GHCL Limited

May 22, 2015

Mr. Hari K
Vice President
National Stock Exchange of India Limited
"Exchange Plaza"
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051
Fax # 022 26598237/38

Mr. S Subramanian
DCS - CRD
BSE Ltd.
1st Floor, New Trading Ring, Rotunda Building, P.J. Towers,
Dalal Street, Fort, Mumbai – 400 001
(Fax: 022 22723121/2037/2041/3714/2039/2061)

Dear Sirs,

Sub: Outcome of 167th Board Meeting held on May 22, 2015

Pursuant to requirement of the Listing Agreement, it is hereby informed that the Board of Directors in their just concluded meeting has *inter alia* approved the following:

1. Annual accounts of the Company for the financial year ended March 31, 2015 subject to the adoption of shareholders in ensuing Annual General Meeting.

2. Audited financial results for the quarter / year ended March 31, 2015 (including consolidated financial results) of the Company and publication thereof as per the provisions of Clause 41 of the Listing Agreement along with audit report are enclosed herewith.

3. Recommended Dividend of Rs. 2.20 per share (22%) for the financial year ended March 31, 2015.

4. In-principal approval for giving benefits to employees by providing stock options and or any other instruments in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014, subject to approval of shareholders by passing special resolution in their 32nd Annual General Meeting scheduled to be held on July 23, 2015.

5. Appointment of Mr. Neelabh Dalmia, as a Director – Strategy, in its overseas subsidiary company i.e. Grace Home Fashion LLC registered in USA subject to compliance of US Laws and others consents, approvals and permissions. We would further like to inform that he will continue as a Non – Executive, Non – Independent Director in GHCL Limited.

6. Notice for 32nd Annual General Meeting scheduled to be held on July 23, 2015.

You are requested to kindly take note of the same.

Thanking you

Yours faithfully,

For GHCL Limited

Bhuwneshwar Mishra
General Manager & Company Secretary

B-38, Institutional Area, Sector-1, Noida-201301 (U.P.) India. Ph. : 91-120-2535335, 3358000, Fax : 91-120-2535209, 3358102
CIN : L24100GJ1983PLC006513, E-mail : ghclinfo@ghcl.co.in, Website : www.ghclindia.com
Regd. Office : GHCL House, Opp. Punjabi Hall, Near Navrangpura Bus Stand, Navrangpura, Ahmedabad-380009.

A Dalmia Brothers Enterprise

ISO 9001 ISO 14001
DNV DNV
REGISTERED REGISTERED

FROM :GHCL FAX NO. :01202535209 22 May 2015 5:28PM P2

GHCL Limited (CIN : L24100GJ1983PLC006513)

Registered Office: GHCL House, Opp. Punjabi Hall, Near Navrangpura Bus Stand, Navrangpura, Ahmedabad - 380 009, Gujarat

{ Email: ghclinfo@ghcl.co.in, Website: www.ghclindia.com, Phone: 079- 39324100, Fax: 079-26423623)

(Rs. in Lacs)

Statement of Audited Financial Results (Both Standalone and Consolidated) for the Quarter and Year ended on 31st March 2015

