Rural development, vocational skills, Slum development, Human and Veterinary Health, Skill development programmed for women. We will continue to strive towards inclusive growth and community development. The Company has a three members CSR Committee of the Board. The Company's CSR Policy has been approved by the CSR Committee and the Board. The CSR programmes are clearly mentioned in the CSR policy.

   For more details refer Annexure B of the Annual Report FY2017-18.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organisation?

   The Company undertakes its CSR activities through SNS Foundation.

3. Have you done any impact assessment of your initiative?

   Yes

4. What is your Company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken

   Details of the projects and the contribution made are given in Annual Report on CSR Activities enclosed as Annexure 'B' of Directors Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

   The Company ensures that its presence is established right from the commencement of the initiatives. The Company has extensive engagement with various stakeholders. The feedback from the stakeholders is analyzed and actions thereon are taken.

PRINCIPLE - 9

Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

   Nil

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks(additional information)

   No

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

   Nil

4. Did your Company carry out any consumer survey/ consumer satisfaction trends

   Yes, these are carried out annually to obtain feedback on quality, design, response, cost competitiveness etc.

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Gabriel India Limited

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of Gabriel India Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure 1', a Statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
   (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure 2' to this report;

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

i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements.

ii. The Company has made provision, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

Ravi Kapoor
Place: New Delhi — Partner
Date: May 11, 2018 — Membership No.: 040404

Annexure 1 referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

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

(b) The Company has a regular programme of verification to cover all items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme certain fixed assets were physically verified by management during the year. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given by the management and the records examined by us, the title deeds of immovable properties included in property, plant and equipment are held in the name of the Company.

(ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at March 31, 2018 and no material discrepancies were noticed in respect of such confirmations.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) According to the information and explanations given to us and to the best of our knowledge and belief, the Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of para 3(iv) of the said Order are not applicable to the Company.

(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 there under to the extent notified, with regard to the deposits accepted from the public. According to the information 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 aforesaid deposits.

(vi) The Central Government of India has not specified the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the products of the Company. Therefore, the provisions of para 3(vi) of the said Order are not applicable to the Company.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, custom duty, excise duty, value added tax, cess, goods and services tax and other statutory dues applicable to it.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, custom duty, excise duty, value added tax, cess, goods and services tax and other 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 records of the Company, the dues of income-tax, sales-tax, service tax, duty of custom, duty of excise value added tax, cess and goods and services tax on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ Million)	Period to which the amount relates	Forum where the dispute is pending
Central Excise Act, 1944	Excise Duty	43.50	FY2003-07	Appellate Authority – Tribunal
	Excise Duty	1.35	FY2010-11	Appellate Authority – Upto Commissioner's/ Revisionary Authorities Level
Central Sales Tax Act and Local Sales tax	Sales Tax & VAT	179.04	FY2003-17	Appellate Authority – Upto Commissioner's/ Revisionary Authorities Level
		2.43	FY2005-08	Appellate Authority - Tribunal
	Entry Tax	41.14	FY2012-18	High Court
Service Tax (Finance Act, 1994)	Service Tax	14.56	FY2004-18	Appellate Authority – Tribunal
		4.62	FY2007-11	Appellate Authority – Tribunal
Income Tax Act, 1961	Income Tax	4.75	FY2012-14	CIT (appeal)
		29.29	FY2009-11	ITAT
		12.26	FY2001-02	High Court
	TDS	1.38	FY2008-17	Income Tax Officer

(viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of dues to a bank. The Company does not have any loan/ dues towards any financial institution or debenture holders. The Company had availed sales tax deferral from the government. Management explained that the repayment of sales tax deferral of ₹0.95million that was due as on March 31 2018 is pending due to procedural reasons.

(ix) The Company has not raised any money by way of initial public offer / further public offer / debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the Ind AS financial statements and according to the information and explanations given by the management, we report that no material fraud by the Company or on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

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

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable Accounting Standards.

(xiv) According to the information and explanations given to us and on an overall examination of the Balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting under clause 3(xiv) is not applicable to the Company and, not commented upon.

(xv) Based on the records examined by us and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with them as referred to in section 192 of the Act.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **B. K. Khare & Co**

ICAI Firm registration number:105102W

Chartered Accountants

Ravi Kapoor

Partner

Membership No.: 040404

Place: New Delhi

Date: May 11, 2018

Annexure 2 referred to in paragraph 2(g) under the heading "Report on other legal and regulatory requirements" of our report of even date

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

We have audited the internal financial controls over financial reporting of Gabriel India Limited ('the Company') as of March 31, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

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

Ravi Kapoor
Partner
Membership No.: 040404

Place: New Delhi
Date: May 11, 2018

BALANCE SHEET as at March 31, 2018

(₹ in million)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
A ASSETS				
Non-current assets				
Property, plant and equipment	2	2,926.20	2,828.76	2,669.73
Capital work-in-progress	2	78.34	17.82	22.10
Investment Property	3	22.70	3.76	3.85
Intangible assets	2	38.37	52.97	50.77
		3,065.61	2,903.31	2,746.45
Financial assets				
Investments	4	0.38	0.38	4.75
Loans	5	14.56	15.39	11.20
Other financial assets	6	163.23	567.52	95.25
Non-current Tax assets (net)	7	120.00	71.11	63.24
Other non current assets	8	52.79	43.55	47.09
Total non-current assets		3,416.57	3,601.26	2,967.98
Current assets				
Inventories	9	1,490.71	1,312.32	1,107.41
Financial assets				
Investments	10	622.77	282.88	-
Loans	11	3.90	0.27	3.55
Trade receivables	12	2,791.50	2,117.86	1,923.73
Cash and cash equivalents	13	179.54	39.55	351.40
Other bank balances	14	220.46	12.92	11.03
Other financial assets	15	83.40	46.17	41.56
Other current assets	16	199.22	274.86	282.53
Total current assets		5,591.50	4,086.83	3,721.21
Total Assets		9,008.07	7,688.09	6,689.19
B EQUITY AND LIABILITIES				
Equity				
Equity Share capital	17	143.64	143.64	143.64
Other Equity	18	5,105.21	4,357.89	3,769.01
Total equity		5,248.85	4,501.53	3,912.65
Liabilities				
Non-current liabilities				
Financial Liabilities				
Borrowings	19	72.05	77.14	81.27
Provisions	20	117.13	97.33	72.19
Deferred tax liabilities (net)	21	198.46	141.45	93.39
Total non-current liabilities		387.64	315.92	246.85
Current liabilities				
Financial Liabilities				
Borrowings	22	-	-	171.38
Trade payables	23	2,650.35	2,146.75	1,609.51
Other financial liabilities	24	460.34	408.53	382.24
Other current liabilities	25	99.77	144.57	143.87
Provisions	26	161.12	170.79	222.69
Total current liabilities		3,371.58	2,870.64	2,529.69
Total Equity and Liabilities		9,008.07	7,688.09	6,689.19
Significant Accounting Policies	1			
The accompanying notes are an integral part of these financial statements				

In terms of our report attached.
For **B.K. Khare & Co.**
Chartered Accountants
Firm Registration No. 105102W

RAVI KAPOOR
Partner
Membership No. 040404

Partner
Place : New Delhi
Date : 11 May 2018

For and on behalf of the Board of Directors

ANJALI SINGH
Chairperson
DIN No. 02082840

MANOJ KOLHATKAR
Managing Director
DIN No. 03553983

RAJENDRAN A.
CFO

NILESH JAIN
Company Secretary

STATEMENT OF PROFIT AND LOSS for the year ended March 31, 2018

(₹ in million)

Particulars	Note No.	For the year ended March 31, 2018	For the year ended March 31, 2017
Income			
Revenue from Operations	27	18,796.86	16,750.57
Other income	28	70.75	58.22
Total Income		**18,867.61**	**16,808.79**
Expenses			
Cost of materials consumed	29a	13,013.95	10,727.36
Purchases of stock-in-trade (traded goods)	29b	166.05	201.36
Changes in inventories of finished goods, work-in-progress and stock-in-trade (increase)/decrease	29c	(73.72)	(81.27)
Excise duty on sale of goods		465.51	1,544.68
Employee benefits expense	30	1,376.66	1,112.42
Finance costs	31	28.87	38.66
Depreciation and amortisation expense	2 & 32	382.93	353.27
Other expenses	33	2,135.72	1,784.67
Total expenses		**17,495.97**	**15,681.15**
Profit before tax		**1,371.64**	**1,127.64**
Tax expense:			
Current tax expense for the year	34	410.01	236.88
(Less) : MAT credit entitlement		(17.35)	-
Current tax		**392.66**	**236.88**
Deferred tax	34	36.61	64.10
Total tax expense		**429.27**	**300.98**
Profit for the year		**942.37**	**826.66**
Other comprehensive income			
Items than will not be reclassified to profit and loss			
Remeasurement of post-employment benefit obligations	41	(0.33)	(18.72)
Income tax relating to above	34	0.12	6.48
Items that will be reclassified subsequently to profit or loss			
Fair value changes on derivative designated as cash flow hedges	18 & 34	59.10	(27.62)
Income tax relating to above	34	(20.52)	9.56
Total other comprehensive income for the year, net of tax		**38.37**	**(30.30)**
Total comprehensive income for the year		**980.74**	**796.36**
Earnings per share (of ₹1/- each):	46		
Basic / Diluted (₹)		6.56	5.75
Face value per share (₹)		1.00	1.00
Significant Accounting Policies	1		
The accompanying notes are an integral part of these financial statements			

In terms of our report attached.
For **B.K. Khare & Co.**
Chartered Accountants
Firm Registration No. 105102W

For and on behalf of the Board of Directors

RAVI KAPOOR
Partner
Membership No. 040404

ANJALI SINGH
Chairperson
DIN No. 02082840

MANOJ KOLHATKAR
Managing Director
DIN No. 03553983

Partner
Place : New Delhi
Date : 11 May 2018

RAJENDRAN A.
CFO

NILESH JAIN
Company Secretary

STATEMENT OF CHANGES IN EQUITY for the year ended March 31, 2018

A. Equity share capital

Particulars	Note No.	₹ in millions
As at April 1, 2016	17	143.64
Changes in equity share capital		-
As at March 31, 2017		143.64
Changes in equity share capital		-
As at March 31, 2018		143.64

B. Changes in other equity

(₹ in million)

Particulars	Note No.	Attributable to owners of Gabriel India Limited				
		Reserves and Surplus			Effective portion of cash flow hedges	Total other equity
		Securities Premium	General reserve	Retained earnings		
Balance as at 1 April, 2016	18	271.77	387.57	3,109.67	-	3,769.01
Profit for the year		-	-	826.66	-	826.66
Remeasurement gain/(loss) on defined benefit plan (net of tax)		-	-	(12.24)	-	(12.24)
Effect of foreign exchange rate variations on hedging instrument outstanding (net of tax)		-	-	-	(18.06)	(18.06)
Total comprehensive income for the year		-	-	814.42	(18.06)	796.36
Transactions with owners in their capacity as owners:						
Dividend paid (including dividend distribution tax)		-	-	207.48	-	207.48
Balance as at March 31, 2017		271.77	387.57	3,716.61	(18.06)	4,357.89
Profit for the year		-	-	942.37	-	942.37
Remeasurement gain/(loss) on defined benefit plan (net of tax)		-	-	(0.21)	-	(0.21)
Effect of foreign exchange rate variations on hedging instrument outstanding (net of tax)		-	-	-	38.58	38.58
Total comprehensive income		-	-	942.16	38.58	980.74
Transactions with owners in their capacity as owners:						
Dividend paid (including dividend distribution tax)		-	-	233.42	-	233.42
Balance as at March 31, 2018		271.77	387.57	4,425.35	20.52	5,105.21

The accompanying notes are an integral part of these financial statements

In terms of our report attached.
For **B.K. Khare & Co.**
Chartered Accountants
Firm Registration No. 105102W

RAVI KAPOOR
Partner
Membership No. 040404

Partner
Place : New Delhi
Date : 11 May 2018

For and on behalf of the Board of Directors

ANJALI SINGH
Chairperson
DIN No. 02082840

MANOJ KOLHATKAR
Managing Director
DIN No. 03553983

RAJENDRAN A.
CFO

NILESH JAIN
Company Secretary

STATEMENT OF CASH FLOWS for the year ended March 31, 2018

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
A. Cash flow from operating activities		
Profit before tax	1,371.64	1,127.64
Adjustments for:		
Depreciation and amortisation and impairment	382.93	353.27
(Profit) / Loss from sale of assets	0.38	2.42
Finance costs	28.87	38.66
Interest income	(32.25)	(37.59)
Profit on sale of investment and mutual funds	(29.15)	(6.95)
Foreign exchange (gain) / loss	(25.42)	11.42
Dividend income	(0.02)	(0.15)
Operating profit / (loss) before working capital changes	**1,696.98**	**1,488.72**
Changes in working capital		
Adjustments for (increase) / decrease in Operating assets		
Non-current loans	0.83	(4.19)
Other non current financial assets	29.29	(11.37)
Other non current assets	4.95	4.96
Inventories	(178.39)	(204.91)
Trade Receivables	(671.95)	(189.14)
Other current financial assets	(51.24)	13.77
Other Current Assets	75.64	7.67
Adjustments for (increase) / decrease in Operating liabilities		
Non current provisions	19.80	25.14
Other current financial liabilities	80.25	3.20
Trade payables	529.02	525.82
Other current liabilities	(44.80)	0.70
Current Provisions	(11.36)	(56.89)
Cash generated from operations	**1,479.02**	**1,603.48**
Income taxes paid	(441.55)	(244.75)
Net cash flow from / (used in) operating activities (A)	**1,037.47**	**1,358.73**
B. Cash flow from investing activities		
Capital expenditure on property, plant and equipment	(475.18)	(518.16)
Decrease / (increase) in Capital work in progress	(60.52)	4.28
Decrease / (increase) in Capital advances	(14.19)	(1.42)
Proceeds from sale of property, plant and equipment	15.31	1.33
Decrease/ (increase) in earmarked bank balances	167.46	(462.79)
Interest received	42.63	22.49
Dividend received	0.02	0.15
Proceeds from sale/ (Purchase) of investment	(310.74)	(271.56)
Net cash flow from / (used in) investing activities (B)	**(635.21)**	**(1,225.68)**
C. Cash flow from financing activities		
Proceeds / (Repayment) of long term borrowings	(1.29)	(1.33)
Proceeds / (Repayment) fixed deposits from public	(1.85)	(26.05)
Proceeds / (Repayment) of short term borrowings (net)	-	(171.38)
Interest paid	(28.29)	(40.55)

STATEMENT OF CASH FLOWS *(Contd.)* for the year ended March 31, 2018

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Dividend paid	(191.36)	(170.50)
Dividend distribution tax paid	(39.48)	(35.09)
Net cash flow from / (used in) financing activities (C)	**(262.27)**	**(444.90)**
Net Increase in Cash & Cash Equivalents (A+B+C)	139.99	(311.85)
Cash and cash equivalents as at Opening	39.55	351.40
Cash and cash equivalents as at Closing	**179.54**	**39.55**
Cash and cash equivalents consists of		
Cash-in-Hand	-	0.04
With Scheduled Banks		
In Current Accounts	79.54	39.51
Fixed deposit maturing within 3 months	100.00	-
	179.54	**39.55**
Non cash financing and investing activities Acquisition of property, plant and equipment by means of finance lease	(25.22)	

Notes:

1. Above cash flow statement has been prepared under indirect method in accordance with the Indian Accounting Standard (Ind AS) 7 on "Statement of Cash Flows".
2. Figures in brackets indicate cash outgo.

