



FORMULA FOR GROWTH



GUJARAT FLUOROCHEMICALS LIMITED
Annual Report 2014 -15



134,750 MT
Caustic / Chlorine
Plant Capacity

108,500 MT
Chloromethane
Capacity

65,000 MT
Refrigerant
Capacity

16,200 MT
India's largest
and World's
4th largest
PTFE capacity

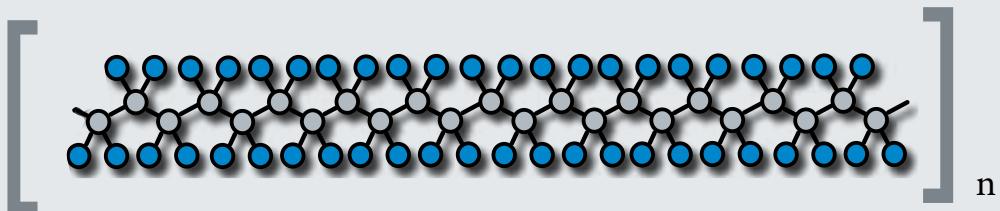
FORMULA FOR GROWTH

For 28 years, we have never stopped transforming and that has kept us ahead in the game. Our ability to adapt continuously has prepared us to manage change and we are primed to meet the future head on.

A few years back, we identified a sizeable opportunity for offering PTFE solutions to the world. Over the recent years, we have built a growing base of discerning customers with whom our products are tested and approved. As these approvals translate into volume order bookings and deliveries, we look forward to swelling our top and bottom lines in the near term.

What underpins everything is our passion for giving our customers superior quality products, backed by strong technology and service. This makes doing business with us easy, consistent and reliable for them. Today, we operate India's largest PTFE (Polytetrafluoroethylene) Plant accounting for more than 11% of the world's PTFE capacity. This enables us to provide cutting-edge solutions very competitively, ensuring long-term customer relations.

We have consistently been using our competitive strengths, reputation and legacy for expanding our core and group businesses to win more international business and serve our customers efficiently. At the same time, we promise to keep investing into areas that will be significant drivers for future growth, ensuring we build on solid progress over a period of time.



Corporate Information

■ BOARD OF DIRECTORS

Shri Devendra Kumar Jain
Chairman and
Non-Independent Director

Shri Shailendra Swarup
Independent Director

Shri Pavan Jain
Non-Independent Director

Shri Vivek Jain
Managing Director and
Non-Independent Director

Shri Dinesh Kumar Sachdeva
Whole-Time Director and
Non-Independent Director

Shri Om Prakash Lohia
Independent Director

Dr. S Rama Iyer
Independent Director

Shri Deepak Asher
Director and Group Head
Corporate Finance and
Non-Independent Director

Shri Shanti Prashad Jain
Independent Director

Shri Rajagopalan Doraiswami
Independent Director

Ms Vanita Bhargava
Independent Director

Shri Anand Bhusari
Whole-Time Director and
Non-Independent Director

■ KEY MANAGERIAL PERSONNEL

Shri Vivek Jain
Managing Director

Shri Manoj Agrawal
Chief Financial Officer

Shri Bhavin Desai
Company Secretary

■ BOARD LEVEL COMMITTEES

AUDIT COMMITTEE

Shri Shanti Prashad Jain
Chairman and Independent Director

Shri Devendra Kumar Jain
Non-Independent Director

Shri Shailendra Swarup
Independent Director

■ COMMITTEE OF DIRECTORS FOR OPERATIONS

Shri Devendra Kumar Jain
Chairman and Non-Independent Director

Shri Vivek Jain
Managing Director and
Non-Independent Director

Shri Deepak Asher
Director and
Group Head Corporate Finance and
Non-Independent Director

■ NOMINATION AND REMUNERATION COMMITTEE

Shri Shanti Prashad Jain
Chairman and Independent Director

Shri Deepak Asher
Director and Group
Head Corporate Finance and
Non-Independent Director

Shri Om Prakash Lohia
Independent Director

■ STAKEHOLDERS' RELATIONSHIP COMMITTEE

Shri Devendra Kumar Jain
Chairman and Independent Director

Shri Pavan Jain
Non-Independent Director

Shri Vivek Jain
Managing Director and
Non-Independent Director

■ CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Shri Shanti Prashad Jain
Chairman and Independent Director

Shri Vivek Jain
Managing Director and
Non-Independent Director

Shri Deepak Asher
Director and Group Head Corporate Finance
and Non-Independent Director

■ BANKERS

Axis Bank Limited
BNP Paribas
Citi Bank N.A.
DBS Bank Limited
HDFC Bank Limited
ICICI Bank Limited
IDBI Bank Limited
Indus Ind Bank Limited
Kotak Mahindra Bank Limited
The Royal Bank of Scotland
Yes Bank Limited

■ AUDITORS

M/s Patankar and Associates
Chartered Accountants,
Office No 19 to 23, 4th Floor,
Gold Wings, S No 118/A,
Plot no 543, Singhad Road,
Parvati Nagar, Pune 411030
Tel.: +91 20 2425 2117
Fax: +91 20 2425 2118

■ PLANT LOCATION

Ranjitnagar Plant
Survey Number 16/3, 26 & 27, Village
Ranjitnagar, Taluka Ghoghamba, District
Panchmahal, Gujarat - State

Dahej Plant
Plot Number 12 A GIDC Dahej
Industrial Estate, Taluka Vagra, District
Bharuch, Gujarat - State

■ REGISTERED OFFICE

Survey Number 16/3, 26 & 27
Village Ranjitnagar 389380
Taluka Ghoghamba
District Panchmahal
Gujarat
Tel.: +91 2678 248153
Fax: +91 2678 248153

■ CORPORATE OFFICE

ABS Towers, 2nd Floor
Old Padra Road
Vadodara – 390007
Gujarat.
Tel.: +91 265 6198111
Fax: +91 265 2310312

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The Inox Group Overview

ABOUT THE INOX GROUP

We are part of the Inox Group, which has market leadership positions in various businesses, including industrial gases, engineering plastics, refrigerants, chemicals, cryogenic engineering, renewable energy and entertainment sectors.

Amongst other companies, the Group has three listed companies has a joint venture with global majors, including Fortune-500 companies. The Group employs more than 8,000 people at over 100 business units across the country, with leadership across six sectors. The Group's distribution network spans over 50 countries around the globe.

LISTED COMPANIES



Gujarat Flourochemicals Limited



Inox Leisure Limited



Inox Wind Limited

Market Capitalisation
₹ 7,76,309 Lakh
(BSE - 31st March, 2015)

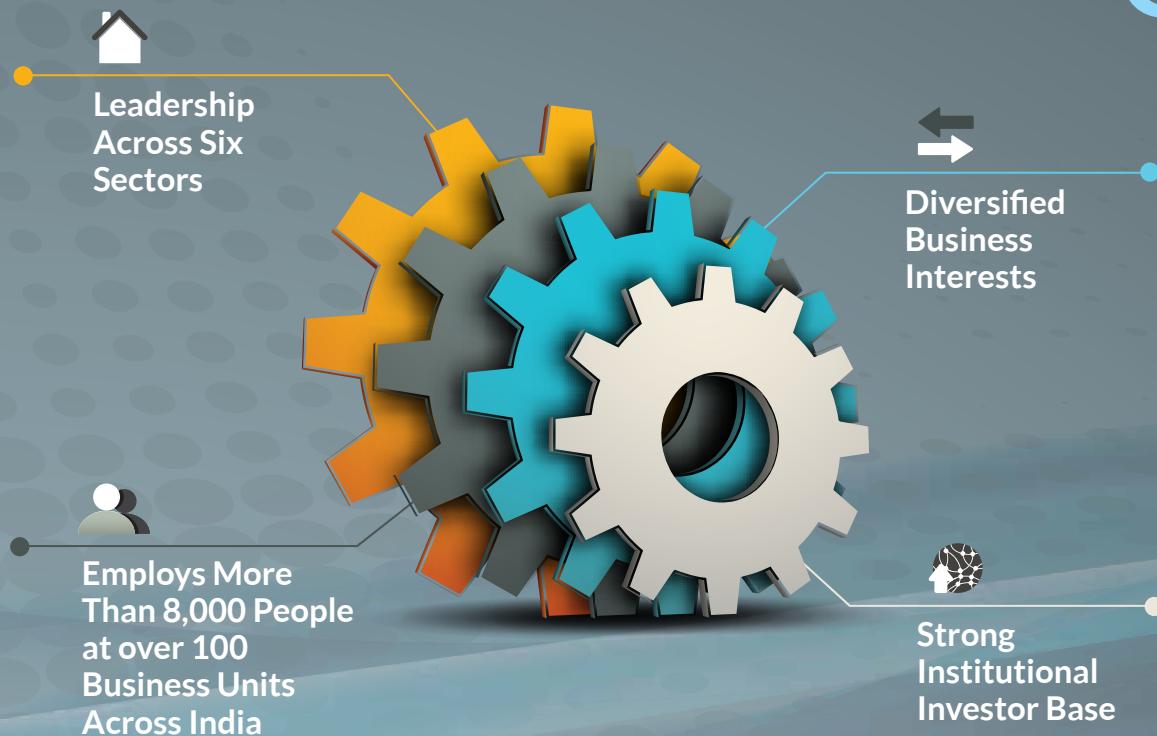
Market Capitalisation
₹ 1,63,688 Lakh
(BSE - 31st March, 2015)

Market Capitalisation
₹ 94,5371 Lakh
(BSE - 30th April, 2015)

- Largest producer (by volume) of chloromethanes, refrigerants & polytetrafluoroethylene in India

- A film exhibition Company in the business of setting up, operating and managing a national chain of multiplexes under the brand name 'INOX'
- Present in 52 cities with 97 multiplexes and 377 screens

- One of the largest manufacturers of Wind Turbine Generators (WTG) in India
- Manufacturers of key components of WTG, Power Blades, Nacelles and Hubs
- 1,178 MW Order Book from diversified customers including large IPPs, Utilities, PSUs, Corporates and Retail



OTHER KEY COMPANIES



Inox Air Products
Private Limited

- 50:50 joint venture with Air Products Inc., USA
- Manufacturer of industrial gases in India
- 36 plants spread throughout the country



Experience × Expertise × Excellence
Inox India Private Limited

- Manufacturer of cryogenic liquid storage and transport tanks in India
- Offers comprehensive solutions in cryogenic storage, vaporisation and distribution engineering
- Has operations in India, USA, Canada, The Netherlands and Brazil



Inox Renewables Limited

- Engaged in the business of setting up and operating of wind farms
- 233 MW installed capacity across 3 different States

Group Business Overview



INOX Wind Limited has an aggregate Power Project Capacity of 4,402 MW across wind sites. Post expansion, its capacity will increase to 1.6 GW. It has a deep order book pipeline of over 1.1 GW.

Inox Leisure Limited has a 22% share in multiplex screens, operating 97 multiplexes and over 377 screens in 52 cities with a seating capacity of 99,429.

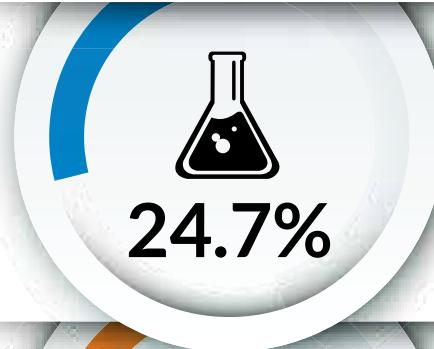


GFL is the largest PTFE resin producer in India and the 4th largest in the world. Our manufacturing operations enjoy a total capacity of 16,200 MT PTFE, accounting for 11% of the world's total PTFE capacity.

₹ 5,34,081 Lakh

Total Consolidated Revenue

CHEMICALS



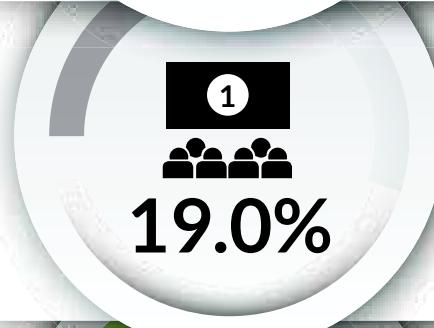
GFL LIMITED
(STANDALONE)

WIND
TURBINES



INOX WIND LIMITED
63.09% OWNERSHIP

FILM
EXHIBITION



INOX LEISURE LIMITED
48.09% OWNERSHIP

WIND
FARMING



INOX
RENEWABLES LIMITED
99.98% OWNERSHIP

Operational & Financial Highlights

Consolidated Business

Total Revenue
₹ 5,34,081 Lakh
(CAGR - 38.7%)

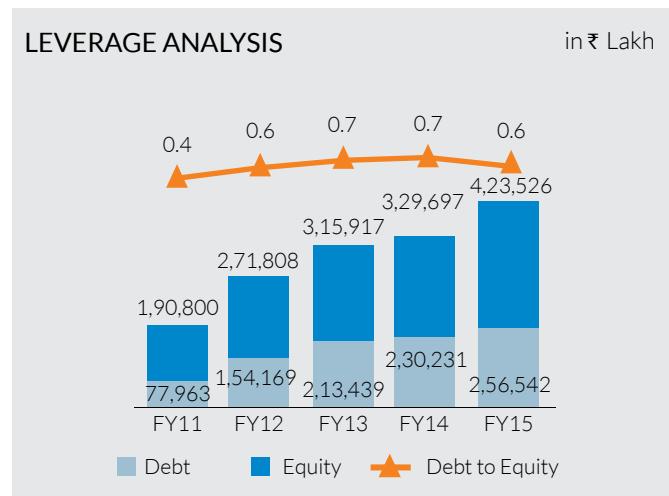
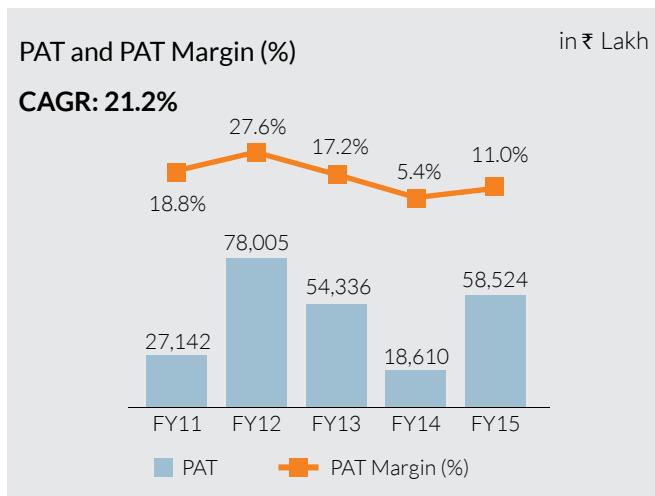
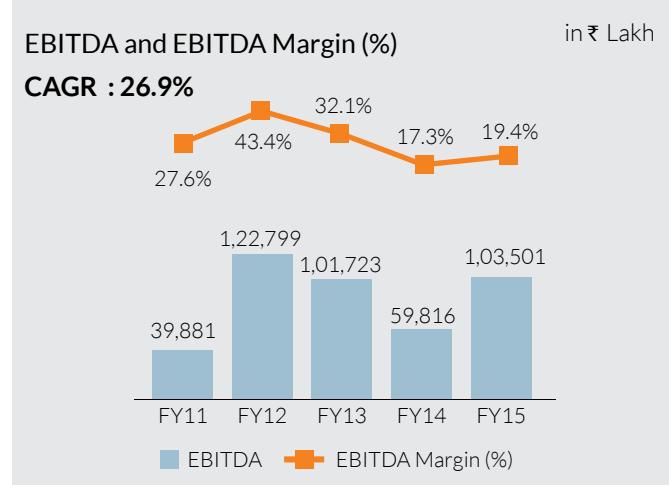
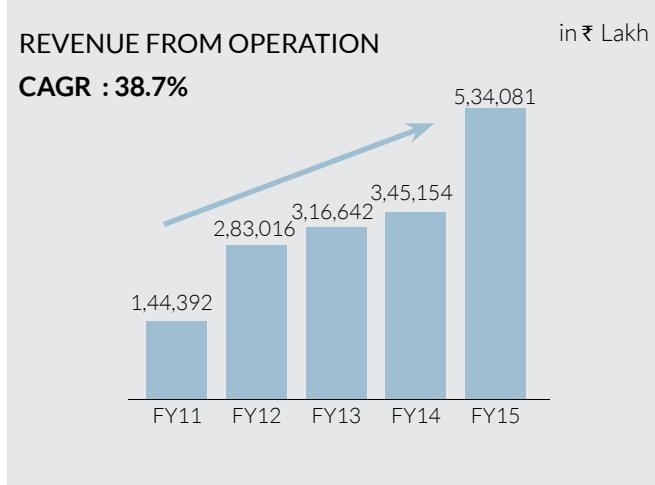
Total EBITDA
₹ 1,03,501 Lakh
(CAGR - 26.9%)
EBITDA Margin 19.4%

Total PAT
₹ 58,524 Lakh
(CAGR - 21.2%)
PAT Margin 11.0%

Total Debt
₹ 2,56,542 Lakh
Total Equity
₹ 4,23,526 Lakh
Low Leverage - 0.6x

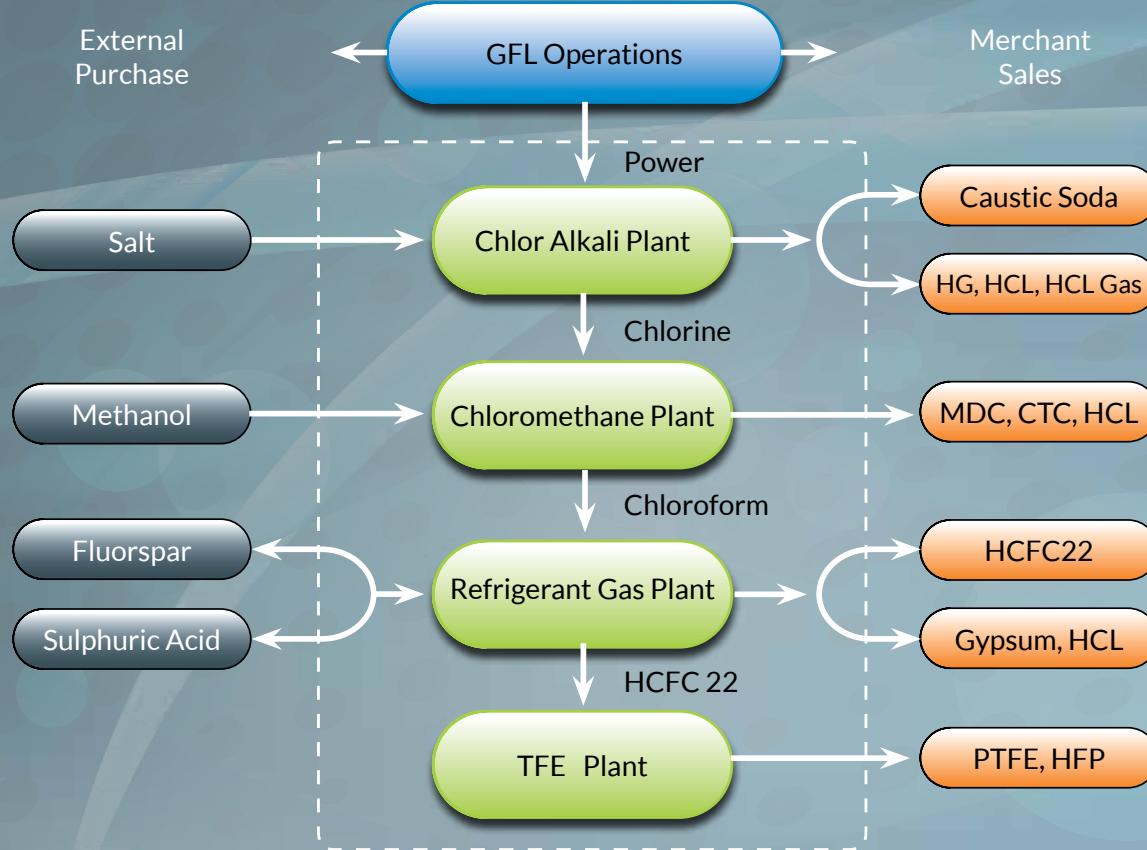
ROCE
12.1%

ROE
15.5%



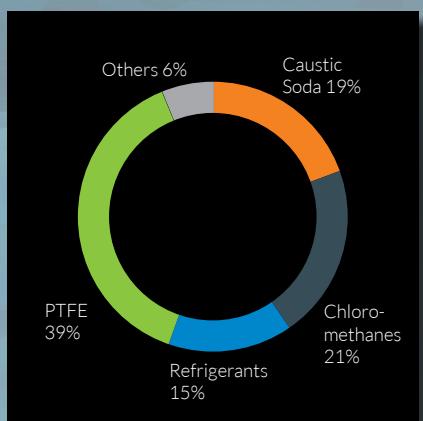
Chemicals Business Overview

GFL is the largest PTFE resin producer in India and the 4th largest in the world. Our manufacturing operations enjoy a total capacity of 16,200 MT PTFE, accounting for 11% of the world's total PTFE capacity. We are the most vertically integrated producer of PTFE, making us technologically strong, highly competitive and customer driven. Our streamlined facilities include a Caustic/Chlorine Plant, a Chlorine Chloromethane Plant and a Chloroform Refrigerant Plant. Supported by our own mines and long-term agreements with suppliers for Fluorspar, along with integrated captive supply of Power, Chlorine, Chloroform and HCFC22, we have the distinction of being highly self-sufficient with respect to all our inputs.





The PTFE Dahej complex is ISO 9001:2008, ISO 14001:2004 and OHSAS 18001:2007 certified by Intertek.



16,200 MT
India's largest and world's 4th largest PTFE capacity

11%
of Global PTFE Capacity

1,34,750 MT
Caustic / Chlorine Plant Capacity

1,08,500 MT
Chloromethane Capacity

65,000 MT
Refrigerant Capacity

Operational & Financial Highlights

Chemicals Business

Revenue grew by
15.78% YOY
(14.1% CAGR
5-Years)

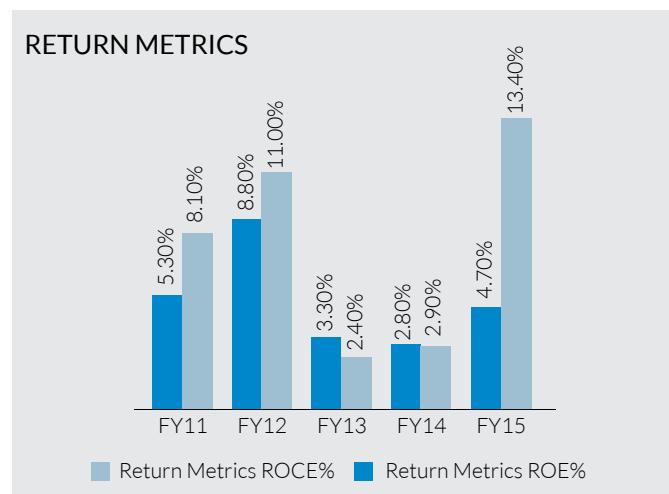
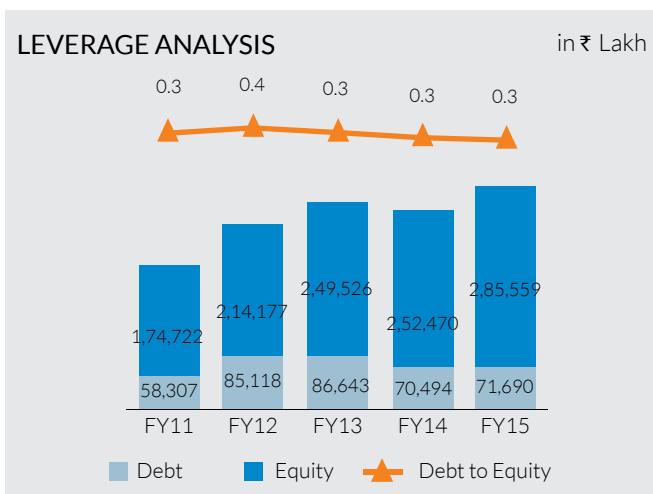
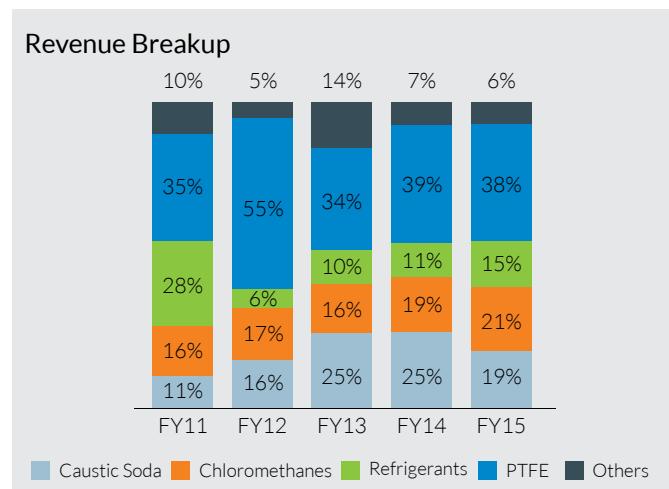
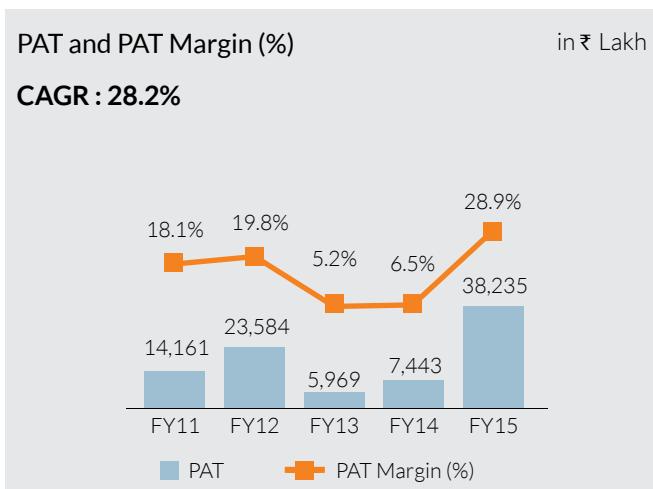
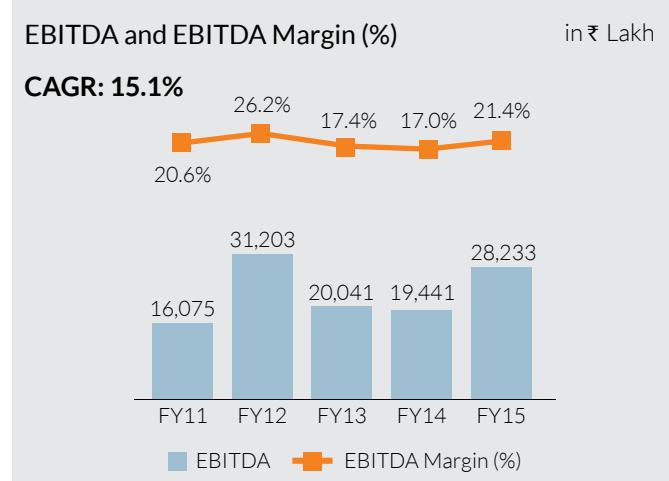
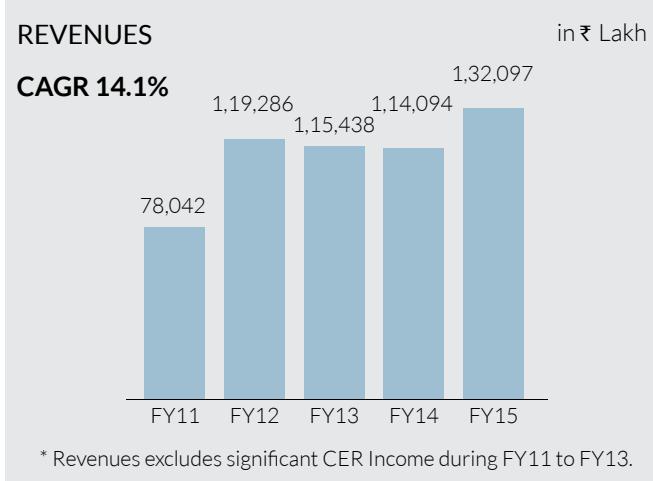
Secular growth
across all product
categories

Commencement of
speciality chemicals
and exports of
refrigerants

EBITDA Margins
improved by 433 basis
points to 21.40%
as higher operating
efficiencies kick in

Surge in PAT by
414% YOY
(28.2% CAGR
5-Years)

Maintained low
leverage of 0.3
Debt/Equity



Letter from the Managing Director



Vivek Jain
Managing Director

Dear Shareholders,

We are delighted to present to you our 28th Annual Report of your Company for the Financial Year 2014-15. This year has been a milestone in making GFL one of the most successful promoters in the Initial Public Offerings (IPO) market. The key highlight of the year was the public issue of our wind energy business with the launch of Inox Wind Limited (IWL) as a listed company in March 2015. The issue received an over-whelming response from all categories of investors, witnessing an over-subscription of 18.6 times. We extend a warm welcome to each investor to the Inox family and express our sincere thanks for making the IPO a grand success.