S. No	PART I Particulars	Standalone Quarter Ended			Standalone Year Ended		Consolidated Year Ended	
		31.03.2015	31.12.2014	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
		Unaudited			Audited		Audited	
1	**Income from operations**							
	(a) Net Sales / Income from Operations(Net of excise duty)	63,794.91	58,002.30	59,461.34	2,36,364.20	2,21,212.07	2,36,364.20	2,23,555.42
	(b) Other Operating Income	309.59	158.91	393.19	996.78	1,208.81	996.78	1,208.81
	Total Income from Operations(Net)	64,104.50	58,161.21	59,854.53	2,37,360.98	2,22,420.88	2,37,360.98	2,24,764.23
2	Expenses:							
	a) Cost of Material consumed	22,029.30	22,619.74	22,497.65	90,391.75	88,860.02	90,391.75	88,860.02
	b) Purchase of Stock-in-trade	1,544.78	1,259.03	1,036.29	6,215.12	3,334.94	6,215.12	9,085.96
	c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	1,674.82	(827.45)	1,060.20	(1,276.79)	(1,013.47)	(4,467.98)	(10,642.46)
	d) Employees benefits expenses	2,938.79	3,244.43	3,298.60	12,519.07	12,199.30	12,557.50	12,199.30
	e) Power, Fuel and Water	9,781.62	10,622.29	10,748.80	38,957.16	38,538.06	38,957.16	38,538.06
	f) Depreciation and amortisation expenses	2,722.41	1,941.44	1,984.58	8,445.31	8,156.77	8,491.84	8,173.84
	g) Other Expenses	10,481.57	9,028.48	9,153.02	37,995.05	34,881.29	40,550.71	40,593.54
	Total Expenses	51,173.28	47,887.96	49,779.14	1,93,246.66	1,84,956.91	1,92,696.08	1,86,808.26
3	**Profit From Operations before Other Income, finance cost & Exceptional Items (1-2)**	**12,931.22**	**10,273.25**	**10,075.39**	**44,114.32**	**37,463.97**	**44,664.90**	**37,955.97**
4	Other Income	327.86	313.33	248.58	1,125.72	499.88	1,125.72	500.77
5	**Profit from ordinary activities before finance cost, Exchange Impact & Exceptional Items (3+4)**	**13,259.08**	**10,586.58**	**10,323.97**	**45,240.04**	**37,963.85**	**45,790.62**	**38,456.74**
6	Finance Cost							
	(a) Interest Cost and financial charges	3,600.53	3,998.04	3,898.03	15,403.44	14,916.21	16,062.28	16,181.96
	(b) Add : Exchange Loss equivalent to Interest Saving on forex instruments (refer point no 8 below and note no 3)	-	402.89	-	980.12	2,136.54	980.12	2,136.54
	Total Finance cost (a+b)	3,600.53	4,400.93	3,898.03	16,383.57	17,052.75	17,042.40	18,318.50
7	**Profit from ordinary activities before Exchange Impact & Exceptional Items (5-6)**	**9,658.55**	**6,185.65**	**6,425.94**	**28,856.47**	**20,911.10**	**28,748.21**	**20,138.24**
8	Exchange Gain / (Loss)							
	(a) Exchange Gain / (Loss) for the period	256.06	(514.60)	80.00	(1,302.05)	(4,924.85)	(1,304.92)	(4,925.51)
	(b) Less : Exchange Loss equivalent to Interest Saving on forex instruments transferred to finance cost (in point no 6(b) above)	-	402.89	-	980.12	2,136.54	980.12	2,136.54

	(c) Net Exchange Gain / (Loss) (a+b) (refer note no 4)	256.06	(111.71)	80.00	(321.92)	(2,788.31)	(324.80)	(2,788.97)
9	**Profit from ordinary activities after Finance cost but before Exceptional Items (7+8)**	**9,914.61**	**6,073.94**	**6,505.93**	**28,534.55**	**18,122.79**	**28,423.41**	**17,349.27**
10	Exceptional Items (refer note no 5)	(2,740.10)	-	(2,121.82)	(2,740.10)	(3,097.20)	(2,740.10)	(3,097.20)
11	**Profit from ordinary activities before tax (9+10)**	**7,174.51**	**6,073.94**	**4,384.11**	**25,794.44**	**15,025.59**	**25,683.31**	**14,252.07**
12	Tax expenses	2,191.96	1,886.00	495.89	7,491.96	3,396.39	7,493.11	3,399.96
13	Net Profit from ordinary activities for the period after tax (11-12)	4,982.55	4,187.94	3,888.22	18,302.48	11,629.20	18,190.19	10,852.11
14	Prior Period Income / (Expenses)	8.70	-	16.75	8.70	16.75	8.70	17.12
15	Excess/(Short) provision for Tax for earlier years	119.72	-	(76.31)	119.72	(76.31)	119.72	(76.31)
16	**Net Profit (13+14+15)**	**5,110.97**	**4,187.94**	**3,828.66**	**18,430.90**	**11,569.63**	**18,318.61**	**10,792.92**
17	Minority Interest Profit /(Loss)	-	-	-	-	-	-	-
18	**Net Profit after Minority Interest (16-17)**	**5,110.97**	**4,187.94**	**3,828.66**	**18,430.90**	**11,569.63**	**18,318.61**	**10,792.92**
	Paid Up Equity Share Capital (face value of Rs.10/- each)	10,001.93	10,001.93	10,001.93	10,001.93	10,001.93	10,001.93	10,001.93
	Reserve excluding Revaluation Reserve				59,455.10	43,784.30	59,497.89	28,601.76
	EPS - Before & after Extraordinary items (of Rs.10/-each) (not annualised)							
	(a) Basic & Diluted	5.11	4.30	3.83	18.43	11.57	18.32	10.79