In terms of our report attached.
For **B.K. Khare & Co.**
Chartered Accountants
Firm Registration No. 105102W

RAVI KAPOOR
Partner
Membership No. 040404

Partner
Place : New Delhi
Date : 11 May 2018

For and on behalf of the Board of Directors

ANJALI SINGH
Chairperson
DIN No. 02082840

MANOJ KOLHATKAR
Managing Director
DIN No. 03553983

RAJENDRAN A.
CFO

NILESH JAIN
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS

General Information

Gabriel India Limited (the "Company") offers ride control products catering to all segments in the automotive industry. The Company is domiciled in India and is listed on BSE Ltd. and National Stock Exchange of India.

The financial statements are approved for issue by the Company's Board of Directors on 11th May 2018.

Note 1. Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1.1. Basis of preparation, measurement and transition to Ind AS

1.1.1. Basis of preparation

The financial statements have been prepared taking into consideration all material aspects with Indian Accounting Standards (Ind-AS) notified under section 133 of the Companies Act, 2013 (the "Act") [Companies (Indian Accounting Standards) Rules, 2015], as amended and the other relevant provisions of the Act.

The financial statements up to year ended March 31 2017 which were prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act, have now been reinstated as per Ind AS. Refer to note 50 for description of effects of transition of Ind AS.

1.1.2. Basis of measurement

The financial statements have been prepared on a historical cost convention except for the following.

- Certain financial assets and liabilities (including derivative instruments) are measured at fair value
- Defined benefit plans – plan assets measured at fair value.

1.2. Summary of significant accounting policies

1.2.1. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle for the purpose of current and non-current classification of assets and liabilities.

1.2.2. Cash flow statement

The Cash Flow Statement is prepared by the indirect method set out in Ind AS 7 on Cash Flow Statements and presents cash flows by operating, investing and financing activities of the Company.

1.2.3. Foreign currencies

1. Functional and presentation currency

   The functional and presentation currency of the Company is Indian rupee.

2. Transactions and balances

   Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in statement of profit or loss unless they are relating to qualifying cash flow hedges in which case they are deferred in equity.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

1.2.4. Property, plant and equipment

1. Initial Recognition

Property, plant & equipment are stated at cost of acquisition less accumulated depreciation / amortization and impairment loss, if any. All costs directly relating to the acquisition and installation of assets are capitalized and include borrowing costs relating to funds attributable to construction or acquisition of qualifying assets, up to the date the asset / plant is ready for intended use.

Certain assets which are internally developed, all the incidental costs directly attributable to such machinery are capitalized.

The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item of property, plant and equipment, if it is probable that the future economic benefits embodies within the part will flow to the Company and its cost can be measured reliably with the carrying amount of the replaced part getting derecognized.

The cost for day-to-day servicing of property, plant and equipment are recognized in Statement of Profit and Loss as and when incurred.

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

2. Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognized as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment which will be depreciated over its remaining useful life.

3. Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as prescribed in Part C of Schedule II of the Companies Act, 2013 except in respect of certain assets listed below where the useful life is estimated different from 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/Fences-Wells-Tube Wells	5-8	5
Plant & Machinery	5-14	15
Air Conditioner	5	10
Furniture	8	10
Vehicle	5-8	8

The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

The residual values are not more than 5% of the original cost of the asset. The asset's residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

1.2.5. Investment properties

1. Classification and Measurement

Property that is held for rental income and that is not occupied by the Company, is classified as investment property.

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Investment properties are measured initially at cost, including related transaction cost. It is carried at cost less accumulated depreciation.

Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost can be measured reliably. All other repairs and maintenance costs are expensed when incurred. Land is carried at historical cost, however, buildings are depreciated using the written down value method over their estimated useful lives as mentioned in note reference no. 3.

Investment properties are depreciated using 'Straight Line Method' over the estimated useful life of the assets, based on the technical evaluation performed by the management's expert.

Useful Life of Investment properties is estimated at 60 years.

2. Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all its investment properties recognized as at April 1, 2015 measured as per the previous GAAP and use that carrying value as deemed cost of investment properties.

1.2.6. Intangible assets

1. Initial Recognition

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

2. Amortization methods and periods

The amortization period and the amortization method for an intangible asset is reviewed at least at the end of each reporting period. The amortization expense on intangible assets is recognized in the statement of profit and loss.

The Company amortizes intangible assets with a finite useful life using the straight-line method, commencing from the date the asset is available to the Company.

Estimated useful lives are as under

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

1.2.7. Inventories

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realizable value after providing for obsolescence and other losses, where considered necessary. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

1.2.8. Revenue Recognition

1. Initial Recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below.

Revenue from operation includes Excise Duty but excludes Sales Tax, Goods & Service Tax, and Value Added Tax.

a) Sale of goods

i) Timing of recognition

Sales are recognized when products are delivered to the customer and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specified location, the risks of obsolescence and loss have been transferred to the customer and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed or the Company has objective evidence that all criteria for acceptance have been satisfied.

ii) Measurement of revenue

Revenue from sales is based on the price specified in the sales contracts, net of the estimated volume discounts and returns at the time of sale. Accumulated experience is used to estimate and provide for the discounts and returns. The volume discounts are assessed based on anticipated annual purchases. No element of financing is deemed present as the sales are made with an average credit term of 45-50 days, which is consistent with market practice.

b) Sale of services

i) Timing of recognition

Revenue from rendering of services is recognized in the accounting period in which the services are rendered. For fixed-price contracts, revenue is recognized based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided (percentage of completion method).

Job-work revenues are accounted as and when such services are rendered.

ii) Measurement of revenue

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management.

c) Interest income

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

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

d) Dividend

Dividends are recognized in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

e) Other Operating Income

Benefit on account of entitlement of import of goods free of duty under the "Duty Entitlement Pass Book" (DEPB Scheme) and "Merchandise Export Incentive Scheme" under Duty exemption Scheme is accounted in the year of export, if the entitlements can be estimated with reasonable assurance and condition precedent to claim are fulfilled.

1.2.9. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value.

1. Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

2. Financial Assets

a) Classification

On initial recognition the Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

b) Initial Recognition & Measurement

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

c) Financial Assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets are held to collect (HTC Business Model) contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of EIR. The EIR amortization is included in finance costs/ income in the Statement of Profit or Loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

d) Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

e) Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of assets and liabilities at fair value through profit and loss are immediately recognized in the statement of profit and loss.

f) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when

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

b) The Company has transferred its rights to receive cash flows from the asset or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

g) Impairment of financial assets (Other than Fair Value)

The Company assesses at each date of balance sheet whether a financial asset or a Company of financial assets is impaired.

Ind AS 109 requires expected credit losses to be measured through a loss allowance. For trade receivables only, Company performs credit assessment for customers on an annual basis. Company recognizes credit risk, on the basis of lifetime expected losses and where receivables are due for more than twelve months.

3. Equity investments

All equity instruments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such an election on an instrument-by-instrument basis, at initial recognition and is irrevocable.

If the Company decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of profit and loss, even on the sale of the investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in Statement of profit and loss.

4. Financial liabilities

   1. Classification

      The Company classifies all financial liabilities as subsequently measured at amortized cost, except for financial liabilities measured at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value with changes in fair value being recognized in the Statement of Profit and Loss.

   2. Initial Recognition

      a) Financial Liabilities at amortized cost

         Financial liabilities are measured at amortized cost using the effective interest method.

      b) Initial recognition and measurement

         Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

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

         Terms of trade payables i.e. non-interest bearing and generally settled in 30 to 60 days to be included.

      c) Subsequent measurement

         The measurement of financial liabilities depends on their classification (Refer note 36).

      d) Financial liabilities at fair value through profit or loss (FVTPL)

         Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.

5. Loans and borrowings

   After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest Rate Method. Gains and losses are recognized in statement of profit and loss when the liabilities are derecognized as well as through the Effective Interest Rate Method amortization process.

   Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the Effective Interest Rate. The Effective Interest Rate amortization is included as finance costs in the statement of profit and loss.

6. Offsetting of financial instruments

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

7. Embedded derivatives

   If the hybrid contract contains a host that is a financial asset within the scope Ind AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract.

   Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss.

   These embedded derivatives are measured at fair value with changes in fair value recognized in Consolidated Statement of Profit and Loss, unless designated as effective hedging instruments. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows.

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

8. Derivative financial instruments and hedging activities

a) Classification

The Company uses derivative financial instruments, such as foreign exchange forward contracts in to manage its exposure to interest rate and foreign exchange risks.

b) Initial Recognition

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated.

The Company designates their derivatives as hedges of foreign exchange risk associated with the cash flows of underlying assets or liabilities or firm commitments.

The Company documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items. The Company documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship.

The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

c) Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges, is recognized in the other comprehensive income in cash flow hedging reserve within equity, limited to the cumulative change in fair value of the hedged item on a present value basis from the inception of the hedge. The gain or loss relating to the ineffective portion is recognized immediately in statement of profit or loss.

d) Designation of Hedging Instrument

The Company uses forward contracts to hedge exposure to foreign currency forecast transactions and firm commitment. The Company designates the full change in fair value of the forward contract (including forward points) as the hedging instrument. In such cases, the gains and losses relating to the effective portion of the change in fair value of the entire forward contract are recognized in the cash flow hedging reserve within equity.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss.

When the hedged forecast transaction results in the recognition of a non-financial asset the amounts accumulated in equity are transferred to the initial carrying amount of non-financial asset or liability.

When a hedging instrument expires or is sold or terminated or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to Statement of profit and loss.

1.2.10. Government Grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognized in the Statement of profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grant whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets is accounted for as deferred income. The grant is recognized as income over the life of a depreciable asset by accounting deferred income in the Statement of Profit and Loss on a systematic and rational basis over the useful life of the asset.

1.2.11. Share capital

Equity shares issued to shareholders are classified as equity. Incremental costs directly attributable to the issue of new equity shares or stock options are recognized as a deduction from equity, net of any related income tax effects.

1.2.12. Taxation

1. Initial Recognition

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively. Income tax expense represents the sum of the tax currently payable and deferred tax.

2. Current income-tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant tax paying unit intends to settle the asset and liability on a net basis.

3. Deferred tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount.

Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognized in Statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

The Company recognizes interest levied and penalties related to income tax assessments in income tax expenses.

1.2.13. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset.

All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

1.2.14. Leases

1. Initial Recognition

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to 1 April 2016, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

2. Company as a lessee

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

3. Company as a lessor

Lease income from operating leases where the Company is a lessor is recognized in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

1.2.15. Impairment of assets- Non Financial Assets

Tangible and intangible assets Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

1.2.16. Provisions and Contingent Liability

1. Recognition

Provisions for legal claims, service warranties, volume discounts and returns are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

A disclosure for a contingent liability is made where there is a possible obligation that arises from past events and 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 the 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.

2. Product warranty expenses

The estimated liability for product warranties is accounted when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures.

1.2.17. Employee benefits

1. Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

2. Other long-term employee benefit obligations

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service.

They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

3. Gratuity obligations

The Company operates defined benefit plan for its employees viz. Gratutity. The liability or asset recognized in the balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in finance costs in the statement of profit and loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

4. Provident Fund

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

1.2.18. Earnings per share (EPS)

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all years presented for any share splits and bonus shares issues including for changes effected prior to the authorization for issue of the financial statements by the Board of Directors.

1.2.19. Dividend

The Company recognizes a liability to make cash or non -cash distribution to equity shareholders when the distribution is authorized. on the date of approval by the shareholders.

1.2.20. Segment reporting

Information reported to the Chief Operating Decision Maker (CODM) for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided.

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker.

The board of directors of the Company assesses the financial performance and position of the Company, and makes strategic decisions. The board of directors of the Company have been identified as being the chief operating decision maker. It consists of Chief Executive officer of the Company. Chief financial officer of the Company assists board of directors in their decision making process. The Company is in the business of manufacture and sale automobile components, which in the context of Indian Accounting Standard 108 'Segment Information' represents single reportable business segment.

1.2.21. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest million as per the requirement of Schedule III, unless otherwise stated.

1.2.22. Standards issued but not yet effective

In March 2018, the MCA issued the Companies (Indian Accounting Standards) Amendments Rules, 2018, notifying Ind AS 115 – Revenue from Contracts with Customers. The amendment is applicable from 1 April, 2018 and will be given effect to from the financial year beginning from 1 Apr 2018 subsequent to evaluation by the Company.

1.2.23. Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements included in relevant notes together with information about the basis of calculation of each different line item in the financial statements.

The areas involving critical estimates or judgements are

1. Estimation of useful life of asset (Refer note 1.2.4. & 1.2.5)
2. Estimation of provision and for contingent liabilities (Refer note 42)
3. Estimation of provision for warranty obligation (Refer note 26)
4. Accounting for arrangements in the nature of lease (Refer note 45)
5. Estimation of defined benefit obligation (Refer note 41).

1. Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods. Useful life is determined based on the technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act 2013, in order to reflect the actual usage of the assets.

2. Provisions and contingent liabilities

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits and compensated absences) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

3. Product warranty expenses

The estimated liability for product warranties is accounted when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures.

4. Lease

Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. However, the Company has used Ind AS 101 exemption and assessed all arrangements based for embedded leases based on conditions in place as at the date of transition.

The determination of whether an agreement is, or contains, a lease is based on the substance of the agreement at the date of inception.

5. Estimation of defined benefit obligations

The Company recognized costs related to its post-employment defined benefit plan on an actuarial basis. The cost of providing benefits under abovementioned defined benefit plan is determined using the projected unit credit method with actuarial valuations being carried out at each balance sheet date, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Note 2. Property, plant and equipment

(₹ in million)

Asset Class	Gross Block				Depreciation/ Amortization/Impairment				Net Block	
	Cost as on 01.04.17(refer note below)	Additions during the year	Disposal/ Adjustment During the year	Cost as on 31.03.2018	Accumulated Depreciation/ amortisation as on 01.04.2017	Depreciation/ amortisation for the year	Disposal/ Adjustment During the year	Accumulated Depreciation/ amortisation as on 31.03.2018	As at 31.03.2018	As at 31.03.2017
A. Property,Plant & Equipment										
Freehold Land	502.62	-	-	502.62	-	-	-	-	502.62	502.62
	502.62	-	-	502.62	-	-	-	-	502.62	502.62
Leasehold Land	10.99	-	-	10.99	0.13	0.12	-	0.25	10.74	10.86
	10.99	-	-	10.99	-	0.13	-	0.13	10.86	10.99
Buildings	622.55	56.82	(4.23)	675.13	31.17	32.61	(1.80)	61.98	613.15	591.38
	593.27	29.71	(0.43)	622.55	-	31.28	(0.11)	31.17	591.38	593.27
Plant & Machinery@	1,911.31	381.00	(130.47)	2,161.84	274.69	296.33	(120.82)	450.20	1,711.64	1,636.62
	1,496.81	429.80	(15.30)	1,911.31	-	287.49	(12.80)	274.69	1,636.62	1,496.81
Vehicle	44.22	6.71	(7.42)	43.51	4.25	8.75	(5.15)	7.85	35.66	39.97
	22.15	26.72	(4.65)	44.22	-	7.78	(3.53)	4.25	39.97	22.15
Furniture & Fixtures	56.83	16.94	(18.23)	55.54	9.51	10.52	(16.88)	3.15	52.39	47.32
	43.89	13.56	(0.62)	56.83	-	10.37	(0.86)	9.51	47.32	43.89
Sub Total	3,148.51	461.47	(160.35)	3,449.63	319.75	348.33	(144.65)	523.43	2,926.20	2,828.76
Sub Total (Previous year)	2,669.72	499.79	(21.00)	3,148.51	-	337.05	(17.30)	319.75	2,828.76	2,669.72
B. Intangible Assets-Acquired										
Computer Software	43.35	12.48	-	55.83	10.68	14.32	-	25.00	30.84	32.68
	25.02	18.37	(0.04)	43.35	-	10.68	-	10.68	32.67	25.02
Technical Knowhow	25.75	7.28	-	33.03	5.46	20.04	-	25.50	7.54	20.30
	25.75	-	-	25.75	-	5.46	-	5.46	20.30	25.75
Sub Total	69.10	19.76	-	88.86	16.13	34.36	-	50.49	38.37	52.97
Sub Total (Previous year)	50.77	18.37	(0.04)	69.10	-	16.13	-	16.13	52.97	50.77
Total	3,217.61	481.23	(160.35)	3,538.49	335.88	382.69	(144.65)	573.92	2,964.57	2,881.73
Total (Previous year)	2,720.50	518.16	(21.04)	3,217.61	-	353.18	(17.30)	335.88	2,881.73	2,720.50
Capital working in progress	17.82	77.55	(17.03)	78.34					78.34	17.82
Total (Previous year)	22.10	14.71	(18.99)	17.82					17.82	22.10

1. The Company has elected to continue with Carrying value of Property, Plant and Equipment as deemed cost on the date of transition.
2. Previous year figures are given in Italics below current year figures in each class of assets.
3. @ Cost of Plant and Machinary includes assets on finance lease amounting ₹74.07 million(Previous year ₹48.85 million) with a written down value of ₹65.00 million (Previous year ₹43.49 million).

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 3. Investment property

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Gross carrying amount	-	-	
Opening gross carrying amount / Deemed cost	5.57	5.57	5.57
Additions	19.17	-	-
Closing Gross carrying amount	**24.75**	**5.57**	**5.57**
Accumulated depreciation			
Opening Accumulated depreciation	1.81	1.72	1.64
Depreciation charge	0.24	0.09	0.09
Closing accumulated depreciation	**2.05**	**1.81**	**1.72**
Net carrying amount	**22.70**	**3.76**	**3.85**

i) Amounts recognized in statement profit or loss for investment properties

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Rental income	0.73	0.42
Profit from investment property before depreciation	0.73	0.42
Depreciation	(0.24)	(0.09)
Profit from investment properties	**0.49**	**0.33**

ii) Fair value of investment properties

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Investment properties	53.55	34.34	34.34

iii) Estimation of Fair Value

The fair values of investment properties have been determined with the help independent certified valuer on a case to case basis.Valuation is based on government rates, market research, market trend and comparable values as considered appropriate.

Note 4. Non-current investments

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Investment in equity instruments valued at FVTPL			
Unquoted			
Shivalik Solid Waste Management Ltd. 20,000 Equity shares of ₹10 each fully paid	0.37	0.37	0.32
Quoted			
Housing Development Finance Corporation Limited 4,000 Equity Shares of ₹ 2 each fully paid	-	-	4.42
	0.37	**0.37**	**4.74**
Investment in Government at FVTPL			
Unquoted			
National Savings Certificates	0.01	0.01	0.01
Total	**0.38**	**0.38**	**4.75**

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 5. Loans

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Unsecured, considered good			
Loans to employees	14.56	15.39	11.20
Total	**14.56**	**15.39**	**11.20**

Note 6. Other non-current financial assets

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Security deposits	63.23	92.52	81.15
Deposits with banks with remaining maturity of more than 12 months	100.00	475.00	14.10
Total	163.23	567.52	95.25

Note 7. Non Current Tax assets (Net)

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Advance Income taxes (Net of provisions of ₹859.59 million as at March 31 2018, ₹441.10 million as at March 31 2017 & ₹204.20 million as at 1 April 2016)	120.00	71.11	63.24
Total	**120.00**	**71.11**	**63.24**

Note 8. Other non current assets

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Unsecured, considered good unless stated otherwise			
Capital advances			
Considered good	27.62	13.43	12.01
Considered doubtful	-	-	1.00
	27.62	**13.43**	**13.01**
Less :- Provision for doubtful advances	-	-	1.00
	27.62	**13.43**	**12.01**
Prepaid rent	25.17	30.12	35.08
Total	**52.79**	**43.55**	**47.09**

Note 9. Inventories

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
At lower of cost or net realisable value			
Raw materials and components	611.27	500.56	438.81
Goods-in-transit	115.20	114.64	67.12
	726.47	**615.20**	**505.93**
Work-in-progress	295.67	259.21	222.95
Finished goods	256.21	220.17	179.94
Goods-in-transit	89.76	94.17	95.80
	345.97	**314.34**	**275.74**
Stock-in-trade	37.06	31.43	25.02
Stores and spares	85.54	92.14	77.77
Total	**1,490.71**	**1,312.32**	**1,107.41**

Note: Write down of inventories amounted to ₹1.31 million (₹ 5.14 million March 31 2017). This was recognized as an expense during the year.

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 10. Investments

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Investments measured at Fair value through Profit and Loss			
Unquoted			
Investment in mutual funds	622.77	282.88	-
Total	622.77	282.88	-

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Investments in liquid schemes of mutual funds comprises			
HDFC Liquid Fund - Growth	-	10.37	-
No. of Units as on			
31.03.2018 - Nil			
31.03.2017- 3239.55			
01.04.2016 - Nil			
Axis Liquid Fund - Direct Growth	100.17	-	-
No. of Units as on			
31.03.2018 -51968.85			
31.03.2017- Nil			
01.04.2016 - Nil			
Kotak Floater Short Term Growth	100.16	-	-
No. of Units as on			
31.03.2018 - 28386.14			
31.03.2017- Nil			
01.04.2016 - Nil			
ICICI Prudential Liquid Plan - Growth	-	70.32	-
No. of Units as on			
31.03.2018 - Nil			
31.03.2017- 292826.29			
01.04.2016 - Nil			
SBI Premier Liquid Fund - Regular Plan - Growth	-	10.14	-
No. of Units as on			
31.03.2018 - Nil			
31.03.2017- 3984.61			
01.04.2016 - Nil			
Reliance Liquid Fund - Treasury Plan - Direct - Growth	422.44	192.05	-
No. of Units as on			
31.03.2018 -150505.66			
31.03.2017- 48406.09			
01.04.2016 - Nil			
Total	622.77	282.88	-

Note 11. Loans

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Unsecured, considered good			
Loans to employees	3.90	0.27	3.55
Total	3.90	0.27	3.55

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 12. Trade receivables

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Unsecured:			
Considered good	2,791.50	2,117.86	1,923.73
Considered doubtful	14.11	15.80	20.79
Less: allowance for expected credit loss	(14.11)	(15.80)	(20.79)
Total	**2,791.50**	**2,117.86**	**1,923.73**

Notes:

1. Trade receivables are dues in respect of goods sold or services rendered in the normal course of business.
2. The normal credit period allowed by the Company generally ranges from 45 to 50 days. These are non interest bearing.
3. Trade receivables include receivables from related parties (Refer note 35).

Note 13. Cash and cash equivalents

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Cash on hand	-	0.04	0.27
Balances with banks			
In current accounts	79.54	39.51	31.13
Deposit accounts with original maturity of less than 3 months	100.00	-	320.00
Total	**179.54**	**39.55**	**351.40**

Note 14. Other bank balances

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Deposit accounts (Original maturity more than 3 months but less than 12 months)	205.00	-	-
Earmarked balances with banks			
Unclaimed dividend accounts with bank	15.46	12.92	11.03
Total	**220.46**	**12.92**	**11.03**

Note 15. Other current financial assets

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Derivatives designated as cash flow hedges	37.48	-	-
Deferred government grants	16.53	7.58	15.97
Security deposits	0.69	0.80	0.82
Insurance claims receivables	0.12	0.13	0.22
Interest accrued on deposits	8.45	18.83	3.73
Accrued export benefits	20.13	18.83	20.82
Total	**83.40**	**46.17**	**41.56**

Note 16. Other current assets

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Advance to employees	5.80	2.77	2.11
Advances to suppliers	122.67	108.88	130.14
Prepayments	41.61	33.73	34.08
Balances with government authorities	22.01	123.69	104.74
Others	7.13	5.79	11.46
Total	**199.22**	**274.86**	**282.53**

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 17. Equity share capital

A. Authorized, Issued, subscribed and paid up share capital

(₹ in million)

Particulars	As at March 31, 2018		As at March 31, 2017		As at 1 April, 2016	
	Number of shares	₹ In Million	Number of shares	₹ In Million	Number of shares	₹ In Million
Authorized						
Equity shares of ₹1/- each	15,00,00,000	150.00	15,00,00,000	150.00	15,00,00,000	150.00
Redeemable preference shares of ₹ 100/- each	1,00,000	10.00	1,00,000	10.00	1,00,000	10.00
Total		**160.00**		**160.00**		**160.00**
Issued, subscribed and fully paid up						
Equity shares of ₹1/- each	14,36,43,940	143.64	14,36,43,940	143.64	14,36,43,940	143.64
Total		**143.64**		**143.64**		**143.64**

B. Rights, preferences and restrictions attached to Equity shares

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

In the unlikely event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

C. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year

(₹ in million)

Particulars	As at March 31, 2018		As at March 31, 2017		As at 1 April, 2016	
	Number of shares held	Amount originally paid up (₹ In Million)	Number of shares held	Amount originally paid up (₹ In Million)	Number of shares held	Amount originally paid up (₹ In Million)
At the beginning of the year	14,36,43,940	143.64	14,36,43,940	143.64	14,36,43,940	143.64
Issued during the year						
Outstanding at the end of the year	14,36,43,940	143.64	14,36,43,940	143.64	14,36,43,940	143.64

D. Details of shares held by the Holding /ultimate Holding Company

(₹ in million)

Particulars	As at March 31, 2018		As at March 31, 2017		As at 1 April, 2016	
	Number of shares held	% of Shareholding	Number of shares held	% of Shareholding	Number of shares held	% of Shareholding
Equity shares of ₹1 Each fully paid up held by Asia Investments Pvt Ltd. (Holding/ultimate holding Company)	7,23,77,938	50.39	7,19,05,468	50.06	7,19,05,468	50.06

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

E. Details of shares held by each shareholder holding more than 5% of the aggregate shares in the Company

(₹ in million)

Particulars	As at March 31, 2018		As at March 31, 2017		As at 1 April, 2016	
	Number of shares held	% of Shareholding	Number of shares held	% of Shareholding	Number of shares held	% of Shareholding
Equity shares of ₹1 Each fully paid up held by Asia Investments Pvt Ltd.	7,23,77,938	50.39	7,19,05,468	50.06	7,19,05,468	50.06
Equity shares of ₹1 Each fully paid up held by Kayaba Industry Co Ltd.	79,37,360	5.53	79,37,360	5.53	79,37,360	5.53

F. Aggregate number of bonus shares issued for consideration other than cash during the period of five years immediately preceding the reporting date

During the year ended March 31 2013, the Company had issued Bonus Share in the ratio of 1:1 as approved by Equity Shareholders in the Extraordinary General Meeting held on 2nd July, 2012 amounting to ₹7,18,21,970.00.

