

29th
Annual Report

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GUJARAT RAFFIA INDUSTRIES LIMITED

(CIN: L17110GJ1984PLC007124)

GUJARAT RAFFIA INDUSTRIES LIMITED

(CIN: L17110GJ1984PLC007124)

29TH ANNUAL REPORT 2014-15

BOARD OF DIRECTORS

: Shri Pradeep Bhutoria Chairman & Managing Director
Smt. Sushma P. Bhutoria Whole Time Director
Shri Alpesh R. Tripathi Director
Shri Dipen M. Shah Director
Shri Abhishek Bhutoria Director

AUDITORS

: M/s. P G T & Associates
Chartered Accountants,
Ahmedabad.

BANKERS

: Union Bank of India

REGISTERED OFFICE & WORKS

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

REGISTERED AND SHARE TRANSFER AGENT

: M/s. Link Intime India Pvt Ltd.,
Ahmedabad Branch,
303, Shopper's Plaza, - V,
Opp. Municipal Market, Off. C G Road,
Navrangpura, Ahmedabad – 380009
Contact Number : 079 - 26465179
e-mail id: ahmedabad@linkintime.co.in

NOTICE

NOTICE is hereby given that the **TWENTY NINTH ANNUAL GENERAL MEETING** of the Members of **GUJARAT RAFFIA INDUSTRIES LIMITED** will be held as scheduled below:

Date : 30th September, 2015
 Day : Wednesday
 Time : 2.00 p.m.
 Place : At the Registered Office of the Company at:
 Plot No. - 455, Santej-Vadsar Road, Village: Santej,
 Taluka: Kalol -382 721. Dist: Gandhinagar.

to transact the following business:

I. ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date and reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Smt. Sushma Pradeep Bhutoria (DIN: 00284819) who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s P G T & Associates., Chartered Accountants, Ahmedabad (Firm Registration No. 116277W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the thirtieth Annual General Meeting of the Company to be held in the year 2016 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

II. SPECIAL BUSINESS :**4. Appointment of Shri Abhishek Bhutoria (DIN: 07263523) as Director:**

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

"RESOLVED THAT Shri Abhishek Bhutoria (DIN: 07263523), who was appointed as an Additional Director in pursuant to applicable provisions under Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), by the Board of Directors on 1st September, 2015 on recommendation of Nomination & Remuneration Committee, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed with effect from the commencement of this meeting as Director of the Company, liable to retire by rotation."

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

Date : 1st September 2015
 Place : Santej

Pradeep Bhutoria
Chairman & Managing Director

Registered Office:

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

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 2 to 4 of the Notice, is annexed hereto.
3. Corporate members intending to send their Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. A member registered under Section 8 of the Companies Act, 2013 shall not be entitled to appoint any other person as his / her proxy unless such other person is also a member of the Company.
5. Members are requested to bring their dully filled attendance slip along with their copy of Annual Report at the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours (09.30 a.m. to 06.30 p.m.) up to the date of the Meeting.
8. Pursuant to the Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Book of the Company will remain closed from Tuesday, 29th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or its Registrars & Transfer Agents (RTA), Link Intime India Private Limited.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited (RTA).
11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Private Limited, for consolidation into a single folio. The share certificates will be returned to the members after making requisite changes thereon.
13. Non-Resident Indian Members are requested to inform Link Intime India Private Limited immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. To support the 'Green Initiative' members who have not registered their e-mail addresses so far are requested to register their e-mail address with RTA /Depository Participants for receiving all communication including annual report, notices, circulars, etc. from the company electronically.

15. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Annual General Meeting so that the information required may be made available at the Annual General Meeting.
16. The Company has connectivity from the CDSL & NSDL and Equity Shares of the Company may also be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their depository account. The ISIN No. for the Equity Shares of the Company is INE610B01024. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrars & Transfer Agents (RTA).
17. Trading in the shares of the Company is compulsorily in dematerialized form for all investors. Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.
18. In compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

PROCEDURE FOR E-VOTING :

The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on Sunday, 27th September, 2015 at 09.00 a.m. and ends on Tuesday, 29th September, 2015 at 05.00 p.m.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant 'Gujarat Raffia Industries Limited' on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- The Company has appointed Punit S. Lath, Practicing Company Secretary to act as scrutinizer, for conducting the scrutiny of the votes cast. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given here above.
- The scrutinizer shall within a period of not exceeding Three (3) working days from the conclusion of the e-voting period unblock the votes in presence of atleast two witnesses not in the employment of the company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the company.
- The result shall be declared at or after the Annual General Meeting of the company. The result declared along with the scrutinizer's report shall be placed on company's website www.griltarp.com and on the website of CDSL within two days of passing of resolutions at the Annual General Meeting of the company and communicated to Bombay Stock Exchange Limited and National Stock Exchange.
- (19) All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered office of the company during normal business hours (9.00 am to 5.00 pm) on all working days except Wednesdays upto the date of 29th Annual General Meeting of the company.

By order of the Board of Directors
For Gujarat Raffia Industries Limited
Pradeep Bhutoria
Chairman & Managing Director

Date : 1st September 2015
 Place : Santej

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

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

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 2 to 4 of the accompanying Notice:

Item No. 2 :

This explanatory statement is provided though strictly not required as per section 102 of the Act.

In terms of Section 149 read with Section 152(6) of the Companies Act, 2013, which has been brought into force with effect from 1st April, 2014, the provisions of retirement of directors by rotation are not applicable to Independent Directors and the office of two-thirds of all Non-Independent Directors will be liable to determination by retirement of directors by rotation. Hence, the period of office of Smt. Sushma Bhutoria, Whole Time Director has become liable to determination by retirement by rotation. Accordingly, Smt. Sushma Bhutoria, Whole Time Director (DIN: 00284819) will retire at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. The period of office of Smt. Sushma Bhutoria, Whole Time Director (DIN: 00284819), if re-appointed, shall not be considered as a break in her service as managerial personnel of the Company.

Smt. Sushma Bhutoria, Whole Time Director (DIN: 00284819) is interested, financially or otherwise, in the resolutions set out at Item No. 2 of the Notice with regard to her appointment. The relatives of Smt. Sushma Bhutoria, Whole Time Director (DIN: 00284819) may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolution.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the shareholders.

Item No. 3 :

This explanatory statement is provided though strictly not required as per section 102 of the Act.

M/s P G T & Associates, Chartered Accountants, Ahmedabad (ICAI Firm Registration No. 116277W), were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on 23rd September, 2014.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification of the members is being sought for the proposal contained in the Resolution set out at item no. 3 of the Notice.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

Item Nos. 4 :

Shri Abhishek Bhutoria (DIN: 07263523) was appointed as an Additional Director by the Board of Director w.e.f. 1st September, 2015 in accordance with the provisions of section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force). Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Nomination and Remuneration Committee has recommended the appointment of Shri Abhishek Bhutoria as Director of the Company liable to retire by rotation.

Shri Abhishek Bhutoria is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He holds 1,35,500 equity shares in the Company.

The Board feels that presence of Shri Abhishek Bhutoria on the Board is desirable and would be beneficial to the company and hence recommend for adoption.

Shri Abhishek Bhutoria is interested in the resolutions set out at Item No. 4 of the Notice with regard to his appointment. The relatives of Shri Abhishek Bhutoria may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the members.

Brief profile of the Directors being Appointed and re-appointed :

Particulars	Name of Directors	
	Smt. Sushma Bhutoria	Shri Abhishek Bhutoria
Date of Birth and Age	25-08-1962 53Years	16-03-1990 25 Years
Date of Appointment	21-02-2008	01-09-2015
Qualification	Graduate	MBA
Nature of Expertise	Business Administration	Business Administration
Name of the public companies in which he/she holds Directorship	Not Applicable	Not Applicable
Name of Committees of Public Companies of which he/she holds Membership/ Chairmanship	Not Applicable	Not Applicable
No. of shares held	1,38,310	1,35,500

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

Date : 1st September 2015

Place : Santej

Pradeep Bhutoria
Chairman & Managing Director

Registered Office:

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

DIRECTOR'S REPORT

Dear Shareholders,

Your Directors present the **Twenty Ninth** Annual Report together with the Audited Statement of Accounts for the year ended on **31st March, 2015**.

1. FINANCIAL RESULTS :

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

(Rs. In Lacs)

Particulars	Standalone	
	2014-15	2013-14
Total Revenue	3883.74	3680.30
Profit Before Depreciation, Interest and Tax	442.87	335.68
Depreciation	205.80	122.10
Finance Costs	138.39	118.34
Profit Before Tax and Exceptional Items	98.68	95.24
Exceptional Items	-	-
Profit Before Tax	98.68	95.24
Current Tax	18.80	18.64
Deferred Tax	-	-
(Excess) / Shortfall in provision for current tax for earlier years	-	-
Minority Interest	0.00	0.00
Profit After Tax & Minority Interest	79.88	76.59

2. DIVIDEND :

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

3. REVIEW OF OPERATIONS, SALES AND WORKING RESULTS :

Your director report that during the year under review, in spite of economic slowdown the Company has recorded a total sales of Rs. 38,49,29,258 /- as compared to Rs. 36,09,04,401/- and earned other income of Rs. 9,63,550/- as compared to Rs. 30,66,075/- for the financial year ended on 31st March, 2014 .The Profit before tax for the period under review is Rs. 98,68,454/- as compared to Rs. 95,24,233/- in the previous year. The Profit after tax during the year under review is Rs.79,88,094/- as against Rs.76,59,527/- in the previous year 2013-14.

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

There is no change in the nature of the business of the Company for the year under review.

During the year under review, no significant or material order was passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

5. MANAGEMENT DISCUSSION AND ANALYSIS (MDA) :

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

6. SHARE CAPITAL :

During the year under review, the Company has not increased its paid up capital. The paid up equity share capital of the Company as on 31st March, 2015 is Rs. 4,99,47,750/-.

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

7. TRANSFER TO RESERVES :

The Company proposes to transfer Rs. 14.34 Lacs to the General Reserves. An amount of Rs. 47.37 Lacs is proposed to be retained in the Statement of Profit and Loss of the Company.

8. SUBSIDIARY COMPANIES :

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

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

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL :

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

During the year under review, the members, in their Annual General Meeting held on 23rd September, 2014, approved the appointment of Shri Alpesh Tripathi and Shri Dipen Shah as Independent Directors who are not liable to retire by rotation.

All the Independent Directors of the Company have furnished declarations that they meet the criteria of independence as prescribed under the Companies Act, 2013 and Listing Agreement with Stock Exchanges.

During the year under review, Shri Abhishek Bhutoria was appointed as Additional Director in the capacity of Non Executive of the Company with effect from 1st September, 2015. We seek your confirmation for appointment of Shri Abhishek Bhutoria as Non Executive Director, on rotational basis. Based on disclosures provided by him, he is not disqualified from being appointed as Director as per section 164 of the Companies Act, 2013.

Smt. Sushma Bhutoria, Whole Time Director, retires by rotation at the forthcoming Annual General Meeting, and being eligible offers herself for re-appointment.

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

The brief resumes and other relevant documents of the Directors being appointed / re-appointed are given in the Explanatory Statement to the Notice convening the Annual General Meeting, for your perusal.

10. BOARD MEETINGS :

During the year, eight Board meetings were held, with gap between Meetings not exceeding the period prescribed under the Companies Act, 2013. Details of Board and Board committee meetings held during the year are given in the Corporate Governance Report which forms part of the Annual Report.

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

11. INDEPENDENT DIRECTOR'S FAMILIARIZATION PROGRAMME :

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

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

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

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

12. EVALUATION OF BOARD, COMMITTEES AND DIRECTORS :

Pursuant to the provisions of the Act and Clause 49 of the Listing Agreement, the Board had carried out performance evaluation of its own, the Board Committees and of the Independent directors.

Independent Directors at a separate meeting evaluated performance of the Non-Independent Directors, Board as a whole and of the Chairman of the Board. The manner in which the evaluation has been carried out has been detailed in the Corporate Governance Report which forms part of the Annual Report.

13. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS :

The Board, on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining Qualifications, Positive Attributes and Independence of a Director as also a Policy for remuneration of Directors, Key managerial Personnel and senior management. The said policy is attached here with as **Annexure – G**

14. AUDITORS :**a) STATUTORY AUDITORS :**

Pursuant to provision of Section 139 of the Act and the rules framed thereunder, PGT & Associates, Chartered Accountant, were appointed as statutory auditors of the Company from the conclusion of the twenty eighth annual general meeting (AGM) of the Company held on 23rd September, 2014 till the conclusion of thirty third AGM to be held in the year 2019, subject to ratification of their appointment at every AGM.

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

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

b) SECRETARIAL AUDITORS :

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 has appointed Punit S. Lath, Practising Company Secretary to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as **Annexure - B**.

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

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

15. INTERNAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK :

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

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

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

16. AUDIT COMMITTEE :

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

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

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

18. RISK MANAGEMENT AND POLICY ON RISK MANAGEMENT :

At present the company has not identified any element of risk which may threaten the existence of the company. The Board has formulated Policy on Risk Management and the same is uploaded on the Company's website at www.griltarp.com

19. VIGIL MECHANISM :

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

20. RELATED PARTY TRANSACTIONS AND POLICY ON RELATED PARTY TRANSACTIONS :

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Details on Related Party Transactions in Form AOC – 2 has been enclosed as **Annexure - F**.

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

None of the Non-Executive Directors has any pecuniary relationship or transactions with the Company.

21. MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES :

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

22. LOANS, GUARANTEES OR INVESTMENTS :

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

23. DEPOSITS :

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

24. EXTRACT OF THE ANNUAL RETURN :

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

25. DIRECTORS' RESPONSIBILITY STATEMENT :

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

- a. that in the preparation of the annual accounts for the year ended 31st March 2015, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- b. that the directors had selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March 2015 and of the profit of the Company for that period;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual accounts/financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

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

27. CORPORATE GOVERNANCE :

As required by Clause 49 of the Listing Agreement, a separate Report on Corporate Governance forms part of the Annual Report. The report on Corporate Governance also contains certain disclosures required under the Companies Act, 2013. A certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, forms part of this report.

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

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

29. ACKNOWLEDGEMENT :

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

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

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

**Date : 1st September 2015
Place : Santej**

**Pradeep Bhutoria
Chairman & Managing Director**

Annexure – A
Form No. MGT-9

EXTRACT OF ANNUAL RETURN

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

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

I. REGISTRATION AND OTHER DETAILS :

i.	CIN	:	L17110GJ1984PLC007124
ii.	Registration Date	:	30th July, 1984
iii.	Name of the Company	:	Gujarat Raffia Industries Limited
iv.	Category / Sub-Category of the Company	:	Company limited by shares / Indian Non-Government Company
v.	Address of the Registered office and contact details	:	Plot No 455, Santej-Vadsar Road, Gandhinagar-382721 Gujarat, India
vi.	Whether listed company Yes/No	:	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	M/s. Link Intime India Pvt Ltd., Ahmedabad Branch, 303, Shopper's Plaza, - V, Opp. Municipal Market, Off. C G Road, Navrangpura, Ahmedabad - 380009. Contact Number: 079 – 26465179 e-mail id: ahmedabad@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

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

S. N.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Sacks	21021	13.40
2.	Tarpaulin	17215	71.65

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

S. N.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	Nil	Nil	Nil	Nil	Nil

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

i) Category-wise Share Holding :

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER & PROMOTER GROUP									
(1) Indian									
Individual/HUF	11,48,595	-	11,48,595	22.99	11,55,934	-	11,55,934	23.14	0.15
Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
Bodies Corporate	5,41,814	-	5,41,814	10.85	5,41,814	-	5,41,814	10.85	-
Financial Institution/ Bank	-	-	-	-	-	-	-	-	-
Others (Specify)	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	16,90,409	-	16,90,409	33.84	16,97,748	-	16,97,748	33.99	0.15

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
Individuals (NRIs/Foreign Individuals)	-	-	-	-	-	-	-	-	-
Other-Individuals	-	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-	-
Financial Institution/Bank	-	-	-	-	-	-	-	-	-
Others -	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
TOTAL SHAREHOLDIG OF PROMOTER (A) = (A)(1)+(A)(2)	16,90,409		16,90,409	33.84	16,97,748		16,97,748	33.99	0.15
B. PUBLIC SHAREHOLDIG									
1. Institutions									
Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
Financial Institution/ Bank	-	-	-	-	-	-	-	-	-
Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
Bodies Corporate	38,414		38,414	0.77	40,881	-	40,881	0.82	0.05
Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 Lakh	,18,114	22,38,240	31,56,354	63.19	8,59,578	22,29,973	30,89,551	61.86	(1.33)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 Lakh	76,905	-	76,905	1.54	1,38,000	-	1,38,000	2.76	1.22
Others (Specify)									
Clearing Member	2,434	-	2,434	0.05	1,764	-	1,764	0.03	(0.02)
Non Resident Indians (Repat)	21,899	-	21,899	0.44	18,849	-	18,849	0.38	(0.06)
Non Resident Indians (Non Repat)	8,360	-	8,360	0.17	7,982	-	7,982	0.16	(0.01)
Sub-total (B)(2):-	10,66,126	22,38,240	33,04,366	66.16	10,67,054	22,29,973	32,97,027	66.01	(0.15)
TOTAL PUBLIC SHARE-HOLDING (B)=(B)(1)+ (B)(2)	10,66,126	22,38,240	33,04,366	66.16	10,67,054	22,29,973	32,97,027	66.01	(0.15)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A+B+C)	27,56,535	22,38,240	49,94,775	100	27,64,802	22,29,973	49,94,775	100	-

(ii) Shareholding of Promoters :

S. N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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.	Pradeep Bhutoria	3,77,197	7.55	0	3,80,449	7.62	0	0.07
2.	Bengal Business Limited	3,00,579	6.02	0	3,00,579	6.02	0	-
3.	Ratanlal Bhutoria	2,80,261	5.61	0	2,80,261	5.61	0	-
4.	Asian Gases Ltd	2,41,235	4.83	0	2,41,235	4.83	0	-
5.	Bhutoria Pradeep Kumar	1,69,177	3.39	0	1,69,177	3.39	0	-
6.	Sushma Bhutoria	1,38,310	2.77	0	1,38,310	2.77	0	-
7.	Abhishek P Bhutoria	1,35,500	2.71	0	1,35,500	2.71	0	-
8.	Sneha Bhutoria	40,150	0.80	0	40,150	0.80	0	-
9.	Gattudevi Bhutoria	8,000	0.16	0	12,087	0.24	0	0.08
	Total	16,90,409	33.84	0	16,97,748	33.99	0	0.15

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

S. N.	Particulars	Shareholding at the beginning of the year		Increase / Decrease in Shareholding during the year*		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	No. of shares	No. of shares	% of total shares of the company
1	Pradeep Bhutoria	3,77,197	7.55	10-07-2014	1,800	3,75,397	7.59
				20-11-2014	1,452	3,80,449	7.62
2	Gattudevi Bhutoria	8,000	0.16	22-09-2014	500	8,500	0.17
				25-09-2014	(273)	8,227	0.16
				14-10-2014	3,860	12,087	0.24

* Reason for change

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

S. N.	Particulars For Each of the Top 10 Shareholders*	Shareholding at the beginning of the year 1st April, 2014		Cumulative Shareholding during the year 31st March, 2015	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Gandhi Pratik Rajendra	27,500	0.55	55,000	1.10
2.	Manju Surana	19,400	0.39	0	0
3.	Bharat K. Parikh	18,000	0.36	18,000	0.36
4.	Jagdish Dalamal Ramnani	12,500	0.25	12,500	0.25
5.	Dheeraj kumar Bakrewal	12,005	0.24	0	0
6.	Pankaj Kumar Agarwalla	9,080	0.18	0	0
7.	Vivek Goyal	9,041	0.18	9,041	0.18
8.	Kantilal Patel & Co. Consultancy Pvt. Ltd.	7,025	0.14	7,025	0.14
9.	Krishna Vikram Mirani	6,070	0.12	6,070	0.12
10.	Ravinder Kumar Sadana	5,800	0.12	0	0

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

(v) Shareholding of Directors and Key Managerial Personnel :

S. N.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Increase / Decrease in Shareholding during the year*		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	No. of shares	No. of shares	% of total shares of the company
	At the beginning of the year						
	DIRECTORS :						
1.	Alpesh Rajeshbhai Tripathi	-	-	-	-	-	-
2.	Dipen Mahasukhlal Shah	-	-	-	-	-	-
	KMP :						
1.	Pradeep Bhutoria	3,77,197	7.55	10-07-2014	1,800	3,75,397	7.59
				20-11-2014	1,452	3,80,449	7.62
2.	Bhutoria Pradeep Kumar	1,69,177	3.39	-	-	1,69,177	3.39
3.	Sushma Bhutoria	1,38,310	2.77	-	-	1,38,310	2.77

V. INDEBTEDNESS :

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

(Rs. in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	381.56	592.25	0.00	973.81
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ ii+ iii)	381.56	592.25	0.00	973.81
Change in Indebtedness during the financial year				
- Addition	0.00	37.23	0.00	37.23
- Reduction	378.96	61.96	0.00	440.92
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	2.60	567.52	0.00	570.12
ii) Interest due but not paid	0.00	12.53	0.00	12.53
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (I + ii+ iii)	2.60	580.05	0.00	582.65

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

(Rs. in lacs)

S. N.	Particulars of Remuneration	Name of MD/WTD/Manager				Total
		Pradeep Bhutoria	Sushma Bhutoria	----	----	
1.	Gross salary	6.00	4.20	----	----	10.20
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	----	----	----	----	----
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	----	----	----	----	----
	(c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	----	----	----	----	----

S. N.	Particulars of Remuneration	Name of MD/WTD/Manager				Total
		Pradeep Bhutoria	Sushma Bhutoria	----	----	
2.	Stock Option	----	----	----	----	----
3.	Sweat Equity	----	----	----	----	----
4.	Commission	----	----	----	----	----
	- as % of profit	----	----	----	----	----
	- others, specify...	----	----	----	----	----
5.	Others, please specify	----	----	----	----	----
	Total (A)	----	----	----	----	----
	Ceiling as per the Act	----	----	----	----	----
	Cumulative Ceiling as per the Act (10% of the Net Profit)	----				

B. Remuneration to other directors : (Rs. in lacs)

S. N.	Particulars of Remuneration	Name of Directors				Total
		----	----	----	----	
3.	Independent Directors	----	----	----	----	----
	• Fee for attending board/committee meetings					
	• Commission					
	• Others, please specify					
	Total (1)	----	----	----	----	----
4.	Other Non-Executive Directors	----	----	----	----	----
	• Fee for attending board/committee meetings					
	• Commission					
	• Others, please specify					
	Total (2)	----	----	----	----	----
	Total (B)=(1+2)	----	----	----	----	----
	Total Managerial Remuneration	----	----	----	----	----
	Overall Ceiling as per the Act (11% of the Net Profit, excluding seating fees)	----				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD (Rs. in lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CS	CFO	
1.	Gross salary	----	----	----	----
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	----	----	----	----
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	----	----	----	----
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	----	----	----	----
2.	Stock Option	----	----	----	----
3.	Sweat Equity	----	----	----	----
4.	Commission				
	- as % of profit				
	- others, specify...	----	----	----	----
5.	Others, please specify	----	----	----	----
	Total ----	----	----	----	

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

Type		Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A.	COMPANY					
	Penalty					
	Punishment					
	Compounding					
				Not Applicable		
B.	DIRECTORS					
	Penalty					
	Punishment					
	Compounding					
				Not Applicable		
C.	OTHER OFFICERS IN DEFAULT					
	Penalty					
	Punishment					
	Compounding					
				Not Applicable		

Annexure – B
Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2015

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

To,
The Members,
Gujarat Raffia Industries Limited
Plot No. 455, Santej Vadsar Road,
Gandhinagar, Gujarat - 382721

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GUJARAT RAFFIA INDUSTRIES LIMITED**.