PART-II SELECT INFOMRATION FOR THE QUARTER AND YEAR ENDED 31ST MARCH 2015

A	**PARTICULARS OF SHAREHOLDING**					
1	**Public Shareholding**					
	- Number of Shares	8,16,42,681	8,16,83,657	8,24,25,402	8,16,83,657	8,24,25,402
	- Percentage of Shareholding	81.63	81.67	82.41	81.67	82.41
2	Promoters and promoter group Shareholding					
	a) Pledged / Encumbered					
	- Number of Shares	86,70,800	86,70,800	87,15,800	86,70,800	87,15,800
	- Percentage of Shares	47.18	47.29	49.54	47.29	49.54
	(as a % of the total shareholding of promoter & promoter group)					
	- Percentage of Shares	8.67	8.67	8.71	8.67	8.71
	(as a % of the total share capital of the company)					
	b) Non - encumbered					
	- Number of Shares	97,05,805	96,64,829	88,78,084	96,64,829	88,78,084
	- Percentage of Shares	52.82	52.71	50.46	52.71	50.46
	(as a % of the total shareholding of promoter & promoter group)					
	- Percentage of Shares	9.70	9.66	8.88	9.66	8.88
	(as a % of the total share capital of the company)					

	Particulars	Quarter Ended 31.03.2015
B	**INVESTOR COMPLAINTS**	
	Pending at the beginning of the quarter	2
	Recevied during the quarter	43
	Disposed of during the quarter	44
	Remaining unresolved at the end of the quarter	1

JAYANTILAL THAKKAR & CO. ★ CHARTERED ACCOUNTANTS FRN 104133W ★ 111-A M. G.RD., MUMBAI-23

RAHUL GAUTAM DIWAN & ASSOCIATES ★134, M. Tower 'C', Nariman Point Mumbai-21★ CHARTERED ACCOUNTANTS FRN 126294W

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GHCL Limited (CIN : L24100GJ1983PLC006513)

Registered Office: GHCL House, Opp. Punjabi Hall, Near Navrangpura Bus Stand, Navrangpura, Ahmedabad - 380 009, Gujarat
(Email: ghclinfo@ghcl.co.in, Website: www.ghclindia.com, Phone: 079- 39324100, Fax: 079-26423623)

(Rs. in Lacs)

Segment wise Revenue , Results and Capital Employed under Clause 41 of the Listing Agreement

S. No.	Particulars	Standalone			Standalone		Consolidated	
		Quarter Ended			Year Ended		Year Ended	
		31.03.2015	31.12.2014	31.03.2014	31.03.2015	31.03.2014	31.03.2015	31.03.2014
		Unaudited			Audited		Audited	
1	**Segment Revenue**							
1.a	Inorganic Chemicals	37,811.86	35,253.36	34,722.01	1,41,640.61	1,23,062.66	1,41,640.61	1,23,062.66
1.b	Home Textiles	26,292.63	22,907.85	25,132.52	95,720.38	99,358.22	95,720.38	1,01,701.57
1.c	Others / Un-allocated	-	-	-	-	-	-	-
1d	Total Revenue	64,104.50	58,161.21	59,854.53	2,37,360.98	2,22,420.89	2,37,360.98	2,24,764.23
2	**Segment Results**							
	Operating Profit before Finance cost & Tax							
2.a	Inorganic Chemicals	12,320.03	9,393.43	8,544.27	39,834.61	27,634.23	39,834.61	27,634.23
2.b	Home Textiles	2,012.58	1,189.20	2,330.50	6,184.48	8,318.27	6,807.45	8,293.82
2.c	Others / Un-allocated	0.03	(0.01)	0.04	(0.67)	(8.74)	(75.94)	7.18
	Total Segment Results	**14,332.64**	**10,582.62**	**10,874.81**	**46,018.42**	**35,943.76**	**46,566.13**	**35,935.23**
2.d	Finance Cost							
	(a) Interest Cost and financial charges	3,600.53	3,998.04	3,898.03	15,403.44	14,916.21	16,062.28	16,181.96
	(b) Exchange Loss equivalent to Interest Saving on forex instruments	-	402.89	-	980.12	2,136.54	980.12	2,136.54
	Total Finance cost (a+b)	3,600.53	4,400.93	3,898.03	16,383.57	17,052.75	17,042.40	18,318.50
2.e	Un-allocated (Income)/ Expenditure	3,557.59	107.75	2,592.66	3,840.41	3,865.42	3,840.41	3,364.66
	Total Profit before Tax	7,174.52	6,073.94	4,384.11	25,794.44	15,025.59	25,683.31	14,252.07
3	**Capital Employed**							
3.a	Inorganic Chemicals	41,980.48	34,526.53	42,239.29	41,980.48	42,239.29	41,980.48	42,239.29
3.b	Home Textiles	42,115.46	37,929.70	32,476.46	42,115.46	32,476.46	42,158.26	22,776.77
3.c	Others/ un-allocated	1,369.54	10,586.15	11,757.11	1,369.54	11,757.11	1,369.54	10,414.78
	Total	85,465.49	83,042.37	86,472.85	85,465.49	86,472.85	85,508.28	75,430.84