Note 18. Other equity

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Securities Premium account			
Opening balance as per last balance sheet	271.77	271.77	271.77
Add/(Less) : Utilized during the year	-	-	-
Balance as at the year end	**271.77**	**271.77**	**271.77**
General Reserve			
Opening balance as per last balance sheet	387.57	387.57	382.86
Add: Transferred from Surplus in Statement of Profit and Loss/ capital reserve	-	-	4.71
Balance as at the year end	**387.57**	**387.57**	**387.57**
Retained earnings			
Opening balance as per last balance sheet	3,728.85	3,109.67	2,435.13
Add: Profit for the year	942.37	826.66	752.34
Less: Interim dividend on Equity shares	71.83	64.65	64.64
Less: Final Dividend on Equity shares	122.11	107.74	-
Less: Corporate Tax on Dividend	39.48	35.09	13.16
Balance as at the year end	4,437.80	3,728.85	3,109.67
Actuarial gain / (loss)			
Opening balance as per last balance sheet	(12.24)	-	-
Add/(less):Additions during the year (net of tax)	(0.21)	(12.24)	-
Balance as at the year end	(12.45)	(12.24)	-
Balance as at the year end	4,425.35	3,716.61	3,109.67
Other comprehensive income / (loss)			
Cash flow hedge reserve			
Opening balance as per last balance sheet	(18.06)	-	-
Add/(less):Effect of foreign exchange rate variations on hedging instrument (net of tax)	38.58	(18.06)	-
Balance as at the year end	**20.52**	**(18.06)**	**-**
Total	5,105.21	4,357.89	3,769.01

Nature of Reserves

Securities Premium : Securities premium account comprises of the premium on issue of shares. The reserve is utilized in accordance with the specific provisions of the Companies Act, 2013.

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

Cash Flow Hedge Reserve : The cash flow hedge reserve represents the cumulative effective portion of gains or losses arising on changes in fair value of designated portion of hedging instruments entered into for Cash flow hedges. The cumulative gain or loss arising on changes in fair value of the designated portion of the hedging instruments that are recognized and accumulated under the heading of cash flow reserve will be reclassified to statement of profit and loss only when the hedged items affect the profit or loss.

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 19. Non-current borrowings

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Unsecured			
Deferred sales tax (interest free)	0.63	1.26	1.89
Public deposits	-	27.41	28.88
Long term maturities of finance lease obligations (refer note 24 & 45)	71.42	48.47	49.76
Total	72.05	77.14	81.27

Note 20. Non current provisions

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Provision for employee benefits			
Compensated absences	73.07	56.39	43.88
Gratuity (refer note 41)	44.06	40.94	28.31
Retention bonus	-	-	-
Total	117.13	97.33	72.19

Note 21. Deferred Tax Liabilities (Net)

A. Break up of deferred tax balances

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Deferred tax liabilities			
Depreciation on property, plant, equipment and intangibles	286.98	278.80	252.59
	286.98	278.80	252.59
Deferred tax assets			
Expenditure allowable for tax purpose on payment basis	20.95	37.38	35.30
Cash flow hedge reserve	(10.96)	9.56	-
Employee benefit expenses	56.99	48.95	63.91
Other Temporary differences	21.53	41.46	59.99
	88.52	137.35	159.20
Total	198.46	141.45	93.39

B. Movement in opening and closing deferred tax balances

(₹ in million)

Particulars	Net balance March 31, 2018	Net balance March 31, 2017
Opening balance	(141.45)	(93.39)
Recognized in P&L	(36.61)	(64.10)
Recognized in OCI	(20.40)	16.04
Closing Balance	(198.46)	(141.45)

Note 22. Current borrowings

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Unsecured			
From banks			
Acceptances (includes principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year ended ₹16.30 million as on 1 April 2016)	-	-	171.38
Total	-	-	171.38

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 23. Trade payables

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Dues to Micro Enterprises and Small Enterprises (refer note 43)	14.91	14.68	15.62
Dues to Others	2,635.44	2,132.07	1,593.89
Total	**2,650.35**	**2,146.75**	**1,609.51**

Note:

1. Trade payables include payable to related parties (Refer note 35).
2. Trade payables are non interest bearing and generally settled in 30 to 60 days.

Note 24. Other financial liabilities

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Current maturities of long-term debts			
Deferred sales tax	2.21	1.58	0.95
Public deposits	27.98	2.42	27.00
Finance lease obligations (refer note 19 & 45)	1.77	0.79	0.09
	31.96	**4.79**	**28.04**
Interest accrued but not due on borrowings	1.69	1.11	3.00
Unclaimed dividends *	15.40	12.82	10.93
Employee benefits payable	194.89	168.04	185.20
Unclaimed matured deposits	0.33	0.31	0.20
Unclaimed interest on deposits	0.35	0.29	0.25
Capital creditors	60.90	45.71	35.45
Derivatives designated as cash flow hedges-foreign exchange forward contracts	-	39.34	-
Derivatives not designated as cash flow hedges-foreign exchange forward contracts	-	-	12.27
Others @	154.82	136.12	106.90
Total	**460.34**	**408.53**	**382.24**

*There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.
@ Includes discount payable to dealers ₹116.29 million as on March 31 2018 (₹97.96 as on March 31 2017 & ₹85.00 million as on 1 April 2016).

Note 25. Other current liabilities

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Statutory remittances (contribution to PF, ESIC, withholding taxes.)	39.79	42.08	35.18
Indirect taxes payable	48.46	78.12	68.12
Others (advance from customers, etc.)	11.52	24.37	40.57
Total	**99.77**	**144.57**	**143.87**

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 26. Current provisions

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Provision for employee benefits			
Compensated absences	10.95	8.87	7.06
Gratuity (refer note 41)	4.43	5.10	3.16
Superannuation	4.97	6.01	5.22
	20.35	**19.98**	**15.44**
Provision for others			
Warranty	52.89	54.26	83.48
Others	87.88	96.55	123.77
	140.77	**150.81**	**207.25**
Total	**161.12**	**170.79**	**222.69**

Notes:

1. Details of warranty provision

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Carrying amount as at 1st April	54.26	83.48	79.67
Additional Provision made during the year	48.29	28.64	59.96
Less : Amount paid / utilized during the year	49.66	57.86	56.15
Carrying amount as at March 31	52.89	54.26	83.48

2. 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, 2018 is likely to result in cash outflow within 12 months of the Balance Sheet date.

3. Details of other provision

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Carrying amount as at 1st April	96.55	123.77	115.00
Additional Provision made during the year	17.26	24.41	21.68
Less : Amount paid / utilized during the year	25.93	51.63	12.91
Carrying amount as at March 31	87.88	96.55	123.77

4. Other provision represents estimates made for probable claims arising out of litigations/disputes pending with authorities under various statutes. The probability and the timing of the outflow with regard to these matters depend on the ultimate settlement/conclusion with the relevant authorities.

Note 27. Revenue from operations

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Sale of products (including excise duty) (refer note below)		
Finished goods	18,375.10	16,318.06
Traded goods	231.29	283.19
	18,606.39	**16,601.25**
Sale of services	37.15	31.16
Other operating revenue		

Note 27. Revenue from operations *(Contd.)*

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Scrap sales	83.81	71.04
Export incentives	32.22	29.07
Net gain on foreign exchange fluctuation	25.42	(11.42)
Government incentive received (refer note below)	11.87	29.47
	153.32	**118.16**
Total	**18,796.86**	**16,750.57**

Note:

1. Sales includes excise duty collected from customers of ₹465.51 million (March 31, 2017 ₹1,544.68 million).
2. 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 recognized based on assessment of certainty of ultimate realisation. Refund of octroi duty and taxes reflected includes ₹11.87 million (Previous year ₹29.47 million) pertaining to earlier years recognized based on the aforesaid policy of revenue recognition.

Note 28. Other income

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Rental income	1.75	2.25
Dividend income from non current Investments	0.02	0.15
Income on financial asset carried at amortized cost		
Interest income on fixed deposits with banks	24.44	30.57
Other interest	7.81	7.02
Income on financial assets carried at fair value through profit or loss	29.15	7.00
Provisions no longer required written back	3.89	7.75
Miscellaneous income	3.69	3.48
Total	**70.75**	**58.22**

Note 29.

a. Cost of materials consumed

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Opening inventory	615.20	505.93
Add: Purchases	13,125.22	10,836.63
	13,740.42	**11,342.56**
Less: Closing inventory	726.47	615.20
Total	**13,013.95**	**10,727.36**

b. Purchase of Stock-in-trade

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Purchase of stock-in-trade	166.05	201.36
Total	**166.05**	**201.36**

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

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

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Inventories at the beginning of the year		
Finished goods	314.34	275.74
Work-in-progress	259.21	222.95
Stock-in-trade	31.43	25.02
	604.98	**523.71**
Inventories at the end of the year		
Finished goods	345.97	314.34
Work-in-progress	295.67	259.21
Stock-in-trade	37.06	31.43
	678.70	**604.98**
Total	**(73.72)**	**(81.27)**

Note 30. Employee benefit expenses

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Salaries, wages and bonus	1,111.97	892.23
Contributions to provident and other funds	68.77	55.49
Gratuity expense (refer note 41)	13.53	10.26
Staff welfare expenses	182.39	154.44
Total	**1,376.66**	**1,112.42**

Note 31. Finance costs

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Interest on Financial Liabilities - borrowings carried at amortized cost	17.81	28.81
Other borrowing costs (includes bank charges, etc.)	3.88	4.04
Net interest on net defined benefit liability	7.18	5.81
Total	**28.87**	**38.66**

Note 32. Depreciation and amortisation expense

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Depreciation of property, plant and equipment	348.33	337.05
Depreciation of investment property	0.24	0.09
Amortisation of intangible assets	34.36	16.13
Total	**382.93**	**353.27**

Note 33. Other expenses

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Consumption of stores and spare parts	229.52	225.89
Power and fuel	269.86	250.42
Rent	24.05	19.97
Contractual labour expenses	249.79	203.50

Note 33. Other expenses *(Contd.)*

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Repairs and maintenance		
Buildings	24.47	16.17
Machinery	191.58	157.42
Others	49.37	59.90
Insurance	15.09	16.71
Rates and taxes	13.16	21.51
Communication	16.76	15.86
Travelling and conveyance	89.85	81.70
Printing and stationery	11.66	9.60
Freight and forwarding	346.04	263.09
Business promotion expenses	20.87	18.42
Royalty	51.13	19.33
Expenditure towards corporate social responsibility (CSR) (refer to note 48)	19.38	15.78
Donations and contributions	2.67	0.25
Legal and professional fees	337.73	270.62
Loss on disposal of property plant and equipment (net)	0.38	2.42
Payments to auditors (refer note below)	6.66	8.08
Bad debts and advances written off	1.14	1.50
Directors fees and commission	20.20	11.66
Warranty costs	48.29	28.64
Miscellaneous expenses *	96.07	66.23
Total	**2,135.72**	**1,784.67**

* Miscellaneous expenses includes testing fees of ₹43.37 million (₹30.44 million in FY 2016-17) and Safety expenses of ₹10.91 million (₹10.14 million in FY 16-17).

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Payments to auditors		
As auditors	5.09	4.85
As tax auditors	0.86	0.86
For taxation matters	0.30	1.98
For other services	-	0.04
Reimbursement of expenses	0.41	0.35
Total	**6.66**	**8.08**

Note 34. Income taxes

a. Tax expense recognized in profit and loss

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Net current tax expense for the year	392.66	236.88
Net deferred income tax liability / (asset)		
Origination and reversal of temporary differences	36.61	64.10
Total	**429.27**	**300.98**

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 34. Income taxes *(Contd.)*

b. Tax expense recognized in other comprehensive income

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Items that will not be reclassified to profit or loss		
Remeasurements of the defined benefit plans	0.12	6.48
Items that will be reclassified to profit or loss		
The effective portion of gains and loss on hedging instruments in a cash flow hedge	(20.52)	9.56
Total	**(20.40)**	**16.04**

c. Reconcilation of effective tax rate

(₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Profit from operations	1371.64	1127.64
Tax at the Indian tax rate of 34.61%	474.72	390.28
Tax effects of amounts which are not taxable in calculating taxable income		
Tax impact on profit of unit eligible for deduction u/s 80IC	-	(17.90)
Weighted deduction on research and development expenditure	(33.90)	(93.67)
Other items	5.80	22.27
MAT credit entitlement	(17.35)	-
Total	**429.27**	**300.98**

Note 35. Related party disclosures

A. Names of related parties and related party relationship

Relationships

Category I - Holding Company

Asia Investments Private Limited

Category II- Fellow Subsidiaries

Anand Automotive Private Limited

Anand I-Power Limited (erstwhile Perfect Circle India Limited 'PCIL')

Victor Gaskets India Limited

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

Category III- Individuals having control or significant influence over the Company by reason of voting power and their relatives

Mrs. Anjali Singh- Chairperson

Category IV- Enterprise, over which control is held by individuals or through relative listed in 'Category III' above

Anchemco Anand LLP (erstwhile Anchemco)

Anfilco Limited

Category V- Other Related Parties

Spicer India Private Ltd.

Mahle Behr India Private Ltd.

Haldex India Pvt. Ltd.

Mahle Filter systems India Private Ltd.

Mando Automotive India Pvt. Ltd.

Takata India Private Limited

Henkel Anand India Private Limited (erestwhile Henkel Toroson India Pvt Ltd.)

Federal -Mogul Anand Sealings India Ltd. (erstwhile Anand I -Seal Ltd.)

C Y Myutec Anand Private Limited (Formerly C Y Myutec Pvt Ltd.)

Faurecia Emission Control Systems Koreo Co. Ltd.

Valeo Service India Auto Parts India Pvt Ltd.