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

Based on my verification of the Secretarial Audit books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Gujarat Raffia Industries Limited for the financial year ended on 31/03/2015 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 w.e.f. October 28, 2014 **(Not Applicable to the Company during the Audit Period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the company during the Audit Period)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the Audit Period)** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit Period)**

3. We have also examined compliance with the applicable clauses of the following:
- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (b) The Listing Agreements entered into by the Company with Mumbai and National Stock Exchange(s), if applicable;
4. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

OBSERVATIONS :

- (i) As per the information and explanations provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we report that the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of :
 - (a) External Commercial Borrowings were not attracted to the Company under the financial year under report;
 - (b) Foreign Direct Investment (FDI) were not attracted to the company under the financial year under report;
 - (c) Overseas Direct Investment by Residents in Joint Venture / Wholly Owned Subsidiary abroad were not attracted to the company under the financial year under report.
 - (d) As per the information and explanations provided by the company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.
 - (ii) I further report that Company has not appointed the Company Secretary as required under section 203 of the Companies Act, 2013, for which management is in search of proper candidate, and hence not appointed company secretary as compliance Officer as required under the listing agreement entered into with respective stock exchange.
 - (iii) I further report that appointment of CFO i.e. Chief Financial Officer of the company as required under section 203 of the companies act, 2013 is pending as on 31st March, 2015 for which management is in search of proper candidate.
5. We further report that:
- (i) 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.
 - (ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
 - (iii) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
6. We have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.
7. We further report that there are adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date : 1st September, 2015
Place : Ahmedabad

Signature :
Punit Santosh Lath
ACS No. 26238, COP No. 11139

Annexure – C
CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO, ETC.

(A) Conservation of energy :

SN.	Particulars	Status
i.	the steps taken or impact on conservation of energy;	Every effort is being voluntarily made by the company
ii.	the steps taken by the company for utilizing alternate sources of energy;	Not Applicable
iii.	the capital investment on energy conservation equipments;	Not Applicable

(B) Technology absorption :

SN.	Particulars	Status
i.	the efforts made towards technology absorption;	Every effort is being voluntarily made by the company
ii.	the benefits derived like product improvement, cost reduction, product development or import substitution;	Not Applicable
iii.	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	Not Applicable
iv.	the expenditure incurred on Research and Development	Not Applicable

(C) Foreign exchange earnings and Outgo :

Particulars	2014-15 Current year	2013-14 Previous year
Foreign Exchange Earnings	13,57,58,991	9,67,34,255
Foreign Exchange Outgo	4,24,03,089	13,19,46,639

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

- 1) Ratio of Remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31st March, 2015:

S. N.	Executive Directors	Remuneration in Lacs	Median remuneration in Lacs	Ratio
1.	Shri Pradeep Bhutoria, Chairman & Managing Director	6.00		
2.	Smt. Sushma Bhutoria, Whole Time Director	4.20		

- 2) Percentage increase in the remuneration of each Director, in the financial year ended 31st March, 2015 :

S. N.	Name of the Directors	% increase in the remuneration in the financial year
1.	Shri Pradeep Bhutoria, Chairman & Managing Director	Nil
2.	Smt. Sushma Bhutoria, Whole Time Director	Nil

- 3) Percentage increase in median remuneration of employees in the financial year ended 31st March, 2015 : Nil
 4) The number of permanent employees on the rolls of the company as on 31st March, 2015 : 69
 5) The Explanation on the relationship between average increase in remuneration and company performance :

Particulars	2014-15	2013-14
Total Income (Rs. In Lacs)	3883.74	3680.30
Profit Before Tax (Rs. In Lacs)	98.68	95.24
PBT as a % of Total Income	2.54%	2.58%

Average increase of Nil % in the remuneration of employees is in line with the company's performance, market dynamics.

- 6) Comparison of the remuneration to Key Managerial Personnel against the performance of the Company:
 The increase in remuneration is not solely based on company performance but also includes various factors like individual performance, industrial trends, economic situation, future growth prospects etc. Average increase in remuneration of Key Managerial Personnel is based on Company's Remuneration Policy.
- 7) Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last offer:

Quotes from BSE & NSE	As on 31st March, 2015	As on 31st March, 2014
Issued Capital (no. of shares)	49,94,775	49,94,775
Market Price of Equity shares of the company (In)	5.83	2.88
EPS (In Rs.)	1.60	1.53
Price earnings Ratio (In Rs.)	3.64	1.88
Market Capitalization (Rs. In Lacs)	291.20	143.85
Issue price at the last public offer	10.00	10.00
Increase in market price as on 31/03/2015 as compared to the issue price	(4.17)	-
% increase	Not Applicable	

- 8) Average percentile increase already made in the salaries of the employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the Managerial Remuneration and

justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration:

The average increase in salaries of the employees other than Managerial Personnel in 2014-15 was Nil % and average percentage increase in the Managerial Remuneration for the year was Nil % which is in line with the overall remuneration of the company.

- 9) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:
The comparison of the performance of the company and increase in the remuneration of the Key Managerial Personnel is given at point no. 5 & 2 respectively.
- 10) The key parameters for any variable components of remuneration availed by the Directors:
The executive directors are not paid variable remuneration in the form of commission on profits in addition to their salaries. No other Directors are paid any remuneration.
- 11) The ratio of the remuneration of the highest paid director to that of the employees who are not director but receive remuneration in excess of the highest paid director during the year: Not Applicable
- 12) It is affirmed that the remuneration paid is as per the remuneration policy of the company.

Annexure – E

Disclosure under rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:-

Sr. No.	Name	Designation	Remuneration (In Rs.)	Qualification	Experience (In Yrs)	Commencement of	Age In Yrs)	Particulars of Last Employment/ Employer/Employment Last Post & Period for which post held
1.	Pradep Bhutoria	Chairman & Managing	6,00,000	B.Com	To be Inserted by Company	To be Inserted by Company	to be Inserted by Company	To be Inserted by Company
2.	Sushma Bhutoria	Director Whole-Time-Director	4,20,000	B.Com	To be Inserted by Company	To be Inserted by Company	to be Inserted by Company	To be Inserted by Company

Notes :

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

Annexure – F
Form No. AOC-2

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

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

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

(a) Name(s) of the related party and nature of relationship	-
(b) Nature of contracts/arrangements/transactions	-
(c) Duration of the contracts / arrangements/transactions	-
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	-
(e) Justification for entering into such contracts or arrangements or transactions	-
(f) date(s) of approval by the Board	-
(g) Amount paid as advances, if any	-
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	-

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

(a) Name(s) of the related party and nature of relationship	-
(b) Nature of contracts/arrangements/transactions	-
(c) Duration of the contracts / arrangements/transactions	-
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	-
(e) date(s) of approval by the Board	-
(f) Amount paid as advances, if any:	-

Form shall be signed by the persons who have signed the Board's report.

For GUJARAT RAFFIA INDUSTRIES LIMITED

Date : 01-09-2015
Place : Santej

PRADEEP BHUTORIA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00284808

SUSHMA BHUTORIA
WHOLE-TIME DIRECTOR
DIN: 06907603

Annexure – G

NOMINATION AND REMUNERATION POLICY

The Board of Directors of Gujarat Raffia Industries Limited constituted the “Nomination and Remuneration Committee” at the Meeting held on 27th May, 2014 consisting of two (2) Non-Executive Directors and one (1) Executive Director of which of not less than half are Independent Directors. The said Committee has formulated this Nomination and Remuneration Policy which is applicable to Directors (Executive and Non-executive), Key Managerial Personnel and Senior Management Personnel.

1. OBJECTIVE :

The Nomination and Remuneration Committee (or “NRC” or “Committee”) and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement amended from time to time. The Key objectives of the Committee would be:

- 1.1. To identify persons who may be qualified to become directors and who may be appointed in Key Managerial Personnel in accordance with the criterion which may be laid down;
- 1.2. To recommend to the Board in relation to appointment and removal of Directors, Key Managerial Personnel;
- 1.3. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.4. To recommend to the Board on Remuneration payable to the Directors, Key Managerial personnel and Senior Management.
- 1.5. To devise a policy on Board diversity.

2. DEFINITIONS AND TERMS :

- 2.1. “Act” or “the Act” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- 2.2. “Board of Directors” or the “Board” shall have same meaning as defined under Section 2(10) of the Act.
- 2.3. “Director” shall have same meaning as defined under Section 2(34) of the Act.
- 2.4. “Key Managerial Personnel” or “KMP” shall have same meaning as defined under Section 2(51) of the Act which, *inter alia*, includes-
 - (i) the Chief Executive Officer or the managing director or the manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-Time Director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed under the applicable statutory provisions / regulations.
- 2.5. “Listing Agreement” or “LA” means the Listing agreement entered into between the Company and the Stock Exchange on which the shares of the Company are listed.
- 2.6. “Independent Director” or “ID” shall have same meaning as assigned to it under the Act & LA.

3. ROLE OF COMMITTEE :

- 3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee
The Committee shall:
 - 3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
 - 3.1.2. Recommend to the Board a policy, relating to the remuneration for directors, key managerial personnel and other employees.
 - 3.1.3. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
 - 3.1.4. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.
 - 3.1.5. Formulate the criterion for evaluation of Independent Directors and the Board.
 - 3.1.6. Devise a policy on Board Diversity.

4. MEMBERSHIP :

- 4.1 The Committee shall consist of a minimum 3 non-executive directors and atleast 50% of them shall be independent. However, looking to the present strength of 2 non-executive directors in the Company, the present committee consist of two non executive independent directors and one executive director.
- 4.2 Minimum two members shall constitute a quorum for the Committee meeting.
- 4.3 Membership of the Committee shall be disclosed in the Annual Report.
- 4.4 Terms of the Committee shall be as per the decision taken in the meeting of the Board of Directors.

5. CHAIRPERSON :

- 5.1 Chairperson of the Committee shall be an Independent Director.
- 5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not chair the Committee.
- 5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- 5.4 Chairperson of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS :

Committee Meeting shall be held at such regular intervals as may be required.

7. COMMITTEE MEMBERS' INTERESTS :

- 7.1 A member of the Committee is not entitled to vote or express his or her opinion, unless asked, when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- 7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. COMPLIANCE OFFICER :

The Compliance Officer of the Company shall act as Secretary of the Committee.

9. VOTING :

- 9.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of committee members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- 9.2 In the case of equality of votes, the Chairman of the meeting shall have a casting vote.

10. MINUTES OF COMMITTEE MEETING :

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting or according to the requirement of the law.

ANNEXURE - 1**CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES
AND INDEPENDENCE OF A DIRECTOR****A. Appointment criteria and qualifications :**

- A.1 The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- A.2 The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.
- A.3 The provisions of the Act and LA should be adhered to while considering the appointment of a director or KMP or Independent Director is considered.

B. Duties :

- B.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management, KMP and reviewing its effectiveness;
- B.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- B.3 Identifying and recommending directors who are to be put forward for retirement by rotation.
- B.4 Determining the appropriate size, diversity and composition of the Board;
- B.5 Setting a formal and transparent procedure for selecting new directors for appointment to the Board;
- B.6 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- B.7 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contracts;
- B.8 Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- B.9 Recommend any necessary changes to the Board; and
- B.10 Considering any other matters, as may be requested by the Board.

C. Term / Tenure :

The term or tenure of director or KMP or senior management personnel shall be in accordance with the applicable provisions of the Act or LA or other applicable regulation. In compliance with the said laws, the term or tenure shall be as decided in the meeting of the Board of directors or members, as the case may be.

D. Independence of Director (ID) :

Appointment of IDs shall be in accordance with the provisions of the Act as well as LA.

Committee should check whether a person to be nominated or appointed as an ID meets the criterion of independence as prescribed under Sec. 149(6) of the Act and Clause 49 of the LA.