CHARTERED ACCOUNTANTS FRN 104133W
CHARTERED ACCOUNTANTS FRN 120020W

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Standalone and Consolidated Statement of Assets & Liabilities under Clause 41 of the Listing Agreement

	Particulars	Standalone (Rs. In lakhs)		Consolidated (Rs. In lakhs)	
		Year Ended			
		31.03.2015	31.03.2014	31.03.2015	31.03.2014
		Audited			
A	**EQUITY AND LIABILITIES**				
1	**Shareholders' Funds**				
	(a) Share Capital	10,001.93	10,001.93	10,001.93	10,001.93
	(b) Reserve & Surplus	66,971.35	75,977.70	67,014.15	48,726.13
	Sub-Total- Shareholders'funds	**76,973.28**	**85,979.63**	**77,016.08**	**58,728.06**
2	**Minority interest**	-	-	-	-
3	**Non-Current Liabilities**				
	(a) Long-term borrowings	78,374.61	72,332.69	78,374.61	88,511.38
	(b) Deferred Tax Liabilities (Net)	17,272.72	16,202.03	17,272.72	16,202.03
	(c) Other Long term liabilities	467.69	577.16	467.69	608.01
	(d) Long-term Provisions	378.39	168.14	378.39	168.14
	Sub-Total- Non-Current Liabilities	**96,493.41**	**89,280.02**	**96,493.41**	**1,05,489.56**
4	**Current Liabilities**				
	(a) Short-term borrowings	45,416.46	49,477.56	45,416.46	50,505.06
	(b) Trade payables	39,186.40	41,704.83	39,186.40	55,762.17
	(c) Other Liabilities	16,883.18	17,520.03	22,902.07	27,083.70
	(d) Short-term Provisions	4,127.83	3,836.98	4,127.83	3,836.96
	Sub-Total-Current Liabilities	**1,05,613.87**	**1,12,539.40**	**1,11,632.76**	**1,37,187.90**
	TOTAL-EQUITY AND LIABILITIES	279,080.57	287799.05	285142.25	301405.53
B	**ASSETS**				
1	**Non -Current assets**				
	(a) Fixed Assets	1,93,936.58	1,88,000.54	1,94,088.95	1,88,182.49
	(b) Goodwill on consolidation	-	-	-	-
	(c) Non-current Investments	157.97	558.33	154.34	549.20
	(d) Long-term loans and advances	1,308.74	2,375.52	1,308.74	2,375.52
	(e) Other non-current assets	46.92	54.68	46.92	54.68
	Sub-total-Non -Current assets	**1,95,450.22**	**1,90,989.07**	**1,95,598.95**	**1,91,161.90**
2	**Current assets**				
	(a) Current Investments	-	200.00	-	200.00
	(b) Inventories	41,733.12	40,418.08	48,739.44	54,387.13
	(c) Trade receivables	26,751.29	29,786.91	24,434.70	38,121.10
	(d) Cash and cash equivalents	3,199.06	3,905.91	3,391.02	4,172.15
	(e) Short-term loans and advances	11,946.88	22,499.08	12,978.13	13,363.26
	Sub-total Current assets	83,630.35	96,809.98	89,543.30	1,10,243.64
	Total	279,080.57	287799.05	285142.25	301405.53