We are delighted to share with you the progress made in all our businesses in the Financial Year 2014-15.

Consolidated Operational and Financial Highlights:

At the consolidated level, our total revenues increased by 54.74%, from ₹ 3,45,154 Lakh in FY2013-14 to ₹ 5,34,081 Lakh in FY2014-15. Our EBITDA and other income increased by 73.03% from ₹ 59,815 Lakh in FY2013-14 to ₹ 1,03,501 Lakh in FY2014-15. Our

PAT improved by 214.48% from ₹ 1,861.02 Lakh in FY2013-14 to ₹ 5,852.65 Lakh in FY2014-15. PAT margin at a consolidated level has improved from 5.40% to 11.00%. We are pleased to say that these results are the outcome of robust performance from each of our business verticals. The break-up of our consolidated revenues comes from the four key segments – the chemicals business, the wind turbine manufacturing business, the film exhibition business, and the wind farming business, which contributed 25%, 51% and 19% and 5% to total revenues, respectively.

Chemicals Business:

We are pleased to inform you that we performed reasonably well across all our product segments within our chemicals business. Looking at the financial performance of our chemicals business on a standalone basis, we are pleased to inform you that revenues rose by 15.78% from ₹ 1,14,094 Lakh in FY2013-14 to ₹ 1,32,097 Lakh in FY2014-15. In parallel, our EBITDA and other income improved by 46.56% from ₹ 18,977 Lakh in FY2013-14 to ₹ 27,812 Lakh in FY2014-15, signifying an improvement in EBITDA margin from 17% to 21%. Our PAT went up by 414% from ₹ 7,443 Lakh in FY2013-14 to ₹ 38,235 Lakh in FY2014-15, with PAT margins improving from 7% to 29%. The strong growth in revenues resulted from a combination of the introduction of specialty chemicals and

exports of refrigerants, along with improvements in margins due to higher operating leverage and efficiencies.

In our chemicals business at GFL, we are reaching an inflection point where our size, scale, operational efficiencies, investments made in marketing efforts and high value-added manufacturing is placing us in a sweet spot for increasing market share in the global markets. As we grow our customer base and start seeing the fruits of our efforts on developing high-value products and getting customer approvals for our various grades, we are well positioned to deliver superior business performance with all our KPIs improving steadily.

Our integrated manufacturing capability and size will continue to give us economies of scale and keep us competitive in the PTFE marketplace. With this, we expect capacity utilisation to improve from our current levels of around 60% to reach near-full capacity utilisation over the next 2-3 years. Higher capacity utilisation and increased contribution from the higher value-added PTFE grades will result in a positive operating level and improvement in our operating margins. Our focus on waste recovery and other cost optimisation schemes should also bring down the operating cost across the value chain. Finally, we expect good results from our focus on HF and TFE based fluoro specialty chemicals that are used by pharmaceutical and agro-chemical industries.

Wind Turbine Manufacturing Business:

IWL's strong operating performance, dynamic management team, superior product quality, meticulous project delivery capabilities, excellent technology tie-ups and a major thrust of the Government on renewables have made us India's leading manufacturer of wind turbine generators (WTGs). Despite the sector facing challenging times in recent years, IWL has rapidly scaled up in the last 4 years, with our annual WTG sales increasing more than four-fold from 120 MW in FY2011-12 to 578 MW in FY2014-15. This was possible on the back of our unflinching commitment to invest into our business, even while the rest of the industry is in a stagnant mode.

Our Consolidated Revenues, EBITDA and PAT for FY2014-15 stood at ₹ 2,70,993 Lakh, ₹ 45,744 Lakh and ₹ 29,642 Lakh respectively, resulting in a corresponding YoY growth of 73.00%, 159.50% and 124.10%, and a CAGR growth of 147.8%, 150.1% and 160.9%, respectively, over the last five years. We have a good visibility of a strong order book of 1,178 MW with a diversified and reputed clientele, and a land bank equivalent to 4,402 MW. Our 100 meter rotor diameter turbine is expected to be a game changer in the wind industry in India. With the expansion of our manufacturing facilities and project execution teams and with new product launches, we expect to be amongst the top of the industry players.

Film Exhibition Business:

At Inox Leisure Limited (ILL), despite indifferent content, we were able to deliver relatively good performance essentially due to our focus on strengthening non-box-office revenues during the year. Our Consolidated Revenues increased 17% to ₹ 10,168.10 Lakh from ₹ 8,688.3 Lakh in FY2013-14. EBITDA increased by 1% from ₹ 12,196 Lakh in FY2013-14 to ₹ 12,277 Lakh, in FY2014-15, whereas Profit after Tax fell 46% from ₹ 369.4 Lakh from FY2014-15 to ₹ 200.4 Lakh in FY2013-14. We opened 9 properties with 27 screens during the year. We acquired the regional cinema chain Satyam Cineplexes, which has 9 properties and 38 screens operational, and currently have a pipeline of 40 properties and 180 screens.

Wind Farm Business:

Inox Renewables Limited (IRL) has a present portfolio of 233 MW installed capacity in three different States - Rajasthan, Maharashtra and Tamil Nadu. These projects fall under the annuity business with stable assured returns and rely on internal strength. IRL's revenues have increased by 9% from ₹ 17,324 Lakh in FY2013-14 to ₹ 18,883 Lakh in FY2014-15. EBITDA increased by 12.9% from ₹ 15,566 Lakh in FY2013-14 to ₹ 17,581 Lakh in FY2014-15, whereas Profit after Tax decreased by 70.8% from ₹ 1,537 Lakh in FY2013-14 to ₹ 448 Lakh in FY2014-15.

Concluding Remarks

Our leadership team thrives on challenges in staying relevant in today's dynamic business scenario. We continue to drive innovation and push for growth in each of our businesses, and stand firm in our commitment to build a sustainable business, deliver value to all our stakeholders and serve India's vibrant economy. Your Company has a great formula for growth, with a healthy outlook book across all its businesses and a strong balance sheet. We take this opportunity to thank our shareholders and our employees for their continuous support in our journey.

Thank You,

Vivek Jain
Managing Director

Global Leadership in Smart & Integrated Manufacturing

In 2005, we took a conscious decision to diversify into the PTFE segment. Currently, we have the largest PTFE manufacturing facility in India at 16,200 MT per annum, which makes it the 4th largest in the world, accounting for ~11% of the global PTFE capacity.

PTFE is used in chemicals, textile, automobile, electrical, semi-conductor, aerospace, medical, pharmaceutical and a host of other sectors. Apart from these segments, the largest consumer related usages for PTFE are in cable & wires, non-stick cookware and consumer solar electronics. We have placed great emphasis on high and consistent quality of all PTFE grades, matching the best in the business, through continuous improvements in operations and processes. With a capacity of ~16 ktpa, we are an ascendant player catering to a significant share of the domestic markets. In addition, we sell to leading OEM brands in the global markets, primarily in the European Union and the United States, and enjoy a peer position amongst the top 4 PTFE suppliers worldwide.

During FY2014-15, we improved our market share and added a number of key accounts by matching their stringent and unique requirements. Through our

subsidiaries in the U.S. and Germany, we impart high quality support and service by maintaining a close connect with customers. As a result, we are perceived to be a preferred quality supplier in the marketplace. We enjoy a 70% market share in India, being the only significant producer in the country. There is an immense potential for greater use of PTFE and we are developing new products and applications to spur growth and demand in the domestic market.

New players cannot easily enter this market on a standalone basis. Being a part of an exclusive club of producers of this chemical segment, we enjoy an array of advantages, such as:

- High capex intensity creates high entry barriers
- Access to restricted technology
- Strategic sourcing of key raw materials



16,000+
TPA Capacity



>70%
Market Share in India

- Integrated operations leads to cost competitiveness
- Ability to carry out arduous product development
- Completed approval cycles with several customers

We typically customise the PTFE to suit our customer's requirements. Further, high service levels, quality consistency and continued post-sales technical support, help us to maintain long-term customer retention. We support our customers through an on-shore warehousing and service presence in Germany and the U.S., through our wholly owned subsidiaries. Our gradual shift to value-added products for our customers allows us to harness better margins and more stable pricing for our products.

Going forward, we have no plans of significant capex as we already have sufficient spare capacity to fulfil growth in market and market share. This gives us a window of sustained growth, improved ROEs and value creation over the medium term.

Setting our foot into Advanced Fluorocarbons: Fluoropolymers & Fluoroelastomers

While we strengthen our position in traditional PTFE products, we recognise the strong growth prospect of specialty fluoro chemicals, namely fluoropolymers and fluoroelastomers. Capitalising our strengths in fluorine chemistry, we are keen on building up value-added competence and strong manufacturing capacity in them.

**>\$15 Bn
Global Market Size**

A fluoroelastomer is a special purpose fluorocarbon-based synthetic rubber. It has wide chemical resistance and superior performance, especially in high temperature application in different media.

A fluoropolymer is a fluorocarbon-based polymer with multiple strong carbon-fluorine bonds. It is characterised by a high resistance to solvents, acids, and bases. Together, fluoroelastomers and fluoropolymers represent a new class of advanced specialty fluoro chemicals.



The global market size of these distinctive chemicals segment is estimated to be ~US\$15-16 billion, growing at ~4%, according to industry experts. The target users for these are: aluminium, pharmaceuticals, agro chemicals, oil & gas, auto, plastics and moulding and electrical cables.

Going forward, we are making steady progress in going up the value street by participating in such specialty products and we look forward to a wider portfolio of products to service our customers.

Spawning new Businesses That become Market Leaders

Besides widening and deepening our presence in the fluoro chemicals business, GFL has been the incubating home of, two other market leading businesses - “Inox Leisure Limited” & “Inox Wind Limited”. After growing them to significant size, each of these ventures were listed in successful Initial Public Offerings (IPOs), unlocking tremendous market value for its stakeholders.

At GFL, business incubation is a unique and highly flexible combination of business development processes, infrastructure and people – designed to nurture new businesses by helping them develop and grow through the difficult and vulnerable early stages of development.

In the early 2000s, born out of a need to branch out into a different business, GFL decided to enter the Cinema Exhibition business, to tap into the strong and growing consumption story of India and corporatise an under-penetrated sector by establishing a national chain of world-class cinema exhibition theatres. Over the past 15 years, Inox Leisure Limited has grown into being the second largest multiplex chain in India, with 97 multiplexes and over 377 screens in 52 cities, with a seating capacity of 99,429, and a market share of 66.2% of domestic box office collections.



In the late 2000s, GFL spotted the need to meet the energy demands of the country in an environmentally responsible manner and contribute to global emission reduction measures by branching out into setting up a renewable energy business. We have grown this business, too, into one of the largest wind energy turnkey solutions providers in the country, with clearly the most efficient cost of operations.

Today, each of these undertakings are standing tall through two independently listed companies "INOX Leisure Limited" and "INOX Wind Limited". We continue to hold significant stakes in these floated enterprises.

Management Discussion & Analysis

GLOBAL ECONOMY

The global economy grew at a slightly faster pace in 2014, as a modest revival in the Eurozone and a pick-up in India helped offset slowdowns in China and Japan. Growth picked up, albeit marginally, from 2.5% to 2.6%, mainly driven by momentum in United States and U.K. It is seen shifting upwards to an average of 3.3% between 2015 and 2017, brought about by an upward shift of growth in Gross Domestic Product (GDP) of the developed economies from 1.8% to 2.2% and with developing economies accelerating from 4.8% to 5.4 %. The combined gross domestic output of the Group of 20

largest economies, which accounts for 90% of the global economic output, expanded 3.4% in 2014, up slightly from 3.2% in 2013, aided by a return to growth in the Eurozone. Global growth is forecast to rise moderately to 3.5% in 2015 and 3.7% in 2016, the net positive being a sharp decline in oil prices. International Monetary Fund (IMF) projects growth in emerging markets and developing economies to remain broadly stable at 4.3% in 2015 and increase to 4.7% in 2016. Moving ahead, across nations, the mandate to Governments is to control inflation, improve fiscal prudence and sustainable growth, with concerted efforts being on job creation through public and private investments.





Management Discussion & Analysis

During FY2015, the Indian economy stood up to many challenges. It is now on a firm path of a revival with a wave of optimism.



INDIA'S MACRO-ECONOMIC ENVIRONMENT

India continues to be one of the most promising economies to sustain a strong growth in its GDP. The current growth in GDP, as per the new series, places it at 7.4% for FY2015 as against a revised past trend of 5.1% and 6.9% in FY2013 and FY2014, respectively. The revised trend is estimated to take GDP growth to 8% plus in FY2016. A year after formation of the new Government, positive impact of Government policies and decisions are expected to reflect at the ground level. The Government seems to be moving in the right direction – balancing the act of reforms, capital spending to boost economic recovery and fiscal prudence. During FY2015, the Indian economy stood up to the challenges of consumer inflation, policy paralysis, weakening of Indian rupee, widening current account and fiscal deficits and an unstable global environment. It is now on a firm path of a revival with a wave of optimism. The strong uptick in GDP growth was accompanied by a receding inflation – at 5.1% in January 2015, considerably lower than double-digit figures in 2013. Current account deficit and fiscal deficit, the prime causes of concern in 2013, are now within manageable levels.

COMPANY BACKGROUND & EVOLUTION

Gujarat Fluorochemicals Limited (GFL or the Company) was incorporated in 1987 and it commenced commercial operations in 1989. The Company started its chemicals business by setting up Refrigerant Plant in Ranjitnagar in 1989 under the know-how and expertise from M/s Stauffer Chemicals USA and Pennwalt Corporation of USA. The chemical business primarily consisted of sale of CFC

(Chloro-fluoro-carbon) - 70%, and HCFC (Hydro-chloro-fluoro-carbon) – 30%. At one time, GFL exported refrigerants to more than 75 countries across the globe.

The Company's business model hit a speed breaker on account of the coming into force of the Montreal Protocol. The Montreal Protocol, an international treaty created to eliminate the production of ozone depleting substances, prescribed a legally binding phase-out schedule for CFCs, so as to bring down production to zero by 2010. The Company was able to phase-out CFCs completely by 2005-06, and shift its entire business focus on HCFCs, which have a much lower ozone depleting potential and hence a much longer phase-out schedule under the Montreal Protocol.

In the 2000s, the Kyoto Protocol came into force to address the environmental concerns around global warming and climate change, caused by anthropogenic emissions of global warming gases. The Kyoto Protocol placed legally binding emission reduction targets on the signatory countries from the developed world, and permitted entities such as GFL, in the developing world, to reduce emissions voluntarily, and through the process of the Clean Development Mechanism, convert the emission reductions into carbon credits, for selling to buyers in the developed world, who required them for their compliance targets.

GFL used the cash from its Clean Development Mechanism project to strengthen and integrate its chemicals business and to set up its renewable energy business.

As part of strengthening its chemicals business, GFL set up an integrated chemicals complex at Dahej, Gujarat, where it has set up India's largest manufacturing facility of PTFE (polytetrafluoroethylene) with an initial capacity of 6,000 tonnes per annum (tpa), based on state-of-the-art international technology. GFL also set up a 50,000 tpa caustic soda / chlorine plant, and a 40,000 tpa chloromethane plant to become one of the most backward integrated PTFE producers in the world. Eventually, the PTFE plant was expanded and debottlenecked to its present capacity of 16,200 tpa, and the caustic soda / chlorine plant presently stand at 134,750 tpa and the chloromethane plant at 108,500 tpa. In FY2014-15, GFL also commissioned a 40,000 HCFC plant to make the Dahej complex totally integrated. In addition, GFL has about 75 MW of captive power plants at its Dahej facility.

With these investments, GFL has evolved to become the largest producer of chloromethanes, the largest producer of HCFC, and the largest producer of PTFE in the country. In addition, it is amongst the largest and most competitive producers of PTFE globally.

GFL has evolved to become the largest manufacturer of hydro-chloro-fluoro-carbons (HCFC) and various forms of poly-tetra-fluoroethylene (PTFE) in India, and the amongst the top 4 globally.

Management Discussion & Analysis

Demand for PTFE globally is expected to rise due to its increased usage in architectural, and household applications.

As part of its diversification strategy for value creation, in 2002 GFL mandated McKinsey & Co. Inc. to advise it on identifying new business opportunities. As a result of that study, due to the strong fundamentals of the Indian theatrical exhibition business, and to tap into the strong and growing consumption story of India, GFL decided to invest in setting up a national chain of state-of-the-art multiplex cinema theatres. This business was implemented through its subsidiary, Inox Leisure Limited, which eventually got listed in 2006.

As a result of another study carried out by McKinsey & Co. Inc., GFL decided to invest in the renewable energy business, essentially to capitalise on the global trends of emission reduction measures. In pursuance thereof, it entered the wind farming business in 2007 and the wind turbine manufacturing business in 2009. These businesses are being carried out by Inox Renewables Limited and Inox Wind Limited, respectively, both subsidiaries, of which Inox Wind Limited got listed in April, 2015.

GFL TODAY

Since their inception, each of GFL's businesses have emerged as sizeable entities with significant market leadership positions in the segments they operate in, and each has begun generating considerable cash flows on their own. As a result, GFL has been transformed from being a single-product, single plant, single market and single business Company, into a conglomerate with interests in the chemicals, refrigerants, fluoropolymer, entertainment and renewable energy segments.

GFL India's Largest Manufacturer of Chloromethanes, Refrigerants and PTFE

Inox Leisure Ltd (48.09%)

Pan India Integrated Multiplex Chain which operates 97 properties and 377 screens

Inox Wind Ltd (63.09%)

One of India's Leading Wind Turbine Generator and Manufacturer

Inox Renewables Ltd (99.98%)

A Wind Farm Operator with over 233 MW of installed capacity

CHEMICALS BUSINESS: INDUSTRY STRUCTURE & GFL

(1) PTFE

Industry Structure PTFE

Total global PTFE market is around 1,50,000 TPA, of which 60% is granular and 40% is dispersion and aqueous grades. The market is growing at a CAGR of 3-4%. Demand is expected to get a boost due to increased usage in the architectural and household applications. In terms of supply, the industry is dominated by two kinds of players – long term, high quality, large players from developed countries, who command around 50% market share; and new players from developing countries with around 50% market share.

GFL is the 4th largest PTFE Manufacturer in the world, accounting for 11% of global capacity.

Overview of GFL's World Class Fully Integrated Facility

Today, GFL is the largest manufacturer of chloromethanes, hydro-chloro-fluoro-carbons (HCFC) and various grades of PTFE in India. The Company's primary end product is PTFE, which is made out of HCFC. Besides being used as a feedstock in the production of PTFE, HCFC is also used as a refrigerant gas. The Company makes its own HCFC for feedstock use and also exports HCFCs for refrigerant use. HCFCs, in turn, are made out of anhydrous hydrogen fluoride (AHF) and chloroform, which is a chloromethane. The Company makes its own AHF and chloromethanes, which are made out of chlorine. The Company makes its own chlorine for feedstock use.

The Company's chloromethane, HCFC and PTFE plants are the largest in India. Besides, this forward and backward integration makes GFL one of the most cost competitive producers of these chemicals globally. The manufacturing complex at Dahej enjoys international quality and process certifications, including ISO 9001:2008, ISO 14001:2004 and OHSAS 18001:2007.

GFL's PTFE Leadership

In 2005, GFL took a conscious decision to forward integrate into PTFE segment and in FY2007-08, it attained a key milestone in operationalising its PTFE manufacturing facility at Dahej, Gujarat. It also decided to build a completely integrated chemical complex and simultaneously commissioned a 30 MW captive power plant, a 52,500 tpa caustic soda/chlorine plant, a 41,500 tpa chloromethane plant, and a 5,500 tpa PTFE plant. Subsequently, these projects have now been expanded to capacities of 134,750 tpa caustic soda/chlorine, 108,500 tpa chloromethanes, and 16,200 tpa PTFE.

Originally pioneered by DuPont, PTFE is commonly known as Teflon. It is a versatile and advanced engineering plastic, which has multiple applications across industries

Management Discussion & Analysis

GFL is amongst the most integrated players globally, giving it significant cost competitiveness amongst other global players.

due to its outstanding chemical resistance, heat resistance, insulation, low friction and non-stick properties. PTFE is used in chemicals, textile, automobile, electrical, semiconductor, aerospace, medical, pharmaceutical and a host of other sectors. Apart from these segments, the largest consumer related usages for PTFE are in cable & wires, non-stick cookware and consumer solar electronics. With strong demand in these application areas, PTFE demand is expected to grow at a CAGR of ~ 5-6% till 2020. Combined sales of PTFE are estimated to be around 150 ktpa in CY2013, with a value of approximately US\$2.5 billion. It is consumed majorly in the US and EU, but would be overtaken in time by China and India.

Having entered the PTFE business in 2008, GFL has become a significant player in the global market within a short span of time. The Company enjoys a significant competitive advantage, because of its integrated operations. It is amongst the most integrated players globally, giving it significant cost competitiveness amongst other global players. The Company has placed enormous emphasis on high and consistent quality of all PTFE grades matching the best in the business, by continuous operations and process improvements. With a capacity of ~16 ktpa, GFL is a dominant player in the domestic markets. It also participates in the global markets, primarily in the EU and US, and enjoys a peer position amongst the top 4 PTFE suppliers worldwide. Consistent with its commitment towards the environment, the Company manufactures fine powder and aqueous dispersion PTFE grades manufactured by using environment friendly surfactant technology.

GFL PTFE Operations in FY2014-15

During FY2014-15, GFL has sustained its market share and penetration and has added a number of key accounts by meeting their stringent and unique product quality and applications requirements. The Company has adopted marketing strategies to be proximate with its customers and engage with them consistently both before and after the sale. It also provides value-added services such as office and warehousing facilities in the USA and EU markets, and technical services to drive value for customers. Through its subsidiaries in USA and Germany, GFL imparts high support and service levels by maintaining a close connect with its customers. As a result, the market place perceives GFL as a preferred quality supplier. GFL works closely with customers to develop products with required specifications for niche applications, and also renders top-level technical services. The Company enjoys 70% market share in India, being the only significant producer in the country. There is an immense latent potential for higher PTFE demand and the Company is working with Indian PTFE processors to develop new products and applications to spur higher growth and demand in the domestic market.



Key Operating Metrics for PTFE

Products/ Chemicals	Units of Production	Volume Produced during FY2014	Volume Produced during FY2015	Production Growth (%)	Annual Capacity (In TPA)
PTFE (Polytetrafluoroeth- ylene)	MT	7,359	10,106	37.33%	16,200

Other Specialty Fluoro Chemicals

Globally, established players are moving to higher value-added polymers, leaving the space in the traditional PTFE markets for players such as GFL. Nevertheless, in the near future, the Company has also been endeavouring to build up a process competence and manufacturing capacity in other higher value-added speciality Fluoro chemicals, namely Fluoropolymers and Fluoroelastomers.

This family of chemicals is one of the largest speciality chemicals segment globally and estimated to be ~US\$15-16 billion, growing at ~4% according to industry experts. The target industrial users for these are aluminium, pharmaceuticals, agro chemicals, oil & gas, auto, plastics and moulding and electrical cables. Due to shifting environmental norms, integrated players such as GFL are expected to continue to prosper by migrating from fluorocarbons to fluoropolymers. Other non-integrated players are gradually exiting the sector, leaving fewer players in the industry.

GFL enjoys 70% market share in India, being the only significant producer in the country.

Management Discussion & Analysis

The barriers of entry into these products are tall and these chemicals are highly regulated from an environment point of view. Also, Chlorine and Chloromethanes are hazardous and have huge logistics restrictions. On all these fronts, GFL stands on solid ground. It is highly integrated in its manufacturing operations, well experienced in manufacturing such class of chemicals and secure in its procurement of key raw materials.

(2) Caustic Chlorine Operations

Industry Structure Caustic Chlorine

The domestic caustic soda capacity is ~3.3 mtpa (million tonnes per annum), and accounts for ~4% of the global capacity (78 mtpa). Caustic soda (Sodium Hydroxide) is manufactured by electrolysis of salt water (brine solution). As one cannot be produced without other, this industry is known as caustic chlorine industry. In India, caustic soda is the principal product and chlorine a by-product, while global caustic-chlorine industry is characterised by chlorine as the principal product. As merchant demand for chlorine, which is a hazardous chemical, is relatively low in India, operational viability is mainly achieved through the sale of caustic soda. Nevertheless, due to the growth of plastics (PVC) and other inorganic chemicals, the demand for merchant chlorine is slowly picking up.



GFL's Caustic Chlorine Operations

GFL has a distinct advantage over other caustic soda manufacturers as it consumes chlorine within its value-added processes for manufacturing chloromethanes. The key industries that consume caustic soda in India are textiles, paper & pulp, alumina, organic and inorganic chemicals and soaps & detergents. In time, it is expected that demand for caustic soda will also start to emerge from the growing alumina, paper and pharmaceutical sectors.

Key Operating Metrics for Caustic

Products/ Chemicals	Units of Production	Volume Produced during FY2014	Volume Produced during FY2015	Production Growth (%)	Annual Capacity
Caustic	MT	114,803	108,046	(5.89)%	134,750

Due to the growth of plastics (PVC) and other inorganic chemicals, the demand for merchant chlorine is slowly picking up.

Value Added Chlorine: Chloromethanes

Chloromethanes are the result of GFL's value addition on chlorine, which is a by-product of caustic soda manufacturing. The major products of these operations are Methylene Dichloride (MDC), Chloroform and Carbon Tetra Chloride (CTC). While Chloroform is consumed for the captive production of HCFC-22, the Company sells MDC and CTC in domestic markets where these chloromethanes have a robust demand. CTC is mostly used as a cleaning agent in multiple industries and in manufacturing fire extinguishers. MDC is largely used as a feedstock for manufacturing silicones, agricultural chemicals and synthetic rubber. Silicones account for the vast majority (approximately 85%) of the global consumption of methyl chloride. GFL uses the Chloroform for its captive use in manufacturing HCFC.

Key Operating Metrics for Chloromethane

Products/ Chemicals	Units of Production	Volume Produced during FY2014	Volume Produced during FY2015	Production Growth (%)	Annual Capacity
Chloromethane	MT	104,569	105,158	0.56%	108,500

(3) Refrigerant Gases

Industry Structure Refrigerant Gases

Used as a cooling medium in the air-conditioner and refrigeration appliances/ machineries, it is produced by four large players in India, of which most export a significant part of their production. The Montreal Protocol and the Ozone Rules of India place restrictions on setting up of new manufacturing capacities, and mandate phase out of production of HCFCs for refrigerant use. However, there are

Management Discussion & Analysis

Chloromethanes are the result of GFL's value addition on chlorine, which is a by-product of caustic soda manufacturing.

no restrictions on HCFCs used as feedstock in the production of PTFE and other chemicals. Driven by rising affluence, changing lifestyle and altered dynamics in real estate, the domestic air-conditioning industry is growing by ~20%.