While nominating any person to be appointed as an ID, the Committee should satisfy itself that the person gives a declaration as prescribed under the Act declaring that he/she meets the criterion of independence prescribed under the Act and LA.

E. Removal :

Due to reasons for any disqualification mentioned in the Act or LA or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said laws.

F. Retirement :

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board shall have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company in accordance with the applicable law.

ANNEXURE - 2**POLICY RELATING TO REMUNERATION FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES****A. Remuneration duties :**

The duties of the Committee in relation to remuneration matters include:

- A.1 To consider and determine the Remuneration Policy, based on the performance and to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate members of the Board of the quality required to run the Company successfully and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board
- A.2 To ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks
- A.3 To ensure that the remuneration to directors, KMPs, and Senior Management Personnel of the Company involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- A.3 To delegate any of its powers to one or more of its members or the Compliance Officer.
- A.4 To consider any other matters as may be requested by the Board.

B. Remuneration for the Directors, KMP & Senior Management Personnel :

- B.1 The remuneration / compensation / commission etc. to Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval.
- B.2 The remuneration / compensation / commission etc. shall be in accordance with the provisions of the Act and LA, if applicable, and the Articles of Association of the Company, and shall be subject to the prior/post approval of the shareholders of the Company and/or Central Government, wherever required under the law.
- B.3 Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board in accordance with the law.
- B.4 Remuneration to Managing Director/ Whole-time Director shall also be in accordance the agreement entered into with him.
- B.5 Fixed pay :
The Director, KMP and Senior Management Personnel shall be eligible for a monthly/yearly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and/or the Central Government, wherever required.
- B.6 Minimum Remuneration :
If circumstances demand, the Company may pay remuneration to its managerial personnel i.e. Managing Director or Whole-time Director or Manager in accordance with the provisions of Sec. 196, 197, Schedule V and other applicable provisions of the Act.
- B.7 Provisions for excess remuneration :
Remuneration drawn or received, directly or indirectly, in excess of the limits prescribed under the Act, shall be dealt with as prescribed under the Act.
- B.8 Sitting fee, reimbursement of expenses and profit related commission :
Subject to approval of the Board of Directors and in compliance with respective requirements, a director may receive remuneration by way of fee (sitting fee) for attending meetings of Board or Committee thereof as per Sec. 197(5) provided that the amount of such fee shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time. Such sitting fee to independent director and woman director shall not be less than sitting fee payable to other directors.
Independent director may receive reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members.
- B.9 Stock Options :
Independent Directors shall not be entitled to any stock option of the Company.

ANNEXURE - 3**FRAMEWORK FOR PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS,
OTHER DIRECTORS AND THE BOARD****Statutory Provisions :****A. Review of Board Evaluation Framework :**

In terms of Clause 49 of the Listing Agreement, the Board is required to monitor and review Board Evaluation Framework.

Schedule IV of the Act and clause 49 of the Listing Agreement, *inter alia*, provide for atleast one separate meeting of independent directors in a year without the attendance of non-independent directors and members of management. The said meeting shall:-

- (a) review the performance of non-independent directors and the Board as a whole;
- (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

B. Performance evaluation of independent directors & the Board :

Clause 49 of the Listing Agreement and Schedule IV of the Act, *inter alia*, provide that –

- The Nomination and Remuneration Committee (the “NRC”) shall lay down the evaluation criteria for performance evaluation of Independent Directors.
- The company shall disclose the criteria for performance evaluation, as laid down by the Nomination Committee, in its Annual Report.
- The performance evaluation of independent directors shall be done by the entire Board of Directors (excluding the director being evaluated).
- On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

Clause 49 also provides that NRC shall formulate the criterion for evaluation of Independent Directors and the Board.

In terms of Section 134 of the Act, the Directors’ Report should include a statement indicating a manner in which the Board has done formal annual evaluation of its own performance, performance of Committees and individual Directors of the Company.

C. Framework of performance evaluation :

The Board of Directors of the Company is committed to assessing its own performance as a Board in order to identify its strengths and areas in which it may improve its functioning as well as get evaluated the performances of individual directors in sync with abovementioned provisions. To that end, the Committee shall establish or change as and when required the process for evaluation of performance of Directors on the Board, Independent Directors, Members of various Committees and the Board itself as per the following:-

1. The Board will conduct a self-evaluation based on the criterion formulated by NRC atleast once a year.
2. NRC shall formulate evaluation criteria for performance evaluation of Directors on the Board, Independent Directors, Members of various Committees which may be formulated after taking into consideration the criteria such as knowledge to perform the role, time and level of participation, performance of duties, professional conduct and independence or other things as may be decided.
3. NRC shall formulate evaluation criteria for performance evaluation of the Board which may be broadly based on the performance on the basis of functions & responsibilities of the Board and overall performance.
4. The manner and method of evaluation shall be decided by the Board, NRC as the case may be.

ANNEXURE 4
POLICY ON BOARD DIVERSITY

- a) NRC should take into consideration the areas of expertise of all directors, KMP and senior management personnel. After taking into consideration the field or sector of business in which the Company operates, NRC should ensure that members of the Board, KMPs and senior management personnel consist of people of varied knowledge and experience which will enable the Company to run its business most efficiently. Experts in the core area of business of the Company should represent the Board among other members.
- b) NRC should also ensure that the Company shall have an optimum combination of executive and non-executive directors on the Board as per the LA and the Act. Requirements as to minimum number of independent directors and woman director on the Board should be met.
- c) In case of resignation / removal / death / casual vacancy of any director or KMP or senior management personnel, the vacancy should be filled as early as possible to maintain the availability of proper and experienced personnel with the Company.

REPORT ON CORPORATE GOVERNANCE**INTRODUCTION :**

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other stakeholders. The detailed Report on implementation of Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with the Stock Exchange/s is set out below:

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

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and ability. It goes beyond mere financial measurement of the performance of the company, taking into consideration a basket of parameters such as employee satisfaction, shareholders satisfaction, commitment to quality etc. The management of the company believes that the corporate governance is the reflection of our culture, policies, our commitment to values and our relationship with Stakeholders. The Company is committed to Corporate Governance and endeavors to adhere to the highest standards of corporate value and ethics.

The Company has implemented the mandatory requirements of the Code of Corporate Governance as mentioned in Clause 49 of the Listing Agreement. The Compliance Report of the Company vis-à-vis the Stock Exchange Listing Agreement is presented below.

2. VIGIL MECHANISM (WHISTLE BLOWER POLICY) :

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

3. BOARD OF DIRECTORS :**a) Composition and Category of Directors :**

Your company's Board comprises of four Directors as on 31st March, 2015 comprising two Executive Directors, two Independent Non-Executive Directors. The Chairman is executive in nature. The Company does not have any Nominee Director.

The Board Meetings held during the financial year 2014-15, presence of the directors thereat and Membership / Chairmanship of the directors in the Committees and no. of directorships in other companies excluding Private Companies and our company are stated below :

Name of Directors	Category of Directorship	No. of other Director Ships*	Committee (1)Membership/ (2) Chairmanship in other Companies	No. of Board Meetings attended	Attendance at the AGM held on 23rd September, 2014 Yes(Y)/No(N)
Mr. Pradeep Bhutoria Chairman & Managing Director	Promoter-Executive	1	-	08	Y
Mrs. Shushma P. Bhutoria	Promoter- Executive	-	-	08	Y
Mr. Alpesh R. Tripathi	Independent Non-Executive	-	-	08	N
Mr. Dipen M. Shah	Independent Non-Executive	-	-	08	Y
Mr. Abhishek Bhutoria@	Promoter- Non Executive	-	-	--	Y

*These numbers exclude the directorship/committee membership held in the company and in private limited companies, foreign companies, companies registered under Section 8 of the Companies Act, 2013 and alternate

directorship. Further, it includes only the chairmanship/membership of the Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee. All Directors have informed the Company about the committee positions they occupy in other companies as per Clause 49 of the Listing Agreement, which were placed before the Board.

@ Appointed as an Additional Director w.e.f. 1st September, 2015

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

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

Mr. Abhishek Bhutoria was appointed as Additional Director in the capacity of Non Executive of the Company with effect from 1st September, 2015. The Board seeks your confirmation for appointment of Mr. Abhishek Bhutoria as Non Executive Director, on rotational basis.

Relevant details pertaining to Mrs. Sushma Bhutoria and Mr. Abhishek Bhutoria are provided in the Notice of the AGM.

All Independent Directors of the Company have furnished declarations that they qualify the conditions of being independent as per Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. These were placed before the Board.

During the financial year, the two Independent Directors of the Company met on 12th February, 2015 without the presence of non-independent directors or management personnel to review the performance of Non-Independent Directors, the Board and its Chairman. The meeting also reviewed the quality, quantity and timeliness of flow of information between the Company and the Board. The terms and conditions of appointment of Independent Directors are incorporated on the website of the Company www.griltarp.com.

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

Name of Director	Mrs. Sushma Bhutoria	Mr. Abhishek Bhutoria
Date of Birth	25-08-1962	16-03-1990
Date of Appointment	21-02-2008	01-09-2015
Expertise in specific functional areas	Business Administration	Business Administration
List of other Public Limited Companies in which Directorships held	-	-
Chairman/Member of the Committees of the Board of Directors of the Company	-	-
Chairman/Member of the Committees of Directors of other public limited companies	-	-

c) Board Procedures :

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

All major decisions/ approvals are taken at the meeting of the Board of Directors such as policy formation, business plans, budgets, and investment opportunities, Statutory Compliance etc. The meetings of the board of directors were held on 27-05-2014, 21-06-2014, 13-08-2014, 01-10-2014, 13-11-2014, 15-01-2015, 31-01-2015 and 12-02-2015.

d) Shareholding of Non-Executive Directors as on March 31, 2015 :

No.	Name of Director	No. of Shares held
1.	Mr. Dipen M. Shah	0
2.	Mr. Alpesh R. Tripathi	0
3.	Mr. Abhishek P. Bhutoria	1,35,500

3. AUDIT COMMITTEE :

The Audit Committee consists of the following Directors:

Name of the Directors	Expertise	Functions of the Committee	Attendance the Committee
Dipen Shah	Chairman is independent Director and majorities are independent. Two members have thorough financial and accounting knowledge.	The functions of the Audit Committee are as per Company Law and Listing Agreement with Stock Exchange(s) which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies.	All the members were present at the meeting held on 27-05-2014, 13-08-2014, 13-11-2014 and 12-02-2015. The Chairman of the Audit Committee has attended AGM for the year 2013-14.
Pradeep Bhutoria			
Alpesh R. Tripathi			

4. NOMINATION AND REMUNERATION COMMITTEE :

During the year under review, with reference to the Companies Act, 2013 the Remuneration Committee has been renamed as Nomination & Remuneration Committee and re-constituted with Mr. Dipen Shah, Independent Non Executive Director as Chairman of the Committee and Mr. Alpesh Triparthi, Independent Non-Executive Director & Mr. Pradeep Bhutoria, Managing Director as members of the Committee.

One meeting of the Nomination and Remuneration Committee on 13th August, 2014 was held during the year under review. All the members the Committee were present at the meeting.

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

(a) Remuneration policy :

The Remuneration policy has been framed in accordance with the provisions of section 178 of the Companies Act, 2013 along with the Rules applicable and Clause 49 of the Listing Agreement, as amended from time to time. The policy on Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel has been framed by Nomination & Remuneration Committee and has been approved by the Board of Directors and the salient features of the Remuneration Policy form a part of the Directors Report and the same has been uploaded on the website of the company.

(b) Remuneration to Non-executive Directors :

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

(c) Remuneration to Executive Directors :

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

Details of remuneration paid :

1. The Company paid Managerial Remuneration of Rs. 6 Lacs to Mr. Pradeep Bhutoria, Managing Director during the year 2014-15.
2. The Company paid Managerial Remuneration of Rs. 4.20 Lacs to Mrs. Sushma Bhutoria, Whole Time Director during the year 2014-15.