JAYANTILAL THAKKAR & CO. CHARTERED ACCOUNTANTS FRN 104144W

RAHUL GAUTAM DIWAN & ASSOCIATES CHARTERED ACCOUNTANTS FRN 120294W

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Notes:

1. The above results have been reviewed by the Audit Committee and were approved by the Board of Directors at its meeting held on 22 May 2015.

2. The Board of Directors at their meeting held on 22 May 2015, has recommended a dividend @ Rs2.20/ equity share of Rs. 10 each (i.e 22%) (Previous year Rs.2/equity share of Rs. 10 each) for the year ended on 31 March 2015, subject to the approval of the shareholders at the ensuing Annual General Meeting.

3. Depreciation is provided on straight-line method at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013 over the useful life of the assets as determined by the company. The useful life of the certain assets is considered longer than those prescribed under Schedule II-C of Companies Act, 2013 based on internal technical assessment. As per transitional provision under Schedule-II when the remaining useful life of the assets is nil, the residual of those assets has been charged to Statement of Profit and Loss amounting to Rs.656.12 Lacs in the year.

4. In Accordance with the Scheme of Arrangement duly approved by Hon'ble High Court of Gujarat vide its order dated 30th November 2009, the Company has taken the following effects in the audited financial statements for the year ended 31 March 2015:-

a) The company has provided for diminution / impairment of Rs 23,891.40 Lacs (previous year Rs. 27,679.47 Lacs) in the value of investments in and loans & advances to and receivables from subsidiaries and the same has been charged to Business Development Reserve as per Scheme.

5. Exceptional items are in respect of :

(a) Write off amounting to Rs.2345.24 Lacs towards Loan given to and Investment made in Indian England N.V. (Wholly Owned subsidiary) of the company, as the subsidiary has been put under Liquidation during the year.

(b) Write off amounting to Rs.394.86 Lacs due to permanent diminution in the investment in shares made in GTC Industires Limited based on the difference in the average purchase price and current market value.

6. The figures of last quarter are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current financial year. The previous year's/corresponding periods' figures have been regrouped / reclassified.

7. During the quarter, a non-operating subsidiary "Indian Wales N.V." in Netherlands was voluntarily wound up.

8. The 32nd Annual General Meeting of shareholders will be held on Thrusday 23rd July 2015 at The Institution of Engineers (India), Gujarat State Centre, Bhaikaka Bhavan, Law College Road, Ahmedabad – 380006. The Registers of Members will be closed from July 17, 2015 to July 23, 2015 (both days inclusive) for the purpose of Annual General Meeting including determining the eligible shareholders for payment of dividend.

New Delhi
22 May 2015

JAYANTILAL THAKKAR & CO. CHARTERED ACCOUNTANTS FRN 104133W 111-A, M. G. RD., MUMBAI-23

RAHUL GAUTAM DIWAN & ASSOCIATES CHARTERED ACCOUNTANTS FRN 130294W 13A/1, M. Tower 'C' Nariman Point Mumbai-21

For GHCL Limited

R. S. Jalan
Managing Director

Raman Chopra
Executive Director (Finance)

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RAHUL GAUTAM DIVAN & ASSOCIATES AND

JAYANTILAL THAKKAR & CO.
CHARTERED ACCOUNTANTS

111 (A), MAHATMA GANDHI ROAD,
FORT, MUMBAI - 400 023.
TELEPHONES :2265 8800
2265 8900
FAX : (91 - 22) 2265 8989
E-MAIL : jtco@vsnl.net

INDEPENDENT AUDITORS' REPORT

To The Members of
GHCL LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of GHCL Limited ("the Company") which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone 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 standalone financial statements that give a true and fair view of the financial position and 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.

Auditor's 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 thereunder.

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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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.

JAYANTILAL THAKKAR & CO. CHARTERED ACCOUNTANTS FRN 104177W 111-A, M.G.RD., MUMBAI-23.