SNS Foundation

Deep C Anand Education Trust

Dytek India Limited

Category VI - Key Management Personnel (KMP)

Mrs. Anjali Singh (Chairperson)

Mr. Manoj Kolhatkar (Managing Director)

Mr. Jagdish Kumar (Director)

Mr. Aditya Vij (Independent Director)

Mr. Pradipta Sen (Independent Director)

Mr. Atul Khosla (Independent Director) (Till 23 Oct 2017)

Mr. Pradeep Banerjee (Independent Director) w.e.f 14 Dec 2017

Mr. Rajendran Arunachalam (Chief Financial Officer)

Mr. Nilesh Jain (Company Secretary)

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 35. Related party disclosures *(Contd.)*

B. Transactions with Related parties

Summary of Related Party Transactions for the Year

(₹ in million)

Particulars	Holding Company		Fellow Subsidiary Companies		Enterprises over which control is exercised by Individuals having Significant influence over the Company.		Other Related Parties		Key Management Personnel		Total	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Transactions during the year												
Sales of products and services	-	-	0.53	3.44	-	-	185.82	112.93	-	-	186.35	116.37
Refund of Intercorporate deposits	-	-	40.00	-	-	-	-	-	-	-	40.00	-
Recovery of expenses from related parties	0.02	0.16	20.13	28.20	-	-	14.15	13.23	-	-	34.30	41.59
Purchase of raw material and components and services	-	-	283.74	235.15	14.63	15.30	1.05	1.20	-	-	299.43	251.65
Reimbursement of expenses	-	-	8.52	10.50	0.58	0.35	13.19	0.87	0.92	1.37	23.21	13.10
Remuneration to key management personnel	-	-	-	-	-	-	-	-	66.95	37.30	66.95	37.30
Contribution to CSR activity	-	-	-	-	-	-	19.36	15.78	-	-	19.36	15.78
Purchase of Investment Property	-	-	18.02	-	-	-	-	-	-	-	18.02	-
Sale of Residential flats	-	-	-	-	-	-	13.86	-	-	-	13.86	-
Sale of Vehicle	-	-	-	-	-	-	-	-	-	0.09	-	0.09
Director's sitting fees	-	-	-	-	-	-	-	-	0.20	0.21	0.20	0.21
Commission paid to Directors	-	-	-	-	-	-	-	-	20.00	11.50	20.00	11.50
Rent Received	-	-	1.64	0.48	-	-	4.25	0.68	-	-	5.89	1.16
Dividend Paid	117.62	103.86	-	-	-	-	-	-	0.87	0.78	118.49	104.64
Rent paid	-	-	7.39	5.48	5.58	3.27	2.32	1.47	-	-	15.29	10.21

C. Balances outstanding

(₹ in million)

Balances	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Holding Company			
Trade receivables	-	0.02	23.07
Fellow Subsidiary Companies			
Trade receivables	0.18	0.13	0.47
Trade payables and other liabilities	(28.25)	(20.59)	-
Deposits Given**	30.76	63.18	56.41
Enterprises over which control is exercised by Individuals having Significant influence over the Company.			
Trade payables and other liabilities	(4.50)	(3.43)	(1.66)
Other Related Parties			
Trade receivables	39.78	24.39	20.92
Trade payables and other liabilities	(1.18)	(0.91)	(1.06)
Short Term Security Deposits	0.24	0.24	-
Key Managerial Personnel			
Trade receivables	0.08	-	0.05
Trade payables and other liabilities	(0.07)	-	(0.02)

Terms and conditions for outstanding balances

1. All outstanding balances are unsecured and repayable in cash.

** 2. Deposits given to Holding Company are at amortized cost. Historical Cost of Deposits given is ₹83.2 Million (As on 31 Mar 2017 - ₹123.2 Million; As on 1 Apr 2016- ₹123.2 Million).

3. Payables/liabilities are denoted in brackets.

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 35. Related party disclosures *(Contd.)*

D. Compensation of Key Management Personnel

(₹ in million)

Nature of Transaction/Related Party	March 31 2018	March 31, 2017
Short-term Employee Benefits	77.11	42.03
Long Term employee Benefits	4.80	3.21
Post-employment benefits	5.24	3.46
***Total**	**87.15**	**49.10**

*Does not include reimbursement of expenses and dividend paid on the shares held by KMPs.

Note 36. Fair value measurement

1. Categories of Financial Instruments

(₹ in million)

Particulars	Note	As at March 31, 2018		As at March 31, 2017		As at 1st April, 2016	
		Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
A Financial Assets							
a) Measured at amortized cost							
Cash and cash equivalents	13	179.54	179.54	39.55	39.55	351.40	431.11
Other bank balances	14	220.46	220.46	12.92	12.92	11.03	10.99
Investment in Bonds/Debentures & Government or Trust Securities	4	0.01	0.01	0.01	0.01	0.01	0.01
Loans	5&11	18.46	18.46	15.66	15.66	14.75	33.55
Trade receivables	12	2,791.50	2,791.50	2,117.86	2,117.86	1,923.73	1,916.72
Other financial assets	6&15	209.15	209.15	613.69	613.69	136.81	89.63
		3,419.12	**3,419.12**	**2,799.69**	**2,799.69**	**2,437.73**	**2,482.01**
b) Measured at Fair value through Profit or Loss							
Equity shares	4	0.37	0.37	0.37	0.37	4.74	4.74
Investment In Mutual Funds	10	622.77	622.77	282.88	282.88	-	-
		623.14	**623.14**	**283.25**	**283.25**	**4.74**	**4.74**
c) Derivatives measured at fair value							
Derivative instruments designated as hedging instruments	15	37.48	37.48	-	-	-	-
		37.48	**37.48**	-	-	-	
Total		**4,079.74**	**4,079.74**	**3,082.94**	**3,082.94**	**2,442.47**	**2,486.75**

(₹ in million)

Particulars	Note	As at March 31, 2018		As at March 31, 2017		As at 1st April, 2016	
		Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
A Financial liabilities							
a) Measured at amortized cost							
Borrowings	19, 22&24	105.70	105.70	83.04	83.04	283.69	283.69
Trade payables	23	2,650.35	2,650.35	2,146.75	2,146.75	1,609.51	1,609.51
Other financial liabilities	24	426.69	426.69	363.29	363.29	351.20	351.20
		3,182.74	**3,182.74**	**2,593.08**	**2,593.08**	**2,244.40**	**2,244.40**

Note 36. Fair value measurement *(Contd.)*

(₹ in million)

Particulars	Note	As at March 31, 2018		As at March 31, 2017		As at 1st April, 2016	
		Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
b) **Derivatives measured at fair value**							
Derivative instruments designated as hedging instruments	24	-	-	39.34	39.34	-	
Derivative instruments not designated as hedging instruments	24	-	-	-	-	12.27	12.27
Total		3,182.74	3,182.74	2,632.42	2,632.42	2,256.67	2,256.67

2. Fair value hierarchy

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels:
Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Derivatives are valued using valuation techniques with market observable inputs such as foreign exchange spot rates and forward rates at the end of the reporting period, yield curves, risk free rate of returns, volatility etc., as applicable.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

If one or more of the significant inputs is not based on observable market data, the fair value is determined using generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparty.

The fair value of trade receivables, trade payables and other Current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are Non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis.

There has been no change in the valuation methodology for Level 3 inputs during the year. The Company has not classified any material financial instruments under Level 3 of the fair value hierarchy. There were no transfers between Level 1 and Level 2 during the year.

Company does not undertake Interest Rate Swaps exposures as per the Gabriel Internal Policy reference no. 2.20. Foreign Currency Transactions.

The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis

(₹ in million)

Particulars	Fair Value Hierarchy (Level)	Fair value		
		As at March 31, 2018	As at March 31, 2017	As at 1st April, 2016
Financial Assets				
Measured at Fair value through Profit or Loss				
Equity shares	3	0.37	0.37	4.74
Investment In Mutual Funds	2	622.77	282.88	-
		623.14	283.25	4.74
Derivatives measured at fair value				
Derivative instruments designated as hedging instruments	2	37.48	-	-
		37.48	-	-
Total		660.62	283.25	4.74
Financial liabilities				
Derivatives measured at fair value				
Derivative instruments designated as hedging instruments	2	-	39.34	-
Derivative instruments not designated as hedging instruments	2	-	-	12.27
Total		-	39.34	12.27

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 37. Financial Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. In order to minimize any adverse effects on the financial performance of the Company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as a trading or speculative instruments.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, Trade receivables, financial assets measured at amortized cost	Aging analysis and historical data	Diversification of bank deposits and monitoring of Trade receivables on a monthly basis
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	1. Availability of committed credit lines and borrowing facilities 2. Diversification of bank deposits, credit limits, investment in liquid mutual funds 3. Monitoring cash flows and matching maturity profiles of assets and liabilities"
Market risk- Security Prices	Investment in equity securities and mutual funds	Sensitivity analysis	Portfolio diversification and focus on credit risk free investment
Commodity Price Risk	Change in the price index of Steel, Aluminum		Back to back recovery from customers and Price corrections
Market risk - foreign exchange	Future commercial transactions and Recognized financial assets and liabilities not denominated in Indian rupee (INR)	Cash flow Forecasting and sensitivity analysis	Forward foreign exchange contracts, Foreign currency options

The Company's risk management is carried out by the Finance Department under policies approved by the Board of Directors. Finance Department identifies, evaluates and hedges financial risks. The Board provides written policies covering specific areas such foreigh exchange risk, interest rate risk, credit risk, use of derivatives financial instruments and non derivatives financial instruments and investment of excess liquidity.

(A) Credit risk

Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, security deposits classified at amortized cost as well as credit exposures to trade receivables.

i. **Credit risk management**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions, investment in mutual funds, other receivables and deposits, foreign exchange transactions and other financial instruments.

ii) **Trade receivables**

Customer credit risk is managed thourgh the Company's established policy, procedures and control relating to customer credit risk management. Further, Company's customers includes Original Equipment Manufacturers (OEMs) and After Market (AM) dealers having long standing relationship with the Company. Outstanding customer receivables are regularly monitored and reconciled. At March 31, 2018, receivable from **Company's top 10** customers accounted for approximately **76 % of sales (March 31, 2017: 75%)** of which **13% (March 31, 2017: 12%)** are receivables outstanding. An impairment analysis is performed at each reporting date on an individual basis for major clients. The calculation is based on historical data. The Company does not hold collateral security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries.

(₹ in million)

Trade Receivables under Simplified Approach (under March 31, 2018)					
Expected Credit Loss	Not due	0-180 days	180-365 days	365 days and above	Total
Gross Carrying amount	2415.60	369.88	6.00	14.11	2805.61
Expected Credit Loss (%)	-	-	-	100%	-
Expected Credit Loss	-	-	-	14.11	14.11
Carrying Amount of Trade Receivables	**2415.60**	**369.88**	**6.00**	**-**	**2791.50**

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 37. Financial Risk Management *(Contd.)*

During the year ended March 31 2018, the Company has written off of trade receivables of ₹1.14 million as it does not expect to recover the same.

(₹ in million)

Trade Receivables under Simplified Approach (under March 31 2017)					
Expected Credit Loss	Not due	0-180 days	180-365 days	365 days and above	Total
Gross Carrying amount	1763.06	343.43	11.37	15.80	2133.66
Expected Credit Loss (%)	-	-	-	100%	-
Expected Credit Loss	-	-	-	15.80	15.80
Carrying Amount of Trade Receivables	**1763.06**	**343.43**	**11.37**	**-**	**2117.86**

During the ended March 31 2017, the Company has written off of trade receivables of ₹1.29 million as it does not expect to recover the same.

(₹ in million)

Trade Receivables under Simplified Approach (under April 1 2016)					
Expected Credit Loss	Not due	0-180 days	180-365 days	365 days and above	Total
Gross Carrying amount	1520.33	389.45	13.96	20.79	1944.52
Expected Credit Loss (%)	-	-	-	100%	-
Expected Credit Loss	-	-	-	(20.79)	(20.79)
Carrying Amount of Trade Receivables	**1520.33**	**389.45**	**13.96**	**-**	**1923.73**

During the ended March 31 2016, the Company has written off trade receivables of ₹0.51 million as it does not expect to recover the same.

(₹ in million)

Reconciliation of loss allowance provision	
Loss Allowance as on 1 Apr 2016	20.79
Changes in Loss Allowance	(4.99)
Loss Allowance as on 31 Mar 2017	15.80
Changes in Loss Allowance	(169)
Loss Allowance as on 31 Mar 2018	**14.11**

iii) Other receivables, deposits with banks and loans given

Credit risk from balances with banks, financial institutions and mutual funds is managed in accordance with the Company's approved investment policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on regular basis and the said limits are revised as and when appropriate. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(B) Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the dynamic nature of the underlying businesses, Company's treasury maintains flexibility in funding by maintaining availability under committed credit lines.

The development of financial assets and liabilities is monitored on an ongoing basis. Internal directives regulate the duties and responsibilities of liquidity management and planning. Management monitors rolling forecasts of the Company`s liquidity position and cash and cash equivalents on the basis of expected cash flows.

(i) Financing Arrangement

The Company has obtained fund and non-fund based working capital line from Banks. The Company invests its surplus funds in bank fixed deposit and liquid schemes of mutual funds, which carry no/low mark to market risks.

(ii) Maturities of financial liabilities

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

- all non-derivative financial liabilities and
- net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 37. Financial Risk Management *(Contd.)*

The amounts disclosed in the table are the contractual undiscounted cash flows.

(₹ in million)

Contractual maturities of Financial Liabilities 31 Mar 18	Less than 1 year	1 to 5 years	> 5 years
Non Derivatives			
Borrowings	31.88	0.63	-
Obligations under finance lease	1.77	9.36	62.06
Trade Payables	2,650.35	-	-
Other Financial Liabilities	426.69	-	-
Total	**3,110.69**	**9.99**	**62.06**

(₹ in million)

Contractual maturities of Financial Liabilities 31 Mar 17	Less than 1 year	1 to 5 years	> 5 years
Non Derivatives			
Borrowings	5.11	28.67	-
Obligations under finance lease	0.79	3.24	45.23
Trade Payables	2,146.75	-	-
Other Financial Liabilities	363.29	-	-
Total	**2,515.94**	**31.91**	**45.23**
Derivatives (net settled)			
Foreign exchange forward contracts	39.34	-	-
Total	**39.34**	**-**	**-**

(₹ in million)

Contractual maturities of Financial Liabilities 1 April 16	Less than 1 year	1 to 5 years	> 5 years
Non Derivatives			
Borrowings	203.69	30.14	-
Obligations under finance lease	0.09	3.57	46.20
Trade Payables	1,609.51	-	-
Other Financial Liabilities	351.20	-	-
Total	**2,164.49**	**33.71**	**46.20**

C) **Interest Rate Risk**
Given the limited quantum of borrowing, the Company is not exposed to significant interest rate risk.