(d) Performance evaluation of Directors :

Pursuant to the provisions of Companies Act, 2013 and Listing Agreement, the Board has carried out the annual performance evaluation for the financial Year under review of performances of the Directors individually as well as the evaluation of the working of its Board and their Committees.

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

The broad criteria followed for evaluation of performance of Directors includes aspects such as attendance at the meetings, participation and independence during the meetings, interaction with management, role

and accountability, knowledge and proficiency. The performance evaluation of the Managing Director and Whole-Time Directors was based on business achievements of the company.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE :

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

Mr. Dipen Shah, Independent Non Executive Director and Mr. Pradeep Bhutoria, Chairman and Managing Director are the Members of the Committee.

Mr. Ramakant Pandey was the Compliance Officer for the above purpose during the year under review.

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

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

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

6. INDEPENDENT DIRECTORS MEETING :

With reference to the Schedule IV of the Companies Act, 2013 one meeting of the Independent Directors was held on 12th February, 2015. All the Independent Directors have attended the meeting. At the meeting, the Independent Directors reviewed the performance of the non-independent directors and the Board as whole and assessed the quality, quantity and timeliness of flow of information between the company, management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Familiarization programme for Independent Directors :

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

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

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

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

8. GENERAL BODY MEETINGS :

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

Financial Year	Date	Time	Venue
2011-12	29-09-2012	2.00 p.m.	Registered Office at Plot No. 455, Santej-Vadsar Road, Village: Santej, Taluka: Kalol-382 721. Dist: Gandhinagar.
2012-13	27-09-2013	2.00 p.m.	
2013-14	23-09-2014	2.00 p.m.	

Details of Special Resolution passed in the last three Annual General Meeting:

Special Resolution for appointment and remuneration of Smt. Sushma P. Bhutoria as Whole Time Director of the Company w.e.f. 1st April, 2012, in Annual General Meeting dated 29-09-2012.

Special Resolution for increase in borrowing powers and Creation of Charge on the assets of the Company, in Annual General Meeting dated 23-09-2014.

During the year under review, no special resolution was passed through postal ballot or Extra Ordinary General Meeting and as of day, there is no proposal to pass any special resolution through postal ballot.

7. DISCLOSURES :

- a) The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company at large.
- b) There has neither been any intentional non compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.
- c) The Board of Directors has adopted the policy on Related Party Transactions and the same has been uploaded on the website of the company.
- d) Related party transactions are disclosed in the Note No. 30 forming Parts of Accounts in this Annual Report.
- e) While preparing the financial statements, the company has followed all relevant accounting standards.
- f) The Company has formulated a Risk Management Policy duly approved by the Board of Directors in terms of Section 177 of the Companies Act, 2013 read with Clause 49 of listing Agreement at the Meeting of Board of Directors held on May 26, 2014.
- g) The company has implemented the Whistle Blower policy and the same has been reviewed by the Audit Committee. No complaints have been received under the policy during the financial year under review. In the opinion of the Board there are no cases where a person was denied access to the grievance process set up by the company and the same has been uploaded on the website of the company.
- h) The company has a well-defined 'Code of Business Conduct' applicable to all the Board members and senior management personnel. The compliance to 'Code of Business Conduct' has been affirmed by the Managing Director of the company. The certificate for the affirmation to the same forms part of the Corporate Governance Report.
- i) A certificate from the Managing Director on the financial statements of the company in terms of clause IX of clause 49 of the Listing Agreement with the stock exchanges was placed before the Board of Directors and the same forms part of Corporate Governance Report.
- j) The Managing Director of the Company give an annual certificate on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The Executive Chairman also give quarterly certificate on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement.
- k) There has been no complaint under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, during the year.

8. MEANS OF COMMUNICATIONS :

- a) In compliance with the requirements of the Listing Agreement, the Company is regularly intimates Unaudited/ Audited Financial Results to the Stock Exchange/s immediately after they are taken on record by the Board of Directors. These Financial Results are normally published in 'Western Times' (English and Gujarati).
Results are not displayed on Website and Quarterly results are not sent individually to the Shareholders.
- b) During the year ended on 31st March, 2015, no presentation was made to Institutional Investors or analyst or any other enterprise.
- c) Management Discussion and Analysis form part of the Annual Report.

9. SHAREHOLDERS' INFORMATION :

a	Registered Office	Plot No. 455, Santej-Vadsar Road, Village: Santej, Taluka: Kalol-382721 Dist: Gandhinagar.
b.	Annual General Meeting	Day Wednesday
	Date	30th September, 2015
	Time	2.00 p.m.
	Venue	Plot No. 455, Santej-Vadsar Road, Village: Santej, Taluka: Kalol-382721 Dist: Gandhinagar.

c	Financial Calendar	1st Quarter Results	Mid August, 2015
		Half yearly Results	Mid November, 2015
		3rd Quarter Results	Mid February, 2016
		4th Quarter Results	End May, 2016
		Audited yearly Results	End May, 2016
d	Book Closure Dates	From 29th September, 2015	To 30th September, 2015
e	Registrar and Share Transfer Agents	<p>In terms of SEBI Circular No. D&CC/FITTC/CIR 15/2003 dated 27th December, 2002 read with Circular No. D&CC/FITTC/CIR 18/2003 dated 12th February, 2003, on appointment of common agency for share registry work, the Company has appointed the below mentioned agency as Registrars and Share Transfer Agents (RTA) for both Physical and Demat Segment of Equity Shares of the Company:</p> <p>M/s. Link Intime India Private Limited. Ahmedabad Branch, 303, Shopper's Plaza - V, Opp Municipal Market, Off C G Road, Navrangpura, Ahmedabad - 380009. Tele. No.: (079) – 26465179 e-mail : ahmedabad@linkintime.co.in</p>	
f	ISIN	INE610B01024	
g	Dividend Payment Date	The Company has not declared Dividend	
h	Stock Exchange Code	Stock Exchange	Code
		Bombay Stock Exchange Limited	523836
		National Stock Exchange of India	GUJRAFFIA

- i) Stock Price Data : The shares of the Company were traded on The Stock Exchange Mumbai.
The information on stock price data are as under :

Month	BSE		
	High (Rs.)	Low(Rs.)	No.of Shares Traded
April, 2014	4.15	2.85	208
May, 2014	4.66	2.85	246
June, 2014	7.52	4.89	278
July, 2014	7.17	5.51	167
August, 2014	6.25	4.51	101
September, 2014	5.78	4.28	154
October, 2014	6.02	4.52	184
November, 2014	6.19	4.82	194
December, 2014	10.90	5.84	484
January, 2015	11.39	6.01	267
February, 2015	8.15	6.01	86
March, 2015	7.25	5.83	155

- j) Share Transfer System :

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

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

k) Distribution of Shareholding as on 31st March, 2015 :

No. of Equity Shares held	No. of Shareholders	% of Share holders	No. of Shares held	% of Shareholding
Up to 500	28,014	98.4087	25,80,355	51.6611
501 to 1000	266	0.9344	2,02,251	4.0493
1001 to 2000	111	0.3899	1,51,920	3.0416
2001 to 3000	40	0.1405	99,137	1.9848
3001 to 4000	10	0.0351	35,562	0.7120
4001 to 5000	6	0.0211	27,362	0.5478
5001 to 10000	7	0.0246	49,940	0.9998
10001 to above	13	0.0457	18,48,248	37.0036
Grand Total	28,467	100.00	49,94,775	100.00

l) Category of Shareholders as on 31st March, 2015 :

Category	No. of Shares held	% of Shareholding
Promoters including Promoter Company	16,97,748	33.99
Financial Institutions/ Banks	0	0.00
Mutual Fund	0	0.00
Bodies Corporate	40,881	0.82
NRI's	26,831	0.54
Foreign National	0	0.00
Other (Clearing Member)	1,764	0.03
Public	32,27,551	64.62
Total	49,94,775	100

- m) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity: The Company has not issued any GDRs/ADRs.
- n) Dematerialisation of Shares : The Company has entered into Shares Agreement with NSDL/CDSL for Dematerialisation of Shares.

As on 31st March, 2015, a total of 27,64,802 Shares of the Company which form 55.35 % of the Share Capital of the Company stands dematerialised.

10. CODE OF CONDUCT :

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

11. RELATED PARTY TRANSACTIONS :

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

12. CEO / CFO CERTIFICATION :

The Managing Director of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement.

13. PLANT LOCATIONS :

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

14. ADDRESS FOR CORRESPONDENCE :

For both Physical and Electronic Form : M/s. Link Intime India Private Limited
Ahmedabad Branch,
303, Shopper's Plaza - V, Opp Municipal Market, Off C G Road,
Navrangpura, Ahmedabad - 380009
Tele. No.: (079) – 26465179
e mail ahmedabad@linkintime.co.in

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

Registered Office Plot No. 455, Santej-Vadsar Road, Village: Santej,
Taluka: Kalol-382 721 Dist: Gandhinagar.
Telephone Nos.: (02764) 28 66 52, (02764) 28 66 32

Compliance Officer Mr. Ramakant Pandey was Compliance Officer during the year under review.

For and on behalf of the Board,

Date : 1st September, 2015
Place : Santej

Pradeep Bhutoria
Chairman & Managing Director

Annexure - 1 to Corporate Governance Report**CERTIFICATE****GUJARAT RAFFIA INDUSTRIES LIMITED**
DECLARATION UNDER CLAUSE 49 (I) (D) (ii)

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board members and the senior management personnel have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March, 2015.

Ahmedabad
Date : 1st September, 2015

Pradeep Bhutoria
Chairman and Managing Director

Certification by Managing Director of the company

To,
The Board of Directors

We to the best of our knowledge and belief certify that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2015 and that to the best of our knowledge and belief :
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. 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.
2. We also certify, that based on our knowledge and the information provided to us, there are no transactions entered into by the company during the year which are fraudulent, illegal or against the company's code of conduct.
3. We accept the 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 taken or propose to take to rectify these deficiencies.
4. We further certify that :
 - a. there have been no significant changes in internal control over financial reporting during the year;
 - b. there have been no significant changes in accounting policies during the year and the same have been disclosed in notes to the financial statements; and
 - c. there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Ahmedabad
Dated: 1st September, 2015

Pradeep Bhutoria
Managing Director

**AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF
CORPORATE GOVERNANCE**

To
The Members of
Gujarat Raffia Industries Limited
Ahmedabad

We have examined the compliance of conditions of Corporate Governance by M/s. Gujarat Raffia Industries Limited, for the year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India. We have conducted over review on the basis of relevant records and documents maintained by the Company for the year ended 31st March, 2015 and furnished to us for the purpose of the review and the information and explanation given to us by the Company during the course of review.

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 conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievances is pending for period exceeding one month against the Company as per the records maintained and certified by the Company.

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 affair of the Company.

For P G T & Associates
Chartered Accountants
(Firm Reg. No.: 116277W)

(Pradeep G Tulsian)
Partner
Membership No.: 100968

Place : Ahmedabad
Date : 1st September, 2015

MANAGEMENT DISCUSSION AND ANALYSIS**a. Industry Structure and Developments :**

The Industry is dependent on performance of core sectors like agriculture, fertilizer, cement and exports. Total retail sales in India are projected to grow from Rs. 18610.12 billion in 2011 to Rs. 36,900.64 billion by 2015 according to the Business Monitor International (BMI) India Retail Report for the second-quarter of 2011. Strong underlying economic growth, population expansion, increasing wealth of individual and rapid construction of organized retail infrastructure are key factors behind the growth forecast. The policy changes in infrastructure will lead towards the brighter future of the company.

b. Opportunities and Threats :

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

c. Segment wise Performance :

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

d. Recent Trend and Future Outlook :

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

e. Risks and Concerns :

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

f. Internal Control Systems and their Adequacy :

The Company has a adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information.

g. Financial Performance with respect to Operational Performance :

The financial performance of the company for the year 2014-2015 is described in the Director's report under the head "Review of Operations, sales and working results."