RAHUL GAUTAM DIVAN & ASSOCIATES CHARTERED ACCOUNTANTS MUMBAI

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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 Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss and 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 the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) The company has adequate internal financial controls and in our opinion the same are operating effectively.

(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 2.26 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.

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

For and on behalf of
JAYANTILAL THAKKAR & CO.
Chartered Accountants
(Firm Reg. No. 104133W)

(C. V. THAKKER)
Partner
Membership No: 006205

JAYANTILAL THAKKAR & CO. CHARTERED ACCOUNTANTS FRN 104133W 111-A, M. G. RD., MUMBAI-23

For and on behalf of
RAHUL GAUTAM DIVAN & ASSOCIATES
Chartered Accountants
(Firm Reg. No. 120294W)

(RAHUL DIVAN)
Partner
Membership No: 100733

RAHUL GAUTAM DIVAN & ASSOCIATES CHARTERED ACCOUNTANTS MUMBAI

Place : New Delhi
Date : 22nd May, 2015

JAYANTILAL THAKKAR & CO.
CHARTERED ACCOUNTANTS

Continuation Sheet No. 3 Date

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

(Annexure referred to in paragraph 1 under the heading of 'Report on Other Legal and Regulatory Requirements' of our report of even date.)

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

(b) As explained to us, some of the fixed assets have been physically verified by the management according to a programme of verification which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies with respect to book records were noticed on such verification.

(ii) (a) As explained to us, physical verification of inventory has been conducted by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.

(b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.

(c) On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory. Discrepancies noticed on verification of inventory as compared to book records were not material and these have been properly dealt with in the books of account.

(iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties as covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a) and (b) of the Order are not applicable.

(iv) In our opinion and according to the information and explanation given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control systems.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit within the meaning of Section 73 to 76 of the Companies Act, 2013, and the rules framed thereunder.

(vi) We have broadly reviewed the books of accounts maintained by the Company in respect of products where, pursuant to the Rules made by the Central Government, the maintenance of cost records have been prescribed under Section 148 (1) of the Companies Act, 2013, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determining whether they are accurate or complete.

(vii)(a) According to the records of the Company and the information and explanations given to us, the Company has been regularly depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Sales Tax, Wealth tax, Service tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues applicable to it. There are no undisputed statutory dues as referred to above as at 31st March, 2015 outstanding for a period of more than six months from the date they become payable.

JAYANTILAL THAKKAR & CO. CHARTERED ACCOUNTANTS FRN 104133W 111-A, M. G. RD MUMBAI

RAHUL GAUTAM DIVAN & ASSOCIATES CHARTERED ACCOUNTANTS MUMBAI

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JAYANTILAL THAKKAR & CO.
CHARTERED ACCOUNTANTS

Continuation Sheet No. 4 Date

(b) The disputed statutory dues aggregating to Rs.2949.06 lakhs that have not been deposited on account of matters pending before the appropriate authority are as under:

Sr. No.	Name of the statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount (Rs. in Lakhs)
1	Income Tax Act, 1961	Depreciation, Write off of loans of Subsidiaries	ITAT, Ahmedabad	F.Y. 2007-2008, F.Y. 2009-10	803.01
		Write off of loans of Subsidiaries, Corporate Guarantee, Foreign Sales Commission	CIT (Appeal), Ahmedabad	F.Y. 2006-2007, F.Y. 2009-10	313.82
2	Central Excise Act, 1944	CENVAT credit & Non Payment of Service Tax	High Court Chennai	2001-02	3.44
			High Court Gujarat	2012-2013	449.92
			Customs, Excise and Service Tax Appellate Tribunal	2002-03, 2005-06, 2008-09, 2009-10 & 2010-11	192.59
			Commissioner (Appeals)	2008-09, 2009-10, 2010-11, 2011-12	972.76
3	Tamil Nadu General Sales Tax Act, 1959	Exemption from Sales Tax	High Court Chennai	2004-05 & 2005-06	7.36
4	Tamil Nadu VAT Act, 2006	Disallowance of ITC	Commissioner (Appeals)	2009-10 to 2012-13	3.61
5	Urban Land Tax Act	Urban Land Tax	High Court Chennai	1981 to 2014	74.05
6	Bombay Tenancy & Agricultural Land Tax Act, 1948	Non-Agriculture conversion Premium for Land	High Court Ahmedabad	2005-06	121.17
7	The Employee's State Insurance Act, 1948	Contribution Demand	ESI Court, Madurai	Various Years	6.02
			Supreme Court	1985-86	1.31

(c) The amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time.

