



**S. C. VARMA AND CO.**

*Chartered Accountants*

A-60, NDSE, Part-I New Delhi - 110049,

Tel.: 24648247, 24649845, 24638170

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## **Independent Auditor's Report**

**To the Members of M/s GRIPWEL FASTENERS PRIVATE LIMITED.**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **M/s GRIPWEL FASTENERS PRIVATE LIMITED** ('the Company'), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statements 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 and presentation of these financial statements that give a true and fair view of the financial position and financial performance 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these 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 misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

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, 2017 and its Profit and its Cash Flows for the year ended on that date.

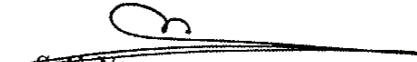
### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure – A", a statement on the matters specified in the paragraph 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 sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) the Balance Sheet and the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;



- (e) on the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure - B"; and
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28 to the financial statements;
  - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 32 to the financial statements;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
  - iv. The Company has provided requisite disclosures in its standalone financial statements as to holding as well as dealing in Specified Bank Notes (SBNs) during the period from 08.11.2016 to 30.12.2016 and these are in accordance with the books of accounts maintained by the company - Refers Note 38 to the financial statements.

For **S. C. VARMA AND CO.**  
Chartered Accountants  
Firm's Regn. No. : 000533N

  
**S. C. Varma**  
(Partner)  
M. No. : 011450

Place : **New Delhi**

Dated : **15 JUN 2017**



## Annexure - A to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March, 2017, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.
- (ii) The inventory has been physically verified at the end of the year by the management. In our opinion, the frequency of physical verification is reasonable. No material discrepancies were noticed during such physical verification.
- (iii)(a) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, paragraph 3(iii)(a) of the Order is not applicable to the Company.
- (b) The Company has not granted loans to the bodies corporate listed in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
- (c) There are no overdue amounts of more than ninety days as the company has not granted loans to the bodies corporate listed in the register maintained under section 189 of the Act. Accordingly, paragraph 3(iii)(c) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the provisions of sec. 185 and 186 of the Companies Act, 2013 have been complied with in respect of loans, investments, guarantees and security deposits.
- (v) The Company has not accepted any deposits from the public.
- (vi) We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under section 148(1) of the Act and are of the opinion that prima facie the prescribed cost



records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate and complete.

vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no material dues of income tax, service tax, duty of customs, value added tax which have not been deposited with the appropriate authorities on account of any dispute.

(viii) The Company has not defaulted in repayment of loans or borrowings to a financial institution, bank, Government or debenture holders during the year.

(ix) The Company has not raised any money by way of initial public offer or further public offer and the term loans were applied for the purpose for which the same were raised during the year.

(x) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

(xi) According to the information and explanation given to us, the company has paid / provided managerial remuneration in accordance with requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) According to the information and explanation given to us, the company is not a "Nidhi Company". Accordingly, paragraph (xii) of the Order is not applicable to the company.

(xiii) According to the information and explanation given to us, all the transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 wherever applicable and the details have been disclosed in the Financial Statements, etc. as required by the applicable accounting standards.

(xiv) According to the information and explanation given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.




(xv) According to the information and explanation given to us, the company has not entered into any non-cash transactions with directors or persons connected with him.

(xvi) According to the information and explanation given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

*For* **S. C. VARMA AND CO.**

Chartered Accountants

Firm's Regn. No. : 000533N

  
**S. C. Varma**  
(Partner)  
M. No. : 011450

Place : New Delhi

Dated : 15 JUN 2017



## **Annexure - B to the Auditors' Report**

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

We have audited the internal financial controls over financial reporting of Gripwel Fasteners Private Limited ("the Company") as at 31st March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

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

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

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



### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.


### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S. C. VARMA AND CO.**  
Chartered Accountants  
Firm's Regn. No. : 000533N

  
**S. C. Varma**  
Partner  
M. No. : 011450

Place : New Delhi  
Dated : 15 JUN 2017





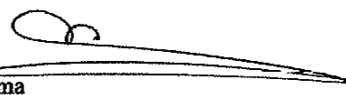
Gripwel Fasteners Private Limited  
Balance Sheet as at 31st March, 2017



Particulars	Note No.	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
<b>EQUITY AND LIABILITIES</b>			
Shareholders' Funds			
Share Capital	2	57,598,420	57,598,420
Reserves and Surplus	3	269,536,559	213,157,904
		<b>327,134,979</b>	<b>270,756,324</b>
Non-Current Liabilities			
Long Term Borrowings	4	3,554,313	3,010,081
Deferred Tax Liability (net)	5	7,977,433	10,318,071
Long-Term Provisions	6	24,203,591	19,193,859
		<b>35,735,337</b>	<b>32,522,011</b>
Current Liabilities			
Short Term Borrowings	7	31,678,544	138,002,021
Trade Payables	8	166,981,923	146,124,352
Other Current Liabilities	9	26,729,990	25,835,124
Short-Term Provisions	10	6,618,980	11,806,529
		<b>232,009,436</b>	<b>321,768,026</b>
<b>TOTAL</b>		<b>594,879,753</b>	<b>625,046,361</b>
<b>ASSETS</b>			
Non-Current Assets			
Fixed Assets			
Tangible Assets	11	128,156,566	136,028,696
Intangible Assets	11	606,696	486,656
Capital Work-in-Progress	11	9,008,054	2,084,187
		<b>137,771,316</b>	<b>138,600,539</b>
Long-Term Loans and Advances	12	14,210,657	25,410,949
		<b>151,981,973</b>	<b>164,010,488</b>
Current Assets			
Inventories	13	177,974,977	168,146,742
Trade Receivables	14	219,927,152	240,783,538
Cash and Bank Balances	15	3,942,424	2,908,398
Short-Term Loans and Advances	16	9,526,221	9,164,216
Other Current Assets	17	31,527,006	40,032,979
		<b>442,897,780</b>	<b>461,035,873</b>
<b>TOTAL</b>		<b>594,879,753</b>	<b>625,046,361</b>
Significant Accounting Policies	1		

The accompanying notes form an integral part of the financial statements.