GFL's Refrigerant Gases Operations

GFL manufactures HCFC-22, which is used mainly as a raw material for manufacturing PTFE, and HCFC as a refrigerant is sold by the Company in both the domestic and export markets.

Key Operating Metrics for HCFC-22

Products/ Chemicals	Units of Production	Volume Produced during FY2014	Volume Produced during FY2015	Production Growth (%)	Annual Capacity
HCFC-22 (Refrigerant Gases)	MT	23,597	36,513	54.74%	65,000

GFL ADVANTAGES

- Presence in a sector with high entry barriers:** GFL has a peer position within an exclusive club of PTFE producers and enjoys the advantages of high entry barriers caused by high capex intensity, restricted access to technology, strategic access to key raw materials, cost competitiveness due to integrated operations, and long and arduous product development and approval cycle with customers. New players cannot easily enter this market on a standalone basis.
- Enjoying the benefits of Vertical Integration:** GFL's ability to produce a wide range of chemicals through its vertically integrated facility makes it one of the most cost-competitive producers of PTFE in the world. The operational advantages of this integration have ensured that the Company is well placed competitively and less susceptible to the volatility of the commodity cycles. Also, the multiple products in its portfolio reduce dependence on any one product and spreads risks across a basket of products.
- Scope to increase Operation Leverage:** Having already made large investments in capacity expansion across all its product lines, GFL is poised to reap the benefits of scaling volume growth through further improvements in capacity utilisation. With capacity utilisation of around 60% in PTFE production during FY2014-15, the Company has ample headroom to increase its capacity for this family of chemicals over the medium term, giving it even higher operating leverage and better top and bottom line, going forward.

- **Secured in its key Raw Materials:** GFL acquisition of a significant interest in Fluorspar mines in Morocco and its joint ventures in the fluorspar and AHF space implies that it has secured for itself access to this strategic raw material.
- **High Degree of Customer Sustenance:** The Company works closely with its customers to understand their requirements, and develop grades and qualities to suit a customer's applications. Further, high service levels, quality consistency and continued post-sales technical support helps GFL to maintain long term customer retention. The Company supports its customers through its on-shore warehousing and service presence in Germany and USA. GFL's gradual shift to value-added products for its customers will allow the Company to harness better margins and more stable pricing for its products.



Management Discussion & Analysis

GFL's ability to produce a wide range of chemicals through its vertically integrated facility makes it the most cost-competitive producer of PTFE in the world.

FINANCIAL OVERVIEW

GUJARAT FLUOROCHEMICALS – FINANCIAL OVERVIEW

Income from Operations, EBITDA, PAT, Interest and depreciation, Leverage

Income from Operations increased by 54.7% from ₹ 3,45,154 Lakh in FY2013-14 to ₹ 5,34,081 Lakh in FY2014-15. The rise in revenues was driven by an impressive growth witnessed in the wind turbine manufacturing business (INOX Wind Limited), which grew by 73% from ₹ 1,56,681 Lakh FY2013-14 to ₹ 2,70,993 Lakh in FY2014-15. Meanwhile, the chemicals and film exhibition business witnessed healthy growth growing by 16% and 17% year-on-year.

Earnings before Interest Tax Depreciation and Amortisation (EBITDA)

EBITDA grew by an impressive 73% from ₹ 59,815 Lakh in FY2013-14 to reach ₹ 1,03,501 Lakh in FY2014-15. EBITDA margin for the year grew by 205 basis points from 17.3% in FY2013-14 to 19.4% in FY2014-15.

Interest and Depreciation

Interest Expense increased by 22.3% from ₹ 17,892 Lakh in FY2013-14 to ₹ 21,877 Lakh in FY2014-15. Depreciation & Amortisation expense increased 42.1% from ₹ 20,044 Lakh in FY2013-14 to ₹ 28,475 Lakh in FY2014-15.

Profit after Tax

Profit after tax increased by 214.5% during the year from ₹ 18,610 Lakh in FY2013-14 to ₹ 58,524 Lakh in FY2014-15. PAT Margin grew by 557 basis points from 5.4% in FY2013-14 to 11.0% in FY2014-15 primarily due to improved EBITDA margins and exceptional gain of ₹ 24,433 Lakh, which primarily includes ₹ 26,859 Lakh gain from the Offer for Sale (sale of 10 mn INOX Wind Limited shares) by GFL as a part of INOX Wind Limited IPO.

FY2014-15 PAT also includes the impact of higher deferred tax liability of ₹ 1,416 Lakh due to change in depreciation policy as per new Companies Act 2013.

Leverage

Consolidated debt increased from ₹ 2,30,231 Lakh in FY2013-14 to ₹ 2,56,542 Lakh in FY2014-15. In terms of leverage, the Company is in a comfortable position with Debt-to-Equity ratio coming down significantly from 0.7 in FY2013-14 to 0.6 in FY2014-15.



GFL's gradual shift to value added and bespoke product for its customers will allow the Company to harness better margins and more stable pricing for its products.

INVESTMENT PORTFOLIO

Subsidiary Name	Nature of Business	Stake (%)	Turnover (` in Lakh)	PAT (` in Lakh)	Market Cap as per BSE
INOX Wind Limited	IWL is engaged in the business of manufacture and sale of wind turbine generators (WTGs) and providing erection, procurement and commission services for WTGs.	63.09%	248,430	33,157	~₹ 9,45,371 Lakh as per 30 th April, 2015
INOX Leisure Limited	ILL is engaged in the business of operating and managing multiplexes and cinema theatres.	48.09%	95,369	2,476	~₹ 1,63,688 Lakh as at 31 st March, 2015
INOX Renewables Limited	IRL is engaged in the business of generation of wind energy and providing erection, procurement, commission, operations and maintenance services for wind farms.	99.98%	13,360	(555)	-
INOX Wind Infrastructure Services Limited	INOX Wind Infrastructure Services Limited is engaged in the business of providing erection and commissioning and operation and maintenance services for WTGs.	Step down Subsidiary	22,171	(3,544)	-

Management Discussion & Analysis

Subsidiary Name	Nature of Business	Stake (%)	Turnover (` in Lakh)	PAT (` in Lakh)	Market Cap as per BSE
INOX Renewables (Jaisalmer) Limited	IRJL is engaged in the business of the generation of Wind Energy.	Step down Subsidiary	6240	1004	-
INOX Infrastructure Limited	IIL is engaged in the business of Real Estate and property development.	100%	-	105	-
Gujarat Fluorochemicals Americas LLC, USA	GFL Americas is in the business of manufacturing and sale of PT-PTFE Compound.	100%	6,757	(142)	-
Gujarat Fluorochemicals Singapore Pte, Ltd	GFL Singapore has been set up for the purposes of investment activities.	100%	19	7	-
GFL GM Fluorspar SA	GFL GM Fluorspar SA is in the business of exploration of fluorspar mines.	74%	-	(316)	-
Gujarat Fluorochemicals GmbH	To carry on the business of trading as well as import and export, processing, distribution, marketing and storage of polymers and organic and inorganic compounds, especially Poly tetra Fluoro Ethylene (PTFE grades) and to provide after sales services as well as technical support to its German and EU customer.	100%	7,458	(111)	-
Swarnim Gujarat Fluorspar Limited	SGFPL is into the business of fluorspar mines	49.93%	-	(2)	-
INOX Wind Limited	INOX Wind Limited (IWL) is an integrated wind energy solutions provider and a pure-play renewable energy company. It is the 4th largest wind turbine generator (WTG). Incorporated in FY2010, it manufactures wind turbine generators and provides complete turnkey services such as supply of WTGs, offering wind resource assessment services such as site acquisition, infrastructure development and operations & maintenance services. It also provides turnkey solutions for wind power projects in India. The Company has two manufacturing facilities: one at Rohika in Ahmedabad, where it manufactures rotor blade sets and towers; and another at Una in Himachal Pradesh, where it manufactures nacelles and hubs. It designs 2 MW WTGs with a manufacturing capacity of 1,100 MW. The facility in Rohika has a capacity to manufacture 256 rotor blade sets and 150 towers per annum, while its facility in Una can manufacture 450 nacelles and hubs. For FY2014-15, IWL's turnover increased by 77.9% on YOY basis to reach ₹ 2,48,430 Lakh. Its EBITDA and PAT increased by 160.5% (to reach ₹ 48,074 Lakh) and 128.8% (to reach ₹ 33,157 Lakh) respectively.				
	IWL recently listed on BSE and NSE in April, 2015. The full Annual Report, including a dedicated Management's Discussion and Analysis of this company, is available on www.inoxwind.com				

Subsidiary Name	Nature of Business	Stake (%)	Turnover (` in Lakh)	PAT (` in Lakh)	Market Cap as per BSE
INOX Leisure Limited	<p>INOX Leisure Limited (INOX), a part of the INOX Group, has attained leadership in India's film exhibition business and ranked as the second-largest player among multiplex chains. We operate 97 multiplexes and 377 screens in 52 cities, making it a truly pan-Indian multiplex chain. We own 32 properties in West India, followed by 23 in North, 21 in South and 18 in the East.</p> <p>We command a 22% market share in multiplex screens, ~18% share in Bollywood revenue and ~25-30% share in Hollywood revenue, respectively. Our vision is to be a leader in cinema exhibition industry in every aspect -- from quality and choice of cinema to varied services offered. Since the launch of our multiplex in Goa in CY2004, INOX is the venue for the prestigious International Film Festival of India (IFFI) every year.</p> <p>For FY2014-15, INOX consolidated revenues reached ₹ 1,01,680 Lakh. Its EBITDA and PAT resulted in ₹ 12,277 Lakh and ₹ 2,004 Lakh, respectively.</p> <p>INOX has been listed on the NSE & BSE since January, 2006. The full Annual Report, including a dedicated Management's Discussion and Analysis of this company, is available on www.inoxmovies.com</p>				
INOX Renewables Limited	IRL is engaged in the business of setting up and operating of Wind Farms. For FY2014-15, IRL's consolidated revenues were ₹ 18,883 Lakh. Its EBITDA reached ₹ 17,581 Lakh while its PAT reached ₹ 448 Lakh.				
INOX Wind Infrastructure Services Limited	IWISL is into the business of providing of Infrastructure Facility for installation, erection and commissioning of windmills. For FY2014-15, IWISL's turnover increased by 25.2% on YOY basis to reach ₹ 22,171 Lakh.				
INOX Renewables (Jaisalmer) Limited	IRJL is engaged in the business of setting up and operating of Wind Farms. For FY2014-15, IRJL's turnover increased by 5.9% on YOY basis to reach ₹ 6,240 Lakh. Its EBITDA and PAT increased by 7.6% (to reach ₹ 6,050 Lakh) and 171.8% (to reach ₹ 1,004 Lakh) respectively.				
Swarnim Gujarat Fluorspar Private Limited (SGFPL), JV	SGFPL involved in the business of manufacture of Anhydrous Hydrogen Fluoride and allied activities.				
Xuancheng Heng Yuan Chemical Science Technology Company Limited (XHCT Limited), JV	XHCT Limited is involved in the business of manufacture of Anhydrous Hydrogen Fluoride and allied activities.				

Management Discussion & Analysis

RISK MANAGEMENT & INTERNAL CONTROL

Your Company believes that sound internal controls and systems are related to the principle of good governance, and should be exercised within a framework of proper checks and balances. Accordingly, your Company has devised and implemented such internal control systems as are required in its business processes; the adequacies of these are confirmed by the Statutory Auditors in their report. The Company remains committed to ensuring a reasonably effective internal control environment that provides assurance on the operations and safeguarding of its assets. The internal controls have been designed to provide assurance with regard to recording and providing reliable financial and operational information, complying with the applicable statutes, safeguarding assets, executing transactions with proper authorisation and ensuring compliance with corporate policies.

OPPORTUNITIES, RISKS, THREATS AND CONCERNS

Due to the commodity nature of some of the products produced by GFL, the Company is susceptible to the vagaries of commodity cycles. GFL mitigates the impact of such fluctuations through a multiple product range in its bouquet of product offerings, and also reducing the dependence on commodity grades of products, by emphasising on value added products.

GFL's business requires a significant amount of working capital. Any inability to meet working capital requirements, or the non-payment or delayed collection of receivables from customers, could materially and adversely affect liquidity, financial condition and results of operations. Currently, GFL is well resourced financially to manage and maintain smooth operations. Its accruals, cash flows, lines of credit and banking arrangements are well balanced to ensure continuity. The Company has the ability to comfortably raise more capital at any time should the need arise.

GFL imports a substantial proportion of the components and raw materials and thus has exposure of risks relating to the fluctuation of exchange rates. Exports accounted for ~40% of revenue in FY2014-15. It also has borrowed loans in foreign currency of ~₹55,000 Lakh. GFL takes appropriate currency risk mitigation measures in the form of hedging to protect its bottom lines and return ratios.

A key risk includes increased competition and impact on pricing, due to any additional capacities set up by Chinese manufacturers. GFL remains confident of being able to maintain its competitive position due to its cost competitiveness derived from its integrated operations and its strong marketing and customer retention strategies.

The Company remains committed to ensuring an effective internal control environment that provides assurance on the operations and safeguarding of its assets.

The key opportunities in the PTFE business include the vast undeveloped potential in the Indian markets that will be converted into market demand by new products and application development. The market gaps created by established players moving to higher value-added polymers also gives GFL the opportunity to absorb new unmet demand.

There also exists the potential to work with reputed global players of PTFE based components to expand the PTFE market in India. GFL also sees major opportunities in US, Latin America and Far East to expand its sales and global market share. The Company has taken appropriate steps to market into and service these markets to achieve this goal.

HUMAN RESOURCES

We believe that our employees play a pivotal role in realising the Company's strategic goals and ensuring a consistent global quality in the delivery of all its products and services, within the framework of a customer-focused culture. The Company encourages an environment of development and empowerment, enabling each staff member to contribute his/her skills and talents towards sustaining high performance.

We strive to continuously upgrade the skills of our operators and technicians to ensure productivity and enhanced output matching the required quality.



Management Discussion & Analysis

Employee HR Initiatives



Annual Employee Satisfaction (E-SAT) (for technicians) Survey and Employee Effectiveness Survey (EE2) (engineers and executives up to managerial level) is administered across locations, which highlights the strengths and the major areas to improve employee satisfaction and their effectiveness for sustained profitable growth. To keep employees motivated, Functional Heads and Supervisors are encouraged to spontaneously recognise their team members for a small, but significant, contribution in their day-to-day work. An Employee Newsletter "GFL PULSE" has been launched to keep all the employees updated about the happenings within the Company. This newsletter with bi-annual editions is a small step to keep everyone connected.

- We strive to continuously upgrade the skills of our operators and technicians to ensure productivity and enhanced output matching the required quality. A special tool 'Skill – Will' has been introduced to determine to map the performance of operators and technicians based on the skill and willingness of the employees to perform and arrive at their individual training needs. The tool has been awarded as one of the best practices in Training & Development in the Annual Survey of Best HR practices by Dun & Bradstreet in 2015.
- To ensure sustained profitable growth, it is pertinent to build continuously on our internal human capital through leadership development. The first step taken towards this end saw the introduction of a Leadership Competency Framework. This Competency Framework has now been dove-tailed into our Performance Management system and will help us to identify the "High Potential" employees who can be groomed for becoming the leaders of tomorrow.

- We are an ‘Equal Opportunity’ employer and we believe that to tap into the country’s vast resources, it is essential to reach out to various groups of men and women who are not a part of our workplace as they bring in good talent. The gender ratio in our Company has been steadily increasing and we have now placed a place for young lady engineers in our Company. We also celebrated diversity at our workplace on International Women’s Day and Mothers’ Day by felicitating our women employees across locations.

INFORMATION TECHNOLOGY

GFL deploys amongst the best-breed IT systems to power every operation it performs and to aid the management in running its affairs efficiently. At the centre of our business is our SAP-based system, which enables full visibility to management of our operations, marketing and financial goals and allows it to raise its standards for customer service and reliability. In addition, innovative technology solutions differentiate us in the marketplace in terms of both our offerings and operational efficiency. Technology is also the foundation for process improvements that enhance our productivity, improve efficiency and reduce costs.

During the year, we re-implemented SAP for GFL and INOX Wind for integration of the business processes into a central ERP for the following modules:

- PM – Plant Maintenance Module
- SD – Sales & Distribution Module
- MM – Materials Management Module
- QM – Quality Management Module
- PP – Production Planning Module
- FI – CO – Finance & Costing Module
- PS – Project Systems

Our key achievement in the IT landscape has been the installation of high-end SAP servers for fast data and information access with high-end data security of business critical information. Our new infrastructure with high end servers are based on the latest processor (power 8) IBM power series p8 servers for SAP application. In addition to this, a new UTM (Unified Threat Management) has been installed for better data security and to have efficient controls on information and data. We also implemented SOP in SAP to enable internal controls on business commercial operations, besides developing and implementing a wind turbines online data access portal for our external customers.

During the year, we re-implemented SAP for GFL and INOX Wind for integration of the business processes into a central ERP.

Management Discussion & Analysis

GFL remains confident of being able to maintain its competitive position due to its cost competitiveness.



OUTLOOK & STRATEGY

GFL has emerged as a niche player with strong operational specialty chemicals business with a sizeable ownership in thriving renewable energy and film exhibition businesses. The domestic and global markets for GFL's products remain resilient and steady, despite economic growth challenges in various pockets of the world. GFL believes that its Chemical business is on the verge of taking off in terms of value addition, market penetration, capacity utilisation and margin expansion.

In the medium term, the Company expects to reach maximum capacity utilisation and be able to generate strong revenue streams to drive cash flows. The ensuing revenue growth along with improvement in operating margins would enable GFL to generate significant gross cash flows in the next few years and the Company is confident that it would be able to further deleverage its balance sheet significantly. As it delivers strong operating leverage, the margins on GFL's product portfolio could also improve disproportionately. In the near term, we have no plans for making any major capital expenditure. We plan to spend modestly between ₹ 10,000-15,000 Lakh per year for de-bottlenecking and routine maintenance.

As a result, we expect that the improving capacity utilisation will result in higher operating leverage and better margins. As it is a highly vertically integrated setup, this should help the Company to generate incremental margins at every stage of production. Further, increasing contribution from value added products are expected to help improve its margin profile. The Company introduced solutions around aqueous dispersion technology last year and is currently in advances

stages of final qualification with major customers. This should further add to the Company's growth and margins.

Finally, GFL is well positioned as a peer within its industry and is planning to expand its offerings into other value added products in the Specialty Fluoro Chemicals family. This would provide GFL new avenues for growth on top of the existing organic growth of the established product portfolio. The Company is placing special R&D focus on this new class of fluoro specialty chemicals, which are based on TFE, the precursor to PTFE. With only marginal investment required to enter this segment, GFL expects to leverage its PTFE plant capabilities to make this a reality.

CAUTIONARY STATEMENT

Statement made in the Management Discussion & Analysis describing the Company's objectives, projections, estimates, expectations may be "Forward-looking statements" within the meaning of applicable securities laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the domestic & overseas markets in which the Company operates, changes in the government regulations, tax laws & other statutes & other incidental factors.

The Company encourages an environment of development and empowerment, enabling each staff member to contribute his/her skills and talents towards sustaining high performance and achieving rewards and recognition.



Notice

GUJARAT FLUOROCHEMICALS LIMITED

(CIN: L24110GJ1987PLC009362)

Registered office: Survey Number 16/3, 26 & 27, Village Ranjitnagar 389380, Taluka Ghoghambha, District Panchmahal,
Telephone: 02678 248153, Fax: 02678-248153 Website: www.gfl.co.in, Email id: contact@gfl.co.in.

NOTICE

NOTICE is hereby given to the Members of Gujarat Fluorochemicals Limited that the Twenty-Eighth Annual General Meeting of the Company will be held at the Registered Office of the Company at Survey Number 16/3, 26 & 27, Ranjitnagar 389380, Taluka Ghoghambha, District Panchmahal, Gujarat, on Tuesday, the 29th September, 2015, at 03:30 pm, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt
 - the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the report of the Auditors thereon.
2. To declare Dividend on Equity Shares for the Financial Year ended 31st March, 2015.
3. To appoint a Director in place of Shri Devendra Kumar Jain (DIN: 00029782) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Statutory Auditors, to hold office from the conclusion of this Meeting until the conclusion of the Thirtieth Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Shri Rajagopalan Doraiswami (DIN: 07013468), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and pursuant to Article 144 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 20th October, 2019.”
6. To consider and, if, thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Ms Vanita Bhargava (DIN: 07156852), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and pursuant to Article 144 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 27th April, 2020.”
7. To consider and, if, thought fit, to pass, with or without modification, the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including statutory modifications or re-enactment thereof, for the time being in force, Shri Dinesh Kumar Sachdeva (DIN: 00050740) be re-appointed, as Whole-time Director of the Company for a further period of one year commencing from 29th November, 2015 on such terms and conditions including remuneration as set out below, with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Shri Dinesh Kumar Sachdeva, subject to the same not exceeding limits specified under Schedule V to the Companies Act, 2013 or any statutory modifications (s) thereof:



Remuneration of upto ₹ 30 Lakh per annum.

The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company.

In addition to remuneration within the above range, Shri Dinesh Kumar Sachdeva would also be entitled to the Company's car with driver, telephone facility, and insurance for self. Use of car and telephone for the Company's business will not be considered as perquisites. All the perquisites and benefits are to be evaluated as per the Income Tax Rules, 1961."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

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

"RESOLVED THAT Shri Anand Rambhau Bhusari (DIN: 07167198) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th April, 2015 pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 144 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including statutory modifications or re-enactment thereof, for the time being in force, Shri Anand Rambhau Bhusari be and is hereby appointed as Whole-time Director of the Company liable to retire by rotation, for a period of one year commencing from 28th April, 2015 on such terms and conditions including remuneration as set out below, with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and /or remuneration as it may deem fit and as may be acceptable to Shri Anand Rambhau Bhusari, subject to the same not exceeding limits specified under Schedule V to the Companies Act, 2013 or any statutory modifications (s) thereof:

Remuneration of upto ₹ 115 Lakh per annum.

The aforesaid remuneration is to be bifurcated by way of salary, allowances, performance pay and perquisites as per the rules and regulations of the Company for the time being in force."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

9. To consider and, if, thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 2,40,000/- (Rupees Two Lakh Forty Thousand Only) plus service tax as applicable and reimbursement of out of pocket expenses, at actual, as approved by Board of Directors of the Company, to be paid to M/s. Kailash Sankhlecha & Associates, Cost Auditors (Membership No. M / 12055) of the Company for conducting the audit of the cost records of the Company for the Financial Year ending on 31st March, 2016, be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds & things and to take all such steps as they may deem necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Noida
30th July, 2015

Bhavin Desai
Company Secretary

Notice

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%), OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.
3. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as per Item No 5 to 9 hereinabove is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will be closed from 23rd September, 2015 to 29th September, 2015 (both days inclusive).
5. Those Members who have not received interim dividend and / or final dividend for 2008-09 and / or 2009-10 and / or 2010-11 and / or 2011-12 and / or 2012-13 and / or 2013-14 declared and paid by the Company, are requested to write to our Registrar & Share Transfer Agents of the Company.
6. Appointment / Re-appointment of Directors:

The information required to be provided under Clause 49 of the Listing Agreement in respect of Director/s being appointed / re-appointed is given herein below and also in the Corporate Governance Report:

Name of Director	Shri Devendra Kumar Jain	Shri Rajagopalan Doraiswami	Ms Vanita Bhargava	Shri Dinesh Kumar Sachdeva	Shri Anand Rambhau Bhusari
Date of Birth and Age	2 nd March, 1929, 86 years	26 th July, 1949, 66 years	1 st March, 1974, 41 years	12 th December, 1944, 71 years	13 th May, 1958, 57 years
Date of first appointment on the Board	01 st January, 1988	21 st October, 2014	28 th April, 2015	29 th November, 1996	28 th April, 2015
Directors Identification Number	00029782	07013468	07156852	00050740	07167198
Qualification	Graduate in History (Hons.)	M.Sc. in Physics	B.Com. LL.B.	B.Tech. Chemical Engineering	M.Tech. Chemical Engineering
Experience / Expertise in Specific Functional Area	Shri Devendra Kumar Jain is a Graduate in History (Hons.) from St. Stephens College, Delhi, possesses over 55 years of rich experience in business management and international trade. In recognition of his successful efforts to increase bilateral trade with Commonwealth countries, he was granted a Dignity of an Honorary Member of the Civil Division in the Order of the British Empire by Her Majesty, the Queen of England. Shri Devendra Kumar Jain has been a Member of the Indian National Committee of the International Chamber of Commerce and has been an Associate Member of the World Economic Forum, Geneva, Switzerland and a Member of the Indian delegation to the Davos symposium on several occasions in past.	Shri Rajagopalan Doraiswami has done his Master of Science in Physics and joined Indian Administrative Services in the year 1974. He has retired from the Government Service. During the tenure of his service, he has headed various Government offices. Some of the offices held by him include office as Chief Secretary, Government of Gujarat, Gandhinagar; Additional Chief Secretary of Industries & Mines and Finance Department, Government of Gujarat, Gandhinagar; Chairman of Sardar Sarovar Narmada Nigam; Chairman Agriculture and Processed Food Products Export Development Authority, Ministry of Commerce and Industry, Government of India, New Delhi; Import Export Secretariat, Ministry of Commerce and Industry, Government of India, New Delhi. He has retired as Chief Information Commissioner, Gujarat on 25 th July 2014.	Ms Vanita Bhargava is a Commerce and Law graduate of Delhi University and Partner in the Dispute Resolution Group of Khaitan & Co, New Delhi. Ms Vanita Bhargava has 17 years' of experience as practicing advocate at Supreme Court, High Court, Company Law Board, National Green Tribunal, Mining Tribunal, Consumer Forums and its Appellate Authorities. Her Representative areas include Dispute Resolution, Domestic Tax, Environment, Indirect Tax, Infrastructure, Energy and Natural Resources, International Tax, Technology, Media and Telecom, Shareholder Dispute, Domestic and International Arbitration.	Shri Dinesh Kumar Sachdeva is B. Tech (Chemical Engineering) from the Indian Institute of Technology, Kharagpur, and has over 43 years of experience essentially in the technical field of various chemical / process plants.	Shri Anand Rambhau Bhusari is a Post Graduate in Chemical Engineering from IIT, Mumbai and has 34 years of experience essentially in Petrochemicals & Refinery Operations, technology management, project execution, debottlenecking, safety & quality systems. He was associated with Reliance Industries for 18 years with his last assignment as COO. Prior to that he was with NOCIL for nearly 10 years. In his past assignments, he has made significant stride towards achieving Operational Excellence. He was also instrumental in deployment of various Business transformation initiatives.

Notice



Directorship held in other Companies	1. Inox Leasing and Finance Limited 2. Inox India Limited (Now Inox India Private Limited) 3. Inox Chemicals Private Limited (Now Inox Chemicals LLP) 4. Siddho Mal Investments Private Limited (Now Siddho Mal Trading LLP) 5. Devansh Trading and Finance Private Limited (Now Devansh Trademart LLP) 6. Siddhapavan Trading and Finance Private Limited (Now Siddhapavan Trading LLP) 7. Devansh Gases Private Limited 8. Rajni Farms Private Limited 9. Siddho Mal Air Products Private Limited 10. Sitashri Trading and Finance Private Limited	Nil	Nil	Nil	Nil
Membership / Chairmanship of other Companies	1. Gujarat Fluorochemicals Limited ● Audit Committee, Member ● Stakeholder's Relationship Committee, Chairman ● Committee of Directors for Operations, Chairman 2. Inox Leasing and Finance Limited ● CSR Committee, Chairman	Nil	Nil	Nil	Nil
The Number of Meeting of the Board Attended during the year	5	1	Not Applicable as appointed with effect from 28 th April, 2015	2	Not Applicable as appointed with effect from 28 th April, 2015
Remuneration last drawn	₹ 132.18 Lakh	₹ 0.40 Lakh	Not Applicable as appointed with effect from 28 th April, 2015	₹ 22.80 Lakh	Not Applicable as appointed with effect from 28 th April, 2015
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Relative of Shri Pavan Jain and Shri Vivek Jain, Directors of the Company.	None	None	None	None
Shareholding in the Company	20,100	Nil	Nil	Nil	Nil

- 7 In compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Annual Reports for Financial Year 2014-15 of the Company has been sent via Electronic Mode (e-mail) to the Members whose e-mail addresses were made available to us by the Depository Participants. We request the Members to register / update their e-mail address with their Depository Participant, in case they have not already registered / updated the same. Members who are holding shares in physical form are requested to get their e-mail address registered with the Registrar and Share Transfer Agents of the Company.
- 8 In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide e-voting facility to all Members has been provided through the e-voting platform of CDSL. In this regard, your demat account/folio number has been enrolled by the Company for your participation in e-voting on the resolutions placed by the Company on the e-voting system. Instructions and manner of e-voting process can be downloaded from the link <https://www.evotingindia.com>. E-voting is optional. The e-voting rights of the Shareholders/Beneficial Owners shall be reckoned on the Equity Shares held by them as on 22nd September, 2015.