(Viii) The Company neither has any accumulated losses at the end of the financial year nor has incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.

(ix) Based on our audit procedures and according to the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks or financial institutions.

JAYANTILAL THAKKAR & CO. CHARTERED ACCOUNTANTS FRN 104133W 111-A, M.G.RD., MUMBAI-23

RAHUL GAUTAM DIVAN & ASSOCIATES CHARTERED ACCOUNTANTS MUMBAI

JAYANTILAL THAKKAR & CO.
CHARTERED ACCOUNTANTS

Continuation Sheet No. 5 Date

(x) Based on our examination of the records, we are of the opinion that the terms and conditions on which the Company has given guarantee for loans taken by others from banks or financial institutions are prima facie not prejudicial to the interest of the Company.

(xi) In our opinion, the term loans have been applied for the purposes for which they were obtained.

(xii) To the best of our knowledge, and according to the information and explanations to us, no material fraud on or by the Company has been noticed or reported during the year.

For and on behalf of
JAYANTILAL THAKKAR & CO
Chartered Accountants
(Firm Reg. No. 104133W)

JAYANTILAL THAKKAR & CO ★ CHARTERED ACCOUNTANTS FRN 104133W ★ 111-A, M. G. RD., MUMBAI-23.

(C. V. THAKKER)
Partner
Membership No: 006205

For and on behalf of
RAHUL GAUTAM DIVAN & ASSOCIATES
Chartered Accountants
(Firm Reg. No. 120294W)

RAHUL GAUTAM DIVAN & ASSOCIATES CHARTERED ACCOUNTANTS ★ MUMBAI ★

(RAHUL DIVAN)
Partner
Membership No: 100733

Place : New Delhi
Date : 22nd May, 2015

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RAHUL GAUTAM DIVAN & ASSOCIATES AND

JAYANTILAL THAKKAR & CO.
CHARTERED ACCOUNTANTS

111 (A), MAHATMA GANDHI ROAD,
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INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To The Board of Directors
GHCL LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of GHCL LIMITED (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group 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. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments,

JAYANTILAL THAKKAR & CO. CHARTERED ACCOUNTANTS FRN 104133W 111-A, M. G. RD., MUMBAI-23.

RAHUL GAUTAM DIVAN & ASSOCIATES CHARTERED ACCOUNTANTS MUMBAI

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the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated 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 Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group, as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

(a) We did not audit the financial statements of 3 subsidiaries, whose financial statements reflect total assets of Rs.13166 Lacs as at 31st March, 2015, total revenues of Rs. 31908 Lacs and net cash flows amounting to Rs.61.94 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the financial statements certified by the Management.

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, the comments in the Annexure to the auditors' report of the Holding company on the matters specified in paragraphs 3 and 4 of the Order are applicable. The comments in the Annexure for an associate company are not available.

2. As required by Section 143 (3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.

JAYANTILAL THAKKAR & CO. CHARTERED ACCOUNTANTS FRN 104687W 111-A M.G.RD. MUMBAI

RAHUL GAUTAM DIVAN & ASSOCIATES CHARTERED ACCOUNTANTS MUMBAI

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated 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 of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

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

i. The consolidated financial statements disclose the impact of pending litigations on its financial position in its financial statements - Refer Note 2.26 to the consolidated financial statements.

ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

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

For and on behalf of
JAYANTILAL THAKKAR & CO
Chartered Accountants
(Firm Reg. No. 104133W)

(C. V. THAKKER)
Partner
Membership No: 006205

Place : New Delhi
Date : 22nd May, 2015

JAYANTILAL THAKKAR & CO. ★ CHARTERED ACCOUNTANTS FRN 104133W ★ 111-A, M. G. RD., MUMBAI-23

For and on behalf of
RAHUL GAUTAM DIVAN & ASSOCIATES
Chartered Accountants
(Firm Reg. No. 120294W)

(RAHUL DIVAN)
Partner
Membership No: 100733

RAHUL GAUTAM DIVAN & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ MUMBAI ★