D) **Commodity price sensitivity**
The Company has significant usage of commodities like Steel, Oil, Aluminium exposing it to price risk arsing out of market fluctuations. Commodity price risk exposure is evaluated and managed through procurement and other related operating policies. As the Company has a back to back pass through arrangements for volatility in raw material prices there is limited impact on the profit and loss and equity of the Company.

(E) **Market risk – Foreign currency risk**
The Company enters into international transactions and is exposed to resultant foreign exchange risk, primarily with respect to the US$, CNH (RMB), EUR and JPY. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the Company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the hedges is to minimize the volatility of the INR cash flows of highly probable forecast transactions.

The Company uses a combination of foreign currency option contracts and foreign exchange forward contracts to hedge its exposure in foreign currency risk. As per the risk management policy, foreign exchange forward contracts and foreign currency options contracts are permitted to hedge the foreign currency risk. The Company's policy of hedging is as explained below

Note 37. Financial Risk Management *(Contd.)*

Particulars	% of Exposure sought to be hedged
Expected Exposure in next 12 months	25%
Expected Exposures in next 9 months	50%
Expected Exposures in next 6 months	75%
Expected Exposures in next 3 months	100%

a. Foreign currency risk exposure

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹, are as follows

Particulars	March 31, 2018				March 31, 2017				April 1, 2016			
	USD	CNH	EUR	JPY	USD	CNH	EUR	JPY	USD	CNH	EUR	JPY
Financial Liabilities												
Trade Payables	11.50	98.36	7.26	7.81	5.17	41.68	5.83	4.65	14.27	3.46	1.03	16.38
Trade Receivables	(57.55)	-	-	-	(17.68)	-	-	-	(13.32)	-	-	-
Net Exposure	**(46.05)**	**98.36**	**7.26**	**7.81**	(12.51)	41.68	5.83	4.65	0.95	3.46	1.03	16.38

b. Un Hedged Foreign currency risk exposure

The Company's exposure to unhedged foreign currency risk at the end of the reporting period expressed in ₹, are as follows

(₹ in million)

Particulars	March 31, 2018				March 31, 2017				April 1, 2016			
	USD	CNH	EUR	JPY	USD	CNH	EUR	JPY	USD	CNH	EUR	JPY
Financial Liabilities												
Trade Payables	5.86	7.51	0.38	42.98	5.65	4.15	0.45	25.73	-	-	0.09	0.90
Trade Receivables	-	-	-	-	(17.68)	-	-	-	(13.32)	-	-	-
Net Exposure	**5.86**	**7.51**	**0.38**	**42.98**	(12.03)	4.15	0.45	25.73	(13.32)	-	0.09	0.90

c. Sensitivity

A reasonably possible strengthening (weakening) of the India Rupee against foreign currencies at year ended March 31 would have affected the measurement of unhedged financial instruments denominated in foreign currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

(₹ in million)

Sensitivity	March 31, 2018		March 31, 2017		March 31, 2016	
	Impact on Profit After Tax		Impact on Profit After Tax		Impact on Profit After Tax	
1% Movement	Strengthening	Weakening	Strengthening	Weakening	Strengthening	Weakening
CNH	0.02	(0.02)	0.16	(0.16)	-	-
EUR	0.00	(0.00)	0.01	(0.01)	(0.00)	0.00
JPY	0.20	(0.20)	0.78	(0.78)	0.04	(0.04)
USD	0.02	(0.02)	0.19	(0.19)	-	-

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 37. Financial Risk Management *(Contd.)*

(₹ in million)

Impact of Hedging Activities - for Cash flow Hedge as on March 31 2018			
Type of Hedge	Nominal Value in Foreign Currency	Nominal Value Amount (in ₹)	Currency
Cash Flow Hedge - Foreign Exchange Risk			
Foreign Exchange Forward Contracts	77.52	786.42	CNH
	1.56	127.20	EUR
	52.71	32.47	JPY

(₹ in million)

Impact of Hedging Activities - for Cash flow Hedge as on March 31 2017			
Type of Hedge	Nominal Value in Foreign Currency	Nominal Value Amount (in ₹)	Currency
Cash Flow Hedge - Foreign Exchange Risk			
Foreign Exchange Forward Contracts	46.90	474.56	CNH
	0.86	66.46	EUR
	41.44	27.45	JPY
	0.30	21.51	USD

(₹ in million)

Impact of Hedging Activities - for Cash flow Hedge as on April 1 2016			
Type of Hedge	Nominal Value in Foreign Currency	Nominal Value Amount (in ₹)	Currency
Cash Flow Hedge - Foreign Exchange Risk			
Foreign Exchange Forward Contracts	19.98	211.13	CNH
	0.18	14.00	EUR
	26.25	16.50	JPY
	5.13	356.22	USD

The Company's Hedging Policy only allows for effective Hedge relationships to be established. Hedge effectiveness is determined at the inception of hedge relationship and through periodic prespective effectiveness assessments to ensure economic relationship exists between the Hedge item and Hedge instrument.

The Company enters into hedge relationships where the critical items of the hedging instrument match with the terms of hedge items, therefore a qualitative assessment of effectiveness is performed. Ineffectiveness is recorded in the Statement of Profit and Loss.

(₹ in million)

Movement in Cash Flow Hedge	
Risk Category	Foreign Currency Risk (Foreign Exchange Forward Contract)
Cash flow Hedge reserve	
As at 1 April 2016	-
Changes in Fair value of Foreign exchange- Forward contract	(27.62)
Deferred tax relating to above	9.56
As an March 31 2017	**(18.06)**
Changes in Fair value of Foreign exchange- Forward contract	59.10
Deferred tax relating to above	(20.52)
As on March 31 2018	**20.52**

Note 38. Disclosure under Cash Flow

Non Cash Items (₹ in million)

Particulars	Note	As at April 1, 2017	Cash flows	Non-cash changes			As at March 31, 2018
		Opening		Acquisition	Foreign exchange movements	Fair value changes	Closing
Long-term borrowings	19	28.67	(28.04)	-	-	-	0.63
Lease liabilities	19 & 24	49.26	(1.29)	25.22	-	-	73.19
Interest accrued	24	1.11	0.58	-	-	-	1.69
Current Maturities on long term borrowings	24	4.00	26.19	-	-	-	30.19
Total		83.04	(2.56)	25.22	-	-	105.70

Notes 39. Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

Risk Management

The Company has equity capital and other reserves attributable to the equity shareholders, as the primary source of capital with limited reliance on borrowings/ debts.

The amount of dividend payments are as follows (₹ in million)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
(i) Dividend Recognized		
Final Dividend for the year ended March 31, 2017 of ₹0.85 per share (March 31, 2016-₹0.75 per share)	122.11	107.74
Interim Dividend for the year ended 31 Mar 2018 of ₹0.50 per share (March 31, 2017- ₹0.45 per share)	71.83	64.65
	193.94	172.39
(ii) Dividends not recognized at the end of the reporting period		
In addition to the above dividends, since the year ended the directors have recommended the payment of a final dividend of ₹0.90 per fully paid equity share for the year ended March 31,2018 (March 31, 2017- ₹0.85). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting	129.28	122.11

Note 40. Segment Reporting

Information reported to the Chief Operating Decision Maker (CODM) for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided. The Company is in the business of manufacture and sale of automobile components, which in the context of Indian Accounting Standard 108 'Segment Information' represents single reportable business segment. The accounting policies of the reportable segments are the same as the accounting policies disclosed in Note 1. The revenues, total expenses and net profit as per the Statement of Profit and Loss represents the revenue, total expenses and the net profit of the sole reportable segment.

Geographical information

The Company primarily operates in India and its revenue from operations from external customers by location of operations and information about its non-current assets by location of assets are detailed below

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Revenue from Operations (Net of Excise duty) (₹ in million)

Particulars	March 31 2018	March 31 2017
Revenue from External Customers		
India	18,155.56	16,091.69
Outside India	641.30	658.88
Gross	18,796.86	16,750.57
Less: Excise duty	465.51	1,544.68
Total	**18,331.35**	**15,205.89**

Net Current assets/(liabilities) (₹ in million)

Particulars	March 31 2018	March 31 2017	01 April 2016
India	2,160.81	1,208.78	1,209.07
Outside India	59.11	7.41	(17.55)
Total	**2,219.92**	**1,216.19**	**1,191.52**

Note 41. Disclosure in accordance with IND AS – 19 on Employee Benefits

a) Defined contribution plans

The Company has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per local regulations. The contributions are made to provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

Contributions are made to employees family pension fund in India for employees as per local regulations. The contributions are made to provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The Company has recognized the following amount in the Statement of Profit and Loss for the year.

(₹ in million)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Contribution to Employees Provident Fund	49.65	42.87
Contribution to Superannuation Fund	4.52	4.86
Contribution to National Pension Scheme	4.97	3.10
Contribution to other Funds (ESIC,Labour welfare funds)	9.63	4.66
Total	**68.77**	**55.49**

b) Post-employment obligations

Gratuity

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to fund managed by Life Insurance Corporation of India. Contributions are made as per the working by LIC of India.

The amounts recognized in the balance sheet and the movements in the net defined benefit obligation over the year are as follows

(₹ in million)

Particulars	Present Value of Obligation	Fair Value of Plan assets	Total
As at April 1, 2016	91.83	(60.36)	31.47
Current service cost	10.26	-	10.26
Interest expenses/(income)	7.16	(5.30)	1.87
Total Amount recognized in profit and loss	**17.42**	**(5.30)**	**12.13**
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	-	-

Note 41. Disclosure in accordance with IND AS – 19 on Employee Benefits *(Contd.)*

(₹ in million)

Particulars	Present Value of Obligation	Fair Value of Plan assets	Total
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	8.17	(0.13)	8.04
Experience (gains)/losses	10.78	(0.10)	10.69
Total amount recognized in Other comprehensive income	**18.95**	**(0.23)**	**18.72**
Employer contribution	-	(16.27)	(16.27)
Benefits payments	(4.56)	4.56	-
As at March 31, 2017	**123.65**	**(77.60)**	**46.05**
Current service cost	13.53	-	13.53
Interest expenses/(income)	8.53	(5.73)	2.80
Total amount recognized in Profit and loss	**22.06**	**(5.73)**	**16.33**
Remeasurements			
(Gain)/loss from change in financial assumptions	(8.42)	0.64	(7.79)
Experience (gains)/losses	9.39	(1.27)	8.12
Total amount recognized in Other Comprehensive Income	**0.97**	**(0.64)**	**0.33**
Employer contribution	-	(14.23)	(14.23)
Benefits payments	(10.32)	10.32	-
	146.67	**(98.19)**	**-**
As at March 31, 2018	136.36	(87.87)	48.48

The net liability disclosed above relates to funded and unfunded plans are as follows

(₹ in million)

Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Present value of obligation	136.36	123.65	91.83
Fair value of plan assets	(87.87)	(77.60)	(60.36)
Deficit of funded plan	48.48	46.05	31.47

The Company has no legal obligation to settle the deficit in the funded plans with an immediate contribution or additional one off contributions. The Company intends to continue to contribute the defined benefit plans as per the demand from LIC of India.

The significant estimates and actuarial assumptions were as follows

Particulars	As At		
	March 31, 2018	March 31, 2017	April 1, 2016
a) Discount rate	7.90%	7.20%	8.00%
b) Expected rate of return on plan assets	7.20%	8.00%	7.80%
c) Salary escalation rate	6.00%	6.00%	6.00%
d) Normal retirement age	55 ,58 & 60	55 ,58 & 60	55 ,58 & 60
e) Mortality table	As per Indian Assured Lives Mortality (2006-08)As per Indian Assured Lives Mortality (2006-08)	As per Indian Assured Lives Mortality (2006-08)As per Indian Assured Lives Mortality (2006-08)	As per Indian Assured Lives Mortality (2006-08)As per Indian Assured Lives Mortality (2006-08)
f) Employee turnover			
Age upto 30 years	10.00% per annum	10.00% per annum	10.00% per annum
Age 31 - 44 years	4.00% per annum	4.00% per annum	4.00% per annum
Age above 44 years	2.00% per annum	2.00% per annum	2.00% per annum

The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 41. Disclosure in accordance with IND AS – 19 on Employee Benefits *(Contd.)*

Sensitivity analysis: The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions.

(₹ in million)

Particulars	Change in assumption		Impact on defined benefit obligation			
			Increase in present value of obligation		Decrease in present value of obligation	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Discount rate	1.00%	1.00%	125.65	113.57	148.65	135.27
Salary escalation rate	1.00%	1.00%	147.42	134.11	126.52	114.38
Withdrawal rate	1.00%	1.00%	137.91	124.56	134.63	122.63

Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed

i) **Asset volatility :** All plan assets are maintained in a trust managed by a public sector insurer viz.LIC of India.LIC has a sovereign guarantee and has been providing consistent and competetive returns over the years.The Company has opted for a traditional fund wherein all assets are invested primarily in risk averse markets. The Company has no control over the management of funds but this option provides a high level of safety for the total corpus. A single account is maintained for both the investment and claim settlement and hence 100% liquidity is ensured. Also interest rate and inflation risk are taken care of.

ii) **Changes in bond yields:** A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of plans' bond holdings.

iii) **Future salary increase and inflation risk:** Since price inflation and salary growth are linked economically, they are combined for disclosure purposes. Rising salaries will often result in higher future defined benefit payments resulting in a higher present value of liabilities especially unexpected salary increases provided at management's discretion may lead to uncertainities in estimating this increasing risk.

Asset-Liability mismatch risk: Risk which arises if there is a mismatch in the duration of the assets relative to the liabilities. By matching duration with the defined benefit liabilities, the Company is successfully able to neutralize valuation swings caused by interest rate movements. Hence Company is encouraged to adopt asset-liability management.