In case of Members receiving e-mail:

- (i) The voting period begins on 26th September, 2015 at 09:00 am and ends on 28th September, 2015 at 5:00 pm During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Notice

- (ii) The Shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in PAN Field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the Member id / Folio Number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant GUJARAT FLUOROCHEMICALS LIMITED.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- I The voting period begins on 26th September, 2015 (9:00 am) and ends on 28th September, 2015 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II The voting rights of Shareholders shall be in proportion to their shares of the Paid - Up Equity Share Capital of the Company as on the cut-off date of 22nd September, 2015. For all others who are not holding shares as on 22nd September, 2015 and receive the Annual Report of the Company, the same is for their information.
- III A copy of this Notice has been placed on the website of the Company and the website of CDSL.
- IV M/s Samdani Shah & Associates, Practicing Company Secretary (Certificate of Practice Number 2863) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- V The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes cast at the Meeting, and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
- VI The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gfl.co.in and on the website of CDSL and communicated to the BSE Limited and National Stock Exchange of India Limited.
- 9 Members holding shares in physical form are requested to intimate Registrar and Transfer Agents of the Company viz., Link Intime Private Limited, Unit: Gujarat Fluorochemicals Limited, B – 102 & 103, Shangrila Complex, First Floor, Near Radhakrishna Char Rasta, Akota, Vadodara 390 020, changes, if any, in their Bank details, registered address, Email ID, etc. along with their Pin Code. Members holding shares in electronic form may update such details with their respective Depository Participant.
- 10 Members desiring any relevant information on the accounts at the Annual General Meeting are requested to write to the Company Secretary at least seven days in advance at its Registered Office, so as to enable the Company to keep the information ready.
- 11 Members / Proxies are requested to bring their filled in Attendance Slip and their copy of Annual Report to the Meeting.
- 12 Corporate Members intending to send their Authorised Representative(s) to attend the Annual General Meeting are requested to send duly certified copy of the Board Resolution authorizing such representative(s) to attend and vote at the Annual General Meeting.
- 13 Members holding shares in a single name and in Physical form are advised to make nomination in respect of their shareholding in the Company.
- 14 The relevant documents referred to in the accompanying Notice of Meeting and in the Explanatory Statement are open for inspection by the Members of the Company at the Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 01.00 p.m. upto the date of this Meeting and copies thereof shall also be available for inspection in physical form at the Office of the Company situated at Second Floor, ABS Towers, Old Padra Road, Vadodara - 390007 and also at the Meeting.
- 15 The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.

Notice

ANNEXURE TO THE NOTICE

THE STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEMS NO 5 and 6

Shri Rajagopalan Doraiswami (DIN: 07013468), and Ms Vanita Bhargava (DIN: 07156852) are appointed on the Board of the Company as Independent Directors for a tenure of five years.

It is proposed to appoint Shri Rajagopalan Doraiswami and Ms Vanita Bhargava as Independent Directors under Section 149 of the Companies Act, 2013 (Act) and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to 20th October, 2019 and 27th April, 2020 respectively and they shall not be included in the total number of Directors liable to retire by rotation at the Annual General Meeting.

Shri Rajagopalan Doraiswami and Ms Vanita Bhargava have given a declaration to the Board that they are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. Further, Shri Rajagopalan Doraiswami and Ms. Vanita Bhargava have given declarations to the Board that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The Company has received notices in writing from Members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Shri Rajagopalan Doraiswami and Ms Vanita Bhargava for the office of Directors of the Company.

The matter regarding appointment of Shri Rajagopalan Doraiswami and Ms Vanita Bhargava as Independent Directors was placed before the Nomination and Remuneration Committee and it has recommended their appointment.

In the opinion of the Board, Shri Rajagopalan Doraiswami and Ms Vanita Bhargava fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri Rajagopalan Doraiswami and Ms Vanita Bhargava are independent of the management.

Brief resume of Shri Rajagopalan Doraiswami and Ms Vanita Bhargava, nature of their experience in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Note No. 6 of the Notice.

Copy of the letters for respective appointments of Shri Rajagopalan Doraiswami and Ms Vanita Bhargava as Independent Directors setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri Rajagopalan Doraiswami and Ms Vanita Bhargava are interested in the resolutions set out respectively at Items No 5 and 6 of the Notice with regard to their respective appointments. The relatives of Shri Rajagopalan Doraiswami and Ms Vanita Bhargava may be deemed to be interested in the resolutions set out respectively at Items No 5 and 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

The Directors recommend the Resolutions as stated at Items No 5 and 6 of the Notice for approval of the Members by way of Ordinary Resolutions.

ITEM NO 7

At the Twenty-Seventh Annual General Meeting of the Company, the Members had re-appointed Shri Dinesh Kumar Sachdeva (DIN: 00050740) as a Whole-Time Director of the Company for a period of one year from 29th November, 2014 to 28th November, 2015. It is desirable that the Company should continue to avail the services of Shri Dinesh Kumar Sachdeva as a Whole-Time Director of the Company, on the terms as contained in the Resolution.

The matter regarding re-appointment of Shri Dinesh Kumar Sachdeva as Whole-time Director was placed before the Nomination and Remuneration Committee and it has recommended his re-appointment.

In compliance of Section 196, 197,203 read with Schedule V of the Act and Rules framed thereunder, the re-appointment of Shri Dinesh Kumar Sachdeva as Whole-time Director of the Company for a period of one year with effect 29th November, 2015 is being placed before the Members for their approval.

Brief resume of Shri Dinesh Kumar Sachdeva, nature of his experience in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided at Note No 6 of the Notice.

Notice



Shri Dinesh Kumar Sachdeva is interested in the resolution set out respectively at Item No 7 of the Notice with regard to his re-appointment. The relatives of Shri Dinesh Kumar Sachdeva may be deemed to be interested in the resolution set out respectively at Item No 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

The Directors recommend the Resolution as stated at Item No 7 of the Notice for approval of the Members by way of a Special Resolution.

ITEM NO 8

At the Meeting of the Board of Directors of the Company held on 28th April, 2015, the Directors had appointed Shri Anand Rambhau Bhusari (DIN: 07167198) as an Additional Director of the Company with effect from 28th April, 2015. As per the provisions of Section 161 of the Companies Act, 2013 (Act), Shri Anand Rambhau Bhusari holds office as an Additional Director upto the date of this Annual General Meeting and is eligible for appointment as Director.

The Company has received notice in writing from a Member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Anand Rambhau Bhusari for the office of Director of the Company.

The matter regarding appointment of Shri Anand Rambhau Bhusari as an Additional Director was placed before the Nomination and Remuneration Committee and it has recommended his appointment.

Shri Anand Rambhau Bhusari has given a declaration to the Board that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. In the opinion of the Board, he fulfils the conditions specified in the Act and Rules framed thereunder for his appointment.

In terms of Section 161 of the Act, the appointment of Shri Anand Rambhau Bhusari as Director is being placed before the Members for their approval. Further, in compliance of Section 196,197,203 read with Schedule V of the Act and Rules framed thereunder, the appointment of Shri Anand Rambhau Bhusari as Whole-time Director of the Company for a period of one year with effect 28th April, 2015 is being placed before the Members for their approval.

Brief resume of Shri Anand Rambhau Bhusari, nature of his experience in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided at Note No 6 of the Notice.

Shri Anand Rambhau Bhusari is interested in the resolution set out respectively at Item No 8 of the Notice with regard to his appointment. The relatives of Shri Anand Rambhau Bhusari may be deemed to be interested in the resolution set out respectively at Item No 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

The Directors recommend the Resolution as stated at Item No 8 of the Notice for approval of the Members by way of an Ordinary Resolution.

ITEM NO 9

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No 9 of the Notice.

The Directors recommend the Resolution as stated at Item No 9 of the Notice for approval of the Members by way of an Ordinary Resolution.

By Order of the Board of Directors

Noida
30th July, 2015

Bhavin Desai
Company Secretary

Board's Report

To the Members of
GUJARAT FLUOROCHEMICALS LIMITED

Your Directors take pleasure in presenting to you their Twenty-Eighth Annual Report for the Financial Year ended 31st March, 2015.

1. FINANCIAL RESULTS

Following are the working results for the Financial Year 2014-15:

	Consolidated		Standalone		
	₹ in Lakh	2014-15	2013-14	₹ in Lakh	2013-14
Net Sales / Income from Operations		527715	338866	130921	113487
Other operating Income		6366	6288	1176	607
Total Income from Operations		534081	345154	132097	114094
Less: Total Expenses		459053	305383	116669	105287
Profit from operations before other income and finance cost and exceptional items		75028	39771	15428	8807
Add: Other Income		4981	4541	5619	6506
		80009	44312	21047	15313
Less: Finance Cost		21877	17892	5198	5528
Profit from ordinary activities after finance cost but before exceptional items		58132	26420	15849	9785
Exceptional items		24432	-	27905	-
Profit from ordinary activity before Taxation		82564	26420	43754	9785
Provision for Taxation		15852	3764	5518	2343
Profit / (Loss) for the year		66712	22656	38236	7442
Less: Share of Minority Interest in Profit / (Loss)		(8185)	(4457)	-	-
Add: Share in profit of associates		-	411	-	-
Net Profit / (Loss) for the year		58527	18610	38236	7442
Profit brought forward from earlier year/s		59658	48448	666	722
On account of change in Minority Interest		(4307)	-	-	-
Recoupment of loss of earlier year from Minority Interest		-	98	-	-
Profit available for appropriations		113878	67156	38902	8164
Appropriations					
Transferred to General Reserves		33303	3000	33303	3000
Proposed Dividend subject to approval of the Shareholders		3845	3845	3845	3845
Tax on Dividend		782	653	782	653
Balance Carried forward to Balance Sheet		75948	59658	972	666
TOTAL		113878	67156	38902	8164

Detailed analysis of the Financial and Operational Performance of the Company has been given in the Management Discussion and Analysis annexed to this Report.

2. CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Companies Act, 2013 and Accounting Standard (AS) - 21 on Consolidated Financial Statements read with AS - 23 on Accounting for Investments in Associates and AS - 27 on Financial Reporting of Interests in Joint Ventures, the Audited Consolidated Financial Statements for the Financial Year 2014-15 are provided in the Annual Report.

3. DIVIDEND

Your Directors have recommended a dividend of ₹ 3.50 per share (350%) subject to approval of the Members. The total dividend pay-out (including dividend distribution tax on dividend pay-out) for the Financial Year 2014-15 will be ₹ 4627 Lakh.

4. TRANSFER TO RESERVES

During the year under review, the Company has transferred ₹ 33303 Lakh to General Reserves.

5. DIRECTORS

Shri Devendra Kumar Jain (DIN: 00029782) retires by rotation and being eligible, offers himself for re-appointment.

The Board of Directors had appointed Shri Rajagopalan Doraiswami (DIN: 07013468) and Ms Vanita Bhargava (DIN: 07156852) as Independent Directors of the Company for a period of five (5) consecutive years with effect from 21st October, 2014 and 28th April, 2015 respectively subject to approval of the Members at the ensuing Annual General Meeting. Further, the Board of Directors had re-appointed Shri Dinesh Kumar Sachdeva (DIN: 00050740) as Whole-time Director of the Company for a period of one year with effect from 29th November, 2015 subject to approval of the Members at the ensuing Annual General Meeting. After the close of the year under review, the Board of Directors had appointed Shri Anand Rambhau Bhusari (DIN: 07167198) as an Additional and Whole-time Director of the Company with effect from 28th April, 2015 subject to the approval of the Members at the ensuing Annual General Meeting.

After the close of the year under review, Shri Jitendra Singh Bedi had resigned as a Director and Whole-time Director of the Company with effect from 25th April, 2015.

The Company has received Notices in writing from Members proposing the candidature of Shri Rajagopalan Doraiswami, Ms. Vanita Bhargava and Shri Anand Rambhau Bhusari for the office of Director.

The Company has received declarations from Shri Rajagopalan Doraiswami and Ms Vanita Bhargava that they meet the criteria of independence as prescribed under the applicable provisions of Section 149 of the Act and under Clause 49 of the Listing Agreement with the Stock Exchanges.

Necessary resolutions in respect of Directors seeking appointment / re-appointment and their brief resume pursuant to Clause 49 of the Listing Agreement are provided in the Notice of the Annual General Meeting forming part of this Annual Report.

6. NOMINATION AND REMUNERATION POLICY

The Board of Directors of the Company has, on recommendation of the Nomination and Remuneration Committee, framed and adopted a policy for selection and appointment of Directors, Key Managerial Personnel and their remuneration. The contents of the Policy are stated in the Corporate Governance Report.

7. INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

8. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Details of Familiarisation Programme for Independent Directors is given in the Corporate Governance Report.

9. BOARD EVALUATION

All Independent Directors at their meeting held on 17th January, 2015 had evaluated performance of Non-Independent Directors, Chairman of the Company and Board as a whole in accordance with evaluation mechanism approved at the said meeting. Further, the Board of Directors at its meeting held on 17th January, 2015 had evaluated performance of Independent Directors in accordance with the evaluation mechanism approved at the said meeting. These evaluations are done as per the requirements laid down in Section 149 of the Companies Act, 2013 read with Schedule IV to the said Act and Clause 49 of the Listing Agreement. . The performance of Directors was evaluated based on the parameters such as Qualifications, Experience, Personal attributes like Honesty & Integrity, Independence, Professional Skills, Contribution to Board Meetings, etc. while the performance of the Board was evaluated based on the parameters such as Policies and Procedures followed, Qualification & Experience of Board Members, Composition of Board, Diversity on the Board, Board Meetings and Committee Meetings, Corporate Governance, etc. A structured questionnaire was prepared covering the above areas of competencies and was given to each Director. Feedback received from the Directors reflected high satisfactory performance.

Board's Report

10. MEETINGS OF THE BOARD

During the year under review, the Board met 5 (five) times and details of Board Meetings held are given in the Corporate Governance Report. The intervening gap between the two Meetings was within the time limit prescribed under Section 173 of the Companies Act, 2013 and Clause 49 (D) of the Listing Agreement.

11. DIRECTOR'S RESPONSIBILITY STATEMENT AS PER SUB-SECTION (5) OF SECTION 134 OF THE COMPANIES ACT, 2013

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

- i. in the preparation of the Annual Accounts, the applicable Accounting Standards had been followed and there were no material departures from the requirements of the Accounting Standards;
- ii. the Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit of the Company for that period;
- iii. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors had prepared the Annual Accounts on a going concern basis;
- v. the Directors had laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls were adequate and were operating effectively and
- vi. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. KEY MANAGERIAL PERSONNEL

In terms of Section 203 of the Companies Act, 2013, the Company has designated Shri Vivek Jain - Managing Director, Shri Manoj Agrawal - Chief Financial Officer and Shri Bhavin Desai - Company Secretary as Key Managerial Personnel of the Company.

12. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the Standalone Financial Statement of the Company. Please refer to Notes no 15, 16, 18 and 37 (ii) to the Standalone Financial Statement of the Company.

13. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the year under review with Related Parties are approved by the Audit Committee and/or Board and/or Shareholders, as per the provisions of Section 188 of the Companies Act, 2013 read with the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement. During the year under review, the Company had not entered into any contracts / arrangements / transactions with Related Parties which could be considered material in accordance with the Policy of the Company on materiality of Related Party Transactions.

The Policy on materiality of Related Party Transactions and dealing with Related Party Transactions as approved by the Board may be accessed on the Company's website at the link: <http://www.gfl.co.in/pdf/GFL%20-%20Related%20Party%20Transactions%20Policy.pdf>

In terms of Section 134 (3) (h) of the Companies Act, 2013, a statement giving particulars of contracts or arrangements in Form no AOC 2 with regard to Related Parties referred to under Section 188 of the Companies Act, 2013 to the Rule 8 of the Companies (Accounts) Rules, 2014 is annexed to this report as Annexure A.

14. DEPOSITS

The Company has not accepted any deposits covered under Chapter V of the Act.

15. SUBSIDIARY COMPANIES INCLUDING JOINT VENTURE AND ASSOCIATE COMPANIES

The Company has following Subsidiaries / Joint Ventures / Associate Companies

Board's Report



INOX LEISURE LIMITED

Inox Leisure Limited is a Listed Subsidiary of the Company engaged in the business of setting up, operating and managing a national chain of multiplexes under the brand name 'INOX'. The Company holds 48.09 % of the Paid-up Equity Share Capital of Inox Leisure Limited.

INOX WIND LIMITED

Inox Wind Limited is a Listed Subsidiary of the Company engaged in the business of manufacturing Wind Turbine Generators and providing turnkey solutions for Wind Farm Projects. The Company holds 63.09% of the Paid-up Equity Share Capital of Inox Wind Limited.

INOX RENEWABLES LIMITED

Inox Renewables Limited is an Unlisted Subsidiary Company engaged in the business of operating of Wind Farms. The Company holds 99.98% of the Paid-up Equity Share Capital of Inox Renewables Limited.

INOX INFRASTRUCTURE LIMITED

Inox Infrastructure Limited is an Unlisted wholly-owned Subsidiary of the Company engaged in the business of real estate development.

INOX RENEWABLES (JAISALMER) LIMITED

Inox Renewables (Jaisalmer) Limited is an Unlisted step-down Subsidiary of the Company engaged in the business of operating of Wind Farms.

INOX WIND INFRASTRUCTURE SERVICES LIMITED

Inox Wind Infrastructure Services Limited is an Unlisted step-down Subsidiary of the Company engaged in the business of providing turnkey solutions and operation & maintenance services for Wind Farm Projects.

MARUT-SHAKTI ENERGY INDIA LIMITED

Marut-Shakti Energy India Limited is an Unlisted step-down Subsidiary of the Company engaged in the business of establishment of Wind Farm Projects.

GUJARAT FLUOROCHEMICALS AMERICAS LLC

Gujarat Fluorochemicals Americas LLC is an Unlisted wholly-owned Foreign Subsidiary of the Company engaged in the business of marketing of PTFE products along with providing sales service and technical support to US customers.

GUJARAT FLUOROCHEMICALS SINGAPORE PTE LIMITED

Gujarat Fluorochemicals Singapore Pte Limited is an Unlisted wholly-owned Foreign Subsidiary of the Company engaged in the business of investments and holds investments in the joint venture in Morocco for mining of Fluorspar.

GUJARAT FLUOROCHEMICALS GMBH

Gujarat Fluorochemicals GmbH is an Unlisted wholly-owned Foreign Subsidiary of the Company engaged in the business of marketing of PTFE products along with providing sales service and technical support to German and EU customers.

GFL GM FLUORSPAR (SA)

GFL GM Fluorspar (SA) is step-down Unlisted Foreign Subsidiary of the Company engaged into the business of mining of fluorspar.

XUANCHENG HENGYUAN CHEMICAL TECHNOLOGY COMPANY LIMITED

Xuancheng HengYuan Chemical Technology Company Limited is a Joint Venture of the Company engaged in the business of manufacture of and allied activities.

SWARNIM GUJARAT FLUORSPAR PRIVATE LIMITED

Swarnim Gujarat Fluorspar Private Limited is a Joint Venture of the Company engaged in the business of manufacture of Anhydrous Hydrogen Fluoride and allied activities.

SATYAM CINEPLEXES LIMITED

Satyam Cineplexes Limited is an Unlisted step-down Subsidiary of the Company engaged in the business of setting up, operating and managing a national chain of multiplexes.

Board's Report

SHOURI PROPERTIES PRIVATE LIMITED

Shouri Properties Private Limited is an Unlisted step-down Subsidiary of the Company engaged in the business of operating multiplex cinema theatres.

The Report on the performance and financial position of each of the Subsidiaries, Associates and Joint Venture Companies of the Company is annexed to this report in Form no AOC-1 pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 and Rule 5 of the Companies (Accounts) Rules, 2014 is annexed to this Report as Annexure B.

The Audited Financial Statement of the subsidiaries of the Company are placed on the website of the Company and a copy will be provided to the Shareholder/s on request as per Section 136 of the Companies Act, 2013.

16. INTERNAL FINANCIAL CONTROLS

The Company has adequate internal controls commensurate with its size and nature of its business. The Board has reviewed internal financial controls of the Company and the Audit Committee monitors the same in consultation with Internal Auditors of the Company.

17. INDEPENDENT AUDITORS' REPORT

There are no reservations, qualifications or adverse remarks in the Independent Auditor's Report.

The notes forming part of the accounts are self-explanatory and do not call for any further clarifications under Section 134 (3) (f) of the Companies Act, 2013.

18. STATUTORY AUDITORS

Members are requested to appoint Auditors from the conclusion of the 28th Annual General Meeting until the conclusion of 30th Annual General Meeting and to fix, or authorise the Board to fix, their remuneration. The Auditors, M/s. Patankar & Associates, retire and are eligible for re-appointment. They have confirmed that their appointment, if made, will be in accordance with Section 139 of the Companies Act, 2013 read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014 and they satisfies criteria laid down in Section 141 of the Companies Act, 2013.

19. COST AUDITOR

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company are required to be audited by a Cost Accountant in practice who shall be appointed by the Board. In view of the above, the Company has appointed M/s Kailash Sankhlecha & Associates to audit the cost audit records maintained by the Company for Financial Year 2015-16 on a remuneration of ₹ 2,40,000/- As required under the referred Section of the Companies Act, 2013 and relevant Rules, the remuneration payable to the Cost Auditor is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a resolution seeking Members' ratification for the remuneration payable to M/s Kailash Sankhlecha & Associates, Cost Auditors is included at Item No. 9 of the Notice convening the Annual General Meeting.

Particulars of Cost Audit Report submitted by M/s. Kailash Sankhlecha & Associates in respect of Financial Year 2013-14 is as follows.

Financial Year	2013-14
Due Date of Filing Cost Audit Report	27 th September, 2014
Date of Filing Cost Audit Report	23 rd September, 2014

20. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2013, the Company has appointed M/s Samdani Shah & Associates, a firm of Practising Company Secretaries to conduct Secretarial Audit of the Company. The Secretarial Audit Report given by M/s Samdani & Associates in Form no MR-3 is annexed to this report as Annexure C. The Secretarial Audit Report has no qualifications except that the Company has appointed Ms Vanita Bhargava as Woman Independent Director on 28th April, 2015 after the close of the Financial Year 2014-15 for the reasons explained in the Corporate Governance Report.

21. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is presented in a separate Section forming part of this Annual Report.

Board's Report



22. CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges, Corporate Governance Report and Auditors' Certificate regarding compliance of conditions of Corporate Governance is annexed to this report.

In compliance with the requirements of Clause 49(IX), a certificate from the Managing Director and Chief Financial Officer of the Company, who are responsible for the finance function, was placed before the Board.

All the Board Members and Senior Management Personnel of the Company had affirmed compliance with the Code of Conduct for Board and Senior Management Personnel. A declaration to this effect duly signed by the Managing Director is enclosed as a part of the Corporate Governance Report.

23. EXTRACT OF ANNUAL RETURN

In terms of Section 92 (3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2013, the extract of Annual Return as provided in form no MGT -9 is annexed to this report as Annexure D.

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

Information in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134 of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, in the manner prescribed is annexed to this report as Annexure E.

25. PARTICULARS OF EMPLOYEES

In accordance with the provisions of Section 197 (12) of the Companies Act, 2013 read with Rules 5 (2) and 5 (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the name and other particulars of the employees drawing remuneration in excess of the limits set out in the said rule is annexed to this report.

Disclosure pertaining to remuneration and other details as required under Section 197 (12) read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this report as Annexure F.

In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the Members of the Company excluding information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining such information may write to the Company Secretary at the Registered Office of the Company.

26. CORPORATE SOCIAL RESPONSIBILITIES ACTIVITIES

During the year under review, the Company has constituted CSR Committee and adopted CSR Policy, details of which are provided in the Corporate Governance Report. The report on CSR activities as per Companies (Corporate Social Responsibility) Rules, 2014 is annexed to this Report as Annexure G.

27. SAFETY, HEALTH AND ENVIRONMENT

Safety, health and environment have been of prime concern to the Company and necessary efforts were made in this direction in line with the safety, health and environment policy laid down by the Company. The Company has achieved certification of ISO: 14001:2004 (Environment Management System) and ISO 18001:2007 (Occupational Health and Safety Management System) and ISO: 9001 : 2008 (Quality Management System) for its Ranjitnagar and Dahej Unit. Health of employees is being regularly monitored and environment has been maintained as per statutory requirements.

28. INSURANCE

The Company's property and assets have been adequately insured.

29. RISK MANAGEMENT

The Company has in place a mechanism to inform the Board about Risk Assessment and Minimisation Procedures to review key elements of risks viz Regulatory and Legal, Competition and Financial involved and measures taken to ensure that risk is controlled by means of a properly defined framework. In the Board's view, there are no material risks, which may threaten the existence of the Company. For further details, please refer to the Management Discussion and Analysis Report annexed to this Report.

Board's Report

30. INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Your Company has formed an Internal Complaints Committee (ICC) to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.

The following is the summary of sexual harassment complaints received and disposed of during the year 2014-15.

No. of Complaints Received	Nil
No. of Complaints disposed of	Not Applicable

31. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of this report.

32. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

33. ACKNOWLEDGEMENT

Your Directors express their gratitude to all other external agencies for the assistance, co-operation and guidance received. Your Directors place on record their deep sense of appreciation for the dedicated services rendered by the workforce of the Company.