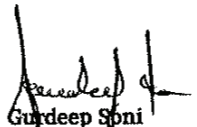
As per our report of even date attached  
For S.C. VARMA AND CO.  
Chartered Accountants  
Firm Regn. No: 000533N

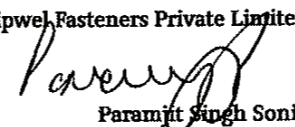
  
S.C. Varma

Partner  
Membership No.: 011450  
Place: New Delhi  
Date: 15 JUN 2017



For and on behalf of the Board of Directors  
Gripwel Fasteners Private Limited

  
Gurdeep Soni  
[Managing Director]  
[DIN: 00011478]

  
Paramjit Singh Soni  
[Director]  
[DIN: 00011616]

  
Divya Aggarwal  
[Company Secretary]  
[ACS: 24976]

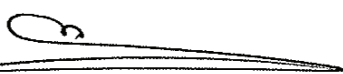
Gripwel Fasteners Private Limited  
Statement of Profit and Loss for the year ended 31st March, 2017



Particulars	Note No.	Year Ended 31st March, 2017 (₹)	Year Ended 31st March, 2016 (₹)
<b>Revenue From Operations:</b>			
Sales (Net)		1,009,990,980	1,140,344,666
Other Operating Revenues		27,133,416	28,956,603
Revenue from Operations (net)	18	1,037,124,396	1,169,301,269
Other Income	19	1,155,205	1,389,841
<b>Total Revenue</b>		<b>1,038,279,601</b>	<b>1,170,691,110</b>
<b>Expenses:</b>			
Cost of Materials Consumed	20	297,992,018	337,995,406
Purchases of Stock-in-Trade	21	322,728,729	329,686,057
Change in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	22	(12,269,272)	22,881,869
Employee Benefits Expense	23	140,410,984	147,075,850
Finance Costs	24	5,213,091	5,593,696
Depreciation and Amortization Expense	25	14,914,553	14,184,425
Other Expenses	26	189,382,936	221,335,870
<b>Total Expenses</b>		<b>958,373,039</b>	<b>1,078,753,173</b>
Profit Before Prior Period Items and Tax		79,906,562	91,937,937
Prior Period Items		(733,264)	183,824
Provision for Doubtful Debts Written Back		-	(3,844,380)
<b>Profit Before Tax</b>		<b>80,639,826</b>	<b>95,598,493</b>
<b>Tax Expenses</b>			
<b>Current Tax:</b>			
For Current Year		16,897,832	19,366,164
MAT Credit		9,703,978	14,116,234
For Earlier Years		-	(1,730,060)
Deferred Tax		(2,340,638)	(1,587,406)
<b>Total Tax Expenses</b>		<b>24,261,171</b>	<b>30,164,932</b>
<b>Profit for the year</b>		<b>56,378,655</b>	<b>65,433,561</b>
<b>Earnings per Equity Share [nominal value of share ₹ 10 (31st March 2016: ₹ 10)]</b>			
	27		
Basic		9.79	11.36
Diluted		9.79	11.36
<b>Significant Accounting Policies</b>			
	1		

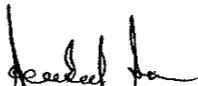
The accompanying notes form an integral part of the financial statements.

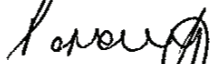
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For S.C. VARMA AND CO.  
Chartered Accountants  
Firm Regn. No: 000533N

  
S.C. Varma  
Partner  
Membership No.: 011450  
Place: New Delhi  
Date: 15 JUN 2017



For and on behalf of the Board of Directors  
Gripwel Fasteners Private Limited

  
Gurdeep Soni  
[Managing Director]  
[DIN: 00011478]

  
Paramjit Singh Soni  
[Director]  
[DIN: 00011616]

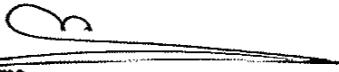
  
Divya Aggarwal  
[Company Secretary]  
[ACS: 24976]

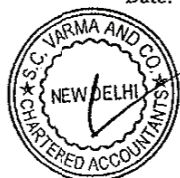
Gripwel Fasteners Private Limited  
Cash Flow Statement for the year ended 31st March, 2017



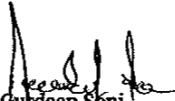
	Year Ended 31st March, 2017 (₹)	Year Ended 31st March, 2016 (₹)
<b>A: CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit before tax	80,639,826	95,598,493
Adjustments to reconcile profit before tax to net cash flows		
- Depreciation & amortization on continuing operations	14,914,553	14,184,425
- Loss/(profit) on sale of fixed assets	-	651,966
- Interest Expenses	3,029,477	3,731,553
- Interest Income	(386,728)	(67,035)
- Profit on sale of Investments	(107,016)	-
Operating profit before working capital changes	98,090,112	114,099,402
Movement in working capital :		
Increase/(decrease) in trade payable	20,857,571	21,564,039
Increase/(decrease) in short term provisions	(5,187,549)	8,055,597
Increase/(decrease) in long term provisions	5,009,732	2,024,271
Increase/(decrease) in other current liabilities	(11,299)	(59,298,860)
Decrease/(increase) in trade receivables	20,856,386	(27,648,702)
Decrease/(increase) in inventories	(9,828,235)	33,231,272
Decrease/(increase) in other current assets	8,505,973	(33,828,160)
Decrease/(increase) in long-term loans & advances	11,200,292	13,396,603
Decrease/(increase) in short-term loans & advances	(362,006)	(1,185,443)
Cash generated from/(used in) operations	149,130,975	70,410,019
Direct taxes paid (net of refunds)	(26,601,809)	(31,752,338)
Net cash flow from/ (used in) operating activities	122,529,167	38,657,681
<b>B: CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets, including intangible assets, CWIP and capital advances	(14,086,330)	(14,335,434)
Proceeds from sale of fixed assets	-	811,875
Interest income	386,728	67,035
Profit on sale of Investments	107,016	-
Net cash flow from/ (used in) investing activities	(13,592,586)	(13,456,524)
<b>C: CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from long-term borrowings	2,600,000	3,500,334
Repayment of long-term borrowings	(1,149,601)	(742,865)
Short-term borrowings (net)	(106,323,477)	4,143,752
Dividend paid including dividend distribution tax	-	(27,860,318)
Interest paid	(3,029,477)	(3,731,553)
Net cash flow from/ (used in) financing activities	(107,902,555)	(24,690,650)
Net Increase/(Decrease) in Cash and Bank Balances	1,034,026	510,506
Cash and Bank Balances at the beginning of the year	2,908,398	2,397,892
Cash and Bank Balances at the end of the year [refer note 15]	3,942,424	2,908,398


As per our report of even date attached  
For S.C. VARMA AND CO.  
Chartered Accountants  
Firm Regn. No: 000533N

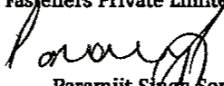
  
S.C. Varma  
Partner  
Membership No.: 011450  
Place: New Delhi  
Date: 15 JUN 2017



For and on behalf of the Board of Directors  
Gripwel Fasteners Private Limited

  
Gurdeep Soni  
[Managing Director]  
[DIN: 00011478]

  
Divya Aggarwal  
[Company Secretary]  
[ACS: 24976]

  
Paramjit Singh Soni  
[Director]  
[DIN: 00011616]

**1. SIGNIFICANT ACCOUNTING POLICIES:**

**1.1) Basis of Accounting**

The financial statements are prepared on accrual basis in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) under the historical cost convention. GAAP comprises of following the accounting standards prescribed under the provisions of the Companies Act, 2013 and the rules thereunder.

**1.2) Use of Estimates**

The preparation of financial statements are in conformity with the Generally Accepted Accounting Principles (GAAP), which requires estimates and assumptions to be made that affect the reportable amount of assets and liabilities on the date of financial statements and the reportable amount of revenue and expenses during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**1.3) Investments**

Investments are classified into current and non-current investments. Non-current investments are stated at cost. A provision for diminution is made in the value of non-current investments only if such decline is other than temporary. Current Investments are valued at lower of cost or net realizable value.