The Company's assets are maintained in a trust fund managed by public sector insurance via, LIC of India. LIC has been providing consistent and competitive returns over the years. The plan asset mix is in compliance with the requirements of the respective local regulations.

g) Defined benefit liability and employer contributions
The weighted average duration of the defined benefit obligation is 12 years . The expected maturity analysis of gratuity is as follows

(₹ in million)

Defined benefit obligation - gratuity	Less than 1 year	between 1-2 years	between 2-5 years	over 5 years	Total
March 31, 2018	12.45	12.91	40.90	117.53	183.79
March 31, 2017	13.70	8.15	36.36	81.10	139.31
April 1, 2016	9.22	5.07	29.58	67.80	111.67

h) Plan assets

(₹ in million)

	March 31, 2018	March 31, 2017
	Unquoted	Unquoted
Investment funds		
Investments with Insurer (Life Insurance Corporation of India)	87.87	77.60
Total	**87.87**	**77.60**

Note 42. Contingent liabilities and commitments (to the extent not provided for)

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Contingent liabilities			
Disputed Direct and Indirect Tax matters			
a) Company in appeal	312.71	253.14	219.14
b) Matters decided in Company's favour, tax authorities in appeal before the High Court	12.26	12.26	12.26
c) Others	1.38	19.41	20.46

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Claims against the Company, not acknowledged as debts (refer below for details)	314.09	314.18	287.98

1. Local authority duties/taxes on property, utilities etc. disputed by the Company relating to issues of applicability and determination aggregating ₹184.96 million (Previous year ₹184.96 million).
2. Third party claims arising from disputes relating to contracts aggregating ₹0.40 million. (Previous year ₹0.40 million).
3. Other matters aggregating ₹128.73 million (Previous year ₹128.82 million).

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Commitments			
Estimated amount of unexecuted capital contracts	151.30	54.17	35.72
(net of advances and deposits)			
Others			
Guarantees issued by banks on behalf of the Company	10.70	22.33	23.51
Letter of Credit issued by banks on behalf of the Company	-	21.37	5.61

Note 43. 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 March 31, 2018	As at March 31, 2017	As at April 1, 2016
a) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	14.91	14.68	* 31.92
b) Interest due to suppliers registered under the MSMED Act for the year and remaining unpaid as at year end	-	-	-
c) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	158.39	259.56	156.09
d) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-	-
e) Interest due and payable towards suppliers registered under MSMED Act, for payments already made	3.24	1.47	1.59

The information has been given in respect of such vendors to the extent they could be identified as 'Micro and Small Enterprises' on the basis of the information available with the Company.

*Includes principal amount due to supplier registered under the MSMED Act and remaining unpaid as at year ended ₹16.30 million as on 1 April 2016 classified under current borrowings (refer note 22).

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 44. 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	
	Chakan Center		Nashik Center		Hosur Center			
	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2018	For the year ended March 31, 2017	For the year ended March 31, 2018	For the year ended March 31, 2017
Capital Expenditure								
- Machinery and Equipment	21.08	91.18	4.19	1.42	7.35	1.94	32.63	94.54
- Land and buildings								
Total Capital Expenditure	**21.08**	**91.18**	**4.19**	**1.42**	**7.35**	**1.94**	**32.63**	**94.54**
Revenue Expenditure								
- Manpower expenses	62.17	59.47	5.96	5.24	30.36	23.05	98.49	87.76
- Material and consumables	3.74	1.76	1.19	0.04	13.18	5.64	18.11	7.43
- Other expenses	37.67	32.70	1.26	1.70	7.74	8.45	46.67	42.86
Net Revenue Expenditure	**103.58**	**93.94**	**8.40**	**6.97**	**51.28**	**37.14**	**163.27**	**138.05**
Total Capital & Revenue Expenditure	**124.66**	**185.12**	**12.60**	**8.40**	**58.63**	**39.07**	**195.89**	**232.59**

Note 45. Lease

A. As Lessee in a Finance Lease

The Company has acquired vehicles and solar power plant* under finance lease agreements. The future minimum lease payments under these lease agreements as on March 31, 2018 are as follows

(₹ in million)

Period	As at March 31, 2018		As at March 31, 2017		As at 1st April, 2016	
	Minimum Lease payments	Present value of Minimum Lease payments	Minimum Lease payments	Present value of Minimum Lease payments	Minimum Lease payments	Present value of Minimum Lease payments
Not later than one year	10.06	1.77	7.02	0.79	6.42	0.09
Later than one year but not later than five years	39.41	9.36	26.42	3.24	27.46	3.57
Later than five years	122.44	62.06	105.33	45.23	111.90	46.19
	171.91	**73.19**	**138.78**	**49.26**	**145.78**	**49.85**
Less: Amounts representing finance charges	98.72		89.52		95.93	
Total	**73.19**	**73.19**	**49.26**	**49.26**	**49.85**	**49.85**

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

B. As Lessee in a Operating Lease

The Company has entered into operating lease arrangements for factory shed, residential premises, godown. Lease arrangements provide for cancellation by either party and also contain a provision for renewal of the lease agreement.

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017	As at 1 April, 2016
Minimum lease payments under operating leases recognized as expense in the year	24.05	19.97	12.81

Note 45. Lease *(Contd.)*

Commitment for minimum lease payment in relation to non cancellable operating lease.

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Due not later than one year	1.29	0.84	0.79
Due later than one year but not later than five years	2.21	2.16	2.52
Later than five years	-	1.21	1.69
Total	**3.50**	**4.21**	**5.00**

Note 46. Earnings per share

(₹ in million)

Particulars	As at March 31, 2018	As at March 31, 2017
Profit attributable to Equity shareholders (₹ in million)-(A)	942.37	826.66
Basic/Weighted		
Average number of Equity Shares outstanding during the year - (B)	14,36,43,940	14,36,43,940
Nominal Value of Equity shares (₹)	1	1
Basic/diluted Earning per share (₹) – (A)/(B)	**6.56**	**5.75**

Note 47. During the financial year 2008-09, the Company had 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 ₹15.87 million was paid to the Executive Directors in excess of the limits prescribed under Section II of Part II of Schedule XIII of The Companies Act, 1956. The Company had obtained the Shareholders approval for these excess payments, in the Annual General Meeting held on July 28, 2009 and the same was charged to Statement of Profit and Loss of the said year. Central government had given approval in respect of payment to one of the Directors. The Company has subsequently applied to the Central Government for approval of the excess payments for the following

(₹ in million)

Sr. No.	Name of Person	Total amount Paid	Amount Allowed	Amount Disallowed
1	Mr. Arvind Walia	9.90	5.18	4.72
2	Mr.K N Subramaniam	5.97	Nil	5.97

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

Note 48. During the year, the Company was required to spend ₹19.36 million and has incurred CSR expenses of ₹19.38 million (Previous year ₹15.78 million) 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 49. Previous year figures have been re-grouped/reclassified wherever necessary to conform to current year's classification.

Note 50. First time adoption of Ind AS

Transition to Ind AS

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

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

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 50. First time adoption of Ind AS *(Contd.)*

A Exemptions and exceptions availed

Below mentioned are the applicable IndAS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

Ind AS optional exemptions

1 Deemed cost

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per previous GAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets and investment property covered by Ind AS 40 Investment properties.

Accordingly, the Company has elected to measure all of its property, plant and equipment, intangible assets and investment properties at their previous GAAP carrying value.

2 Designation of previously recognized financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments at FVTPL on the basis of the facts and circumstances at the date of transition to Ind AS.

Management has accordingly designated the financial instruments based on the facts and circumstances as on April 1, 2016.

Ind AS mandatory exceptions

1 Hedge Accounting

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Hedge accounting has been applied prospectively from the transition date to transactions that satisfy the accounting criteria in Ind AS 109, at that date.

Hedging relationships cannot be designated retrospectively, and the supporting documentation cannot be created retrospectively. As a result, only hedging relationships that satisfied the hedge accounting criteria as of 1 April 2016 are reflected as hedges in the Company's results under Ind AS.

On date of transition to Ind AS, the Company has designated hedging relationship for outstanding derivative contracts as cash flow hedges. Consequently, the Company applied hedge accounting prospectively effective from transition date.

2 Estimates

The Company's estimates are consistent with those made in accordance with Indian GAAP at the date of transition to Ind AS, apart from the following where previous GAAP did not require estimation.

- Investment in equity instruments carried at FVTPL;
- Investment in mutual fund units carried at FVTPL;
- Impairment of financial assets based on expected credit loss method;
- Product warranty.

3 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of facts and circumstances that exist at the date of transition to Ind AS.

4 Government loan at below market rate of interest - Government grant

Under Ind AS 101, Company has applied the requirements of Ind AS 109 'Financial instruments' and Ind AS 20 'Accounting for Government Grants and Disclosure of Government Assistance', prospectively to government loans at below market rate of interest obtained after the date of transition to Ind AS. However under Ind AS 101, Company has applied the requirements of Ind AS retrospectively to any government loan originated before the date of transition to Ind AS provided that the information needed to do so had been obtained at the time of initially accounting for that loan. Consequently, if the Company did not under its previous GAAP recognize and measure the government loan at below market rate of interest on a basis consistent with Ind AS requirements, it shall use its previous GAAP carrying amount of the loan at the of transition to Ind AS as the carying amount of the loan in the opening Ind AS balance sheet. Accordingly the Company has applied the above requirements prospectively.

Reconciliation of Equity as at 1st April, 2016 and Profit & Loss for the year ended March 31, 2017

1 Fair Valuation of Investments & Deposits

Under the previous GAAP, investments in equity instruments and mutual funds were classified as long-term investments or current investments based on the intended holding period. Long-term investments were carried at cost less provision for other than temporary decline in the value of such instruments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognised in retained earnings as at the date of transition and subsequently in the profit or loss for the year ended March 31, 2017. This increased the retained earning by ₹4.53 million (₹4.50 million net of tax) as at 1 April 2016 and (decreased) the retained earnings by ₹(0.24) million [₹(1.28) million net of tax] as at March 31, 2017.

Under Indian GAAP, the Company accounted for long term investments in debt securities as investment measured at cost less provision for other than temporary diminution in the value of investments. Under Ind AS, the Company has designated certain investments as FVTPL debt investments measured at fair value. At the date of transition to Ind AS, difference between the instruments at fair value and carrying cost as at the date of transition has been recognised in other equity, net of related deferred taxes. Deposits placed for leases and other services have been recorded at fair value as on the date of transition. These adjustments (decreased) the retained earnings as at 1 April 2016 by ₹(31.66) million [₹(20.69) million net of tax] and by ₹(24.89) million [₹(16.26) million net of tax] as at March 31, 2017. The cumulative effect of these adjustments resulted in a (decrease) of profit after tax by ₹(0.36) million for the year ended March 31 2017.

2 Proposed dividend and dividend distribution tax

Under the previous GAAP, dividends proposed by the board of directors after the balance sheet date but before the approval of the financial statements were considered as adjusting events. Accordingly, provision for proposed dividend was recognized as a liability. Under Ind AS, such dividends are recognized when the same is approved by the shareholders in the general meeting.

Accordingly, the liability for proposed dividend of FY2015-16 of ₹107.74 million with dividend distribution tax ₹21.84 million is included under provisions has been reversed with corresponding adjustment to retained earnings. Consequently, the total equity increased by an equivalent amount.

3 Derivative instruments

As stated earlier, on date of transition to Ind AS, the Company has designated hedging relationship for outstanding derivative contracts as cash flow hedges. Consequently, the Company applied hedge accounting prospectively effective from transition date by designation of hedging instruments in cash flow hedges for future expected sales and purchases that are highly probable.

The corresponding adjustment has been recognised as a separate component of equity, in the cash flow hedge reserve. On the date of transition the 1 April 2016, there is no impact on cash flow hedge reserve. The net movement of ₹27.62 million (₹18.06 million net of tax) during the year ended on March 31, 2017 was recognized in OCI and subsequently taken to cash flow hedge reserve. The accounting for hedges and fair valuation of deriviatives resulted in increase in equity by ₹15.32 million (net of tax) as at March 31 2017.

4 Excise Duty

Under the previous GAAP, revenue from sale of products was presented exclusive of excise duty and GST. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. The excise duty is presented on the face of the statement of profit and loss as part of expenses. This change has resulted in an increase in total revenue and total expenses for the year ended March 31, 2017 by ₹1544.68 million. There is no impact on the total equity and profit.

5 Discounts and sales incentives

Under the previous GAAP, certain discounts and sales incentives were disclosed as part of other expenses. Under Ind AS, amounts disclosed as revenue are net of discounts and sales incentives. This change has resulted in an decrease in total revenue and other expenses for the year ended March 31, 2017 by ₹73.98 million.

6 Remeasurement of post-employment benefit obligations

Under Ind AS, remeasurements i.e., actuarial gains and loses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognized in other comprehensive income instead of profit or loss. Under the previous GAAP, these measurements were forming part of the profit or loss for the year. As a result of this change, the profit for the year ended March 31, 2017 decreased by ₹18.72 million (net of tax of ₹12.24 million). There is no impact on the total equity as at March 31, 2017.

7 Other Comprehensive income

Under Ind AS, all items of income and expense recognized in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognized in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans and fair value gains or (losses) on FVOCI equity instruments. The concept of other comprehensive income did not exist under previous GAAP.

8 Provision for Sales Returns

In order to arrive at the fair value of the consideration, received in sales, the Company has estimated amount of sales that could be possibly returned as ₹2.16 million (₹1.41 million net of tax) for the FY2016-17.