By Order of the Board of Directors

Noida
30th July, 2015

Devendra Kumar Jain
Chairman

Vivek Jain
Managing Director

Board's Report



Annexure - A

FORM NO AOC – 2

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

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

Name of related party and nature of relationship	Nature of contracts/arrangements / transactions	Duration of contracts/arrangements / transactions	Salient terms of contracts/arrangements / transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under Section 188 (1)
Devansh Trading and Finance Private Limited, Common Directors who are Members of this Company	Sharing of office facilities	Long-term	₹ 0.12 Lakh per annum	Office facilities shared by Promoter Group Company.	29 th May 2014	Nil	10 th September, 2014
Siddhapavan Trading and Finance Private Limited, Common Directors who are Members of this Company	Sharing of office facilities	Long-term	₹ 0.12 Lakh per annum	Office facilities shared by Promoter Group Company.	29 th May 2014	Nil	10 th September, 2014
Siddhomal Investment Private Limited, Common Directors who are Members of this Company	Sharing of office facilities	Long-term	₹ 0.12 Lakh per annum	Office facilities shared by Promoter Group Company.	29 th May 2014	Nil	10 th September, 2014
Inox Chemicals Private Limited, Common Directors who are Members of this Company	Sharing of office facilities	Long-term	₹ 0.12 Lakh per annum	Office facilities shared by Promoter Group Company.	29 th May 2014	Nil	10 th September, 2014
Devansh Gases Private Limited, Common Directors who are Members of this Company	Sharing of office facilities	Long-term	₹ 0.12 Lakh per annum	Office facilities shared by Promoter Group Company.	29 th May 2014	Nil	10 th September, 2014
Rajni Farms Private Limited, Common Directors who are Members of this Company	Sharing of office facilities	Long-term	₹ 0.12 Lakh per annum	Office facilities shared by Promoter Group Company.	29 th May 2014	Nil	10 th September, 2014
Devansh Gases Private Limited, Common Directors who are Members of this Company	Taking of residential premises on lease	Long -term	₹ 24.00 Lakh per annum	Leased accommodation for the Managing Director of the Company.	29 th May 2014	Nil	10 th September, 2014
Shri Dinesh Kumar Sachdeva, Whole-time Director	Taking of residential premises on lease	Long term	₹ 1.20 Lakh per annum	Leased accommodation for the Whole-time Director of the Company.	29 th May 2014	Nil	10 th September, 2014

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

Name of related party and Nature of contracts/ nature of relationship	Nature of contracts/ arrangements / transactions	Duration of contracts/ arrangements / transactions	Salient terms of contracts/ arrangements / transactions including the value, if any ₹ in Lakh	Date(s) of approval by the Board	Amount paid as advances, if any
			Nil		

Board's Report

AOC 1

Statement containing salient features of the financial statement of Subsidiaries / Associate Companies/ Joint Venture

Part A - Subsidiaries

	Name of Subsidiaries										(₹ in Lakh)
	Inox Leisure Limited	Inox Wind Limited	Inox Renewables (Jaismar) Limited	Inox Infrastructure Services Limited	Maruti Energy India Limited	Inox Infrastructure Limited	Gujarat Fluoro-chemicals Americas	Gujarat Fluoro-chemicals Singapore LLC	GFL GM Flourspar (SA) GmbH	Satyam Cineplexes Limited	Shouri Properties Private Limited
Reporting period, if different from the holding Company						Not Applicable					
Reporting currency and exchange rate as on the last date of the relevant financial year in case of foreign subsidiaries											
Share Capital	9616.28	22191.82	337.50	10605.00	5.00	61.11	5000.00	10122.28	1456.85	1349.96	21.82
Reserves and Surplus	58474.77	121504.69	51951.35	2237.34	(4534.27)	(5.57)	428.38	120.38	252.91	(1054.46)	573.24
Total Assets	110806.77	307412.03	141543.53	38003.60	53315.50	1038.40	5460.86	5985.99	1716.52	2167.89	6330.54
Total Liabilities (excluding Share Capital and Reserves and Surplus)	42715.72	163715.52	89254.68	25161.26	57844.77	982.86	32.48	4853.33	6.76	1872.38	5735.47
Investments (Other than investment in subsidiary)	19526.36	5.00	10605.00	-	191.21	-	5450.45	-	991.54	-	-
Turnover	95368.59	248430.00	1335981	6239.58	22171.21	392.23	-	6756.82	19.08	-	7457.54
Profit/(Loss) before taxation	2135.52	44045.74	314.48	1598.78	(5176.48)	44.41	129.17	(163.39)	10.94	(315.62)	(114.44)
Provision for taxation	(340.94)	10889.06	869.90	595.17	(1632.55)	14.35	24.12	(21.40)	3.89	-	(3.33)
Profit/(Loss) after taxation	2476.46	33156.68	(555.42)	1003.61	(3543.93)	30.06	105.05	(141.99)	7.05	(315.62)	(111.11)
Proposed Dividend	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
% of Shareholding	48.09	63.09	99.98100.00 by Inox Renewables Limited	100.00 by Inox Wind Limited	100.00 by Inox Wind Infrastructure Services Limited	100.00	100.00	100.00	74.00	100.00	99.99 by Inox Leisure Limited

Name of subsidiaries which are yet to commence operations: GFL GM Flourspar (SA). Name of subsidiaries which have been liquidated or sold during the year : Nil

Annexure - B

Board's Report



Part B – Associates and Joint Ventures

Statement related to Associate Companies and Joint Ventures

Sr no	Particulars	Xuancheng Hengyuan Chemical Technology Company Limited	Swarnim Gujarat FluorChemical Technology spar Private Limited
1	Latest Audited Balance Sheet date	31 st December, 2014	31 st March, 2015
2	Shares of Associates/Joint Ventures held by the Company on the year end		
	Number	-	10,82,500
	Amount of investment in Associates/ Joint Venture	1263.89	108.25
	Extended holding %	33.77	49.93*
3	Description of how there is significant influence	Joint Venture	Joint Venture
4	Reason why the Associate/Joint Venture is not consolidated	NA	NA
5	Net worth attributable to Shareholding as per latest Balance Sheet	809.57	97.74
6	Profit/Loss for the year considered in consolidation	(692.01)	(2.36)
	Not considered in consolidation		

*As per JV agreement, GFL to hold 25% of the total equity capital of SGFPL. In view of the fact that GMDC yet to contribute its equity participation by way of its assets value which is under review, GFL equity contribution has gone up temporarily due to their subscribing to the additional equity in SGFPL.

Name of Associates or Joint Ventures which are yet to commence operations: Swarnim Gujarat Fluorspar Private Limited

Names of Associates or Joint Ventures which have been liquidated or sold during the year: Nil

Annexure - C

Form MR-3

Secretarial Audit Report

For the Financial Year ended 31st March, 2015 [Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9
Of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Gujarat Fluorochemicals Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gujarat Fluorochemicals Limited (the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers and Minute Books, Forms and Returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2015, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act);
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

Board's Report

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- vi Ozone Depleting Substances (Regulations) Rules, 2000;
 - vii The Indian Boilers Act, 1923 (Amended 1960);
 - viii The Chemical Accidents (emergency planning, preparedness and response) Rules, 1996.

We have examined the compliance with the applicable clauses of the Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited. We have not examined the compliance with the Secretarial Standards issued by The Institute of Company Secretaries of India as these were not notified up to the period of this report.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except for proper Composition of Board of Directors.

We further report that as per the requirements of Clause 49 of the Listing Agreement and the Companies Act, 2013 and the rules made thereunder, the Board of directors of the Company is duly constituted having optimum combination of Executive Directors and Non-executive Directors except that of the required number of Independent Directors with at least one Woman Director. However, the Company was in process of appointing one Woman Independent Director during the period of this report. As on the date of this report, the Company has appointed one Woman Independent Director with effect from 28th April, 2015 to comply with the requirements of the composition of Board of Directors as per Clause 49 of the Listing Agreement and the Companies Act, 2013 and rules made thereunder. The changes in the composition of the Board of Directors of the Company on account of the referred new appointment of Directors were carried out in compliance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Adequate notice is given to all the Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the Agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with all the applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no instances of;

1. Public/Right/Preferential issue of shares/debentures/sweat equity, etc.
2. Redemption/buy-back of securities.
3. Merger/amalgamation/reconstruction, etc.
4. Foreign Technical Collaborations

S. Samdani

Partner

Samdani Shah & Asso.
Company Secretaries
FCS # 3677 - CP# 2863

Vadodara,
28th May, 2015

Board's Report



Annexure - D

MGT 9

Extract of Annual Return as on the Financial Year ended on 31st March, 2015
 (Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies
 (Management and Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS

i.	Corporate Identification Number	:	L24110GJ1987PLC009362
ii.	Registration Date	:	4 th February, 1987
iii.	Name of the Company	:	Gujarat Fluorochemicals Limited
iv.	Category/Sub-Category of the Company	:	Commercial and Industrial Undertaking
v.	Address of the Registered Office and Contact Details	:	Survey Number 16/3, 26 and 27, Ranjitnagar 389380 Taluka Ghoghamba, District Panchmahal, Gujarat. Tel: +91 2678 248153 Fax: +91 2678 248153
vi.	Whether listed company yes or no	:	Yes
vii.	Name, Address and Contact Details of Registrar and Share Transfer Agents, if any	:	Link Intime India Private Limited B-102 & 103, Shangrila Complex, 1 st Floor Near Radhakrishna Char Rasta, Akota, Vadodara – 390020 Tel: +91 265 2356794 Fax: +91 265 2356791

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr no	Name and Description of main products/services	NIC Code of the Product / Service	% to total turnover of the Company
1	Refrigerant Gases	24111	15%
2	Caustic Soda (Caustic Soda Lye & Flakes)	24111	19%
3	Chloromethanes (Methylene Chloride and Carbon Tetrachloride)	24111	21%
4	Polytetrafluoroethylene (PTFE)	24111	39%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr no	CIN/GIN	Holding/subsidiary/ associate	% of shares held	Applicable Section
1	U65910MH1995PLC085703 Inox Leasing and Finance Limited, 69, Jolly Maker Chambers II, Nariman Point, Mumbai - 400021	Holding	52.54	2 (46)
2	L92199GJ1999PLC044045 Inox Leisure Limited ABS Towers, Old Padra Road, Vadodara 390 007	Subsidiary	48.09	2 (87)
3	L1901HP2009PLC031083 Inox Wind Limited Plot No. 1, Khasra Nos. 264 to 267, Industrial Area, Village Basal- 174303, District Una, Himachal Pradesh, India	Subsidiary	63.09	2 (87)
4	U40100GJ2010PLC062869 Inox Renewables Limited Plot No 1837 and 1834, Moje Jetalpur, ABS Towers, Second Floor, Old Padra Road, Vadodara 390 007	Subsidiary	99.98	2 (87)

Board's Report

Sr no	CIN/GIN	Holding/subsidiary/ associate	% of shares held	Applicable Section
5	U45201GJ2012PLC071264 Inox Renewables (Jaisalmer) Limited Plot No 1837 and 1834, Moje Jetalpur, ABS Towers, Second Floor, Old Padra Road, Vadodara 390 007	Step-down Subsidiary	100.00 held by Inox Renewables Limited	2 (87)
6	U45207GJ2012PLC070279 Inox Wind Infrastructure Services Limited Plot No 1837 and 1834, Moje Jetalpur, ABS Towers, Second Floor, Old Padra Road, Vadodara 390 007	Step-down Subsidiary	100.00 held by Inox Wind Limited	2 (87)
7	U04010GJ2000PLC083233 Marut - Shakti Energy India Limited Plot No 1837 and 1834, Moje Jetalpur, ABS Towers, Second Floor, Old Padra Road, Vadodara 390 007	Step-down Subsidiary	100.00 held by Inox Wind Infrastructure Services Limited	2 (87)
8	U45200DL2007PLC159796 Inox Infrastructure Limited 612-618, 6 th Floor, Narayan Manzil, 23, Barakhamba Road, New Delhi 110 001	Subsidiary	100.00	2 (87)
9	201117579Z Gujarat Fluorochemicals Singapore Pte Limited 158 Cecil Street, #11-01, Singapore - 069545	Foreign Subsidiary	100.00	2 (87)
10	801165985 Gujarat Fluorochemicals LLC, USA 4200 North Highway 77, Rockdale, Texas 76567, USA	Foreign Subsidiary	100.00	2 (87)
11	HRB 128868 Gujarat Fluorochemicals, GmbH Chilehaus A, Fischertwiete 2, D-20095, Hamburg, Germany	Foreign Subsidiary	100.00	2 (87)
12	404026907 GFL GM Fluorspar SA 219, Boulevard, Zerkouni, Residence E 1, Bardai 20100, Casablanca, Morocco	Step-down Subsidiary	74.00 held by GFL Singapore Pte Limited	2 (87)
13	342500400000656 Xuancheng HengYuan Chemical Technology Company Limited Qilin Avenue, New District of Xuanzhou Industrial Park, Xuanzhou District, Anhui Province	Joint Venture Company	33.77	2 (6)
14	U 24119GJ2012PTC070801 Swarnim Gujarat Fluorspar Private Limited 9 th Floor, Khanij Bhavan, Near Gujarat University Ground, 132 Ft Ring Road, Vastrapur, Ahmedabad 380 052	Joint Venture Company	49.93	2 (6)

Board's Report



IV Shareholding Pattern (Equity Share Capital Break up as a percentage of Total Equity)

i Category-wise Shareholding

Category of Shareholders	No of shares held at the beginning of the year (1 st April, 2014)				No of shares held at the end of the year (31 st March, 2015)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter Indian Individual /HUF	170400	0	170400	0.16	136300	0	136300	0.12	-0.03 (Refer to Note no 1)
Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corp.	76756415	0	76756415	69.87	74928600	0	74928600	68.21	-1.66 (Refer to Note no 2)
Banks / FI	0	0	0	0.00	0	0	0	0.00	0
Any Other	0	0	0	0.00	0	0	0	0.00	0
Sub Total (A) 1	76926815	0	76926815	70.03	75064900	0	75064900	68.33	-1.69
Foreign									
NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) 2	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)=A1+A2	76926815	0	76926815	70.03	75064900	0	75064900	68.33	-1.69
Public Share Holding									
Institutions									
Mutual Funds	2182291	7000	2189291	1.99	4167251	7000	4174251	3.80	1.81
Banks / FI	30914	2000	32914	0.03	45044	2000	47044	0.04	0.01
Central Govt.	1000	0	1000	0.00	500	0	500	0.00	0.00
State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
FIIS	1758036	0	1758036	1.60	2829549	0	2829549	2.58	0.98
Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
Others (Foreign Co.)	0	2000	2000	0.00	0	2000	2000	0.00	0.00
Sub Total B 1	3972241	11000	3983241	3.63	7510247	11000	7521247	6.85	3.22
Non Institutions									
Bodies Corporate	12807165	45000	12852165	11.71	11806889	45000	118518889	10.79	-0.91
Indian	0	0	0	0.00	0	0	0	0.00	0.00
Overseas	0	0	0	0.00	0	0	0	0.00	0.00
Individuals									
Individual shareholders holding nominal share capital upto ₹ 1 Lakh	7496230	1608876	9105106	8.29	6528817	1444752	7973569	7.26	-1.03
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh	5557274	0	5557274	5.06	6009262	0	6009262	5.47	0.41

Board's Report

Category of Shareholders	No of shares held at the beginning of the year (1 st April, 2014)				No of shares held at the end of the year (31 st March, 2015)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Other									
Clearing Members	651788	0	651788	0.59	557706	0	557706	0.51	-0.09
Non Resident Indian (REPAT)	268516	2000	270516	0.25	235496	2000	237496	0.22	-0.03
Non Resident Indian (NON REPAT)	283495	193000	476495	0.43	368031	187000	555031	0.51	0.07
Trust	26600	0	26600	0.02	78900	0	78900	0.07	0.05
Sub Total B2	27091068	1848876	28939944	26.34	25585101	1678752	27763853	24.81	-1.53
Total Public Shareholding B=B1 + B2	31063309	1859876	32923185	29.97	33095348	1689752	34785100	31.67	1.69
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Total C	107990124	1859876	109850000	100.00	108160248	1689752	109850000	100.00	0.00

Note :

1. Smt Sita Devi Jain had sold 34,100 shares during the Financial Year 2014-15.
2. The Board of Directors at its meeting held on 17th January, 2015 have approved removal of name of Hotz Industries Limited from the Promoter Group of the Company on their request. Consequently, these shares are now reclassified as non-promoter shareholding.

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (1 st April, 2014)			Shareholding at the end of the year (31 st March, 2015)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Inox Leasing and Finance Limited	57715310	52.54	0.00	57715310	52.54	0.00	0.00
2	Devansh Trading & Finance Private Limited	6662360	6.07	0.00	6662360	6.07	0.00	0.00
3	Siddhapavan Trading and Finance Private Limited	5576440	5.08	0.00	5576440	5.08	0.00	0.00
4	Inox Chemicals Limited	2955230	2.69	0.00	2955230	2.69	0.00	0.00
5	Siddhomal Investments Private Limited	2019260	1.84	0.00	2019260	1.84	0.00	0.00
6	Hotz Industries Limited	1827815	1.66	0.00	0	0	0.00	1.66 Refer to Note no 2
7	Smt Sita Devi Jain	40100	0.04	0.00	6000	0.01	0.00	0.03 Refer to Note no 1
8	Shri Devendra Kumar Jain	20100	0.02	0.00	20100	0.02	0.00	0.00
9	Shri Pavan Kumar Jain	20100	0.02	0.00	20100	0.02	0.00	0.00
10	Shri Vivek Kumar Jain	20100	0.02	0.00	20100	0.02	0.00	0.00

Board's Report



Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (1 st April, 2014)			Shareholding at the end of the year (31 st March, 2015)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
11	Shri Siddharth Jain	20000	0.02	0.00	20000	0.02	0.00	0.00
12	Shri Devansh Jain	10000	0.01	0.00	10000	0.01	0.00	0.00
13	Smt Hem Kumari	10000	0.01	0.00	10000	0.01	0.00	0.00
14	Shri Kapoor Chand Jain	10000	0.01	0.00	10000	0.01	0.00	0.00
15	Smt Nandita Jain	10000	0.01	0.00	10000	0.01	0.00	0.00
16	Smt Nayantara Jain	10000	0.01	0.00	10000	0.01	0.00	0.00
TOTAL		76926815	70.03	0.00	75064900	68.33	0.00	1.69

Note :

1. Smt Sita Devi Jain had sold 34,100 shares during the Financial Year 2014-15.
2. The Board of Directors at its meeting held on 17th January, 2015 have approved removal of name of Hotz Industries Limited from the Promoter Group of the Company on their request. Consequently, these shares are now reclassified as non-promoter shareholding.

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

Sr. No.	Name	Shareholding at the beginning of the year (1 st April, 2014)		Date	Increase or Decrease in Holding	Shareholding at the end of the year (31 st March, 2015)	
		No. of shares	% of total shares of the Company			No. of shares	% of total shares of the Company
1	Smt Sita Devi Jain	40100	0.0365	06.06.2014	-2000	38100	0.03
				13.06.2014	-9500	28600	0.03
				30.06.2014	-4000	24600	0.02
				04.07.2014	-2000	22600	0.02
				11.07.2014	-500	22100	0.02
				25.07.2014	-4000	18100	0.02
				12.09.2014	-5000	13100	0.01
				30.09.2014	-1800	11300	0.01
				17.10.2014	-1300	10000	0.01
				31.10.2014	-1000	9000	0.01
				07.11.2014	-2000	7000	0.01
				06.02.2015	-1000	6000	0.01

There is no change in holding of shares of the Category of Promoters and Promoter Group except of Smt Sita Devi Jain and as per details given in the Note no 2 above.

Board's Report

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

Sr. No.	Shareholding at the beginning of the year (1 st April, 2014)		Date	Increase or Decrease in Holding	Shareholding at the end of the year (31 st March, 2015)		
	For Each of the Top 10 Shareholders	No. of shares			No. of shares	% of total shares of the Company	
1	Reliance Capital Trustee Co. Ltd A/C Reliance Equity Opportunities Fund	2176650	1.98	11.04.2014	4600	2181250	1.99
				18.04.2014	6500	2187750	1.99
				25.04.2014	5500	2193250	2.00
				02.05.2014	19500	2212750	2.01
				09.05.2014	26500	2239250	2.04
				16.05.2014	2600	2241850	2.04
				25.07.2014	68800	2310650	2.10
				01.08.2014	50000	2360650	2.15
				08.08.2014	6700	2367350	2.16
				22.08.2014	1100	2368450	2.16
				29.08.2014	1900	2387450	2.17
				12.12.2014	347	2387797	2.17
				31.12.2014	440	2388237	2.17
				30.01.2015	37100	2425337	2.21
				06.02.2015	28900	2454237	2.23
2	Roopchand Bhanshali	1897643	1.73	13.03.2015	-141875	2312362	2.11
				20.03.2015	-59912	2252450	2.05
				27.03.2015	100000	2352450	2.14
				31.03.2015	25000	2377450	2.16
				10.10.2014	-1897643	0	0.00
				12.09.2014	-36898	1790917	1.63
				19.09.2014	-5931	1784986	1.62
				30.09.2014	-37705	1747281	1.59
				07.11.2015	-11933	1735348	1.58
				30.01.2015	-16280	1719068	1.56
3	Hotz Industries Limited	1827815	1.66	06.02.2015	-70730	1648338	1.50
				13.02.2015	-646	1647692	1.50
				27.02.2015	-26343	1621349	1.48
				13.03.2015	-127807	1493542	1.36
				31.03.2015	-71982	1421560	1.29

Board's Report



Sr. No.	Shareholding at the beginning of the year (1 st April, 2014)		Date	Increase or Decrease in Holding	Shareholding at the end of the year (31 st March, 2015)	
	For Each of the Top 10 Shareholders	No. of shares			No. of shares	% of total shares of the Company
4	Reliance Life Insurance Company Limited	1590582	1.15	04.04.2014	25495	1616077
			11.04.2014	-6142	1609935	1.47
			18.04.2014	-19099	1590836	1.45
			25.04.2014	-20000	1570836	1.43
			02.05.2014	-12329	1558507	1.42
			09.05.2014	-27781	1530726	1.39
			16.05.2014	-47263	1483463	1.35
			23.05.2014	16	1483479	1.35
			30.05.2014	-79	1483400	1.35
			06.06.2014	-524	1482876	1.35
			13.06.2014	-711	1482165	1.35
			20.06.2014	-5495	1476670	1.34
			30.06.2014	-29990	1446680	1.32
			04.07.2014	-32235	1414445	1.29
			11.07.2014	16828	1431273	1.30
			18.07.2014	-1075	1430198	1.30
			25.07.2014	-648	1429550	1.30
			01.08.2014	-5	1429545	1.30
			08.08.2014	-490	1429055	1.30
			22.08.2014	-10884	1418171	1.29
			19.09.2014	2757	1420928	1.29
			30.09.2014	-13308	1407620	1.28
			03.10.2014	-497	1407123	1.28
			10.10.2014	-4058	1403065	1.28
			24.10.2014	-919	1402146	1.28
			31.10.2014	-4200	1397946	1.27
			07.11.2014	-12826	1385120	1.26
			14.11.2014	-2327	1382793	1.26
			21.11.2014	-1122	1381671	1.26

Board's Report

Sr. No.	Shareholding at the beginning of the year (1 st April, 2014)		Date	Increase or Decrease in Holding	Shareholding at the end of the year (31 st March, 2015)		
	For Each of the Top 10 Shareholders	No. of shares			No. of shares	% of total shares of the Company	
			28.11.2014	-918	1380753	1.26	
			19.12.2014	6177	1386930	1.26	
			31.12.2014	-207	1386723	1.26	
			02.01.2015	2634	1389357	1.26	
			09.01.2015	-1297	1388060	1.26	
			16.01.2015	105	1388165	1.26	
			23.01.2015	58584	1446749	1.32	
			30.01.2015	-205	1446544	1.32	
			06.02.2015	-9103	1437441	1.31	
			13.02.2015	-5531	1431910	1.30	
			20.02.2015	583	1432493	1.30	
			27.02.2015	-18474	1414019	1.29	
			06.03.2015	-203	1413816	1.29	
			13.03.2015	-103509	1310307	1.19	
			20.03.2015	-5208	1305099	1.19	
			27.03.2015	-6461	1298638	1.18	
			31.03.2015	248	1298886	1.18	
5	Lata Bhanshali	1030612	0.94	17.10.2014	-166700	863912	0.79
6	Jai-Vijay Resources Private Limited	795933	0.72	NIL	NIL	795933	0.72
7	Motilal Oswal Securities Limited	789796	0.72	Movement	Movement		
			04.04.2014	-782923	6873	0.01	
			10.10.2014	19500	26373	0.02	
			06.02.2015	37000	63373	0.06	
			20.02.2015	35025	98398	0.09	
			27.02.2015	-82351	16047	0.01	
8	Akash Bhanshali	750000	0.68	17.10.2014	254943	1004943	0.91

Board's Report



Sr. No.	Shareholding at the beginning of the year (1 st April, 2014)			Date	Increase or Decrease in Holding	Shareholding at the end of the year (31 st March, 2015)	
	For Each of the Top 10 Shareholders		No. of shares			No. of shares	% of total shares of the Company
9	Ratnabali Capital Markets Limited	700000	0.64	17.10.2014	-50000	650000	0.59
				31.10.2014	-65300	584700	0.53
				07.11.2014	-55200	529500	0.48
				14.11.2014	-8000	521500	0.47
				16.01.2015	-102141	419359	0.38
				23.01.2015	-21359	398000	0.36
				06.02.2015	-83000	315000	0.29
				13.02.2015	4300	319300	0.29
				20.02.2015	-4300	315000	0.29
				27.02.2015	-960	314040	0.29
				06.03.2015	-123040	191000	0.17
				13.03.2015	-188000	3000	0.00
10	Suraj Bhanshali	615680	0.56	NIL	NIL	615680	0.56
				Movement	Movement		
11	Gandhi Securities & Investment Private Limited	456892	0.42	21.11.2014	-1022	455870	0.41
12	Dotex Merchandise Private Limited	0	0.00	16.05.2014	100000	100000	0.09
				30.05.2014	50000	150000	0.14
				15.08.2014	404000	554000	0.50
				22.08.2014	446000	1000000	0.91
13	FIL Investment (Mauritius) Limited	0	0.00	12.09.2014	373634	373634	0.34
				19.09.2014	198830	572464	0.52
				24.10.2014	70000	642464	0.58
				06.02.2015	322911	965375	0.88

Board's Report

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Shareholding at the beginning of the year (1 st April, 2014)		Date	Increase or Decrease in Holding	Shareholding at the end of the year (31 st March, 2015)	
	No. of shares	% of total shares of the Company			No. of shares	% of total shares of the Company
Director						
1	Shri Devendra Kumar Jain	20100	0.02	NIL Movement	NIL Movement	20100
2	Shri Pavan Kumar Jain	20100	0.02	NIL Movement	NIL Movement	20100
3	Shri Shailendra Swarup	10000	0.01	NIL Movement	NIL Movement	10000
4	Shri Vivek Kumar Jain, Managing Director	20100	0.02	NIL Movement	NIL Movement	20100
5	Shri Shanti Prashad Jain	1000	0.00	NIL Movement	NIL Movement	1000
KMP						
6	Shri Manoj Agrawal, Chief Financial Officer	0	0.00	NIL Movement	NIL Movement	0
7	Shri Bhavin Desai, Company Secretary	0	0.00	NIL Movement	NIL Movement	0

V. INDEBTEDNESS Amount (₹ in Lakh)

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

	Secured Loans ex- excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
Principal Amount	44,526.95	25,967.49	537.92	71,032.36
Interest due but not paid	0	0	0	0
Interest accrued but not due	177.40	25.52	0	202.92
Total (i+ii+iii)	44,704.35	25,993.01	537.92	71,235.28
Change in Indebtedness during the financial year				
· Addition	5,955.89	58,669.56	0	64,625.45
· Reduction	(14,661.77)	(48,767.88)	(0.82)	(63,429.65)
Net Change	(8,705.88)	9,901.68	(0.82)	1,194.97
Indebtedness at the end of the financial year				
Principal Amount	35,821.06	35,869.17	537.09	72,227.32
Interest due but not paid	0	0	0	0
Interest accrued but not due	151.05	32.52	0	183.57
Total (i+ii+iii)	35,972.13	35,901.69	537.09	72,410.91

Board's Report



VI Remuneration of Directors and Key Managerial Personnel

A Remuneration to Managing Director, Whole-time Directors and/or Manager

Sr. No	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount (₹ in Lakh)
		Shri Vivek Jain Managing Director	Shri Dinesh Kumar Sachdeva Whole- time Director	Shri Jitendra Singh Bedi Whole- time Director	Shri Paresh Trivedi Whole-time Director	
1.	Gross salary					
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	43.50	19.52	68.67	34.36	166.05
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	51.94	1.35	2.15	2.07	57.51
	(c) Profits in lieu of salary under Section 17(3) Income- tax Act, 1961	0	0	0	0	0
2.	Stock Option	0	0	0	0	0
3.	Sweat Equity	0	0	0	0	0
4.	Commission	500.00	0	0	0	500.00
	- as % of profit	0	0	0	0	0
	- others, specify...	0	0	0	0	0
5.	Others, please specify-Company contribution to PF	5.22	1.93	2.60	0.87	10.62
	Total (A)	600.66	22.80	73.42	37.30	734.18
Ceiling as per the Act						1303.87

B Remuneration to Other Directors

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount (₹ in Lakh)
		Shri Shailendra Swarup	Shri Shanti Prashad Jain	Dr S R Iyer	Shri Rajagopalan Doraiswami	
1	Independent Directors					
	Fee for attending Board/Committee Meetings	2.00	2.00	1.00	0.40	5.40
	Commission	0	0	0	0	0
	Others	0	0	0	0	0
	Total (1)	2.00	2.00	1.00	0.40	5.40
2	Other Non-Executive Directors					
		Shri Devendra Kumar Jain	Shri Pavan Jain	Shri Deepak Asher		
	Fee for attending Board/Committee Meetings	1.80	0.40	1.00		3.20
	Commission	130.39	0	0		130.39
	Others	0	0	0		0
	Total (2)	132.19	0.40	1.00		133.59
	Total of B = (1+2)	134.19	2.40	2.00	0.40	138.99
	Total (A=B)					873.17
	Overall Ceiling as per the Act					1434.25

Board's Report

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

(₹ in Lakh)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO Shri Vivek Jain, Managing Director	Company Secretary Mr Bhavin Desai	CFO Mr Manoj Agrawal	Total
1	Gross salary				
1. (a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	Please refer to VIA	12.21	44.93	57.14
1. (b)	Value of perquisites u/s 17(2) Income-tax Act, 1961		0.00	0.00	0.00
1. (c)	Profits in lieu of salary under Section 17(3) Income-tax Act, 1961		0.00	0.00	0.00
2.	Stock Option		0	0	0
3.	Sweat Equity		0	0	0
4.	Commission - as % of profit - others, specify...		0.00	0.00	0.00
5.	Others, please specify				
	Total		12.21	44.93	57.44

VII Penalties / Punishments / Compounding of Offences

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [Rd / NCLT / Court]	Appeal made, if any (give details)
COMPANY					
Penalty		Nil	Nil	Nil	Nil
Punishment		Nil	Nil	Nil	Nil
Compounding		Nil	Nil	Nil	Nil
Directors					
Penalty		Nil	Nil	Nil	Nil
Punishment		Nil	Nil	Nil	Nil
Compounding		Nil	Nil	Nil	Nil
Other Officers in default					
Penalty		Nil	Nil	Nil	Nil
Punishment		Nil	Nil	Nil	Nil
Compounding		Nil	Nil	Nil	Nil

Board's Report



Annexure - E

Information as required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014

(A) CONSERVATION OF ENERGY

i. The steps taken or impact on conservation of energy

Ranjitnagar unit:

- There has been significant reduction in Natural Gas consumption in Fluorspar Drying by doing in house modification in spar drying equipment.
- Street lights changed from High Pressure Sodium Vapour lamps to LED lamps resulting in saving in lighting units.
- VFD installed in second Air Compressor after success of first Air Compressor resulting in continuous saving in power.