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

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

i. Cautionary Statement :

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

For and on behalf of the Board,

Date : 01-09-2015

Place : Santej

Pradeep Bhutoria
Chairman & Managing Director

Independent Auditors' Report

To
The Shareholders,
Gujarat Raffia Industries Limited,
Ahmedabad, Gujarat.

We have audited the accompanying financial statements of Gujarat Raffia Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY :

Our responsibility is to express an opinion on these standalone 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 there under.

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

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

OPINION :

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2015, its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS :

1. As required by the Companies (Auditor's Report) Order, 2015("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 a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have 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 appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

For P G T & Associates
Chartered Accountants
(Firm Reg. No.: 116277W)

(Pradeep G Tulsian)
Partner
Membership No.: 100968

Place : Ahmedabad
Date : 27/05/2015

Annexure to Auditors' Report

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of Gujarat Raffia Industries Limited on the accounts of the company for the year ended 31st March, 2015.

On the basis of such checks as we considered appropriate and according to the information and Explanations given to us during the course of our audit, we report that:

i. In respect of its fixed assets :

- a) The company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets on the basis of available information.
- b) As explained to us, the fixed assets are physically verified by the management according to a phased programme designed to cover all the items over a period, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, apportion of the fixed assets has been physically verified by the Management during the year and no material discrepancies between the book stock and the physical inventory have been noticed.

ii. In respect of its Inventories :

- a) As explained to us, inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- c) In our opinion and according to the information and explanations given to us, the company has maintained proper records of inventories. As explained to us, there was no material discrepancy noticed on physical verification of inventories as compared to the book records.

iii. In respect of loans, secured or unsecured, granted or taken by company to/from companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013:

- a) The principal amounts are repayable over varying periods and interest is payable annually, both at the discretion of the Company.
- b) In respect of the said loans and interest thereon, there are no overdue amounts.

iv. In our opinion and according to the information & explanations given to us, there are adequate internal control systems which commensurate with the size of the company & nature of its business for purchase of inventory, fixed assets and also for the sales of goods and services. Further, on the basis of our examination of our books and records of the Company, and according to the information and explanation given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.**v. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the CARO 2015 are not applicable to the Company.****vi. According to the information and explanations given to us, the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1)(d) of the Companies Act, 2013 are not applicable to the company for the year under review.****vii. In respect of Statutory Dues :**

- (a) According to the records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, employees state insurance (ESI), Investor Education and Protection Fund, Income-tax, Tax deducted at sources, Tax collected at source, Professional Tax, Sales Tax, value added tax (VAT), Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it, with the appropriate authorities.
- (b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, Wealth Tax, Custom Duty, Excise Duty, sales tax, VAT, Cess and other material

statutory dues in arrears /were outstanding as at 31 March, 2015 for a period of more than six months from the date they became payable except the followings:

Sr. No.	Nature of the Statute	Nature of Dues	Forum where the matter is pending	Unpaid Amt. (Rs.)
1.	The industrial Dispute Act, 1947	Labour Matter	Labour Court, Ahmedabad	35,000/-
2.	Employee's State Insurance Act, 1948	ESIC	ESI Tribunal, Ahmedabad	2,00,000/-

- (c) According to the information and explanations given to us, There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. Therefore, the question of reporting delay in transferring such sums does not arise as at 31st March, 2015, hence, clause 3(vii)(c) of the Order is not applicable to it.
- viii. On the basis of information and explanations given to us and on the basis of records produced before us, the company does not have any accumulated loss at the end of the year and has not incurred cash losses in the relevant financial year and in the immediately preceding financial year.
- ix. According to the records of the company examined by us and on the basis of the information and explanations given to us, the company has not defaulted in repayment of dues to any bank as at the balance sheet date. The company has not taken loans from financial institutions and has not issued debentures during the period under review.
- x. In our opinion and according to the information and explanation given to us, the company has not given any guarantee for loan taken by others from bank or financial institution hence the provision of this clause is not applicable to the company.
- xi. In our opinion and according to the information and explanation given to us, the term loans were applied for the purpose for which the loans were obtained.
- xii. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For P G T & Associates
Chartered Accountants
(Firm Reg. No.: 116277W)

(Pradeep G Tulsian)
Partner
Membership No.: 100968

Place : Ahmedabad
Date : 27/05/2015

BALANCE SHEET AS AT 31st MARCH , 2015

ParticularsNote	In INR No.	Figures as at end of	
		Current Reporting Period March 31,2015	Previous Reporting Period March 31,2014
I. EQUITY AND LIABILITIES :			
Shareholders' Funds :			
Share Capital	1	49947750	49947750
Reserves and Surplus	2	66809430	57386477
		116757180	107334227
Share Application Pending Allotment		0	0
Non-Current Liabilities :			
Long Term Borrowings	3	114581971	100922460
Long Term Provisions	4	1571052	915298
		116153023	101837758
Current Liabilities :			
Short Term Borrowings	5	43801824	84381509
Trade Payables	6	19515731	13673342
Other Current Liabilities	7	52465499	65571057
Short Term Provisions	8	1005529	306851
		116788583	163932759
TOTAL		349698786	373104744
ASSETS :			
Non-Current Assets :			
Fixed Assets :			
Tangible Assets	9	148565882	165179382
Capital Work-in-Progress		0	0
		148565882	165179382
Non-Current Investments	10	500500	500500
		149066382	165679882
Current Assets :			
Inventories	11	117283991	99524235
Trade Receivables	12	61291887	88119906
Cash and Bank Balances	13	5867404	8862761
Short Term Loans and Advances	14	16189122	10917960
		200632404	207424862
TOTAL		349698786	373104744

Significant Accounting Policies**Notes to the Financial Statements****1 to 34****The accompanying notes are an Integral part of Financial Statement****As per our report of even date**

P G T & Associates
Chartered Accountants
FRN : 116277W

(Pradeep G Tulsian)
Partner
M. No.: 100968

Ahmedabad, Dated : 27.05.2015**Chairman and Managing Director****Director**

Statement of Profit and Loss For The Period Ended March 31, 2015

ParticularsNote	In INR No.	Figures as at end of	
		Current Reporting Period March 31,2015	Previous Reporting Period March 31,2014
I. REVENUE :			
Revenue from Operations :	16		
Sale of Products [Gross]		413700782	391335861
Less : Excise Duty		28771524	30431460
Sale of Products [Net]		384929258	360904401
Other Operating Revenues		2481267	4060043
Net Revenue from Operations		387410525	364964444
Other Income	17	963550	3066075
Total Revenue		388374075	368030519
EXPENSES :			
Cost of Materials Consumed	18	288620212	291743122
Changes in Inventories of Finished goods, Work-in-progress and Stock-in-Trade	19	(6214777)	(20002499)
Employee Benefits Expense	20	11219287	10838804
Finance Costs	21	13838809	11833967
Depreciation and Amortisation expenses	9	20580024	12210038
Other Expenses	22	50462066	51882854
Total Expenses		378505621	358506286
Profit before exceptional & extraordinary items and Tax		9868454	9524233
Less : Exceptional Items		0	0
Profit before Tax		9868454	9524233
Less/[Add]: Tax Expense:			
Current Tax		1880360	1825000
Earlier Year Tax		0	39706
Deferred Tax	31	0	0
Total Tax Paid		1880360	1864706
Profit for the period		7988094	7659527
Basic & Diluted Earning per Equity Share[EPS][in Rupees]23			
Before/After Exceptional Items		1.60	1.53

Significant Accounting Policies

Notes to the Financial Statements

1 to 34

The accompanying notes are an Integral part of Financial Statement

As per our report of even date

P G T & Associates
Chartered Accountants
FRN : 116277W

(Pradeep G Tulsian)
Partner
M. No.: 100968

Chairman and Managing Director

Director

Ahmedabad, Dated : 27.05.2015

CASH FLOW STATEMENT FOR PERIOD ENDED 31ST MARCH 2015

Particulars In INR	Figures as at end of	
	Current Reporting Period March 31, 2015	Previous Reporting Period March 31, 2014
A. CASH ARISING FROM OPERATING ACTIVITIES :		
Net Profit before Tax and Exceptional Items as per Profit and Loss Accounts	9,868,454	9524233
ADD/(DEDUCT):		
Depreciation and Amortisation Expenses	20,580,024	12210038
Interest Income	(451,943)	(911250)
Loss on Sale of Fixed Assets	0	44209
Amount Written off	29,534	(2154825)
Financial Charges	13,838,809	11833967
Unrealised Foreign Exchange (Gain)/Loss	33,996,424	21022139
Operating Cash Profit Before Working Capital Changes	43,864,878	30546372
Change In Working Capital		
Decrease in Trade and Other Current Liabilities	(6,636,949)	36702505
Increase in Trade Receivable and Other Loans and Advances	21,556,857	(16752837)
Decrease/(Increase) in Inventories	(17,759,756)	13765905
Total Change in Working Capital	(2,839,848)	33715573
Cash flow from operation	41,025,030	64261945
Less:- Direct Taxes Paid	(1,181,681)	(2098244)
Net Cash Inflow/(Outflow) in the Course of Operating Activities after Exceptional Items	39,843,349	62163701
B. CASH FLOW ARISING FROM INVESTING ACTIVITIES :		
Inflow :		
Sale of Assets	0	250000
Interest Received	451,943	911250
	451,943	1161250
Outflow :		
Investment In Shares of Other Company	--	--
Acquisition of Fixed Assets (Including Capital WIP)	(2,531,665)	(104234862)
	(2,531,665)	(104234862)
Net Cash Inflow/(Outflow) in the course of Investing Activities	(2,079,722)	(103073612)
C. CASH FLOW ARISING FROM FINANCING ACTIVITIES :		
Inflow :		
Proceeds from Secured Loan	14,880,025	12708869
Proceeds From Bank	(40,579,685)	32732059
Proceeds from Unsecured Loan	(1,220,515)	7256578
	(26,920,175)	52697506
Outflow :		
Finance charges	(13,838,809)	(11833967)
	(13,838,809)	(11833967)
Net Cash Inflow/(Outflow) in the Course of Financing Activities	(40,758,984)	40863539
Net Increase/(Decrease) in Cash and Cash Equivalents	(2,995,357)	(46372)
Add: Opening Balance of Cash and Cash Equivalents	8,862,761	8909133
Closing Balance of Cash and Cash Equivalents	5,867,404	8862761

Notes to the Financial Statements

Particulars in INR	Figures as at end of	
	Current Reporting Period	Previous Reporting Period
	March 31, 2015	March 31, 2014

Note : 1-Share Capital :**Authorised :**

1,10,00,000 [as at 31-03-14 : 1,10,00,000] equity shares of Rs.10/- each

110000000

110000000

Total**110000000**

110000000

Issued, Subscribed and Paid-up :

49,94,775 [as at 31-03-14 : 49,94,775] equity shares of Rs.10/- each

49947750

49947750

Total**49947750**

49947750

A. The reconciliation of the number of shares outstanding is as under :**Equity Shares**

Number of shares at the beginning

4994775

4994775

Add: Bonus shares issued during the period/shares issued during the period

0

0

Less : Shares bought back/redeemed during the period

0

0

Number of shares at the end

4994775

4994775

B. Terms/rights attached to equity shares :

The company has only one class of equity shares having par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The Dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of Interim dividend. The equity shares rank parri passu and carry equal rights with respect to voting and dividend. In the event of liquidation of the Company, the equity shareholders shall be entitled to proportionate share of their holding in the assets remained after distribution of all preferential amounts.