NOTES TO THE FINANCIAL STATEMENTS *(Contd.)*

Note 50. First time adoption of Ind AS *(Contd.)*

Reconciliation of Equity as at April 1, 2016, March 31, 2017 and Profit and Loss for the year ended March 31, 2017 (₹ in million)

Description	Notes to first time adoption	March 31, 2017	April 1, 2016
Total Equity as per previous GAAP		4,505.17	3,799.26
Ind-AS Adjustments [Increase in Equity/ (Decrease in Equity)]			
i. Derecognition of Proposed Dividend as the same will now be recognized in the year of declaration under Ind-AS	**3**	-	129.58
ii. Change on account of fair value adjustments on financial instruments(net of tax)	**1**	(17.54)	(16.19)
iii. Provision for estimated sales return (net of tax)	**8**	(1.41)	-
iv. Movement in fair value of cash flow hedge reserve (net of tax)	**3**	15.32	-
Total Ind-AS adjustments		**(3.64)**	**113.39**
Total		**4,501.53**	**3,912.65**

Reconciliation of total comprehensive income for the year ended March 31, 2017 (₹ in million)

Description	Notes to first time adoption	March 31, 2017
Net profit after tax under previous GAAP		**816.19**
Ind AS adjustments [Increase in profits / (decrease in profits)]		
i. Actuarial (gain) / loss on employee defined benefit plan recognized in Other Comprehensive Income (net of tax)	6	12.24
ii. Change on account of fair value adjustments on financial instruments (net of tax)	1	(0.36)
iii. Provision for estimated sales return (net of tax)	8	(1.41)
Total of adjustments		**10.47**
Net Profit after tax as per Ind-AS		**826.66**
Movement in fair value of cash flow hedge reserve (net of tax)	3	(18.06)
Remeasurements of the net defined benefit plans (net of tax)	6	(12.24)
Total		**796.36**

Impact of Ind AS adoption on the statements of cash flows for the year ended March 31, 2017 (₹ in million)

Particulars	*Previous GAAP	@ Adjustments	Ind AS
Net cash flows from operating activities	1,167.95	190.78	1358.73
Net cash flows from investing activities	(1,228.39)	2.71	(1,225.68)
Net cash flows from financing activities	(251.41)	(193.49)	(444.90)
Net increase/(decrease) in cash and cash equivalents	**(311.85)**	**(0.00)**	**(311.85)**
Cash and cash equivalents as at April 1, 2016	351.40	-	351.40
Effects of exchange rate changes on cash and cash equivalents	-	-	-
Cash and cash equivalents as at March 31, 2017	**39.55**	**(0.00)**	**39.55**

@ Cash outflow from financing activities is higher as per Ind AS due to reclassification of acceptances as borrowings.

*The previous GAAP figures has been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

NOTICE TO THE AGM

GABRIEL INDIA LIMITED
29th Milestone, Pune Nashik Highway
Village Kuruli, Taluka Khed
Pune - 410 501
Maharashtra, India

NOTICE

NOTICE **is hereby given that the Fifty Sixth 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 Wednesday, August 08, 2018 at 2.30 p.m. to transact the following businesses:**

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, Reports of Board of Directors and Auditors thereon.
2. To declare final dividend for the financial year 2017-2018.
3. To appoint a Director in place of Mrs. Anjali Singh (DIN No. 02082840), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS

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

   "**RESOLVED THAT** Mr. Pradeep Banerjee (DIN : 02985965) who was appointed as an additional director with effect from December 14, 2017 on the board of the Company pursuant to Section 149 and 161 and other related provisions of the Companies Act 2013, Companies (Management and Administration) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015 holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Non- executive Independent director of the Company, not liable to retire by rotation.

   RESOLVED FURTHER THAT the Managing Director, the Chief Financial Officer and the Company Secretary of the Company be and is hereby authorised, individually, to take such steps as may be necessary, desirable or expedient to give effect to this resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned."

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

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

RESOLVED FURTHER THAT the said promoters seeking re-classification:

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

and since the above conditions are being fulfilled Ms. Prem Anand and Mr. Kuldip Chand Anand shall cease to be the Promoters of the Company upon passing of this resolution.

RESOLVED FURTHER THAT the Managing Director, the Chief Financial Officer and the Company Secretary of the Company be and is hereby authorised, individually, to take such steps as may be necessary, desirable or expedient to give effect to this resolution including filing of necessary application / forms / returns, if any with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned."

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting ("AGM") may appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company. The instrument appointing a Proxy, in order to be effective, must be duly filled, stamped and signed and must reach the Registered Office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting. A Proxy Form for AGM is enclosed in the Annual Report.

2. A person can act as a proxy on behalf of Members of not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

3. Corporate Members are requested to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the AGM.

4. Members are requested to bring their attendance slip duly filled and signed mentioning therein details of their DP ID and Client ID/ Folio No. The attendance slip for AGM is enclosed in the Annual Report.

5. In case of joint holders attending the Meeting only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 02, 2018 to Wednesday, August 08, 2018 (both days inclusive).

7. Dividend, as may be declared by the members at the meeting, will be paid to those members whose names stand on the Company's Register of Members as on Wednesday, August 01, 2018. In respect of shares held in dematerialized form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the Depositories as at the end of business on Wednesday, August 01, 2018.

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

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

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

   a. Any change in their address / mandate / bank details,

   b. Particulars of their bank account, in case the same have not been furnished earlier, and

   c. Share certificates held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into a single account.

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

10. Members holding shares in physical certificate form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact Company or Karvy Computershare Private Limited for assistance in this regard.

11. Members seeking any information with regard to the Financial Accounts are requested to write to the Company on or before August 01, 2018, to the attention of the Company secretary at secretarial@gabriel.co.in, so as to enable the Company to keep the information ready.

12. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed amount of final dividend for the financial year 2009-10 and Interim Dividend for the financial year 2010-11 to the Investor Education and Protection Fund established by the Central Government on November 28, 2017 and January 30, 2018, respectively.

Members who have not encashed their dividend warrants for the financial year ended March 31, 2011, or any subsequent years are requested to lodge their claim with the Company's Share Transfer Agents, Karvy Computershare Private Limited.

Further, Section 124(6) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 requires that all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in name of IEPF and be credited to Demat Account of the Authority. Accordingly, the Company has transferred such shares relevant to unpaid or unclaimed final dividend for the financial year 2009-10 and Interim Dividend for the financial year 2010-11 to the Demat Account of the Authority. Members are informed that they can recover their shares by approaching IEPF Authority.

13. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 08, 2017 (date of the last Annual General Meeting) on the website of the IEPF (www.iepf.gov.in) as also on the website of the Company (www.gabrielindia.com).

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

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

15. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

16. To promote green initiative, members holding shares in demat form are requested to register their e-mail addresses through their Depository Participant and members holding the shares in physical form may register their e-mail addresses through the Registrar & Transfer Agent, by providing the details as per the below mentioned format, for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.

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

17. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in the Item No. 4 to 5 above and additional particulars of Directors retiring by rotation and eligible for appointment / re-appointment pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as SEBI (LODR) Regulations, 2015) are mentioned in the Annexure A & B.

18. Members may also note that the Notice of the AGM and the Annual Report for FY2017-18 will also be available on the Company's website : www.gabrielindia.com for their download.

19. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days upto the date of the AGM.

20. Facility for voting (through electronic means and by Poll):

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

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

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

    The cut-off date for determining the eligibility to vote by remote e-voting or in the AGM shall be August 01, 2018.

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

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

The remote e-voting period commences on Sunday, August 05, 2018 at 9.00 a.m. and ends on Tuesday, August 07, 2018 at 5.00 p.m. During this period, the members of the Company, holding shares either in physical certificate form or in dematerialized form, as on the aforesaid cut-off date, may opt for remote e-voting. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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

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

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

The instructions for E-Voting are as under:

i. To use the following URL for E-voting: https://evoting.karvy.com

ii. Enter the login credentials i.e. user id and password mentioned in E-voting instructions. Your Folio No. /DP ID Client ID will be your user ID.

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

iii. After entering the details appropriately, click on LOGIN.

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

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

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the EVENT i.e., Gabriel India Limited.

vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting / dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned herein above.

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

viii. Shareholders holding multiple folios/ demat account shall choose the voting process separately for each folios/ demat account.

ix. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed.

x. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.

xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPEG) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail savitajyoti@yahoo.com.

xii. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.

xiii. The Portal will remain open for voting from Sunday, August 05, 2018 at 9.00 a.m. and ends on Tuesday, August 07, 2018 at 5.00 p.m. E-Voting shall not be allowed beyond said time.

xiv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of https://evoting.karvy.com or contact Mr. S.V. Raju of Karvy Computershare Private Limited at 040- 67161500 or at 1800 345 4001 (toll free).

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

The scrutinizer shall submit her report to the Chairperson or a person authorized by her, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website www.gabrielindia.com and on the website of Karvy: https://evoting.karvy.com, and shall also be communicated to the stock exchanges. The resolution shall be deemed to be passed at the Annual General Meeting of the Company Scheduled to be held on Wednesday August 08, 2018.

By Order of the Board of Directors

Registered Office:
29th Milestone, Pune-Nashik Highway,
Village Kuruli, Taluka Khed,
Pune - 410 501, Maharashtra, India
Place: New Delhi
Date: May 11, 2018

Nilesh Jain
Company Secretary

Annexure A

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

ITEM NO. 4

Appointment of Mr. Pradeep Banerjee

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee had appointed Mr. Pradeep Banerjee as an additional Non- Executive Independent Director on the Board of the Company w.e.f. December 14, 2017.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act'), Mr. Pradeep Banerjee holds office upto the date of the ensuing Annual General Meeting.

He is not dis-qualified from being appointed as director in terms of Section 164 of the Act and has consented to act as a non-executive independent director of the Company.

The Company has received a notice in writing pursuant to provision of Section 160 of the Act and the rules made thereunder, regarding candidature of Mr. Pradeep Banerjee for the office of Director

Mr. Pradeep Banerjee is Bachelor of Technology from Indian Institute of Technology, Delhi. He graduated with distinction in Chemical Technology. He is Director on the Board of Hindustan Unilever Limited ('HUL') and has wide experience and exposure of 37 years. He is Chairman of Confederation of Indian Industry National Committee (intellectual Property), Convenor of Confederation of Indian Industry National Working Group on Plastic Waste Management and a member of Confederation of Indian Industry National Committee on Environment. Since 1980 he is associated with HUL. He started his career as Technical Management Trainee at HUL and headed various manufacturing operations in different HUL factories. He was appointed as Managing Director of Nepal Lever Limited (a HUL JV). He held senior position in several departments at HUL and currently is VP Supply Chain South Asia ensuring end to end Supply Chain (Planning, Manufacturing, Outward-bound Logistics) for all products of Unilever and Project Engineering, Environment & Safety in India, Pakistan, Bangladesh, Srilanka and Nepal. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as a Non-executive Independent Director.

Brief resume of Mr. Pradeep Banerjee as stipulated in SEBI (LODR) Regulations, 2015 is attached and forms part of this Notice.

The Board recommends the resolution set out at Item No. 4 for the approval of members to be passed as an Ordinary Resolution.

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

ITEM NO. 5

Re-classification of promoters Ms. Prem Anand and Mr. Kuldip Chand Anand as Non-promoters

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

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

They do not hold any interest in the Company other than their shareholding. Ms. Prem Anand holds 1,00,620 equity shares i.e 0.07% and Mr. Kuldip Chand Anand holds 16,93,196 equity shares i.e 1.18% of Rs. 1 each as on date of passing of this Notice.

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

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

Annexure B

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

Mrs. Anjali Singh		
Name of Director	:	Anjali Singh
Date of Birth	:	10.08.1981
Date of Appointment	:	18.09.2014
Expertise in Functional Area	:	Entrepreneur
Qualifications	:	Bachelor's and Master's degree from the prestigious Central Martin's School of Art and Design in London.
List of other Listed Companies in which Directorships held	:	Nil
List of other Listed Companies in which Membership / chairmanships of Board Committees held.	:	Nil
Shareholding in the Company	:	6,41,942
Mr. Pradeep Benerjee		
Name of Director	:	Pradeep Benerjee
Date of Birth	:	19.10.1958
Date of Appointment	:	14.12.2017
Expertise in Functional Area	:	Technical and Managerial expertise
Qualifications	:	Bachelor of Technology from Indian Institute of Technology, Delhi. Graduation with distinction in Chemical Technology.
List of other Listed Companies in which Directorships held	:	Hindustan Unilever Limited
List of other Listed Companies in which Membership / chairmanships of Board Committees held.	:	Hindustan Unilever Limited
Shareholding in the Company	:	Nil

Route map of AGM venue

GABRIEL

GABRIEL INDIA LIMITED

CIN : L34101PN1961PLC015735
Regd. Office: - 29th Milestones, Pune-Nashik Highway, Village Kuruli, Tal. Khed, Pune – 410501, India
Ph. No. +91 (2135) 610793, Fax No. +91 (2135) 610796,
Email ID: secretarial@gabriel.co.in, Website: www.gabrielindia.com

PROXY FORM

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

56th Annual General Meeting – August 08, 2018

Name of the Member(s):

Registered address:

Folio No. / Client ID

DP ID

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 .... or failing him / her

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 56th Annual General Meeting of the Company to be held on Wednesday, August 08, 2018, at 2.30 p.m. at Auditorium, Gabriel India Limited, 29th Milestone, Pune – Nashik Highway, Village – Kuruli, Taluka – Khed, Pune – 410 501, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution(s)	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business:				
1	To receive, consider and adopt the Financial Statements for the year ended March 31, 2018 and Reports of Board of Directors and Auditors thereon.			
2	To declare final dividend for the financial year 2017-2018.			
3	To appoint a Director in place of Ms. Anjanli Singh (DIN No.02082840), who retires by rotation and being eligible offers herself for re-appointment.			
Special Business:				
4	To Consider and Approve appointment of Mr. Pradeep Banerjee as Non-Executive Independent Director			
5	To consider and approve re-classification of promoters Ms. Prem Anand and Mr. Kuldip Chand Anand as Non-promoters			

Signed this .... day of.. 2018.

Affix revenue stamp of not less than Re. 1/-

....
Signature of the member

....
Signature of the proxy holder(s)

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 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.

GABRIEL

GABRIEL INDIA LIMITED

CIN : L34101PN1961PLC015735

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

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

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

ATTENDANCE SLIP

56th Annual General Meeting – August 08, 2018

Registered Folio No. / DP ID No. / Client ID No.

Number of Shares held

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

I hereby record my presence at the 56th Annual General Meeting of the Company at the Auditorium, 29th Milestone, Pune – Nashik Highway, Village – Kuruli, Taluka – Khed, Pune – 410 501, Maharashtra, India, on Wednesday, August 08, 2018, at 2.30 p.m.

....

Name of the member / proxy Signature of the members / proxy

(in BLOCK letters)

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

IMPORTANT COMMUNICATION TO MEMBERS

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

2. In terms of SEBI notification dated June 08, 2018, with effect from December 05,2018 all off market trades in physical mode in respect of shares of the Company shall be prohibited and shall be required to be done compulsorily in Demat mode. We therefore request shareholders holding shares in physical form to dematerialise their shares by approaching depository participant.

A TRISYS PRODUCT

info@trisyscom.com

GABRIEL

GABRIEL INDIA LIMITED
29TH MILESTONE, PUNE-NASHIK HIGHWAY
VILLAGE KURULI, TALUKA KHED
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