Dahej unit:

- Power consumption optimisation at TFE-2 utilities through Cooling Tower Water Pumping Energy Reduction. 106 KWH has been saved by efficient operations, (Total KWH savings = 76,320 units/month).
- Installation of VFD for CEP (Condensate Extraction Pump) at STG's pertains to Captive Power Plant. 56 KWH has been saved against budget for the Financial Year 2014-15. (Total KWH savings = 40,320 units/month).
- By Stopping the N2 gas compressor's cooling water pump, saving of 16 KWH has been achieved Financial year 2014-15.
- By Stopping the (-15) 0C secondary brine supply pump, savings of 43,920 units/month has been achieved.
- Stoppage of LV-2 individual water chillier at TFE-2 & lined up of chilled water supply from S&A/FKM HVAC Chilling plant. Savings of 3600 units/month has been achieved.
- Stoppage of DI water supply pump & feeding the DI water to FKM/S&A area from existing centralised system. Savings of 18,000 units/month has been achieved.
- Optimisation of pumping energy to supply (-5) 0C MEG at TFE-2. Savings of 4320 units/month has been achieved.
- Air Compressors operations optimisation at PT-PTFE. Savings of 5040 units/month has been achieved.
- HVAC system integration at S&A, PTFE & PT-PTFE. Savings of 64800 units/month has been achieved.
- Heater's power consumption optimisation at PTFE. Savings of 31680 units/month has been achieved.
- Steam consumption reduction at CA plant from 1.30 Kg/Kg to 1.25 Kg/Kg.
- To meet plant's (-35) 0C system demand by operation of 1 no (-35) 0C & 1 no (-15) 0C chillers, instead two no's (-35) 0C chillers, to save the HT power. Savings of 131760 units/month has been achieved.
- Optimisation of Cooling Tower's water supply pumping energy at D-PTFE. Savings of 25200 units/month has been achieved.
- Modifications of condensate drain traps system with improved version & reduction in steam distribution losses, thereof from 8% to <3%.
- Operation of D-PTFE 5th reactor on existing chilling system by integration of chilling circuit at D-PTFE utilities. Savings of 108720 units/month has been achieved.
- Daily Raw Water Consumption optimisation against budgeted for the Financial Year 2014-15 throughout the Complex Utilities. Savings of 104904 KL has been achieved.
- DM water recovery of @ 35 m3/day in brine plant & optimisation of process water flow for vacuum drum filter to save daily process water consumption at CA plant.
- Heat rejected from MDC column in CMS plant is recovered in terms of hot water and utilised in A&H plant in place of steam. The equivalent steam saved about 1300 M.T. per month.

Board's Report

ii The steps taken by the Company for utilising alternate sources of energy:

Ranjitnagar unit:

- Upgrading Cross flow cooling towers for HCFC plant to Counter Current Cooling Tower with high efficiency fills and drift eliminator will result in better cooling efficiency thus saving in refrigeration system power consumption.

Dahej unit: Not Applicable

Capital Investment on energy conservation equipment's:

Ranjitnagar Unit: Nil

Dahej Unit: Nil

(B) TECHNOLOGY ABSORPTION

Ranjitnagar Unit: Nil

Dahej Unit:

i **The efforts made towards technology absorption**

CHEMICAL CO2 PLANT: The Carbon Dioxide (Co2) manufacturing technology is absorbed successfully. The system was installed in the year 2014. In order to treat Hcl from TFE (12%) and R22 (32%), two Hcl neutralization plants were commissioned in 2013-14 & 2014-15, in which CO2 was vented out initially. Thereafter, considering the business viability and profitability, with the technology of JOC-China, CO2 plant was commissioned during 2014-15. Technology has been successfully absorbed to produce gas Co2 @ 82 TPD & dry ice.

POLYMER S-PTFE: Product developed in house by new recipe in polymerization. This has been approved by European customers for their Rods & tubes manufacturing.

D-PTFE: Process control improved in polymerization by re-engineering in temperature control system in two reactors. Product quality improved and waste generation reduced.

Capacity enhanced by 15% by way of debottlenecking of specific hardware and batch cycle reduction.

AQ-PTFE: Capacity enhanced by about 10% by improving membrane efficiency.

SR-1&SR-2: Yield improved in surfactant recovery in 6 months from 30% to 55% by process optimization and conducting trials.

FKM: New plant commissioned successfully for Fluoroelastomer business. 5 ton raw gum produced for pre-compounding test.

ii **The benefits derived like product improvement, cost reduction, product development, import substitution**

- (a) Improvement in operation efficiency
- (b) Cost reduction in all operations
- (c) Product quality improvement and sustenance
- (d) People development by training awareness and interactions
- (e) Clean environment

Board's Report



iii In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year)

The Company had imported technical know how for its D-PTFE, TFE-2, and CMS-2 Plants in the year 2011-12 and the same have been commissioned.

- (a) The details of technology imported;
- (b) The year import;
- (c) Whether the technology been fully absorbed
- (d) If not fully absorbed, areas

iv The expenditure incurred on Research and Development

Ranjitnagar Unit:

Research and Development

(1) Specific Area in which R & D carried out :

- 1 Development of TFE based process & non-TFE based process for the manufacturing of EDFA, a valuable intermediate for Agro and Pharma Industries.
- 2 Development of commercially viable process for manufacture of 2-Bromo heptafluoropropane and RfA, key intermediates for Agro-industries.
- 3 Development of process for manufacture of DHA, an intermediate in Agro-industries.
- 4 Development of process for manufacture of EDFAA, an Agro-intermediate.
- 5 Development of process for the manufacture of DFMSC.
- 6 Development of process for the manufacture of Difluoro acetone.

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

- 1 Process for manufacture of EDFA by non-TFE route has been established. The commercial production has been started and the first 25 MT consignment will be supplied to BASF by mid-August.
- 2 Process for manufacture of 2-Bromoheptafluoro propane has been established. Commercial production will be started soon and the first 2 MT consignment will be supplied to PI Industries by mid-August. From September onwards it will be continuous supply of 15 MT/ month to PI Industries.
- 3 Process for the manufacture of EDFA by TFE route has been established.
- 4 Process for the manufacture of DHA has been established.
- 5 Process for the manufacture of RfA has been established.
- 6 Process for the manufacture of DFMSC has been established.
- 7 Process for the manufacture of Difluoro acetone has been established.

(3) Future Plan of Action:

- 1 Development of process for manufacture of Pyrazole derivative for PI industries.
- 2 Development of process for manufacture of Trifluoro acetyl chloride for LONZA.
- 3 Development of process for manufacture of 2-bromo-5-fluoro benzotrifluoride for BASF.
- 4 Development of process for manufacture of 3,5-difluoro aniline for BASF.
- 5 Commercial Production of DHA as per requirement from Syngenta.
- 6 Commercial production of EDFAA as per requirement of PI Industries.

Board's Report

Dahej Unit:

Research and Development

- (1) Specific areas in which R & D carried out:
- 1 Products development of fine powder PTFE grade for :
 - Tubing and wire application
 - Yarn application
 - 2 Product development of suspension PTFE based micro-powder for ink and plastic additives application.
 - 3 Application development of Aqueous PTFE in graphite impregnation for heat exchanger application.
 - 4 Development of FKM grades-A Fluoroelastomer for high temperature sealing application.
 - 5 All dispersion grades of fine powder PTFE have been converted to non PFOA surfactant. Now our PTFE complex is completely PFOA free and all our product meets European Chemical Agency (ECHA) guidelines of environment and health regulations.
- (2) Benefits derived as a result of the above R & D
- 1 Product approval and grades locked in at various global OEMs such as chemical and automotive industries to cater their requirement.
 - 2 PTFE micropowder product approvals in Plastic blends, Anti corrosive coatings, Inks & food grade applications.
 - 3 Business development in new application area by extension of product portfolio with new grades development.
 - 4 Customer satisfaction through consistent product and valued Technical Services as a part of the Company's policy to grow along with the Company's valued customers.
- (3) Future plan of action:
- 1 Development of new grades in FKM Fluoroelastomer for catering various automobile and speciality sealing application.
 - 2 Development of high reduction ratio fine powder PTFE grade for thin wire and cable application.
 - 3 Development of suitable grade for filter membrane application.
 - 4 Extend micro-powder portfolio to target more application sector.
 - 5 Feasibility Study for FEP and PFA dispersions and granulated products.
 - 6 Strengthen Technical support globally.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign exchange used - ₹ 35723.51 Lakh
Foreign exchange earned - ₹ 52409.40 Lakh

By Order of the Board of Directors

Noida
30th July, 2015

Devendra Kumar Jain
Chairman

Vivek Jain
Managing Director

Board's Report



Annexure - F

Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (a) **The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary during the Financial Year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:**

Sr no	Name of Director / KMP for FY 2014-15 (₹ in Lakh)	Remuneration of Director /KMP for FY 2014-15 (₹ in Lakh)	% increase in remuneration in the Financial Year 2014-15	Ratio of Remuneration of each of Director to median remuneration of employees	Comparison of the Remuneration of the KMP against the Performance of the Company (ie Profit after tax)
1	Shri Devendra Kumar Jain, Non-Executive Director	130.39	35	41:58:1	Profit after tax has gone up by 413%
2	Shri Pavan Jain*	*	*	*	*
3	Shri Vivek Jain	600.66	25	191.55:1	
4	Shri Shailendra Swarup*	*	*	*	*
5	Shri Dinesh Kumar Sachdeva, Whole-time Director	22.80	0	7.23:1	Profit after tax has gone up by 413%
6	Shri Jitendra Singh Bedi, Whole-time Director	73.42	9	23.37:1	Profit after tax has gone up by 413%
7	Shri Om Prakash Lohia, Independent Director**	*	*	*	*
8	Dr S Rama Iyer, Independent Director*	*	*	*	*
10	Shri Deepak Asher, Director and Group Head (Corporate Finance)*	*	*	*	*
11	Shri Shanti Prashad Jain, Independent Director*	*	*	*	*
12	Shri Manoj Agrawal, CFO	44.93	12	Not Applicable	Profit after tax has gone up by 413%
13	Shri Bhavin Desai, Company Secretary	12.21	8	Not applicable	Profit after tax has gone up by 413%

Notes

*For this purpose sitting fees paid to Directors have not been considered as remuneration.

** No sitting fees paid.

- (ii) **The Percentage of increase in the median remuneration of employees in the Financial Year:**
Percentage of increase in the median remuneration of employees is 9%.

- (iii) **The Number of Permanent Employees on the rolls of the Company :**
The number of permanent Employees on the rolls of the Company as on 31st March, 2015 was 1522.

- (iv) **The Explanation on the relationship between average increase in remuneration and Company performance :**
An average increment in remuneration during the Financial Year 2014-15 was 9% which was as per the Nomination and Remuneration Policy of the Company.

- (v) **Comparison of remuneration of the Key Managerial Personnel against the performance of the Company.**
The remuneration of Key Managerial Personnel during the Financial Year 2014-15 was as per the Nomination and Remuneration Policy of the Company.

Board's Report

- (vi) **Variation in the Market Capitalisation of the Company, price earnings ratio as at the closing date of the current Financial Year and Previous Financial Year and percentage of increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company at the close of the current Financial Year and previous Financial Year:**

Date	Issued Capital	Closing Market Price per Share (BSE)	EPS	P/E Ratio	Market Capitalisation (₹ in Lakh)	Closing Market Price per Share (NSE)	EPS	P/E Ratio	Market Capitalisation (₹ in Lakh)
31 March 2014	109850000	319.55	6.77	47.20	351026	319.90	6.77	47.25	351410
31 March 2015	109850000	706.70	34.81	20.30	776309	705.75	34.81	20.27	775266
Increase	0	387.15	28.04	(26.90)	425504	385.85	28.04	(26.98)	423856
% Increase/ (Decrease)	0	121.15%	414.18%	(56.99)	121.15%	120.62%	414.18%	(57.09)	120.62%

The Company has not made any public offer in the recent past and accordingly, comparison of Public Offer Price and the current market price of the Company's shares is not relevant.

- (vii) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year :**

Average percentile of increase in salaries of employees is 12%.

- (viii) **Comparison of the each of remuneration of the Key Managerial Personnel against the performance of the Company:**

The remuneration of each of the Key Managerial Personnel during the Financial Year 2014-15 was as per the Nomination and Remuneration Policy of the Company.

- (ix) **The Key parameters for any variable component of remuneration availed by the Directors :**

Shri Devendra Kumar Jain is paid Commission @ 1% on the Net Profits of the Company as per Section 197 of the Companies Act, 2013.

- (x) **Ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Directors during the Financial Year :**

Not Applicable

- (xi) **Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

It is confirmed that the remuneration is as per the Remuneration Policy of the Company.

Report on CSR Activities of the Company as per Companies (Corporate Social Responsibility) Policy Rules, 2014

Sr no	Particulars	Compliance
1.	A brief outline of Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and project or programmes	CSR Policy adopted by the Company includes all the activities which are prescribed under Schedule VII of the Companies Act, 2013. The CSR Policy of the Company can be viewed on website of the Company at http://www.gfl.co.in/pdf/CSR_Policy_Final_05112014.pdf
2.	The Composition of CSR Committee	Shri Shanti Prashad Jain, Independent Director Shri Vivek Jain, Non-Independent Director Shri Deepak Asher, Non-Independent Director
3.	Average net profit of the Company for last three Financial Years	₹ 45436.88 Lakh
4.	Prescribed CSR Expenditure (2% of the amount as in item 3 above)	₹ 908.74 Lakh
5.	Details of CSR spent during the Financial Year Total amount to be spent for the financial year Amount unspent if any Manner in which the amount spent during Financial Year is detailed below	₹ 908.74 Lakh ₹ 908.74 Lakh Nil

(1) sr no	(2) CSR project or activity identified	(3) Sector in which the project is covered – Schedule VII	(4) Projects or programmes (1) Local area or (2) Specify the State and District where projects or programmes were undertaken	(5) Amount outlay (budget project or programme wise)	(6) Amount spent on the projects or programs sub-heads (1) Direct expenditure on projects or programs (2) Overheads (₹ in Lakh)	(7) Cumulative expenditure upto the reporting period	(8) Amount spent Direct or through implementing agency
					Nil		

Sr no	Particulars
1	In case the Company has failed to spend the two percent of the average net profit of last three financial years or any part thereof, the Company shall provide reasons for not spending the amount in its Board Report.
2	A responsibility statement of the CSR committee that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the Company.

Vivek Jain
Managing Director

Noida
30th July, 2015

Shanti Prashad Jain
Chairman, CSR Committee

Noida
30th July, 2015

Corporate Governance Report

In compliance with Clause 49 of the Listing Agreement with Stock Exchanges, the Company is pleased to submit this report on the matters mentioned in the said Clause and the practices followed by the Company in this regard.

1. A brief statement on the Company's philosophy on Code of Governance

Corporate Governance is the system by which companies are directed and controlled by the management in the best interest of the Shareholders and others; ensuing greater transparency and better and timely financial reporting. Corporate Governance therefore generates long term economic value for its Shareholders.

Gujarat Fluorochemicals Limited believes that the implementation of Corporate Governance principles generates public confidence in the corporate system. With this belief, the Company has initiated significant measures for compliance with Corporate Governance.

2. Board of Directors

As at the end of the Financial Year on 31st March 2015, the Board of Directors consisted of 11 Directors of which 3 were Executive Directors and 8 were Non-Executive Directors. Hence, the composition of the Board of Directors consisted of optimum combination of Executive and Non-Executive Directors as required under Clause 49 II A 1 of the Listing Agreement. Further, the Company did not have a regular Non-Executive Chairman and, as per the requirements of Clause 49 II A 2 of the Listing Agreement, fifty percent of the Board is required to consist of Independent Directors. The Board of Directors consisted of 5 Independent Directors and 6 Non-Independent Directors. During the Financial year under review, the Company was in the process of identifying a suitable candidate to be inducted on the Board as a Woman Independent Director in order to comply with the balance requirements of Clause 49 II A 1 and 2 of the Listing Agreement. After the close of the Financial Year 2014-15, Ms Vanita Bhargava was appointed on the Board of the Company as a Woman Independent Director with effect from 28th April, 2015. Thus the composition of the Board is in compliance with all the requirements of Clause 49 II A 1 and 2 of the Listing Agreement except for the period from 1st October, 2014 to 28th April, 2015.

During the Financial Year, 2014-15, the Board met 5 (Five) times on following dates, namely, 25th April, 2014, 29th May, 2014, 29th July, 2014, 21st October, 2014 and 17th January, 2015.

The following table gives details of Directors, details of attendance of Directors at Board Meetings, at the Annual General Meeting, and number of memberships held by the Directors in the Board / Committees of various Companies as on 31st March, 2015:

Name of the Director	Position	Number of Board Meetings attended	Whether attended last AGM	Number of other Directorships / Committee Memberships / Chairmanships (*)		
				Other Directorship	Committee Membership	Committee Chairmanship
Shri Devendra Kumar Jain	Non-Independent Director	5	No	10	-	-
Shri Shailendra Swarup	Independent Director	5	No	10	1	-
Shri Vivek Jain	Managing Director	5	Yes	17	6	-
Shri Dinesh Kumar Sachdeva	Whole-time Director	2	Yes	-	-	-
Shri Pavan Jain	Non-Independent Director	2	No	16	2	5
Shri Om Prakash Lohia	Independent Director	3	No	4	-	-
Shri Jitendra Singh Bedi	Whole-time Director	3	No	-	-	-
Dr S Rama Iyer	Independent Director	4	No	7	4	-
Shri Deepak Asher	Non-Independent Director	5	Yes	7	5	-
Shri Shanti Prashad Jain	Independent Director	5	No	7	4	1
Shri Rajagopalan Doraiswami	Independent Director	1	No	-	-	-
Shri Paresh Trivedi (ceased to be a Director with effect from 27 th June, 2014)	Whole-time Director	0	No	1	-	-

(*) Committee Membership and Chairmanship includes that of Audit Committee and Stakeholders' Relationship Committee of other companies.

Corporate Governance Report



Other Directorships, etc.:

None of the Directors are a Director in more than 10 Public Limited Companies or act as an Independent Director in more than 7 Listed Companies. Further, none of the Directors act as a Member of more than 10 Committees or acts as a Chairman of more than 5 Committees across all Public Limited Companies in which he is a Director.

3. Independent Directors

Formal Letter of Appointment:

Independent Directors of the Company has been issued a formal Letter of Appointment setting out in detail, the terms of appointment, duties and responsibilities. A copy of letter issued to all the Independent Directors has been disclosed on the Company's website. The same can be viewed at http://www.gfl.co.in/Appointment_letter.php

Separate Meeting of Independent Directors:

As stipulated under Section 149 of the Companies Act, 2013 (the "Act"), read with Schedule IV of the said Act and the Listing Agreement with the Stock Exchanges, a separate meeting of the Independent Directors of the Company was held on 17th January, 2015 with the following agenda:

- to review performance of Non-Independent Directors and the Board as a whole;
- to review the performance of the Chairperson of the Company taking into account the views of the Executive and Non-Executive Directors of the Company; and
- to assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Familiarization Programme for Independent Directors:

At the Meeting of the Board of Directors of the Company held on 29th May, 2014, the Board of Directors was presented with a statement showing the duties of Directors as defined under Section 166 of the Companies Act, 2013 (the "Act") and also duties as well as role and functions of Independent Directors as defined under Section 149 read with Schedule IV of the Act. Further, at the Meeting of the Independent Directors of the Company held on 17th January, 2015, a presentation was made by Shri Deepak Asher, Director & Group Head (Corporate Finance) of the Company, on the nature of industry in which the Company operates and its business model. Details of Familiarization Programme for Independent Director has been disclosed on the Company's website. The same can be viewed at http://gfl.co.in/familiarization_programme.html.

4. The Company has constituted the following Board-level Committees, namely

- a. Audit Committee.
- b. Nomination and Remuneration Committee.
- c. Stakeholders' Relationship Committee.
- d. Corporate Social Responsibility Committee.

a) Audit Committee

The Audit Committee comprises of three Directors with Shri Shanti Prashad Jain as Chairman of the Audit Committee.

During the Financial Year 2014-15, the Audit Committee met 4 (Four) times on following dates, namely, 29th May, 2014, 29th July, 2014, 21st October, 2014 and 17th January, 2015.

The composition of Audit Committee is in compliance with Section 177 of the Companies Act, 2013 read with relevant Rules made thereunder and Clause 49 of the Listing Agreement. The details of composition of Audit Committee and the Meetings attended by the Directors are given below:

Name	Position	Committee Meetings held during the year	Number of Meetings attended
Shri Shanti Prashad Jain, Independent Director	Chairman	4	4
Shri Devendra Kumar Jain, Non-Independent Director	Member	4	4
Shri Shailendra Swarup, Independent Director	Member	4	4

The Company Secretary acts as the Secretary to the Audit Committee. Pursuant to the provisions of Section 177 of the Companies Act, 2013 read with relevant Rules made thereunder and Clause 49 of the Listing Agreement, the Board of Directors at its Meeting held on 29th May, 2014, has redefined the powers and terms of reference of the Audit Committee which are given hereunder:

Corporate Governance Report

Terms of Reference

The role of the Audit Committee shall include the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Shri Shanti Prashad Jain, Chairman of the Audit Committee was unable to attend last Annual General Meeting held on 10th September, 2014 due to unavoidable circumstances.

Corporate Governance Report



b) Nomination and Remuneration Committee

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with relevant Rules made thereunder and Clause 49 of the Listing Agreement, the Board of Directors at its Meeting held on 29th May, 2014, has constituted a Nomination & Remuneration Committee which consists of majority of Independent Directors.

The Company held 1 (One), Nomination and Remuneration Committee Meeting during the year on 29th July, 2014.

The details of composition of the Nomination & Remuneration Committee together with the Meeting held and attendance is as follows:

Name of Director	Position	Committee Meetings held during the year	Number of Meetings Attended
Shri Shanti Prashad Jain, Independent Director	Chairman	1	1
Shri Deepak Asher, Non-Independent Director	Member	1	1
Shri Om Prakash Lohia, Independent Director	Member	1	1

The Terms of Reference of the Nomination & Remuneration Committee (NR Committee) are in accordance with the referred Section and Clause 49 of the Listing Agreement.

Terms of Reference

- a. To lay down criteria for identifying persons who are qualified to become Directors and who may be appointed in Senior Management of the Company in accordance with the criteria laid down by NR Committee and recommend to the Board their appointment and removal.
- b. To lay down criteria to carry out evaluation of every Director's performance.
- c. To formulate criteria for determining qualification, positive attributes and Independence of a Director;
- d. To determine the composition and level of remuneration, including reward linked with the performance, which is reasonable and sufficient to attract, retain and motivate Directors, KMP, Senior Management Personnel & other employees to work towards the long term growth and success of the Company.

The Board of Directors of the Company at its meeting held on 29th July, 2014 has adopted following Nomination and Remuneration Policy of the Company which was reviewed and recommended by the Nomination and Remuneration Committee of the Company.

Nomination and Remuneration Policy

1. Preface:

The present Human Resource Policy of the Company considers human resources as its invaluable assets and has its objective the payment of remuneration to all its employees appropriate to employees' role and responsibilities and the Company's goals based on the performance of each of its employees in the Company.

This Nomination and Remuneration Policy (NR Policy) has been formulated, inter alia, for nomination and remuneration of Directors, Key Managerial Personnel (KMP), Senior Management Personnel and other Employees of Gujarat Fluorochemicals Limited (hereinafter referred to as the Company), in accordance with the requirements of the provisions of Section 178 of the Companies Act, 2013 and Listing Agreement.

2. Objectives of this NR Policy:

- a. To lay down criteria for identifying persons who are qualified to become Directors and who may be appointed in Senior Management of the Company in accordance with the criteria laid down by NR Committee and recommend to the Board their appointment and removal.
- b. To lay down criteria to carry out evaluation of every Director's performance.
- c. To formulate criteria for determining qualification, positive attributes and Independence of a Director;
- d. To determine the composition and level of remuneration, including reward linked with the performance, which is reasonable and sufficient to attract, retain and motivate Directors, KMP, Senior Management Personnel & other employees to work towards the long term growth and success of the Company.

3. Definitions:

- a. "Board" means the Board of Directors of the Company.
- b. "Directors" means the Directors of the Company.
- c. "Committee" means the Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board from time to time.

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- d. "Company" means Gujarat Fluorochemicals Limited.
- e. "Key Managerial Personnel"(KMP) means
 - Managing Director; or Chief Executive Officer; or Manager and in their absence, a Whole-time Director;
 - Company Secretary;
 - Chief Financial Officer
- f. "Senior Management Personnel"means, the personnel of the Company who are members of its core management team excluding Board of Directors and KMPs, comprising of all members of management on level below the Executive Directors including the functional heads.
- g. "Other employees" means, all the employees other than the Directors, KMPs and the Senior Management Personnel.