**1.4) Inventories**

Inventories are valued as below:

Raw Materials, Packing Materials and Consumable Stores & Spares	At cost computed on FIFO method.
Work in Progress	At materials cost plus appropriate share of labour and production overheads incurred till the stage of completion of production.
Finished Goods/Traded Goods	At lower of the cost or net realizable value.
Scrap	At net realizable value calculated based on last month's average realization.

**1.5) Revenue Recognition**

**a) Sales**

- 1) Sales of products are recognized when significant risks and rewards of ownership of products are passed on to the customers at the time of dispatch of goods from the factory/stockyard/storage area/port as the case may be.
- 2) Sales include job work, sale of scrap and excise duty but exclude VAT.

**b) Income and Expenditure**

- 1) Income and expenditure are accounted for on accrual basis except dividend income and insurance claims.
- 2) Revenue in respect of Insurance/Other Claims is recognized when it is reasonably certain that the ultimate collection will be made.
- 3) Dividend income from investment is recognized when the company's right to receive payment is established.

**c) Export entitlements / obligations**

The benefits accrued under Merchandise Exports from India Scheme as per the relevant Import and Export Policy during the year, are included under the head "Other Operating Revenue".

Export incentives receivable on export performance are recognized as per the Accounting Standard on "Revenue Recognition" (AS-9), with reference to certainty of collectability of such export incentives.

**1.6) Fixed Assets**

- a) Fixed Assets are stated at cost less accumulated depreciation. Cost comprises of purchase price, freight, erection/commissioning expenses and other incidental direct expenses incurred up to the date till the asset is ready for its intended use.



- b) Capital work in progress is carried at cost till such time the asset can be put to its productive use. Advances paid towards the acquisition of fixed assets are shown under Capital Advances.
- c) Expenditure during construction period (including interest on borrowings and financing cost relating to borrowed funds attributable to acquisition of fixed assets) incurred are being treated as pre-operative expenses, pending allocation to the fixed assets on the date of capitalization and are shown as capital work in progress.
- d) Expenditures including installation expenses on new software, purchased or developed are capitalized.

#### 1.7) Depreciation and Amortization

- a) Depreciation on tangible assets is provided on the straight-line method at the rates and manner prescribed under Schedule II of the Companies Act, 2013 except in the case of Plant and Machinery where the depreciation has been provided on the basis of the useful lives of the assets estimated by the management based on internal assessment and independent technical evaluation carried out by external Chartered Engineer. Depreciation for the assets purchased / sold during the period is proportionately charged.
- b) Intangible assets are amortized over their respective individual estimated useful lives on a straight line basis, commencing from the date the asset is available to the Company for its use.

#### 1.8) Foreign Currency Transactions

- a) Foreign currency transactions, on initial recognition, are recorded by applying to the foreign currency amount the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing rate and non-monetary items carried at historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction.
- b) Exchange differences arising on the settlement of monetary items or on reporting monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognized as income or as expenses in the period in which they arise.

#### 1.9) Employee Benefits

- a) Contributions to Provident Fund which are defined contribution schemes, are made to a government administered Provident Fund and are charged to the Statement of Profit and Loss as incurred. The Company has no further obligations beyond its monthly contributions to these funds.
- b) Provision for gratuity and leave encashment, which are in the nature of defined benefit plans, are provided based on actuarial valuations based on projected unit credit method, as at the balance sheet date.

#### 1.10) Leases

- a) Finance leases, which effectively transfer to the company substantially all the risk and benefit incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance cost in the Statement of Profit and Loss. Lease management fees, legal charges and other initial direct cost of lease are capitalized.
- b) Leases, where lessor effectively retains substantially all the risk and benefit of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term.

#### 1.11) Taxation

##### a) Current Tax

- i) Current tax is provided on the basis of tax payable on estimated taxable income computed in accordance with the applicable provisions of the Income Tax Act, 1961 after considering the tax allowances and exemptions.
- ii) Advance taxes and provisions for current tax are presented in the balance sheet after setting off advance taxes paid and income tax provision arising in the same tax jurisdiction and enterprise.

##### b) Deferred Tax

In accordance with Accounting Standard-22 "Accounting for taxes on income, issued by the Institute of Chartered Accountants of India, the deferred tax for timing difference between the book profit and taxable profit as per the provisions of the Income Tax Act, 1961 for the period is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the balance sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

##### c) Minimum Alternative Tax

Minimum Alternative Tax (MAT) paid in a period is charged to the Statement of Profit & Loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward.



#### 1.12) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition or construction of the qualifying assets are capitalized until the time all substantial activities necessary to prepare such assets for their intended use are complete. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing cost is recognized as expenditure during the period in which they are incurred.

#### 1.13) Impairment of Fixed Assets

At each balance sheet date, the management identifies all assets where there is any indication of impairment of the carrying amount of the company's fixed assets. If any indication exists, an assets recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the value as per the market value of the asset.

#### 1.14) Cash and Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

#### 1.15) Cash Flow Statement

Cash flows are reported using the indirect method, whereby a profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, financing and investing activities of the Company are segregated.

#### 1.16) Provisions and Contingencies

The Company creates a provision when there is a present obligation as result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure of contingent liability is made when there is a possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made.

#### 1.17) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.18) Accounting polices not specifically referred to otherwise are consistent with generally accepted accounting principles followed by the company.



2. SHARE CAPITAL

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
Authorised:		
60,00,000 (31st March 2016 : 60,00,000) equity shares of ₹ 10 each	60,000,000	60,000,000
Issued, Subscribed and Paid-up:		
57,59,842 (31st March 2016 : 57,59,842) equity shares of ₹ 10 each fully Paid-up	57,598,420	57,598,420
<b>TOTAL</b>	<b>57,598,420</b>	<b>57,598,420</b>

a. The reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31st March 2017 No. of Shares	As at 31st March 2016 No. of Shares
Equity Shares at the beginning of the year	5,759,842	5,759,842
Equity Shares at the end of the year	5,759,842	5,759,842

b. Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The shareholders of equity shares of the Company are entitled to receive dividends as and when declared by the Company and enjoy proportionate voting rights in case any resolution is put to vote. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amount, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Shares held by Holding/Ultimate Holding Company and/or their Subsidiaries/Associates

Name of the Shareholder	As at 31st March, 2017		As at 31st March, 2016	
	Number	% holding in the class	Number	% holding in the class
Uniparts India Limited (Holding Company) (Includes One Share held in trust by Mr. Gurdeep Soni)	5,759,842	100	5,759,842	100

d. Details of shareholders holding more than 5% shares in the company

Name of the Shareholder	As at 31st March, 2017		As at 31st March, 2016	
	Number	% holding in the class	Number	% holding in the class
Uniparts India Limited (Holding Company) (Includes One Share held in trust by Mr. Gurdeep Soni)	5,759,842	100	5,759,842	100