C. Details of Share Holders holding more than 5% of Equity Shares of Rs. 10/- each, fully paid :

Name of the Shareholder	Current Reporting period 31st March, 2015		Previous Reporting period 31st March, 2014	
	No of Shares	%of Holding	No of Shares	%of Holding
Pradeep Bhutoria	549626	11.00	546374	10.94
Ratanlal Bhutoria	280261	5.61	280261	5.61
Bengal Business Limited	300579	6.02	300579	6.02

As per records of the company, including its register of shareholders/ members and declaration received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

D. The Equity Share Capital of the Company had been reduced from 10,21,87,000 comprising of 1,02,18,700 shares of Rs.10/- per share fully 99,89,550 equity shares of Rs.5/- each fully paid up. The reduction in capital had been approved under section 100 of the Companies Act 1956 by the High Court Of Gujarat vide its order dated Sept.21,2007. The company then converted its reduced face value of shares from Rs 5 each to Rs 10 each vide special resolution passed in Extra-ordinary General Meeting dated October 15, 2007.

Notes to the Financial Statements

Particulars In INR	Figures as at end of	
	Current Reporting Period March 31, 2015	Previous Reporting Period March 31, 2014
Note : 2-Reserves and Surplus :		
Capital Reserve :		
Balance as per last balance sheet : (On forfeiture of 2,29,150, equity shares)	2530849	2530849
Addition during the period	0	0
Closing Balance	2530849	2530849
General Reserve :		
Balance as per last balance sheet	15471216	15471216
Add: Transfer from surplus in profit and loss account	2629077	0
Less: Transfer to surplus in statement of profit and loss	1194218	0
Closing Balance	16906075	15471216
Surplus/(deficit) in Statement of Profit and Loss:		
Balance as per last Balance Sheet	39384412	31724885
Add: (Loss)/Profit for the reporting period	7988094	7659527
Net surplus in the statement of profit and loss	47372506	39384412
TOTAL	66809430	57386477

	In INR			
	Non-current portion		Current Maturities	
	Figures as at end of			
	31st March, 2015		31st March, 2014	
	No of Shares Current Reporting Period March 31, 2015	%of Holding Previous Reporting Period March 31, 2014	No of Shares Current Reporting Period March 31, 2015	%of Holding Previous Reporting Period March 31, 2014
Note : 3-Long Term Borrowings :				
A Term Loans/Finance Lease Obligation (Secured)				
a From Banks	56577737	41697712	20557788	20551923
	56577737	41697712	20557788	20551923
B From Others [Unsecured] :				
a Inter corporate deposits	54273065	53053774	0	0
b Director and their relatives	3731169	6170974	0	0
	58004234	59224748	0	0
TOTAL	114581971	100922460	20557788	20551923
The above amount includes:				
Secured borrowings	56577737	41697712	20557788	20551923
Unsecured borrowings	58004234	59224748	0	0
Amount disclosed under head "Other Current Liabilities" [Note-9]	0	0	-20557788	-20551923
Net Amount	114581971	100922460	0	0

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

a Finance Lease obligations is secured by hypothecation of assets taken on lease.

b Term Loan from Bank

- Secured against entire stock of Raw Material (imported / indigenous), semi-finished goods, Finished Goods, Book Debts and collateral Security of Factory Land and Building and Plant and Machinery.

- Secured loan amounting to Rs. 260520/- (P.Y. Rs. 312635/-) is secured by hypothecation of vehicle.

B Terms of Repayment for Secured Long Term Borrowings :

a Finance lease obligations are repayable in equal monthly installments along with interest for the period.

c There is no continuous default in repayment of Loan and interest their on as on March 31st, 2015 for any loans under this head.

Notes to the Financial Statements

Particulars in INR	Figures as at end of	
	Current Reporting Period March 31, 2015	Previous Reporting Period March 31, 2014
Note : 4-Long Term Provisions :		
Provision for Employee Benefits	1571052	915298
TOTAL	1571052	915298
Disclosure pursuant to Accounting Standard-15 [Revised] "Employee Benefits":		
Defined benefit plan and long term employment benefit :		
A. General description :		
Gratuity [Defined benefit plan] :		
The Company operates one defined plan viz. Gratuity, for its employees. Under the gratuity plan, every employee who has completed at least five years of service gets a gratuity on departure at 15 days of @ last drawn salary for each completed year of service. The scheme is not funded by the company.		
[Defined contribution plan] :		
Contribution to Defined Contribution Plan, recognized as expense for the period is as under: Employer's Contribution to Provident Fund	214961	249948
Leave wages [Long term employment benefit] :		
The employees of the company are entitled to leave as per the leave policy of the company. The liability on account of accumulated leave as on last day of the accounting period is recognized as at the balance sheet date.	0	541141
Gratuity [Defined benefit plan] :		
a. Change in the present value of the defined benefit obligation :		
Opening defined benefit obligation	374157	324041
Interest cost	0	0
Current service cost	1196895	50116
Benefits paid	0	0
Actuarial [gain]/losses on obligation	0	0
Closing defined benefit obligation	1571052	374157
b. Change in the fair value of plan assets :		
Opening fair value of plan assets	0	0
Expected return on plan assets	0	0
Contributions by employer	0	0
Benefits paid	0	0
Actuarial gains/[losses]	0	0
Closing fair value of plan assets	0	0
Total actuarial gain [loss] to be recognized	0	0
c. Actual return on plan assets :		
Expected return on plan assets	0	0
Actuarial gain/[loss] on plan assets	0	0
Actual return on plan assets	0	0
d. Amount recognised in the balance sheet :		
[Assets]/Liability at the end of the period	1571052	374157
Fair value of plan Assets at the end of the period	0	0
Difference	1571052	374157
Unrecognised past Service cost	0	0
[Assets]/Liability recognised in the Balance Sheet	1571052	374157

Notes to the Financial Statements

Particulars In INR	Figures as at end of	
	Current Reporting Period	Previous Reporting Period
	March 31, 2015	March 31, 2014
Note : 4-Long Term Provisions : (Contd.....)		
e. [Income]/Expenses recognised in the Statement of Profit and Loss :		
Current service cost	1196895	50116
Interest cost on benefit obligation	0	0
Expected return on plan assets	0	0
Net actuarial [gain]/loss in the period	0	0
Net [benefit]/expense	1196895	50116
f. Movement in net liability recognised in Balance Sheet :		
Opening net liability	374157	324041
Expenses as above [P & L Charge]	1196895	50116
Employer's contribution	0	0
[Assets]/Liability recognised in the Balance Sheet	1571052	374157
g. Principal actuarial assumptions as at Balance sheet date :	Gratuity Unfunded	
Gratuity Unfunded		
Mortality table	NA	NA
Discount rate (rate annum)	NA	0
Expected rate of return on plan assets (per annum)	NA	NA
Rate of escalation in salary	NA	0
(Actuarial valuer has not given these parameters in the certificate)		

Particulars	In INR	
	Current Reporting Period	Previous Reporting Period
	March 31, 2015	March 31, 2014
Note : 5-Short Term Borrowings :		
Working Capital Loans from Banks [Secured] [*]	43801824	84381509
Buyers Credit from Banks [Secured] [**]	0	0
TOTAL	43801824	84381509

[*] [Secured against entire stock of Raw Material (imported / indigenous), semi-finished goods, Finished Goods, Book Debts and collateral Security of Factory Land and Building, Plant and Machinery].

[**] Secured against the machinery purchased against the credit facilities.

Note : 6-Trade Payables :

Micro, Small and Medium Enterprises [*]	0	0
Others	19515731	13673342
TOTAL	19515731	13673342

[*] The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the company is as under:

Particulars		
Principal amount due and remaining unpaid	0	0
Interest due on above and the unpaid interest	0	0
Interest paid	0	0
Payment made beyond the appointed day during the period	0	0
Interest due and payable for the period of delay	0	0
Interest accrued and remaining unpaid	0	0
Amount of further interest remaining due and payable in succeeding periods.	0	0

Notes to the Financial Statements

Particulars in INR	Figures as at end of	
	Current Reporting Period	Previous Reporting Period
	March 31, 2015	March 31, 2014
Note : 7-Other Current Liabilities :		
Current Maturities of Long Term Debt including current maturity of finance lease obligation [Refer Note No. 3]	20557788	20551923
Sundry Creditors - Capital Goods	579266	164639
Advances from Debtors	17860701	32865325
Others :		
Provision for Expenses	3038310	2297429
Payable to Statutory Authorities (*)	10429434	9691741
TOTAL	52465499	65571057
(*) The company has recognised liability based on substantial degree of estimation for excise duty payable on clearance of finished goods lying in stock at the end of period.		
Note : 8-Short Term Provisions :		
Provision for Employee Benefits	0	0
Others :		
Provision for Income Tax	1005529	306851
TOTAL	1005529	306851
Note : 10 - Non Current Investments :		
Long Term Investments :		
Trade Investments :		
Investments in Equity Instruments	0	0
Other Investments :		
Investments in Equity Instruments	500500	500500
	500500	500500
Details of Other Investments :		
Investment in Equity Instruments :	Face Value Per Share	No. of Shares
		Current Period
		Previous Year
Unquoted :		
In fully paid-up Equity Shares of :		
Others :		
Asia Pacific Ltd.	10	500
		500
		500
Associate Concerns :		
Bengal Business Ltd.	10	100000
		100000
		200000
Asian gases Ltd.	10	150000
		150000
		300000
TOTAL [Aggregate Book Value of Investments]	500500	500500
Note : 11-Inventories :		
[The Inventory is valued at lower of cost and net realisable value]		
Classification of Inventories:		
Raw Materials	26811286	16695593
Work-in-progress	2825134	2464441
Finished Goods	86521515	79305373
Stores and Spares	1025291	1019421
Scrap	100765	39407
TOTAL	117283991	99524235

Notes to the Financial Statements

ParticularsIn INR	Figures as at end of	
	Current Reporting Period March 31,2015	Previous Reporting Period March 31,2014
Note : 12-Trade Receivables :		
[Unsecured]		
Outstanding for a period exceeding six months from the date they are due for payment :		
Considered good	0	915081
Others :		
Considered good	61291887	87204825
TOTAL	61291887	88119906
Note : 13-Cash and Bank Balances :		
Balances with Banks	5852765	8807476
Cash on Hand	14639	55285
TOTAL	5867404	8862761
A Earmarked balances with banks :		
a Balances with Banks include balances to the extent held as margin money deposits against gurantee and letter of credit opened	5427700	6028973
b Bank deposits with maturity of more than 12 months	0	0
c Company keeps Fixed deposit with the Nationalised/Scheduled banks, which can be withdrawn by the company as per its own discretion/ requirement of funds.		
Note : 14-Short Term Loans and Advances :		
[Unsecured, Considered Good] :		
Loans and advances to related parties:		
Balances with Custom/ Central Excise/ Sales Tax Authorities	6380935	1107492
Advances to Suppliers	1734124	3351335
Advances recoverable in cash or in kind or for value to be received	8074063	6459133
TOTAL	16189122	10917960
Note : 15-Contingent Liabilities and commitment [to the extent not provided for] :		
Contingent Liabilities :		
a Claims against the Company not acknowledged as debts :		
i) Labour Matters	435000	435000
b In respect of guarantees given by Banks and/or counter guarantees given by the Company	250000	2349779
c Other money for which the company is contingent liable :		
i) Letters of Credit for Imports	22864000	3664452
Note : 16-Revenue from Operations :		
Sales of Goods		
Sales	413700782	391157761
Services (Including Job Work)	0	178100
	413700782	391335861
Other Operating Revenues :		
Net Gain on foreign currency transactions and translation	975509	1447233
Freight Charges	872900	0
Export Benefits	632858	2612810
TOTAL	2481267	4060043
Details of Sale of Goods (*) Net of Taxes		
Fabric	37418939	39488900
Sacks	51580126	69284104
Tarpaulin	275802811	233360026