4. NR Policy

NR Policy is divided into three parts as follows:

I Qualifications

Criteria for identifying persons who are qualified to be appointed as a Directors / KMP /Senior Management Personnel of the Company:

a Directors

Section 164 of the Companies Act, 2013 states disqualifications for appointment of any person to become Director of any Company. Any person who in the opinion of the Board is not disqualified to become a Director, and in the opinion of the Board, possesses the ability, integrity and relevant expertise and experience, can be appointed as Director of the Company.

b Independent Directors

For appointing any person as an Independent Director he/she should possess qualifications as mentioned in Rule 5 of The Companies (Appointment and Qualification of Directors) Rules, 2014.

c Senior Management Personnel and KMP and Other Employees

The Company has an Organogram displaying positions of Senior Management including KMP and other positions with the minimum qualifications and experience requirements for each positions which commensurate with the size of its business and the nature and complexity of its operations. Any new recruit in the Company is to match the requirements prescribed in the Organogram of the Company.

II Remuneration

a Structure of Remuneration for the Managing Director, Key Managerial Personnel and Senior Management Personnel

The Managing Director, Key Managerial Personnel and Senior Management Personnel (other than Non-executive Directors) receive Basic Salary and other Perquisites. The Perquisites include other allowances. The Managing Director is also eligible for payment of Commission on net profits as permissible under Section 197 of the Companies Act, 2013 and approved by the Shareholders from time to time to be payable to the Managing Director of the Company . The total salary includes fixed and variable components.

The Company's policy is that the total fixed salary should be fair and reasonable after taking into account the following factors:

- The scope of duties, the role and nature of responsibilities
- The level of skill, knowledge and experience of individual
- Core performance requirements and expectations of individuals
- The Company's performance and strategy
- Legal and industrial Obligations

The table below depicts the standard components of remuneration package

Fixed Component		
Basic Salary	Allowances	Superannuation

b Structure of Remuneration for Non-executive Director

Non-Executive Directors are remunerated to recognize responsibilities, accountability and associated risks of Directors. The total remuneration of Non-Executive Directors may include all, or any combination of following elements:

- i. Fees for attending meeting of the Board of Directors as permissible under Section 197 of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and decided at the Meeting of the Board of Directors.

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- ii. Fees for attending meetings of Committees of the Board which remunerate Directors for additional work on Board Committee as permissible under Section 197 of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and decided at the Meeting of the Board of Directors.
 - iii. Commission on net profits as permissible under Section 197 of the Companies Act, 2013 and decided by the Board from time to time to be payable to any of the Non-executive Director.
 - iv. Non-Executive Directors are entitled to be paid all traveling and other expenses they incur for attending to the Company's affairs, including attending and returning from General Meetings of the Company or Meetings of the Board of Directors or Committee of Directors.

Any increase in the maximum aggregate remuneration payable beyond permissible limit under the Companies Act, 2013 shall be subject to the approval of the Shareholders' at the Annual General Meeting by special resolution and/or of the Central Government, as may be applicable.

c Structure of Remuneration for Other Employees

The power to decide structure of remuneration for other employees has been delegated to HR Department of the Company.

III Evaluation

a Criteria for evaluating Non-Executive Board Members:

Section 149 of the Companies Act, 2013 read with Schedule IV of the said Act states that the Independent Directors shall at its separate meeting review performance of Non-Independent Directors and the Board as a whole and the performance evaluation of Independent Directors shall be done by the entire Board of Directors excluding the Director being evaluated.

b Criteria for evaluating performance of Key Managerial Personnel and Senior Management Personnel

Criteria for evaluating performance of KMP and Senior Management Personnel shall be as per the HR Guideline on Performance Management System and Development Plan of the Company.

c Criteria for evaluating performance of Other Employees

The power to decide criteria for evaluating performance of Other Employees has been delegated to HR Department of the Company.

5 Communication of this Policy

For all Directors, a copy of this Policy shall be handed over within one month from the date of approval by the Board. This Policy shall also be posted on the web-site of the Company and in the Annual Report of the Company.

6 Amendment

Any change in the Policy shall, on recommendation of NR Committee, be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

The Nomination and Remuneration Policy is placed on the website of the Company. The same can be viewed at <http://www.gfl.co.in/pdf/Gujarat-Fluorochemicals-Limited-Nomination-and-Remuneration-Policy.pdf>

During the year under review, the Company has paid remuneration to all its Directors as per the details given below:

Remuneration paid during the Financial 2014-15

Corporate Governance Report

Name of Director	Relationship With other Directors	Business Relationship with the Company, if any	All elements of Remuneration package i.e. salary, benefits, bonuses, pension, etc.	Service Contracts, Notice Period, Severance Fee	
Shri Dinesh Kumar Sachdeva	None	Whole-Time Director Particulars	₹.in Lakh Salary : 16.02 Allowances : 3.66 Perquisites : 1.20 Contribution To PF : 1.92 Total : 22.80	Service Contract 29.11.2013 to 28.11.2014 29.11.2014 to 28.11.2015	
Shri Jitendra Singh Bedi (Resigned on 25 th April, 2015)	None	Whole-Time Director Particulars	₹.in Lakh Salary : 21.70 Allowances : 49.12 Perquisites : 0.00 Contribution To PF : 2.60 Total : 73.42	Service Contract 01.12.2013 to 30.11.2014 01.12.2014 to 25.04.2015	
Shri Paresh Nanubhai Trivedi (Resigned on 27 th June, 2014)	None	Whole-Time Director Particulars	₹.in Lakh Salary : 7.23 Allowances : 29.20 Perquisites : 0.00 Contribution To PF : 0.87 Total : 37.30	Service Contract 22.10.2013 to 27.06.2014	
Shri Devendra Kumar Jain	Relative of Shri Pavan Jain and Shri Vivek Jain	Director	Particulars Commission:	₹.in Lakh 130.39	Five years from Financial Year 2014-15

The following are the details of Sitting Fees paid to the Directors for attending the Board / Committee Meetings:

Name of the Director	Total ₹
Shri Devendra Kumar Jain	180000
Shri Pavan Jain	40000
Shri Shailendra Swarup	200000
Dr S Rama Iyer	100000
Shri Deepak Asher	100000
Shri Shanti Prashad Jain	200000
Shri Rajagopalan Doraiswami	60000

c Stakeholders' Relationship Committee

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with relevant Rules made thereunder and Clause 49 of the Listing Agreement, the Board of Directors at its Meeting held on 29th May, 2014, has changed the name of its Share Transfer and Investors Grievance Committee to Stakeholders' Relationship Committee.

The Company held 3 (Three) Stakeholders' Relationship Committee Meetings during the year, on 7th August, 2014, 18th December, 2014 and 5th March, 2015.

The details of composition of Stakeholders Relationship Committee together with the Meetings held and attendance is as follows:

Name of the Director	Position	Committee Meetings held during the year	No of Meetings attended
Shri Devendra Kumar Jain, Non-Independent Director	Chairman	3	3
Shri Vivek Jain, Non-Independent Director	Member	3	3
Shri Pavan Jain, Non-Independent Director	Member	0	0

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Terms of Reference

The Committee specifically looks after the redressal of Shareholders and Investor complaints for non-receipt of Share Certificate after transfer, non-receipt of dividend, etc, and to ensure their expeditious disposal. The Committee approves the request for share transfers, transmission, re-materialization, issue of duplicate share certificates, splitting and consolidation of Share Certificates after the same are processed and approved by the Company's Registrar and Share Transfer Agent viz. Link Intime India Private Limited.

Shri Bhavin Desai, Company Secretary acts as Compliance Officer of the Company.

During the year ended on 31st March, 2015, the Company has received 21 complaints which were replied / resolved to the satisfaction of the Shareholders and no requests for transfer were pending for approval as on 31st March, 2015.

d Corporate Social Responsibility Committee

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with relevant Rules made thereunder, the Board of Directors at its Meeting held on 29th May, 2014, has constituted a Corporate Social Responsibility Committee.

The details of composition of Corporate Social Responsibility Committee together with the Meetings held and attendance is as follows:

Name of Director	Position	Committee Meetings held during the year	Number of Meetings attended
Shri Shanti Prashad Jain, Independent Director	Chairman	1	1
Shri Vivek Jain, Non-Independent Director	Member	1	1
Shri Deepak Asher, Non-Independent Director	Member	1	1

The Board of Directors of the Company at its meeting held on 21st October, 2014 has adopted a Corporate Social Responsibility Policy ("CSR Policy") of the Company which was reviewed and recommended by the Corporate Social Responsibility Committee of the Company. The CSR Policy of the Company is disclosed on the Company's website. The same can be viewed at http://www.gfl.co.in/pdf/CSR_Policy_Final_05112014.pdf

5. Subsidiary Companies:

In compliance with the provision of Clause 49 (V) (c) of the Listing Agreement, the Company has formulated a policy for determining 'material' subsidiaries and such policy has been disclosed on the Company's Website. The same can be viewed at <http://www.gfl.co.in/pdf/GFL%20-%20Material%20Subsidiary%20Company%20Policy.pdf>

6. General Body Meetings

The particulars of last 3 (Three) Annual General Meetings of the Company and details of Special Resolutions passed, if any, at these Meetings are given hereunder:

Financial Year	Date and Time	Location	Details of Special Resolution passed
2011-12	27 th July, 2012 at 03.30 pm	Survey Number 26 & 27, Village Ranjitnagar 389380, Taluka Ghoghambha, District Panchmahal	Nil
2012-13	23 rd August, 2013 at 03.30 pm	-do-	Nil
2013-14	10 th September, 2014 at 03.30 pm	-do-	<ol style="list-style-type: none">Re-appointment of Shri Dinesh Kumar Sachdeva as a Whole-time Director for a period of one year from 29th November, 2014.Payment of remuneration by way of Commission to Shri Devendra Kumar Jain, Director of the Company under Section 197 of the Companies Act, 2013.Authority to the Board of Directors to borrow in excess of paid-up capital and free reserves of the Company.Authority to the Board of Directors of the Company to create charge or mortgage in favour of lending institutions or to sell, lease or dispose of undertaking of the Company.Approval of Related Party transactions under Section 188 of the Companies Act, 2013.

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During the year ended on 31st March, 2015, the following Special Resolution was passed by the Company's Members through Postal Ballot

Resolution

Special Resolution:	Authority to the Board of Directors of the Company to create charge or mortgage in favour of lending institutions or to sell, lease or dispose of undertaking of the Company.
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Date of Passing the Resolution	10 th September, 2014
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Particulars	Total No. of Valid Votes	Details of voting pattern		Mode of Voting (E-voting and Postal Ballot)		Not voted	% of Votes Cast
		Votes assenting the Resolution	% of Votes Cast	Votes dissenting the Resolution	% of Votes Cast		
Votes cast through physical Postal Ballots	0	0	0	0	0	0	0.00
Votes cast through Electronic Mode	81451408	81411822	99.95	39586	0.05	0	0.00
Total (A)	81451408	81411822	99.95	39586	0.05	0	0.00

The Board of Directors had appointed M/s. Samdani Shah & Associates, Vadodara, Practicing Company Secretaries, as scrutinizer for conducting the Postal Ballot process in fair and transparent manner in both the cases above.

No special resolution is proposed to be conducted through postal ballot at the current Annual General Meeting of the Company.

The details of results of voting is disclosed on website of the Company. The same can be viewed at http://www.gfl.co.in/pdf/GFL_Voting_Results_to_Stock_Exchnages_Stock_Exchange.pdf

7. Disclosures

a) Materially significant related party transactions:

There were no materially significant transactions with related parties during the Financial Year which were in conflict with the interest of the Company. Suitable disclosure of related party transactions as required by the Accounting Standards (AS18) has been made in the Note No. 53 to the Standalone Financial Statement and in the Board's Report as required under Section 134 of the Companies Act, 2013.

The Board has also approved a policy on Materiality of Related Party Transactions which also includes procedure to deal with Related Party Transactions and such policy has been put up on the Company's Website. The same can be viewed at <http://www.gfl.co.in/pdf/GFL%20-%20Related%20Party%20Transaction%20Policy.pdf>

b) Details of non-compliance:

During the last three years, there were no instances of non-compliance, penalties or strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets.

c) Whistle Blower Policy:

The Company has adopted Whistle Blower Policy at its Board Meeting held on 29th May 2014 to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. Adequate safeguards have been provided in the Policy to prevent victimization of Directors/Employees. No personnel has been denied access to the Audit Committee. A copy of Company's Whistle Blower Policy has been put up on Company's Website. The same can be viewed at <http://www.gfl.co.in/pdf/Whistleblower-Policy-FINAL-29052014-Website.pdf>

d) Disclosure about Directors being appointed / re-appointed:

The brief resume and other information required to be disclosed under this section is provided in the Notice of the Annual General Meeting.

e) Management Discussion and Analysis Report:

Management Discussion and Analysis Report is set out in the Board's Report forming part of the Annual Report.

Corporate Governance Report



f) CEO/CFO Certification

The Company has obtained a certificate from the Managing Director and Chief Financial Officer in respect of matters stated in Clause 49 (IX) of the Listing Agreement.

g) All the mandatory requirements of Clause 49 of the Listing Agreement have been complied by the Company.

h) Adoption of Non Mandatory requirement

Audit qualification: For the year ended 31st March, 2015, there is no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure the regime of unqualified financial statements.

8. Means of communication

The quarterly / annual Financial Results as also Annual Report of the Company/Subsidiaries during / for the year ended 31st March, 2015 were submitted with the Stock Exchanges immediately after they were approved by / taken on record by the Board and published in well-circulated Gujarati (Vadodara Samachar) and English dailies (Financial Express and / or Business Standard) as well. The said results along with official news releases and presentations made to the institutional investors / analysts have been posted on the Company's website viz www.gfl.co.in

9. General Shareholder information

9.1	Annual General Meeting	Tuesday, 29 th September, 2015
9.2	Financial Year	April to March
9.3	Book Closure Date	23 rd September, 2015 to 29 th September, 2015
9.4	Dividend Payment Date	On or before 28 th October, 2015
9.5	Listing of Equity Shares	National Stock Exchange of India Limited, Exchange Plaza, Bandra – Kurla Complex, Bandra (E), Mumbai 400 051 BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 The Calcutta Stock Exchange Association Limited. 7, Lyons Range, Kolkata 700 001 (The Company's application for voluntarily delisting of its equity shares with The Calcutta Stock Exchange Association Limited is pending with the Stock Exchange since 2004).
9.6	Stock Code	
	BSE Limited	500173
	National Stock Exchange of India Limited (symbol)	GUJFLUORO
	Demat ISIN Number in NSDL and CDSL	INE538A01037

9.7 Company's Share Price data

	BSE Limited (BSE)				National Stock Exchange (NSE)			
	Monthly low price (in ₹)	Monthly high price (in ₹)	Quantity in Nos.	Value in ₹ in Lakh	Monthly low price (in ₹)	Monthly high price (in ₹)	Quantity in Nos.	Value in ₹ in Lakh
April, 2014	285.10	334.90	558748	2461.89	292.50	335.00	1443018	4584.16
May, 2014	303.00	409.95	403710	2200.15	300.80	407.90	1882758	6711.76
June, 2014	400.70	482.85	231444	2054.43	400.55	482.55	1387508	6212.49
July, 2014	451.25	552.50	653082	3928.55	461.10	551.95	1616309	8324.91
August, 2014	476.15	528.00	152617	1100.82	477.00	530.00	1632476	8085.19
September, 2014	503.00	694.60	171876	2790.90	510.30	695.00	3251707	19582.60
October, 2014	663.00	784.00	243627	2904.43	660.00	783.00	1440541	10456.18
November, 2014	708.00	817.00	75743	1297.25	706.95	816.00	871544	6695.09
December, 2014	687.50	777.00	36115	742.50	650.25	780.95	622199	4065.55
January, 2015	709.80	794.00	120893	1778.76	707.30	795.00	820718	6216.58
February, 2015	724.35	800.75	77221	1407.46	722.50	801.00	1445563	11024.21
March, 2015	664.00	807.00	485909	6257.07	660.45	807.00	3567280	26752.57

Corporate Governance Report

9.8 Company's share price performance in comparison to BSE SENSEX based on share price on 31st March, 2015

Financial Year	% change	Company in comparison to SENSEX
2014-15	Company's share price	SENSEX
	120.84	24.49
		96.35

Company's share price performance in comparison to NIFTY based on share price on 31st March, 2015

Financial Year	% change	Company in comparison to NIFTY
2014-15	Company's share price	NIFTY
	119.93	26.18
		93.75

9.9 Registrar and Share Transfer Agents

For lodgment of transfer deeds and other documents or any grievances / complaints, Investors may contact the Company's Registrar and Share Transfer Agents at the following address:

Link Intime India Private Limited, B – 102 & 103, Shangrila Complex, First Floor, Near Radhakrishna Char Rasta, Akota, Vadodara 390 020.

9.10 Share Transfer System

Trading in the Company's shares on the Stock Exchanges takes place in electronic form. However, the share transfers which are received in physical form are processed and the Share Certificates returned within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects.

9.11 Distribution of Shareholding as on 31st March, 2015

Shareholding of nominal value of Rs	No of shareholders	% to total	Number of shares	Amount in ₹	% to total
1- 500	8511	68.98	860493	860493	0.78
501 to 1000	2506	20.31	2360910	2360910	2.15
1001 to 2000	504	4.08	873649	873649	0.79
2001 to 3000	164	1.33	448038	448038	0.41
3001 to 4000	111	0.90	412028	412028	0.38
4001 to 5000	113	0.92	549016	549016	0.50
5001 to 10000	168	1.36	1270915	1270915	1.16
10001 and above	261	2.12	103074951	103074951	93.83
Total	12338	100.00	109850000	109850000	100.00

Shareholding Pattern of the Company as on 31st March, 2015 is as under:

Sr. No.	Category	No. of shares held	% of total share holding
A	Shareholding of Promoters and Promoters' Group		
1	Indian Promoters	7,50,64,900	68.33
	Sub-Total of A	7,50,64,900	68.33
B	Non-Promoters; Holding		
1	Institutions		
a	Mutual Funds and UTI	41,74,251	3.80
b	Banks, Financial Institutions, Insurance Companies	47044	0.04
c	Central / State Government	500	0.00
d	Foreign Institutional Investors	28,29,549	2.58
	Foreign Portfolio Investment Corporation	4,67,903	0.43
	Foreign Company	2,000	0.00
	Sub-Total of B (1)	75,21,247	6.85
2	Non-Institutions		

Corporate Governance Report



Sr. No.	Category	No. of shares held	% of total share holding
a	Bodies Corporate	1,18,51,889	10.79
b	Individual	1,39,82,831	12.73
c	Non-Resident	7,92,527	0.72
d	Clearing Member	5,57,706	0.51
e	Others	78,900	0.07
	Sub-Total B (2)	2,72,63,853	24.82
	Sub-Total of B (1) + B (2)	3,47,85,100	31.67
	Grand Total (A+B)	10,98,50,000	100.00

Particulars of shares held by Non-Executive Directors

Sr No	Name of Non-Executive Director	No of shares held	% of total share holding
1	Shri Devendra Kumar Jain	20,100	0.02
2	Shri Pavan Jain	20,100	0.02
3	Shri Shailendra Swarup	10,000	0.01
4	Shri Shanti Prashad Jain	1,000	0.00

9.12 Dematerialization of shares

The Company's Equity Shares are traded compulsorily in dematerialized form. Approximately 98.46% of the Equity Shares issued by the Company have been dematerialized upto 31st March, 2015.

9.13 Outstanding GDRs/ADRs/Warrants:

The Company has not issued GDRs/ADRs/Warrants or any convertible instruments.

9.14 Liquidity

The Company's Equity Shares are traded on BSE Limited and National Stock Exchange of India Limited. Relevant data of BSE Limited and National Stock Exchange for the Financial Year 2014-15 is given in 9.7 above.

9.15 Listing Fees

The Company has paid the Annual Listing Fees for the Financial Year 2014-15 to the NSE and BSE on which the securities are listed.

9.16 Plant location

Ranjitnagar Plant

Survey Number 16/3, 26 and 27, Ranjitnagar 389 380, Taluka Ghoghamba, District Panchmahal, Gujarat State

Dahej Plant

Plot Number 12-A, GIDC, Dahej Industrial Estate, Taluka Vagra, District Bharuch, Gujarat State

9.17 (i) Address for Investor Correspondence

Link Intime India Private Limited, B – 102 & 103, Shangrila Complex, First Floor, Near Radhakrishna Char Rasta, Akota, Vadodara 390020

ii Any query on Annual Report

Company Secretary, Gujarat Fluorochemicals Limited, ABS Towers, 2nd Floor, Old Padra Road, Vadodara 390 007

9.18 Code of Conduct

The Board of Directors of the Company had laid down a Code of Conduct for all the Board Members and Senior Management of the Company which was amended at its meeting held on 21st October, 2014 by including duties of Independent Directors. All the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct. The Code of Conduct is placed on the website of the Company at http://www.gfl.co.in/corporate_governance.htm

9.19 Declaration by the CEO under Clause 49 II (E) of the Listing Agreement:

DECLARATION

I, Vivek Jain, Managing Director of Gujarat Fluorochemicals Limited, declare that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the Board and Senior Management Personnel for the year ended 31st March, 2015.

30th July, 2015
Noida

Vivek Jain
Managing Director

By Order of the Board

Place: Noida

Devendra Kumar Jain

Vivek Jain

Date: 30th July, 2015

Chairman

Managing Director

CERTIFICATE



To the Members of Gujarat Fluorochemicals Limited

We have examined the compliance of conditions of Corporate Governance by Gujarat Fluorochemicals Limited, for the year ended on 31st March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement, in all material respect except;

- (a) Composition of Board for the period from 1st October, 2014 to 28th April, 2015 was not in compliance of Clause 49 II A 1 and 2 of the Listing Agreement and;
- (b) the Chairman of the Audit Committee had not attended the last Annual General Meeting of the Company for the reasons mentioned in paragraph 4 (a) of the Corporate Governance Report prepared by the Company.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Stakeholders' Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of
Patankar & Associates
Chartered Accountants
Firm Registration no 107628W

Pune
30th July, 2015

MY Kulkarni
Membership No 35524
Partner

Independent Auditor's Report

to the members of Gujarat Fluorochemicals Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Gujarat Fluorochemicals Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the 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, 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 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 standalone 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 controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the said Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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.

Independent Auditor's Report

to the members of Gujarat Fluorochemicals Limited



- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of 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) 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 no. 36 to the financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses 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 **Patankar & Associates,**

Chartered Accountants

Firm's Registration No. 107628W

M. Y. Kulkarni

Partner

Membership No. 035524

Place: Pune

Date: 28th May, 2015

Annexure to Independent Auditor's Report to the members of Gujarat Fluorochemicals Limited on the standalone financial statements for the year ended 31st March, 2015 – referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date.

In term of the Companies (Auditors Report) Order, 2015 ("the Order"), on the basis of information and explanation given to us and the books and records examined by us in the normal course of audit and such checks as we considered appropriate, to the best of our knowledge and belief, we state as under:

1. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies have been noticed on such verification.
2. The inventories were physically verified by the management at reasonable intervals during the year. The procedures of physical verification followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business. The Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification of inventories as compared to book records.
3. The Company has granted unsecured loans to two companies covered in the register maintained under section 189 of the Companies Act. The parties are regular in repayment of principal and payment of interest and there are no overdue amounts.
4. In our opinion, there are generally adequate internal control procedures commensurate with the size of the Company and nature of its business for purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control systems in respect of these areas.
5. The Company has not accepted any deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the Rules framed thereunder and hence the provisions of clause 3(v) of the Order are not applicable to the Company.
6. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for maintenance of cost records under section 148(1) of the Companies Act, 2013 for activities of the Company to which the said Rules are made applicable, and are of the opinion that, *prima facie*, the prescribed accounts and records have been made and maintained.
7. The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income-tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it. There are no undisputed amounts payable in respect of such statutory dues which were in arrears as at 31st March, 2015 for a period of more than six months from the date they become payable.

Particulars of dues of service tax, duty of customs, duty of excise which have not been deposited on account of disputes are as under:

Name of the Statute	Nature of dues and the period to which the amount relates	Amount ₹ in Lakh)	Forum where dispute is pending
Service-tax (Finance Act, 1994)	Penalty on delay payment of Service tax on Banking & Financial services in respect of External Commercial Borrowings - 10.09.2004 to 30.06.2007	6.85	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
Central Excise Act, 1944	Excise Duty on freight recovered from customers - April 2007 to November 2007	363.34	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
Central Excise Act, 1944	Cenvat Credit availed on Capital goods - April 2006 to August 2011	51.59	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
Central Excise Act, 1944	Excise Duty on freight recovered from customers - April 2012 to December 2012	154.88	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
Central Excise Act, 1944	Excise Duty on freight recovered from customers - January 2013 to August 2013	57.72	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
Customs Act, 1962	Differential duty on Import of Coal on high seas - April 2012 to May 2012	113.04	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad <u>(appeal filed on 26th May, 2015)</u>
Customs Act, 1962	Differential duty on Import of Coal on high seas - 17 th March, 2012 to 28 th March, 2013	860.53	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad - <u>(appeal filed on 26th May, 2015)</u>

There are no dues of income tax, sales tax, wealth tax or cess, which have not been deposited on account of disputes.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013 and rules made thereunder has been transferred to such fund within time.

8. The Company does not have accumulated losses. The Company has not incurred cash losses during the current year and in the immediately preceding financial year.
9. The Company has not defaulted in repayment of dues to banks or financial institutions and the Company did not have any borrowings by way of debentures.
10. The terms and conditions on which the Company has given guarantee for a loan taken by its step-subsidiary company from a bank, are not, *prima facie*, prejudicial to the interest of the Company.
11. The Company has applied the term loans for the purpose for which these loans were raised.
12. No fraud on or by the Company has been noticed or reported during the course of our audit.