3. RESERVES AND SURPLUS

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
<b>General Reserve</b>		
Balance as per last financial statements	12,052,000	12,052,000
Add: Transfer during the year	-	-
	<u>12,052,000</u>	<u>12,052,000</u>
<b>Surplus/(Deficit) in the Statement of Profit and Loss</b>		
Balance as per last financial statements	201,105,904	163,532,661
Add: Profit for the year	56,378,655	65,433,561
	<u>257,484,559</u>	<u>228,966,222</u>
<b>Less: Appropriations</b>		
Interim Dividend	-	23,039,368
Tax on Dividend	-	4,820,950
	-	<u>27,860,318</u>
	<u>257,484,559</u>	<u>201,105,904</u>
<b>TOTAL</b>	<b>269,536,559</b>	<b>213,157,904</b>





4. LONG TERM BORROWINGS

	Non-current maturities		Current maturities	
	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
<b>Term Loans</b>				
Indian Rupee Loan from Banks (secured)	1,089,412	-	851,239	-
Indian Rupee Loan from Others (secured)	2,464,901	3,010,081	545,180	490,253
	<b>3,554,313</b>	<b>3,010,081</b>	<b>1,396,419</b>	<b>490,253</b>
Less: Shown under "Other Current Liabilities" [see Note 09]	-	-	(1,396,419)	(490,253)
	<b>3,554,313</b>	<b>3,010,081</b>	<b>-</b>	<b>-</b>
<b>The above amount includes</b>				
Secured Borrowings	3,554,313	3,010,081	1,396,419	490,253
<b>TOTAL</b>	<b>3,554,313</b>	<b>3,010,081</b>	<b>1,396,419</b>	<b>490,253</b>

Rupee Term Loans:

From Axis Bank Limited

Balance outstanding ₹ 19,40,651/- (Previous year ₹ Nil)

Above loan is secured against hypothecation of Car, repayable within 36 months from the date of sanction and carries rate of interest @ 9.75% p.a.

From Daimler Financial Services India Limited

Balance outstanding ₹ 30,10,081/- (Previous year ₹ 35,00,334/-)

Above loan is secured against hypothecation of Car, repayable within 36 months from the date of sanction and carries rate of interest @ 10.67% p.a.



5. DEFERRED TAX LIABILITY (NET)

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
<b>DEFERRED TAX LIABILITIES:</b>		
<b>On account of timing difference in</b>		
A] Depreciation and Amortization	18,576,468	19,123,593
<b>Gross Deferred Tax Liabilities</b>	<b>18,576,468</b>	<b>19,123,593</b>
<b>DEFERRED TAX ASSETS:</b>		
<b>On account of timing difference in</b>		
A] Disallowances u/s 43B of the I.T. Act, 1961	10,599,035	8,805,522
<b>Gross Deferred Tax Assets</b>	<b>10,599,035</b>	<b>8,805,522</b>
<b>TOTAL</b>	<b>7,977,433</b>	<b>10,318,071</b>

6. LONG TERM PROVISIONS

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
<b>Provision for Employee Benefits</b>		
Gratuity [see Note 33]	21,792,464	17,204,122
Leave Entitlement [see Note 33]	2,411,127	1,989,737
<b>TOTAL</b>	<b>24,203,591</b>	<b>19,193,859</b>

7. SHORT TERM BORROWINGS

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
<b>Secured</b>		
<b>Working Capital Loans repayable on demand:</b>		
<b>From Banks</b>		
Foreign Currency Loans @	20,627,060	82,002,021
Indian Rupee Loans #	10,000,000	56,000,000
Cash Credit Limit ##	1,051,484	-
<b>TOTAL</b>	<b>31,678,544</b>	<b>138,002,021</b>
Above loan is secured against (i) First exclusive charge on present and future stocks and book debts of the company, (ii) First exclusive charge by way of equitable mortgage on land and building located at 142A/30 to 142A/51, NSEZ, Noida, UP. (iii) Corporate Guarantee of Holding Company i.e. Uniparts India Limited.		
Rate of Interest		
@ Ranges from LIBOR+150bps to 300bps		
# Ranges from 6.25% to 6.95%		
## Ranges from 14.50% to 16.50%		



8. TRADE PAYABLES

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
Trade Payables (refer note 36 for detail of dues to Micro, Small and Medium Enterprises)	166,981,923	146,124,352
<b>TOTAL</b>	<b>166,981,923</b>	<b>146,124,352</b>

9. OTHER CURRENT LIABILITIES

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
Current Maturities of Long-Term Borrowings [see Note 4]		
- Secured	1,396,419	490,253
Trade Deposits and Advances	226,826	10,728
Employee Benefits Payable	16,093,059	17,861,959
Temporary Overdraft from Banks	5,906,873	4,115,764
Statutory Dues Payable	3,106,813	3,356,420
<b>TOTAL</b>	<b>26,729,990</b>	<b>25,835,124</b>

10. SHORT TERM PROVISIONS:

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
(i) Provision for Employee Benefits		
Gratuity [see Note 33]	4,283,213	4,362,451
Leave Entitlement [see Note 33]	637,935	577,914
(ii) Others		
Provision for Income Tax	1,697,832	6,866,164
<b>TOTAL</b>	<b>6,618,980</b>	<b>11,806,529</b>



Gripwel Fasteners Private Limited  
Notes on financial statements for the year ended 31st March, 2017



11. FIXED ASSETS

	Gross Block		Accumulated Depreciation			Net Block				
	As at 31st March, 2016 (₹)	Additions (₹)	Disposals & Adjustments (₹)	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)	Depreciation charged for the period (₹)	On disposals (₹)	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)	
<b>Tangible Assets</b>										
Buildings	60,213,045	-	-	60,213,045	18,982,687	1,873,105	-	20,855,792	39,357,253	41,230,358
Plant & Machinery	128,243,802	1,444,673	-	129,688,475	51,379,976	8,931,930	-	60,311,906	69,376,569	76,863,826
Furniture & Fittings	5,921,026	-	-	5,921,026	4,411,520	281,206	-	4,692,726	1,228,300	1,509,506
Vehicles	13,672,934	4,534,379	-	18,207,313	1,817,854	1,942,269	-	3,760,123	14,447,190	11,855,080
Office Equipments	3,271,453	54,831	-	3,326,284	2,481,168	249,502	-	2,730,670	695,614	790,285
Computers	7,703,681	795,016	-	8,498,697	3,924,040	1,423,017	-	5,347,057	3,151,640	3,779,641
<b>Intangible Assets</b>										
Software	1,642,106	333,564	-	1,975,670	1,155,450	213,524	-	1,368,974	606,696	486,656
	1,642,106	333,564	-	1,975,670	1,155,450	213,524	-	1,368,974	606,696	486,656
<b>TOTAL</b>	<b>220,568,047</b>	<b>7,162,463</b>	<b>-</b>	<b>227,800,510</b>	<b>84,152,695</b>	<b>14,914,553</b>	<b>-</b>	<b>99,067,248</b>	<b>128,763,262</b>	<b>136,513,351</b>
Total as at 31/03/16	209,250,624	13,573,744	-	220,668,047	70,660,750	14,184,425	-	692,480	84,152,695	136,513,352
Capital Work-In-Progress									9,008,054	2,094,187