Notes to the Financial Statements

ParticularsIn INR	Figures as at end of		
	Current	Previous	
	Reporting Period March 31,2015	Reporting Period March 31,2014	
Note : 17-Other Income :			
Other Non-operating Income :			
Interest income	451943	911250	
Provision no longer required	541141	0	
Amount Written Off	-29534	2154825	
TOTAL	963550	3066075	
Note : 18-Cost of Materials Consumed :			
Raw Materials :			
Stock at commencement	16695593	53254350	
Add : Purchases	298735905	255184365	
	315431498	308438715	
Less : Stock at close	26811286	16695593	
Total	288620212	291743122	
A. Details of Consumption of Raw Material [RM] is as under :			
a. Fabric	40445008	49321496	
b. Granuals	198071549	210528171	
Note : 19-Changes in Inventories :			
Stock at close:			
Work-in-progress	2825134	2464441	
Finished Goods	86622280	79344780	
	89447414	81809221	
Less : Stock at commencement :			
Work-in-progress	2464441	1919211	
Finished Goods	79344780	57457407	
	81809221	59376618	
Less : Differential Excise Duty on Opening and Closing stock of Finished Goods	1423416	2430104	
TOTAL	6214777	20002499	
A. Details of Finished Goods is as under :			
	2013	2014	2015
a. Sacks	183587	15736612	9093676
b. Tarpaulin/Roll/Cover/Fabric/sheets	52178236	62955276	50156901
Note : 20-Employee Benefit Expense :			
Salaries, Bonus and wages	10989516	10494830	
Contribution to provident and other funds	214961	249948	
Staff welfare expenses	14810	94026	
TOTAL	11219287	10838804	
Note : 21-Finance Cost :			
Interest expense [*]	13318979	10664116	
Bank commission & charges	519830	1169851	
TOTAL	13838809	11833967	
[*] The break up of interest expense in to major heads is given below:			
On working capital loans	6191666	8040438	
Others	7127313	2623678	
	13318979	10664116	

Notes to the Financial Statements

ParticularsIn INR	Figures as at end of	
	Current Reporting Period March 31,2015	Previous Reporting Period March 31,2014
Note : 22-Other Expenses :		
Consumption of Stores and spare parts	3241351	4059455
Other Manufacturing Expenses	1562910	1673306
Power & fuel	20522537	20451458
Rent	300000	300000
Repairs to Plant and Machinery	273613	390462
Repairs to Others	91651	91295
Insurance	530436	298329
Rates and Taxes [excluding taxes on income] (*)	10359315	12652600
Directors' Remuneration	1020000	1020000
Traveling Expenses	138934	190989
Legal and Professional Fees	385264	427939
Freight and forwarding on sales	8556949	8060265
Loss on Sale of Assets	0	44209
Other marketing expenses	69037	55357
Miscellaneous Expenses [**]	3410069	2167189
TOTAL	50462066	51882852
(*) Rate and taxes includes sales tax, excise duty, service tax and other taxes. Excise duty represents the aggregate of excise duty borne by the company.		
[**] Miscellaneous Expenses include Payment to the auditors as [Excluding Service Tax]:		
a) i. Auditors	37500	37500
ii. For taxation matters	7500	7500
iii. For Other Services	0	0
iv. Total	45000	45000
Note : 23-Calculation of Earnings per Equity Share [EPS] :		
The numerators and denominators used to calculate the basic and diluted EPS are as follows:		
A. Profit attributable to Shareholders	INR 7988094	7659527
B Basic and weighted average number of Equity shares outstanding during the period	Nos. 4994775	4994775
C Nominal value of equity share	INR 10	10
D Basic & Diluted EPS :	INR 1.60	1.53
Note : 24-Expenditure in Foreign Currency :		
Business Promotion Expenses (*)	0	172500
Import of Goods	42379411	48660638
Import of Capital Goods	23678	83113501
(*) Considered on payment basis only.		
Note : 25-Earnings in Foreign Exchange :		
Export of goods calculated on F.O.B. basis	135758991	96734255
Note : 26-Remittances made on account of dividend in Foreign currency	0	0

Notes to the Financial Statements

	Current Reporting Period March 31, 2015		Previous Reporting Period March 31, 2014	
	INR	% to Total	INR	% to Total
Note : 27-Raw Materials & Spare parts consumed :				
Value of Raw Materials Consumed:				
Imported	40292312	14	71114339	24
Indigenous	248327900	86	220628783	76
Total	288620212	100	291743122	100
Value of Spare parts Consumed:				
Imported	0	0	0	0
Indigenous	3241351	100	4059455	100
Total	3241351	100	4059455	100

Note : 28 - Derivative Financial Instruments :

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

	Value [*] in INR Figures as at end of	
	Current Reporting Period March 31,2015	Previous Reporting Period March 31,2014
Dues to Creditors /Advance payment from Debtors/ Loans		
Rupees	2780180	4245121
US dollar	44200	70695
Dues from Debtors and advance payment to suppliers		
Rupees	11407364	16167987
US dollar	183045	267992

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

Note : 29-Segment Information :

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

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

SECONDARY BUSINESS SEGMENT BY GEOGRAPHICAL MARKET :

A. Sales Revenue	Within India	Outside India	Total
Current reporting period	277941791	135758991	413700782
Previous reporting period	288798168	102359593	391157761
(Sale revenue is gross of excise duty and sales tax.)			
B. Carrying amount of segment assets			
Current reporting period	338291422	11407364	349698786
Previous reporting period	356936757	16167987	373104744
(Assets outside India include Export Debtors)			

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

Mr. Pradeepkumar Bhutoria	Executive Director
Mrs. Sushma Bhutoria	Executive Director
Mr. Abhishek Bhutoria	Son of Director
Mr. Alpesh Tripathi	Director
Mr. Prakash Ramnani	Director (*) Resigned
Mr. Dipen M Shah	Director

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

Asian Gases Limited
Banga Business Limited
Mahanagar Realestate Pvt. Ltd.

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

B. Transactions with Related Parties :

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

a) Details relating to parties referred to in A above.

Nature of Transactions	Value of the Transactions [INR]			
	Related parties referred in A(a) above		Enterprises significantly influenced by Directors and/or their relatives	
	Reporting period ended March 31, 2015			
	2015	2014	2015	2014
Loan Taken	3722602	16000000	0	197000
Loan Repaid	6170974	10064803	25000	371930
Interest Paid	8567	235777	748700	719301
Remuneration	1020000	1020000	0	0
Rent Paid	300000	300000	0	0
TOTAL	11222143	27620580	773700	1288231

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

Name of Related Party	Balance as on 31.03.2014	Loan Taken	Amt Paid (*)	Expenses	Closing as on 31.03.2015
Asian Gases Limited	15024322	0	94870	748700	15678152
Banga Business Ltd.	10865359	0	5000	0	10860359
Mahanagar Realestate Pvt. Ltd.	16600000	0	0	0	16600000
Abhishek Bhutoria	0	0	30000	300000	270000
Pradeep Bhuroria-HUF(Loan)	0	3722602	0	8567	3731169
Pradeep Bhuroria (Loan)	6170974	0	6170974	0	0

(*) Including TDS and other deductions, if any

Note : 31 :

During the year 2013-2014, company has imported capital goods under EPCG License Scheme and availed custom duty benefit of Rs. 211.32 lacs against which company has export obligation of Rs. 1785.24 lacs, which is to be completed within six years of import. The company has fulfilled its obligation during the year.

Note : 32 :

The Company has worked out deferred tax liabilities/assets as at March 31, 2015. In view of unabsorbed depreciation and business losses under tax laws, net result of computation is net deferred tax assets, which are not recognised as a matter of prudence and in absence of virtual certainty as to its realization.

Note : 33 :

Confirmation letters have not been obtained from some of the Debtors, Creditors, and Loans & Advances.

Hence the, balances of these accounts are subject to confirmation, reconciliation and consequent adjustments, if any.

Note : 34 :

Previous period's figures have been regrouped/ reclassified wherever necessary to correspond with the current period's classifications/ disclosure.

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

As per our report of even date

P G T & Associates
Chartered Accountants
FRN : 116277W

(Pradeep G Tulsian)
Partner

M. No.: 100968

Ahmedabad, Dated : 27.05.2015

Chairman and Managing Director

Director

ATTENDANCE SLIP

CIN : L17110GJ1984PLC007124
GUJARAT RAFFIA INDUSTRIES LIMITED

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

Date : _____

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

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

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

I hereby record my presence at the Annual General Meeting of the Company held on 30th September, 2015 at 2.00 p.m. at the registered office of the Company at Registered office at Plot No.455, Santej Vadsar Road, Village: Santej, Taluka: Kalol-382721 Dist: Gandhinagar.

Signature of Shareholder/Proxy

Form No. MGT-11
PROXY FORM

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

CIN : L17110GJ1984PLC007124
GUJARAT RAFFIA INDUSTRIES LIMITED

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

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

(1)	Name :	_____
	Address :	_____
	E-mail ID :	_____ Signature : _____, or failing him/her;
(2)	Name :	_____
	Address :	_____
	E-mail ID :	_____ Signature : _____, or failing him/her;
(3)	Name :	_____
	Address :	_____
	E-mail ID :	_____ 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 ensuing Annual General Meeting of the Company, to be held on 30th September, 2015 at 2.00 p.m. at the registered office of the Company at Plot No.455, Santej Vadsar Road, Village: Santej, Taluka: Kalol-382721. Dist: Gandhinagar. and at any adjournment thereof in respect of such resolutions as are indicated below:

S. N.	Business	Option	
		For	Against
	ORDINARY BUSINESS		
1.	To receive, consider and adopt the Audited Financial Statements as at 31st March, 2015 including the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date and reports of the Directors' and Auditors' thereon.		
2.	To appoint a Director in place of Smt. Sushma Pradeep Bhutoria (DIN: 00284819) who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.		
3.	To appoint Auditors and fix their remuneration.		
	SPECIAL BUSINESS :		
4.	Appointment of Shri Abhishek Bhutoria (DIN: 07263523) as Director		

Signed this _____ day of _____ 2015

Signature of shareholder _____

Affix
Revenue
Stamp

Signature of Proxy holder(s) _____

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

Book Post

To

If Undelivered please return to :

GUJARAT RAFFIA INDUSTRIES LIMITED

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

Village: Santej, Taluka: Kaloj-382721,

Dist: Gandhinagar.

Gujarat Raffia Industries Limited



C-404, Titanium Square, Thaltej Cross Road, S. G. Highway, Ahmedabad - 380 054.

Phone : (91-79) 29702373/29702606 Fax : (91-79) 29702614

E-mail : accounts@griltarp.com, fin@griltarp.com website : www.griltarp.com

CIN : L17110GJ1984PLC007124

6th September, 2015

To,
M/s. Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai - 400 001

Ref.: Scrip Code 523836

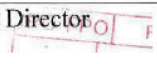
Subject: **Covering Letter of Annual Audit Report to be filed with the Stock Exchange under Clause 31(a) of the Listing Agreement.**

Dear Sir,

In terms of Clause 31(a) of the Listing Agreement, the report is as under:

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

Sr. No	Particular	Details
1.	Name of the Company:	Gujarat Raffia Industries Limited (CIN: L17110GJ1984PLC007124)
2.	Annual financial statements for the year ended	March, 2015 (i.e. 1 st April, 2014 to 31 st March, 2015)
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by- <ul style="list-style-type: none">• CEO/Managing Director• CFO• Auditor of the company• Audit Committee Chairman	Managing Director 

Regd. Office : 455, Santej-Vadsar Road, Santej - 382721. Tal. Kalol, Dist. Gandhinagar, Gujarat. India.

FORM B

Format of covering letter of the annual audit report to be filed with the Stock Exchange

Sr. No.	Description	Particulars
1.	Name of the company	Gujarat Raffia Industries Limited (CIN: L17110GJ1984PLC007124)
2.	Annual financial statements for the year ended	March, 2015 (i.e. 1 st April, 2014 to 31 st March, 2015)
3.	Type of Audit qualification	Not Applicable
4.	Frequency of qualification	Not Applicable
5.	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	Not Applicable
6.	Additional comments from the board/audit committee chair:	Not Applicable
7.	To be signed by- <ul style="list-style-type: none">• CEO/Managing Director• CFO• Auditor of the company• Audit Committee Chairman	Managing Director

Kindly take note of the same.

Thanking You,

Yours Faithfully,

For GUJARAT RAFFIA INDUSTRIES LIMITED


PRADEEP BHUTORIA
MANAGING DIRECTOR

Encl.: As Above