12. LONG TERM LOANS AND ADVANCES

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
Unsecured, Considered Good (unless otherwise stated:)		
Capital Advances	14,653	128,580
Security Deposits	3,740,329	3,488,094
Other Loans and Advances:		
Income Tax Refund Due	8,298,298	10,095,568
MAT Credit Entitlement	1,787,772	11,491,751
Loans to Employees		
-Housing and other loans	369,605	206,956
<b>TOTAL</b>	<b>14,210,657</b>	<b>25,410,949</b>

13. INVENTORIES

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
Raw Materials (Includes Materials in Transit)	89,104,918	45,713,194
Work-in-Progress	66,700,808	59,869,207
Finished Goods (Includes Goods at Port)	42,623,913	37,003,825
Stock-in-Trade	16,405,061	16,540,555
Stores and Spares (Includes Materials in Transit)	12,852,883	8,729,362
Scrap	287,394	290,599
<b>TOTAL</b>	<b>177,974,977</b>	<b>168,146,742</b>





14. TRADE RECEIVABLES

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
<b>Trade Receivables:</b>		
<b>Secured, Considered Good:</b>		
- Others	13,653,929	12,476,003
<b>Unsecured, Considered Good:</b>		
- Outstanding for a period exceeding six months from the date they are due for payment	3,237,325	252,935
- Others	203,035,898	228,054,600
(includes ₹ 7,72,11,410 (31st March 2016: ₹ 8,22,16,092) due from fellow subsidiaries)		
<b>TOTAL</b>	<b>219,927,152</b>	<b>240,783,538</b>

15. CASH AND BANK BALANCES

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
<b>Cash and Cash Equivalents</b>		
Cash on hand	570,417	168,284
Balances with Banks-in Cash Credit & Current Accounts	3,933,815	2,556,854
Balances with Banks-in EEFC Accounts		148,320
	<b>3,904,232</b>	<b>2,873,458</b>
<b>Other Bank Balances</b>		
Balances with banks		
This includes:		
Fixed Deposits (more than 12 months maturity)	38,192	34,940
	<b>38,192</b>	<b>34,940</b>
<b>TOTAL</b>	<b>3,942,424</b>	<b>2,908,398</b>



16. SHORT-TERM LOANS AND ADVANCES

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
Short-Term Loans and Advances		
Unsecured, Considered Good		
Advances to Suppliers	5,355,015	3,185,983
Balance with Sales Tax, Central Excise Department etc.	4,171,206	5,863,609
Advance Payments, other recoverable in cash or in kind or for value to be received		114,624
<b>TOTAL</b>	<b>9,526,221</b>	<b>9,164,216</b>

17. OTHER CURRENT ASSETS

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
Export Incentives Receivable	19,821,598	28,956,603
Prepaid Expenses	1,461,887	1,006,096
Amount Receivable from Bank (Forward Contracts)	10,243,521	10,070,280
<b>TOTAL</b>	<b>31,527,006</b>	<b>40,032,979</b>



18. REVENUE FROM OPERATIONS

	For the year ended 31st March, 2017 (₹)	For the year ended 31st March, 2016 (₹)
Revenue from Operations		
Sale of Products		
Sale of Finished Goods [Net of returns, rebate etc.]	671,204,982	776,889,884
Sale of Traded Goods	329,020,875	351,917,251
Sale of Scrap	9,765,123	11,537,531
	1,009,990,980	1,140,344,666
Other Operating Revenues		
Export Incentives	27,133,416	28,956,603
	27,133,416	28,956,603
Revenue from Operations (net)	1,037,124,396	1,169,301,269

DETAILS OF PRODUCTS SOLD

	For the year ended 31st March, 2017 (₹)	For the year ended 31st March, 2016 (₹)
Finished Goods Sold		
Linkage parts and components for off-highway vehicles	671,204,982	776,889,884
	671,204,982	776,889,884
Traded Goods Sold		
Linkage parts and components for off-highway vehicles	329,020,875	351,917,251
	329,020,875	351,917,251

19. OTHER INCOME

	For the year ended 31st March, 2017 (₹)	For the year ended 31st March, 2016 (₹)
Interest Income		
Interest on Deposits	3,252	2,975
Other Interest	383,476	64,060
Others		
Profit on sale of investments	107,016	-
Miscellaneous Income	661,461	1,322,806
TOTAL	1,155,205	1,389,841





20. COST OF MATERIALS CONSUMED

	For the year ended 31st March, 2017 (₹)	For the year ended 31st March, 2016 (₹)
Inventories at the beginning of the year	44,423,411	53,897,245
Add: Purchases	292,673,525	328,521,572
	337,096,936	382,418,817
Less: Inventories at the end of the year	39,104,918	44,423,411
Cost of Materials Consumed	297,992,018	337,995,406
Imported	27,964,787	28,793,701
Indigenous	270,027,231	309,201,705
<b>TOTAL</b>	<b>297,992,018</b>	<b>337,995,406</b>

DETAILS OF RAW MATERIALS AND COMPONENTS CONSUMED

	For the year ended 31st March, 2017 (₹)	For the year ended 31st March, 2016 (₹)
Steel, Bars & Tubes	104,066,385	127,209,844
Others	193,925,633	210,785,562
<b>TOTAL</b>	<b>297,992,018</b>	<b>337,995,406</b>

21. PURCHASES OF STOCK-IN-TRADE

	For the year ended 31st March, 2017 (₹)	For the year ended 31st March, 2016 (₹)
Linkage Parts and Components for off-highway vehicles	322,728,729	329,686,057
<b>TOTAL</b>	<b>322,728,729</b>	<b>329,686,057</b>

22. CHANGES IN THE INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS & STOCK-IN-TRADE

	For the year ended 31st March, 2017 (₹)	For the year ended 31st March, 2016 (₹)
(Increase)/Decrease in Stocks:		
Stocks at close:		
Finished Goods	42,156,677	36,580,308
Stock-in-Trade	16,405,061	16,540,555
Work-in-Progress	66,700,808	59,869,207
Scrap	287,394	290,599
	125,549,940	113,280,669
Less: Stocks at commencement:		
Finished Goods	36,580,308	46,478,087
Stock-in-Trade	16,540,555	26,911,992
Work-in-Progress	59,869,207	62,623,970
Scrap	290,599	148,491
	113,280,669	136,162,540
<b>TOTAL</b>	<b>(12,269,272)</b>	<b>22,881,869</b>



23. EMPLOYEE BENEFITS EXPENSE

	For the year ended 31st March, 2017 (₹)	For the year ended 31st March, 2016 (₹)
Salaries and Wages [see note 33]	130,789,573	136,742,536
Contribution to Provident and other Funds	4,548,727	4,394,758
Staff Welfare Expenses	5,072,684	5,938,556
<b>TOTAL</b>	<b>140,410,984</b>	<b>147,075,850</b>

24. FINANCE COSTS

	For the year ended 31st March, 2017 (₹)	For the year ended 31st March, 2016 (₹)
Interest	3,029,477	3,731,553
Other Borrowing Cost:		
Bank Charges	2,183,614	1,862,143
<b>TOTAL</b>	<b>5,213,091</b>	<b>5,593,696</b>

25. DEPRECIATION AND AMORTIZATION EXPENSE

	For the year ended 31st March, 2017 (₹)	For the year ended 31st March, 2016 (₹)
Depreciation of Tangible Assets	14,701,029	13,977,403
Amortization of Intangible Assets	213,524	207,022
<b>TOTAL</b>	<b>14,914,553</b>	<b>14,184,425</b>



26. OTHER EXPENSES

	For the year ended 31st March, 2017 (₹)	For the year ended 31st March, 2016 (₹)
Stores, Spares and Tools Consumed	40,782,887	43,566,324
Sub-contracting Expenses	42,971,516	51,642,216
Power, Fuel and Water	22,823,623	25,466,226
Cartage, Freight and Forwarding	46,117,522	48,490,780
Air Freight	7,519,778	6,443,623
Rent	11,435,538	10,240,157
Rates and Taxes	1,600,759	2,737,333
Travelling and Conveyance	3,547,319	4,262,516
Communication	675,298	701,986
Printing and Stationery	1,117,254	926,627
Insurance	609,175	426,405
<b>Repairs and Maintenance:</b>		
Building	2,929,689	3,492,655
Plant and Machinery	12,392,757	11,565,298
Others	6,548,333	7,697,965
Office Maintenance	3,525,314	3,131,286
Vehicle Repairs and Maintenance	690,048	362,633
Advertisement, Publicity and Sales Promotion	166,983	171,426
Legal and Professional Charges	2,688,648	2,374,771
Directors Sitting Fees	120,000	200,000
Payment to Auditors (Refer details below)	450,000	759,476
Exchange Differences (net)	(22,212,472)	(12,545,535)
Bad Debts	-	3,923,314
Loss on sale of Fixed Assets (net)	-	651,966
Donations and Charity	-	2,000,000
Contribution towards CSR [see note 37]	2,500,000	2,000,000
Miscellaneous	382,967	646,422
<b>TOTAL</b>	<b>189,382,936</b>	<b>221,335,870</b>

Payment to Auditors:

	For the year ended 31st March, 2017 (₹)	For the year ended 31st March, 2016 (₹)
<b>As Auditors:</b>		
Audit Fee	350,000	650,000
Tax Audit Fee	65,000	65,000
<b>In Other Capacity:</b>		
Taxation Matters	35,000	35,000
Out of Pocket Expenses	-	9,476
<b>TOTAL</b>	<b>450,000</b>	<b>759,476</b>



27. COMPUTATION OF EARNINGS PER SHARE (EPS)

	For the year ended 31st March, 2017 (₹)	For the year ended 31st March, 2016 (₹)
<b>Computation of Profit (Numerator)</b>		
Net Profit after Tax as per the Statement of Profit & Loss attributable to Equity Shareholders	56,378,655	65,433,561
<b>Computation of Weighted Average Number of Shares (Denominator)</b>		
	<b>Nos.</b>	<b>Nos.</b>
Number of Shares outstanding at the Beginning of the year	5,759,842	5,759,842
Adjusted Weighted Average number of Equity Shares for calculating Diluted EPS	5,759,842	5,759,842
Adjusted Weighted Average number of Equity Shares for calculating Basic EPS	5,759,842	5,759,842
Computation of EPS - Basic (in ₹)	9.79	11.36
Computation of EPS - Diluted (in ₹)	9.79	11.36





	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
28	<b>CONTINGENT LIABILITIES AND COMMITMENTS NOT PROVIDED FOR IN RESPECT OF</b>	
(i)	Claims against the company not acknowledged as debt:	
	-Sales Tax Matters	378,389
(ii)	Sales Tax Liability against Pending Forms	3,750,153
(iii)	Estimated amount of contracts remaining to be executed on Capital Accounts and not provided for (Net of Advances)	3,355,549
(iv)	Bond cum Legal Undertaking to Noida Special Economic Zone	398,071,387
29	<b>C.I.F. Value of Imports:</b>	
	<b>31-Mar-17</b>	<b>31-Mar-16</b>
(i)	Raw Materials	28,154,551
(ii)	Traded Goods	322,019,135
(iii)	Consumable Stores & Packing Materials	5,069,602
(iv)	Capital Goods	784,360
30	<b>Expenditure in Foreign Currency:</b>	
(i)	Foreign Travelling	599,154
31	<b>Earnings in Foreign Currency:</b>	
(i)	F.O.B. value of Exports	969,980,745
(ii)	Other Income	655,300
		1,090,490,853
		1,099,399

32 The Company has entered into Forward Exchange Contracts for the purpose of hedging its currency risks. These contracts are not intended for trading or speculation. The outstanding Forward Exchange Contracts at the Balance Sheet date are valued by marking them to market and profit/loss, if any, are recognized in the Statement of Profit and Loss.

(i) The following are the outstanding Forward Exchange Contracts entered into by the Company:

Sr. No.	Particulars	As at March 31, 2017		As at March 31, 2016	
		Amount in Foreign Currency	Amount in ₹	Amount in Foreign Currency	Amount in ₹
1	Assets				
	USD/INR (SALE)	\$ 2,400,000	167,579,250	\$ 6,200,000	431,137,062

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

Particulars	Currency	Description	March 31, 2017	March 31, 2016
Receivables	USD	Sale	1,682,031	1,218,912
	EUR	Sale	858,968	736,027
	GBP	Sale	235,908	210,623
	AUD	Sale	288,941	141,890
Payables	USD	Purchase	1,417,006	1,468,077
	EUR	Purchase	-	46,840
Loans	USD	PCFC Loan/PSFC Loan	-	-
Bank	USD	EBFC	-	-
	EUR	EBFC	-	2,000
Other Payables	USD		-	163
	EUR		-	-



33 Disclosure pursuant to Accounting Standard- 15 (Revised) - "Employee Benefits"

Details of Long Term Employee Benefits determined by an appointed Actuary are as follows:

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
	Non-Funded Gratuity	Non-Funded Gratuity
<b>(i) Amount to be recognised in the Balance Sheet</b>		
Present Value of Obligations at the end of the year	(26,075,677)	(21,566,573)
Fair value of Plan Assets at the end of the year	-	-
Net Asset/(Liability) recognised in Balance Sheet	(26,075,677)	(21,566,573)
<b>(ii) Amount to be recognised in the Statement of Profit &amp; Loss</b>		
Current Service Cost	1,279,261	1,398,364
Interest on Defined Benefit Obligations	1,664,939	1,452,205
Net Actuarial Losses/(Gains) Recognised in year	2,201,815	2,147,757
Total, included in "Employee Benefits Expense"	5,146,015	4,998,326
<b>(iii) Change in Defined Benefit Obligation and Reconciliation thereof</b>		
Opening Defined Benefit Obligation	21,566,573	18,405,639
Add: Interest Cost	1,664,939	1,452,205
Add: Current Service Cost	1,279,261	1,398,364
Less: Benefit Paid	(636,911)	(1,837,392)
Add: Net Actuarial Losses/(Gains) Recognised in the year	2,201,815	2,147,757
Add: Liability Transferred from Group Company	-	-
Less: Liability Transferred to Group Company	-	-
Closing Defined Benefit Obligation	26,075,677	21,566,573
<b>(iv) Principle Actuarial Assumptions</b>		
Discount Rate	6.77%	7.72%
Expected Rate of Return on Assets (p.a.)	N.A.	N.A.
Salary Escalation Rate	5.00%	4.00%

Fair value of plan assets	-	-	-	-	-
Surplus/(deficit)	(26,075,677)	(21,566,573)	(18,405,639)	(19,013,087)	(20,174,393)
The experience adjustment on plan assets - gain/(loss)	N.A.	N.A.	N.A.	N.A.	N.A.
The experience adjustment on plan liabilities - (gain)/loss	723,589	2,018,554	(789,712)	1,051,584	1,370,572

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
	Non-Funded Leave Encashment	Non-Funded Leave Encashment
<b>(i) Amount to be recognised in the Balance Sheet</b>		
Present Value of Obligations at the end of the year	(3,049,062)	(2,567,651)
Fair value of Plan Assets at the end of the year	-	-
Net Asset/(Liability) recognised in Balance Sheet	(3,049,062)	(2,567,651)
<b>(ii) Amount to be recognised in the Statement of Profit &amp; Loss</b>		
Current Service Cost	307,945	300,060
Interest on Defined Benefit Obligations	198,223	194,355
Net Actuarial Losses/(Gains) Recognised in year	1,321,911	1,234,463
Total, included in "Employee Benefits Expense"	1,828,079	1,728,878



(iii)	<b>Change in Defined Benefit Obligation and Reconciliation thereof</b>		
	Opening Defined Benefit Obligation	2,567,651	2,463,308
	Add: Interest Cost	198,223	194,355
	Add: Current Service Cost	307,945	300,060
	Less: Benefit Paid	(1,346,668)	(1,624,535)
	Add: Net Actuarial Losses/(Gains) Recognised in the year	1,321,911	1,234,463
	Add: Liability Transferred from Group Company	-	-
	Less: Liability Transferred to Group Company	-	-
	Closing Defined Benefit Obligation	3,049,062	2,567,651
(iv)	<b>Principle Actuarial Assumptions</b>		
	Discount Rate	6.77%	7.72%
	Expected Rate of Return on Assets (p.a.)	N.A.	N.A.
	Salary Escalation Rate	5.00%	4.00%

34 **Segment Information as per AS17**

(i) **Primary Segment:**

The Company operates only in one business segment i.e Linkage Parts and Components for Off-Highway Vehicles.

(ii) **Secondary Segment:**

The Classification based on the Geographical Location of the customers are as under:

Revenue from Operations	For the year ended 31st March, 2017 (₹)	For the year ended 31st March, 2016 (₹)
Within India	19,821,048	28,427,358
Outside India (excluding Deemed Exports)	990,169,932	1,111,917,308
<b>Total</b>	<b>1,009,990,980</b>	<b>1,140,344,666</b>
<b>Carrying amount of Assets*</b>	<b>As at 31st March, 2017 (₹)</b>	<b>As at 31st March, 2016 (₹)</b>
Within India	582,635	213,245
Outside India (excluding Deemed Exports)	219,344,517	240,570,293
<b>Total</b>	<b>219,927,152</b>	<b>240,783,538</b>

\* Disclosure in respect of carrying amount of Assets has been made to the extent ascertainable.

35 **Disclosure in respect of Leases as per AS19:**

Disclosure in respect of Operating Lease (as Lessee):

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
<b>Operating Leases</b>		
Disclosure in respect of cancellable agreements for Plant & Machinery and office premises taken on lease		
(i) Lease payment recognized in the statement of Profit and Loss	9,498,676	8,613,813
(ii) Significant Leasing Agreements		
The lease agreements are for a period from 11-60 months		
(iii) Future minimum lease payments under non-cancellable agreements		
Not later than one year	1,126,392	975,203
Later than one year and not later than five years	2,098,329	2,919,232
Later than five years	Nil	Nil



36 The Company is evaluating and processing the information as has been received from its suppliers relating to their registration and current validity under the Micro, Small and Medium Enterprise Development Act 2006 and hence disclosures required under the said Act have not been made.

37 As per Section 135 of the Companies Act, 2013, a corporate social responsibility (CSR) committee has been formed by the Company. During FY 2016-17, the company spent the funds allocated for CSR activities primarily on promoting education projects which are specified in Schedule VII of the Companies Act, 2013.

(a) Gross amount required to be spent by the company during the year is Rs.24,30,953/- (Rs.19,52,625/-)

(b) Amount spent during the period on:

S.No.	Purpose	In cash	Yet to be paid in cash	Total
(i)	Construction/ acquisition of any asset	-	-	-
(ii)	On purposes other than (i) above	2,500,000	-	2,500,000

38 **Disclosure on Specified Bank Notes (SBNs)**

During the year, the company has Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA Notification No. G.S.R. 308(E) dated March 31, 2017, the details of SBNs held and transacted during the period from 08.11.2016 to 30.12.2016 the denomination wise SBNs and other notes as per the notification, are as follows –

Particulars	in ₹		
	SBNs	Other Denomination notes	Total
Closing Cash in Hand as on November 8, 2016	198,000	478,561	676,561
Add: Permitted Receipts	-	555,388	555,388
Less: Permitted Payments	-	669,681	669,681
Less: Amount Deposited in Banks	198,000	-	198,000
Closing Cash in Hand as on December 30, 2016	-	364,268	364,268

39 In view of the consistent profits over the years and also considering the future profit projections, the management believes that there is convincing evidence with regard to the earning of future taxable income and payment of tax under normal tax within the specified period. Accordingly, MAT Credit Entitlement of Rs. 17,87,772/- (Rs. 1,14,91,751/-) is available for utilisation with the Company at the end of the year.

40 The Company has international and specified domestic transactions with related parties. For the current year, the management believes that it maintains documents as prescribed by the Income Tax Act, 1961 to prove that these transactions are at arm's length and the aforesaid legislation will not impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

41 Uniparts India Limited (the holding company) has issued the stock options to the specified employees of the Company under the ESOP Scheme "Uniparts Employees Stock Option Plan, 2007". The cost incurred by the holding company for issuing such options for the year ended March 31, 2017 is Rs. 3,13,989/- (Rs. 6,40,390/-).

42 Related Party Disclosure have been set out in a separate statement annexed to this Note. The related parties, as defined by Accounting Standard 18 (Related Party Disclosure) specified u/s 133 read with Rule 7 of Companies (Accounts) Rules, 2014, in respect of which the disclosures have been made, have been identified on the basis of disclosures made by the management and taken on record by the Board.

43 Previous Year figures have been re-grouped/ re-arranged/ re-classified wherever necessary to correspond with the current year classification/ disclosure.

As per our report of even date attached  
For S.C. VARMA AND CO.  
Chartered Accountants  
Firm Regn. No: 000533N

S.C. Varma  
Partner  
Membership No.: 011450  
Place: New Delhi  
Date:

15 JUN 2017



*Handwritten signature of Gurdeep Singh*  
Gurdeep Singh  
[Managing Director]  
[DIN: 00011478]

*Handwritten signature of Divya Aggarwal*  
Divya Aggarwal  
[Company Secretary]  
[ACS: 24976]

For and on behalf of the Board of Directors  
Gripwell Fasteners Private Limited

*Handwritten signature of Paramjit Singh*  
Paramjit Singh  
[Director]  
[DIN: 00011616]



Gripwel Fasteners Private Limited  
Notes on financial statements for the year ended 31st March, 2017



Annexure referred to in Note No. 41 of Notes forming part of Financial Statements:  
As per the Accounting Standard 18, the disclosure of transactions with the related parties are given below:

List of related parties where control exists and related parties with whom transactions have taken place and relationships:

a) Holding Company

Name of the Company	Country of Incorporation
Uniparts India Limited	India

b) Fellow Subsidiaries

Name of the Company	Country of Incorporation
Uniparts USA Limited	USA
Uniparts Europe BV	Netherlands
Uniparts Olsen Inc.	USA
Uniparts India GmbH	Germany

c) Enterprises over which Key Managerial Personnel and their relatives exercise significant influence:

SKG Engineering Pvt. Ltd.  
Sweaty Spirit Apparel Ltd. (Formerly known as Ace Tractor Parts Ltd.)  
Avid Maintenance Pvt Ltd (Formerly known as Kramp GF Exports Pvt. Ltd.)  
SGA Trading Pvt. Ltd.  
Tima Trading Pvt. Ltd.  
Amazing Estates Pvt. Ltd.  
Vivify Net Pvt. Ltd.  
G.K.P. Farms Pvt. Ltd.  
Silveroak Estates Pvt. Ltd.  
Uniparts Engineering Pvt. Ltd.  
Charisma Homes LLP (Formerly known as Charisma Homes Pvt. Ltd.)  
Oilintec Pvt. Ltd. (Formerly known as Bluebells Homes Pvt. Ltd.)  
Gripwel Fasteners (Partnership Firm)  
Farmparts Company (Partnership Firm)  
Soni Holdings (Partnership Firm)  
P Soni Family Trust  
Indento International (Partnership Firm)  
Kirpal Singh (HUF)  
Paramjit Singh (HUF)  
Gurdeep Soni (HUF)  
Beekay Travels P. Ltd.  
Paper Bag Entertainment Inc.  
Diamante (Partnership Firm)

d) Key Managerial Personnel / Individuals having significant influence on the Company:

Gurdeep Soni-Managing Director  
Paramjit Singh Soni-Director



Transactions during the year with related parties:

S.No.	Nature of Transaction	Holding Company		Fellow Subsidiaries		Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	
		Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
1	Purchase of Goods/Samples/ Packing and Services	472,377,955	493,804,493	4,288,398	5,830,534	-	-
2	Sale of Goods	10,055,925	16,889,830	312,232,466	355,120,550	-	-
3	Purchase of Fixed Assets	-	35,675	-	-	-	-
4	Lease Rentals	7,498,992	7,510,327	-	-	842,236	785,497
5	Dividend Paid	-	23,039,368	-	-	-	-
6	Reimbursement of Expenses	-	99,888	-	-	-	-
7	Recovery of Expenses	-	352,756	-	-	-	-
8	Guarantees & Collaterals	175,000,000	175,000,000	-	-	-	-
9	Current Account Receipts	9,294,303	11,744,204	-	-	-	-
10	Current Account Payments	9,294,303	11,744,204	-	-	-	-

S.No.	Nature of transaction	Key Managerial Personnel	
		Current Year	Previous Year
1	Managerial Remuneration	17,500,000	17,700,000

Outstanding Balances at the end of the year

	As at 31.03.2017 (₹)	As at 31.03.2016 (₹)
1. Uniparts India Limited	(111,772,246)	(108,763,678)
2. Uniparts USA Limited	22,543,303	34,928,343
3. Uniparts India GmbH	36,184,582	30,297,428
4. Uniparts Olsen Inc.	18,483,525	16,990,326

Disclosure in respect of Related Party Transactions during the year:

Particulars	Relationship	31-Mar-17	31-Mar-16
1 Purchase of Goods/Samples/ Packing and Services			
Uniparts India Limited	Holding Company	472,377,955	493,804,493
Uniparts India GmbH	Fellow Subsidiary	4,288,398	5,830,534
		<b>476,666,353</b>	<b>499,635,027</b>
2 Sale of Goods			
Uniparts India Limited	Holding Company	10,055,925	16,889,830
Uniparts India GmbH	Fellow Subsidiary	98,271,416	85,817,959
Uniparts USA Ltd.	Fellow Subsidiary	76,689,900	90,440,467
Uniparts Olsen Inc.	Fellow Subsidiary	137,271,150	178,862,124
		<b>322,288,391</b>	<b>372,010,380</b>
3 Purchase of Fixed Assets			
Uniparts India Limited	Holding Company	-	35,675
		-	<b>35,675</b>



<b>4 Lease Rentals</b>			
Uniparts India Limited	Holding Company	7,498,992	7,510,327
Soni Holdings	Enterprises over which Key Managerial Personnel and their relatives exercise significant influence	842,236	785,497
		<b>8,341,228</b>	<b>8,295,824</b>
<b>5 Dividend Paid</b>			
Uniparts India Limited	Holding Company	-	23,039,368
		-	<b>23,039,368</b>
<b>6 Reimbursement of Expenses</b>			
Uniparts India Limited	Holding Company	-	99,888
		-	<b>99,888</b>
<b>7 Recovery of Expenses</b>			
Uniparts India Limited	Holding Company	-	352,756
		-	<b>352,756</b>
<b>8 Guarantees &amp; Collaterals</b>			
Uniparts India Limited	Holding Company	175,000,000	175,000,000
		<b>175,000,000</b>	<b>175,000,000</b>
<b>9 Current Account Receipts</b>			
Uniparts India Limited	Holding Company	9,294,303	11,744,204
		<b>9,294,303</b>	<b>11,744,204</b>
<b>10 Current Account Payments</b>			
Uniparts India Limited	Holding Company	9,294,303	11,744,204
		<b>9,294,303</b>	<b>11,744,204</b>
<b>11 Managerial Remuneration</b>			
Gurdeep Soni	Key Managerial Personnel	17,500,000	17,700,000
		<b>17,500,000</b>	<b>17,700,000</b>