For **Patankar & Associates**,
Chartered Accountants
Firm's Registration No. 107628W

M. Y. Kulkarni
Partner
Membership No. 035524

Place: Pune
Date: 28th May, 2015

Standalone Balance Sheet

as at 31st March, 2015

(₹ in Lakh)

	Note No.	As at 31 st March, 2015	As at 31 st March, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share capital	4	1098.50	1098.50
(b) Reserves and surplus	5	284460.39	251370.78
		285558.89	252469.28
(2) Non-current liabilities			
(a) Long-term borrowings	6	23799.89	29310.33
(b) Deferred tax liabilities (net)	47	26550.72	20199.17
(c) Other long-term liabilities	7	188.78	235.98
(d) Long-term provisions	8	914.30	741.93
		51453.69	50487.41
(3) Current liabilities			
(a) Short-term borrowings	9	41832.63	35202.18
(b) Trade payables	10	10653.98	12018.86
(c) Other current liabilities	11	12312.58	10095.09
(d) Short-term provisions	12	5168.84	5015.49
		69968.03	62331.62
TOTAL		406980.61	365288.31
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	13	193477.88	159458.70
(ii) Intangible assets	14	5936.64	3353.40
(iii) Capital work-in-progress		10895.45	42823.38
(b) Non-current investments	15	42047.33	24775.53
(c) Long-term loans and advances	16	37764.72	41335.37
(d) Other non current assets	17	2.24	1.00
		290124.26	271747.38
(2) Current assets			
(a) Current investments	18	1266.38	21605.35
(b) Inventories	19	36712.82	31695.40
(c) Trade receivables	20	38541.62	31671.92
(d) Cash and bank balances	21	34636.61	848.03
(e) Short-term loans and advances	22	5378.04	5524.25
(f) Other current assets	23	320.88	2195.98
		116856.35	93540.93
TOTAL		406980.61	365288.31

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For **PATANKAR & ASSOCIATES**
Chartered Accountants

M.Y.KULKARNI
Partner

For **GUJARAT FLUOROCHEMICALS LIMITED**

V. K. JAIN
Managing Director

DEEPAK ASHER
Director & Group Head
(Corporate Finance)

B. V. DESAI
Company Secretary

MANOJ AGRAWAL
Chief Financial Officer

Place: Pune
Dated: 28th May, 2015

Place: Noida
Dated: 28th May, 2015

Standalone statement of Profit and Loss for the year ended 31st March, 2015



(₹ in Lakh)

Particulars	Note No.	2014-2015	2013-2014
I. Revenue from operations	24	141166.48	122023.98
Less: Excise Duty		9069.40	7930.40
		132097.08	114093.58
II. Other income	25	5619.27	6505.95
III. Total Revenue (I + II)		137716.35	120599.53
IV. Expenses:			
Cost of materials consumed	26	41009.09	31925.09
Purchases of stock-in-trade	27	171.18	92.52
Changes in inventories of finished goods, work-in-progress and stock-in-trade	28	(4705.11)	4104.84
Employee benefits expense	29	9615.66	8069.45
Finance costs	30	5197.80	5528.46
Depreciation and amortization expense	31 / 34a	12385.32	10170.12
Other expenses	32	58193.59	50924.61
Total expenses		121867.53	110815.09
V. Profit before exceptional items and tax (III-IV)		15848.82	9784.44
VI. Exceptional items	39	(27905.05)	0.00
VII. Profit before tax (V-VI)		43753.87	9784.44
VIII. (A) Tax expense:			
(1) Current tax		8654.00	1340.00
(2) MAT credit entitlement		(8654.00)	(110.00)
(3) Deferred tax		5797.01	1137.93
		5797.01	2367.93
(B) Taxation pertaining to earlier years		(279.36)	(25.29)
		5517.65	2342.64
IX Profit for the year (VII-VIII)		38236.22	7441.80
X Basic & Diluted Earnings Per Share of Re 1 each (in ₹)	48	34.81	6.77

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For **PATANKAR & ASSOCIATES**
Chartered Accountants

M.Y.KULKARNI
Partner

For **GUJARAT FLUOROCHEMICALS LIMITED**

V. K. JAIN
Managing Director

DEEPAK ASHER
Director & Group Head
(Corporate Finance)

B. V. DESAI
Company Secretary

MANOJ AGRAWAL
Chief Financial Officer

Place: Pune
Dated: 28th May, 2015

Place: Noida
Dated: 28th May, 2015

Standalone Cash Flow Statement

For the year ended 31st March, 2015

(₹ in Lakh)

	2014-2015	2013-2014
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	43753.87	9784.44
Adjustments for :		
Depreciation and amortisation	12385.32	10170.12
Loss on retirement /disposal of fixed assets (net)	1797.40	5.00
Provision for diminution in value of investments	0.00	393.72
Provision for doubtful debts (net)	0.00	(0.83)
Bad debts and remissions	5.57	16.85
Liabilities and provisions no longer required, written back	(244.14)	(329.57)
Amounts written-off	452.12	13.15
Unrealised Foreign exchange (gain)/loss (net)	292.28	(353.98)
Income in respect of investing activities (net)	(34301.06)	(4926.23)
Finance costs	5197.80	5528.46
	(14414.71)	10516.69
Operating profit before working capital changes	29339.16	20301.13
Adjustments for :		
Other long term liabilities	(47.20)	30.78
Long-term provisions	172.37	22.75
Trade payables	(1364.88)	1789.49
Other current liabilities	1326.25	(542.14)
Short-term provisions	24.07	44.82
Long-term loans and advances	(33.31)	(51.07)
Inventories	(5017.42)	10415.80
Trade receivables	(7749.34)	1310.38
Short-term loans and advances	(616.49)	1900.82
Other current assets	(161.06)	489.21
	(13467.01)	15410.84
Cash generated from operations	15872.15	35711.97
Income-tax paid (net)	(7727.15)	(2371.41)
Net cash generated from operating activities	8145.00	33340.56
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets (including change in capital work in progress and capital advances)	(17944.76)	(14402.60)
Sale of fixed assets	863.91	189.70
Purchase of shares of subsidiary companies	(12705.98)	(3036.56)
Purchase of other investments	(61782.05)	(49406.93)
Redemption/sale of investments	110644.13	53278.81
Inter-corporate deposits given	(500.00)	(1200.00)
Inter-corporate deposits received back	10950.00	3671.00

Standalone Cash Flow Statement

For the year ended 31st March, 2015



	₹ in Lakh)	
	2014-2015	2013-2014
Interest and dividend received (net of expenses)	4260.99	2330.82
Movement in bank fixed deposits with original maturity of more than 12 months and margin money deposits (net)	79.70	(6.73)
Net cash generated from / (used in) investment activities	33865.94	(8582.49)
C CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of long term loans	(5981.92)	(7579.66)
Proceeds from/(repayment of) short term loans (net)	7597.86	(7701.11)
Proceeds from/(repayment of) cash credit/overdraft (net)	(309.20)	(2322.54)
Finance costs	(4945.08)	(5656.59)
Dividend paid (including tax on dividend)	(4498.17)	(2570.38)
Net cash used in financing activities	(8136.51)	(25830.28)
Net increase/(decrease) in cash and cash equivalents	33874.43	(1072.21)
Cash and cash equivalents as at the beginning of the year	555.34	1627.55
Cash and cash equivalents as at the end of the year	34429.77	555.34

Notes:

- (a) Cash and cash equivalents include bank balance of ₹ 31,988.45 Lakh in Public Issue Accounts, being Company's share in the IPO proceeds of Inox Wind Limited (subsidiary of the Company) - see note no. 21
- (b) Components of cash and cash equivalents are as per note no. 21

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For **PATANKAR & ASSOCIATES**
Chartered Accountants

M.Y.KULKARNI
Partner

Place: Pune
Dated: 28th May, 2015

For **GUJARAT FLUOROCHEMICALS LIMITED**

V. K. JAIN
Managing Director

Place: Noida
Dated: 28th May, 2015

DEEPAK ASHER
Director & Group Head
(Corporate Finance)

B. V. DESAI
Company Secretary

MANOJ AGRAWAL
Chief Financial Officer

Notes

to the Standalone Financial Statements for the Year Ended 31st March, 2015

1. CORPORATE INFORMATION

Gujarat Fluorochemicals Limited (the "Company") is a public limited company engaged in the business of manufacturing and trading of Refrigeration Gases, Anhydrous Hydrochloric Acid, Caustic Soda, Chlorine, Chloromethanes, Poly Tetrafluoroethylene (PTFE), Post Treated Poly Tetrafluoroethylene (PTPTFE) and revenue from carbon credits. The Company caters to both domestic and international markets. The shares of the Company are listed on Bombay Stock Exchange and National Stock Exchange of India. The Company is a subsidiary of Inox Leasing and Finance Limited.

2. BASIS OF PREPARATION

These financial statements have been prepared in accordance with the generally accepted accounting principles in India, under the historical cost convention and on accrual basis. These financial statements comply in all material respects with the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

Figures of the previous year have been regrouped or reclassified, wherever necessary, to confirm to current year's presentation.

3. SIGNIFICANT ACCOUNTING POLICIES

a) Fixed Assets:

Freehold land is carried at cost. Leasehold land is carried at cost, comprising of lease premium and expenses on acquisition thereof, as reduced by accumulated amortisation. Other fixed assets are carried at cost less accumulated depreciation. Cost comprises of purchase price / cost of construction, including any expenses attributable to bring the asset to its working condition for its intended use, and is net of Cenvat & VAT Credit. Borrowing costs directly attributable to acquisition or construction of qualifying fixed assets are capitalised. In respect of accounting periods commencing on or after 1st April, 2011, consequent to the amendment of Para 46A of AS 11, 'The Effects of Changes in Foreign Exchange Rates', the cost of depreciable capital assets includes foreign exchange differences arising on translation of long term foreign currency monetary items.

b) Depreciation & Amortization:

Consequent to Schedule II of the Companies Act, 2013 becoming effective from 1st April, 2014, depreciation/amortization is provided as under:

- i) On tangible fixed assets: Cost of leasehold land is amortised over the period of the lease. Depreciation on other fixed assets, excluding freehold land, is provided on straight line method at the rates determined as per the useful lives prescribed in Schedule II to the Companies Act, 2013.
- ii) On intangible fixed assets: Cost of technical know-how is amortized equally over a period of ten years. Cost of product development is amortised equally over a period of five years. Cost of software is amortized equally over a period of six years.

Upto 31st March, 2014, depreciation/amortization was provided as under:

- i) On tangible fixed assets: Cost of leasehold land was amortised over the period of the lease. Depreciation on other fixed assets, excluding freehold land, was provided on straight line method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956. Fixed Assets costing ₹ 5,000 or less were fully depreciated in the year of acquisition. Based on technical opinion, Windmill was considered as a continuous process plant and depreciation was provided at the rate applicable thereto.
- ii) On intangible fixed assets: Cost of technical know-how was amortized equally over a period of ten years and cost of software was amortized @ 16.21% p.a. on straight line method.

c) Impairment of Assets:

Consideration is given at each Balance Sheet date to determine whether there is any indication of impairment of the carrying amount of the Company's assets and impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount.

d) Investments:

Long term investments are carried at cost. Provision for diminution is made to recognise the decline, other than temporary, in the values of these investments. Current investments are carried at lower of cost and fair value.

e) Inventories:

Inventories are valued at lower of cost and net realisable value. Cost is determined using Weighted Average Method and is inclusive of appropriate overheads. Closing stock of finished goods and imported materials include excise duty and customs duty payable thereon, wherever applicable. Obsolete, defective and unserviceable stocks are duly provided for.

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to the Standalone Financial Statements for the Year Ended 31st March, 2015



f) Revenue Recognition:

The Company recognises sales when the significant risks and rewards of ownership of the goods have passed to the customers, which is generally at the point of dispatch of goods. Gross sales include excise duty but are exclusive of sales tax. Revenue from Carbon Credits is recognised on delivery thereof or sale of rights therein, as the case may be, in terms of the contract with the respective buyer and is net of payment towards cancellation of contracts. Income on sale of electricity generated is recognised on the basis of actual units generated and transmitted to the purchaser. Income from sale of Renewable Energy Certificate (REC) is recognised on delivery thereof or sale of rights therein, as the case may be, in terms of the contract with the respective buyer. Interest income is recognised on a time proportion basis, except in cases where interest is doubtful of recovery. Dividend income is recognised when the unconditional right to receive the dividend is established.

g) Employee Benefits:

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss in the year in which the related service is rendered. Company's contributions towards provident and pension funds viz. Defined Contribution Plan paid/payable during the year are charged to the Statement of Profit and Loss. Post employment benefits in the form of Gratuity and Leave Encashment are recognized as an expense in the Statement of Profit and Loss at the present value of the amounts payable determined on the basis of actuarial valuation techniques, using the projected unit credit method. Actuarial gains and losses are recognized in the Statement of Profit and Loss.

h) Borrowing Costs:

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset. Other borrowing costs are recognised as expenses in the Statement of Profit and Loss.

i) Taxes on income:

Income tax expense comprises of current tax & deferred tax charge. Deferred tax is recognised on timing differences, subject to consideration of prudence, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax in respect of timing differences which reverse during the tax holiday period is not recognised to the extent the Company's gross total income is subject to the deduction during the tax holiday period. Minimum Alternate Tax (MAT) paid on the book profits, which gives rise to future economic benefits in the form of tax credit against future income-tax liability, is recognized as an asset in the Balance Sheet if there is convincing evidence that the Company will pay normal tax within the period prescribed for utilization of such credit.

j) Foreign Currency Transactions and Forward Contracts:

- i) Transactions in foreign currency are recorded in rupees by applying the exchange rate at the date of the transaction. At the Balance Sheet date, monetary assets and liabilities in foreign currency are restated by applying the closing rate. Gains or losses on settlement of the transactions and restatement of monetary assets and liabilities are recognised in the Statement of Profit and Loss, except as mentioned in para (ii) below. In respect of forward exchange contracts entered, the difference between the forward rate and the exchange rate at the date of the transaction is recognised as income or expense over the life of such contract. Currency and interest rate swaps are accounted in accordance with the respective contracts. All other derivatives, which are not covered by AS 11, are measured using the mark-to-market principles and the net loss after considering the offsetting effect on the underlying hedge items is charged to the Statement of Profit and Loss. Net gains on the mark-to-market basis are not recognised.
- ii) The Central Government has vide its Notification no. G.S.R. 914(E) dated 29th December, 2011, amended AS 11 - 'The Effects of Changes in Foreign Exchange Rates', to the extent it relates to the recognition of losses or gains arising on restatement of long-term foreign currency monetary items in respect of accounting periods commencing on or after 1st April, 2011.
- iii) As stipulated in the Notification, the Company has exercised the option to adopt the following policy irrevocably for accounting periods commencing from 1st April 2011:
Long term foreign currency monetary items are translated at the exchange rate prevailing on the balance sheet date and the net exchange gain / loss on such conversion and on settlement of the liability, is adjusted to the cost of the asset, where the long-term foreign currency monetary items relate to the acquisition of a depreciable capital asset (whether purchased within or outside India), and depreciated over the balance life of the assets.

k) Accounting For Hedges and Derivatives:

The Company uses various forms of derivative instruments such as options and interest rate swaps to hedge its exposure on account of movements in foreign exchange and interest rates. The use of derivatives is governed by the Company's risk management strategy and the Company's risk management policies for use of such financial derivatives. The Company does not use derivative financial instruments for speculative purposes. The derivatives are entered only where the counterparty is a bank.

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to the Standalone Financial Statements for the Year Ended 31st March, 2015

In terms of the Notification by the Institute of Chartered Accountants of India on status of AS 30, "Financial Instruments: Recognitions and Measurement", the Company during the current year has adopted the rules for hedge accounting specified in AS 30. Accordingly, derivatives such as option contracts and interest rate swaps to hedge highly probable forecasted transactions which are outside the scope of AS 11 "The Effects of Changes in Foreign Exchange Rates" may be designated as a hedging instrument in a permitted hedging relationship if the conditions for hedge accounting are met including high hedge effectiveness at the inception and throughout the period of the hedge.

Derivatives covered by AS 11, or those that do not qualify for hedge accounting, or those not designated as an effective hedge in a permitted hedging relationship continue to be accounted for using the principle of prudence under AS 1, "Disclosure of Accounting Policies", and the mark-to-market losses if any are recognized fully in the Statement of Profit and Loss at each reporting date.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in 'Hedging Reserve Account'. The gain or loss relating to the ineffective portion is recognized immediately in Statement of Profit and Loss. Amounts previously recognized in 'Hedging Reserve Account' and are reclassified to Statement of Profit and Loss in the same periods when the hedged item affects Profit and Loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that had been deferred in equity will be recognised immediately in the Statement of Profit and Loss.

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. The hedged item is recorded at fair value and any gain or loss is recorded in the Statement of Profit and Loss and is offset by the gain or loss from the change in the fair value of the derivative.

Hedge accounting is discontinued on a prospective basis when the hedge no longer meets the hedge accounting criteria, when the hedging instrument expires or is sold, terminated, or exercised, or it no longer qualifies for hedge accounting, or when the Company revokes the hedging relationship.

I) Leases:

- i) Assets taken on operating lease

Lease rentals in respect of assets acquired on operating lease are charged to the Statement of Profit and Loss as per the terms of the respective lease agreements.

- ii) Assets given on operating lease

Assets given under operating lease are capitalised and included in the fixed assets. Lease income arising there from is recognised as income in the Statement of Profit and Loss as per the terms of the respective lease agreements.

m) Provisions and Contingent Liabilities:

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is possible obligation or a present obligation in respect of which the likelihood of outflow of resource is remote, no provision or disclosure is made.

n) Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported balances of assets and liabilities and disclosure of contingent liabilities, at the end of the accounting year and reported amounts of revenue and expenses during the year. Although these estimates are based on the management's knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

4. SHARE CAPITAL

(₹ in Lakh)

	As at 31st March, 2015	As at 31st March, 2014
4.1 Equity		
Authorized		
20,00,00,000 Equity Shares of Re 1 each	2000.00	2000.00
Issued, Subscribed and Fully Paid Up		
10,98,50,000 Equity Shares of Re 1 each	1098.50	1098.50
Total	1098.50	1098.50

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to the Standalone Financial Statements for the Year Ended 31st March, 2015



4.2 Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, in proportion of their shareholding, after distribution of all preferential amounts, if any.

During the year, final dividend of ₹ 3.50 per equity share (previous year ₹ 3.50 per equity share) is proposed to be distributed to the equity shareholders.

	Nos.	(₹ in Lakh)
4.3 Shares held by holding company		
Inox Leasing and Finance Limited	5,77,15,310 (5,77,15,310)	577.15 (577.15)

	Nos.	Holding %
4.4 Details of shareholders holding more than 5% shares in the company		
Inox Leasing and Finance Limited	5,77,15,310 (5,77,15,310)	52.54% (52.54%)
Devansh Trading and Finance Private Limited	66,62,360 (66,62,360)	6.06% (6.06%)
Siddhapavan Trading and Finance Private Limited	55,76,440 (55,76,440)	5.08% (5.08%)

Note: Figures in brackets represent previous year figures.

5. RESERVES AND SURPLUS

	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
Capital Reserves		
As per last Balance Sheet	12644.93	12644.93
Capital Redemption Reserve		
As per last Balance Sheet	59.30	59.30
Hedging Reserve		
As per last Balance Sheet	0.00	0.00
Add: Movements during the year	(216.00)	0.00
	(216.00)	0.00
General Reserve		
As per last Balance Sheet	238000.00	235000.00
Less : Adjustment on account of carrying amount of fixed assets as at 1 st April, 2014, net of deferred tax (see note no. 34a)	303.16	0.00
Add: Transfer from Surplus in the Statement of Profit and Loss	33303.16	3000.00
	271000.00	238000.00
Surplus in the Statement of Profit and Loss		
As per last Balance Sheet	666.55	722.92
Add: Profit for the year	38236.22	7441.80
Less : Appropriations		
Proposed Dividend	3844.75	3844.75
Tax on Dividend	782.70	653.42
General Reserve	33303.16	3000.00
	972.16	666.55
Total	284460.39	251370.78

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to the Standalone Financial Statements for the Year Ended 31st March, 2015

6. LONG-TERM BORROWINGS

	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
6.1 Term Loans		
Secured Loans		
From Banks		
- Foreign Currency Loans	29857.61	35292.25
Less: Current maturities of Long-term borrowings	6057.72	5981.92
(disclosed under note no. 11: Other current liabilities)		
Total	23799.89	29310.33

6.2 For nature of securities and terms of repayment (see note no. 35)

7. OTHER LONG-TERM LIABILITIES

	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
Security Deposits	188.78	235.98
Total	188.78	235.98

8. LONG-TERM PROVISIONS

	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
Provision for employee benefits (see note no. 56)		
- For Gratuity	660.66	569.79
- For Leave benefits	253.64	172.14
Total	914.30	741.93

9. SHORT-TERM BORROWINGS

	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
9.1 Secured Loans		
From Banks		
Cash Credit/Overdraft	1798.08	2107.28
Packing credit /Buyers credit/Others		
- Rupee Loan	0.00	2500.00
- Foreign Currency Loans	4165.37	4627.41
	5963.45	9234.69
9.2 Unsecured Loans		
From Banks		
Packing credit /Buyers credit/Others		
- Rupee Loan	4900.00	17500.00
- Foreign Currency Loans	20075.69	8467.49
	24975.69	25967.49

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to the Standalone Financial Statements for the Year Ended 31st March, 2015



	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
From Others		
- Commercial papers	10893.49	0.00
Total	35869.18	25967.49
Total	41832.63	35202.18

9.3 For nature of securities and terms of repayment (see note no. 35)

10. TRADE PAYABLES

	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
Trade payables		
- dues to Micro and Small Enterprises (see note no. 49)	2.38	1.09
- others	10651.60	12017.77
Total	10653.98	12018.86

11. OTHER CURRENT LIABILITIES

	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
Current maturities of long-term debt (from note no. 6)	6057.72	5981.92
Interest accrued but not due on borrowings	183.58	202.93
Creditors for capital expenditure	2316.68	1977.38
Derivative financial liabilities	216.00	0.00
Security deposits	348.31	301.94
Advances from customers	452.09	434.59
Unclaimed dividends (see note below)	206.84	211.75
Statutory dues and taxes payable	1081.05	984.58
Share in IPO expenses payable to subsidiary company (see note no. 33)	1450.31	0.00
Total	12312.58	10095.09

Note: In respect of unclaimed dividends, the actual amount to be transferred to the Investor Education and Protection Fund shall be determined on the due date.

12. SHORT-TERM PROVISIONS

	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
(a) Provision for employee benefits (see note no. 56)		
- for Gratuity	223.06	137.55
- for Leave benefits	318.33	379.77
	541.39	517.32
(b) Other provisions		
- for Proposed Dividend	3844.75	3844.75
- for Tax on Proposed Dividend	782.70	653.42
	4627.45	4498.17
Total	5168.84	5015.49

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to the Standalone Financial Statements for the Year Ended 31st March, 2015

13. TANGIBLE ASSETS

(₹ in Lakh)

Particulars	Gross Block					Depreciation					Net Block	
	As at 1-Apr-14	Additions	Dedu- ctions	Exchange differences	As at 31-Mar-15	As at 1-Apr-14	Retained Earning	For the year	Dedu- ctions	As at 31-Mar-15	As at 31-Mar-15	As at 31-Mar-14
Land					21.86						21.86	21.86
- Freehold Land	21.86				21.86						21.86	21.86
- Leasehold Land	4741.41				4741.41	259.04		48.32		307.36	4434.05	4482.37
Buildings	22974.78	2145.47			25120.25	3305.32	34.00	909.70		4249.02	20871.23	19669.46
Plant and Equipments	173675.77	45777.77	4495.48	600.23	215558.29	40370.56	110.29	10163.77	1857.00	48787.62	166770.67	133305.21
Furniture and Fixtures	1258.52	35.15			1293.67	389.07	5.09	218.36		612.52	681.15	869.45
Vehicles	537.62	6.70	29.86		514.46	258.05	4.92	102.39	8.68	356.68	157.78	279.57
Office Equipment	1462.18	220.72	2.86		1680.04	631.40	293.95	214.75	1.20	1138.90	541.14	830.78
Total Tangible Assets	204672.14	48185.81	4528.20	600.23	248929.98	45213.44	448.25	11657.29	1866.88	55452.10	193477.88	159458.70
Previous year	196060.59	6528.19	40.04	2123.40	204672.14	35534.31		9709.45	30.32	45213.44		

Note: Buildings includes offices given on operating lease:

	As at 31 st March, 2015	As at 31 st March, 2014
Gross Block	914.52	914.52
Depreciation charge for the Year	14.91	14.91
Accumulated Depreciation	135.72	120.81
Net Block Value	778.80	793.71

14. INTANGIBLE ASSETS

(₹ in Lakh)

Particulars	Gross Block					Amortization					Net Block	
	As at 1- Apr-14	Additions	Deductions	Exchange differences	As at 31-Mar-15	As at 1-Apr-14	Retained Earning	For the year	Deductions	As at 31-Mar-15	As at 31-Mar-15	As at 31-Mar-14
Product Development	0.00	734.19			734.19			38.39		38.39	695.80	
Technical Know How	4534.21	2542.16			7076.37	1240.89		629.68		1870.57	5205.80	3293.32
Software	292.04	45.94			337.98	231.96	11.02	59.96		302.94	35.04	60.08
Total Intangible Assets	4826.25	3322.29			8148.54	1472.85	11.02	728.03		2211.90	5936.64	3353.40
Previous year	2966.39	1706.17		153.69	4826.25	1012.18		460.67		1472.85		

15. NON-CURRENT INVESTMENTS

(Long term, non-trade, at cost, unless otherwise stated)

(₹ in Lakh)

Particulars	Face Value ₹	Nos. As at 31st March, 2015	Nos. As at 31st March, 2014	As at 31st March, 2015		As at 31st March, 2014					
[A] UNQUOTED											
i) Investment in Equity instruments											
a) In subsidiary companies											
Inox Infrastructure Limited	10	50000000	50000000	5000.00		5000.00					
Inox Renewables Limited (see note no. 1 below)	10	3374400	3049400	12882.44		304.94					
Inox Wind Limited (see note no. 1 & 2 below)	10	140000000	150000000	2800.00		3000.00					
Gujarat Fluorochemicals Singapore Pte. Limited	USD 1	2771000	2736000	1456.85		1435.37					
Gujarat Fluorochemicals GmbH (Trade)				21.82		21.82					
Gujarat Fluorochemicals Americas LLC (Trade)				1012.28		1012.28					
					23173.39		10774.41				

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(₹ in Lakh)

Particulars	Face Value ₹	Nos. As at 31 st March, 2015	Nos. As at 31 st March, 2014	As at 31 st March, 2015		As at 31 st March, 2014
b) In Other companies						
Xuancheng Hengyuan Chemical Technology Co. Ltd (a Joint Venture) (Trade)				1263.89		1263.89
Swarnim Gujarat Fluorspar Private Limited (a Joint Venture) (Trade)	10	1082500	12500	108.25		1.25
Kaleidoscope Entertainment Private Limited	1	562500	562500	60.75		60.75
					1432.89	1325.89
Less: Provision for diminution in value of Investment					60.75	60.75
					1372.14	1265.14
ii) Investment in Mutual Funds						
UTI Fixed Term Income Plan Sr. XV-II(367 Days)-Growth Plan	10	0	2000000	0.00		2000.00
Birla Sun life FTP-Sr.GV(368 Days)-Growth	10	0	1000000	0.00		1000.00
HDFC FMP 370D May 2013(1) Sr.26-Growth	10	0	1000000	0.00		1000.00
LIC Nomura FMP Sr.63-386 Days-Growth	10	0	1000000	0.00		1000.00
HDFC FMP 366D May2013(1)Sr.26 Re	10	0	500000	0.00		500.00
HDFC FMP 366D May2013(2)Sr.26 Re	10	0	1000000	0.00		1000.00
Religare Invesco FMP Sr.XIX PL-A3	10	0	1000000	0.00		1000.00
Birla Sun Life Fixed Term Plan-Sr.GY(366 Days)-Growth	10	0	1000000	0.00		1000.00
UTI Fixed term Income Plan Sr. XV-III(366 Day)-Growth	10	0	1000000	0.00		1000.00
SBI Debt Fund Sr.366 Days-29 Regular	10	0	2000000	0.00		2000.00
JP Morgan India FMP Sr.21-Regular	10	0	1500000	0.00		1500.00
Kotak FMP Series 104-Growth	10	0	1000000	0.00		1000.00
IDFC Fixed Term Plan Sr.20 Regular	10	0	1500000	0.00		1500.00
LIC Nomura MF FMP Sr.66-371 Days-Growth Plan	10	0	1500000	0.00		1500.00
Tata FMP Series 42-Scheme I-Plan	10	0	2000000	0.00		2000.00
DSP BlackRock FMP S104-12Month-Regular-Growth-Dt.28.	10	0	1000000	0.00		1000.00
Religare Invesco FMP Series 23-Plan L (370 Days)-Regular Plan Growth	10	1000000	0	1000.00		0.00
Reliance Yearly Interval Fund - Series 8 Direct Plan-Growth	10	9211751	0	1000.00		0.00
HDFC FMP 370 Days June 2014(2) Series 31 Regular - Growth	10	1000000	0	1000.00		0.00
SBI Debt Fund SR A35-369Days -Direct - Growth	10	1000000	0	1000.00		0.00
DWS Interval Annual Plan Series 1-DP Growth	10	9205730	0	1000.00		0.00
Reliance Fixed Horizon Fund-XXVI Series 33 - Direct Plan -Growth Plan	10	1000000	0	1000.00		0.00
				6000.00		20000.00
Less : Current portion of Long Term Investments				0.00		20000.00
(disclosed under note no. 18 : Current Investments)				6000.00		0.00
iii) Investment in Venture Capital Funds						
Indiareit Fund Scheme III	100000	423	643	422.63		642.85
Kshitij Venture Capital Fund	338	250000	250000	843.75		962.50
	(385)			1266.38		1605.35
Less : Current portion of Long Term Investments				1266.38		1605.35
(disclosed under note no. 18 : Current Investments)				0.00		0.00
Total Unquoted Investments				30545.53		12039.55
[B] QUOTED						
Investment in Equity instruments						
a) In subsidiary company						
Inox Leisure Limited	10	46386467	46386467	9012.47		9012.47
b) In other companies						
Advanta India Limited	10	0	215979	0.00		539.17

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Particulars	Face Value ₹	Nos. As at 31 st March, 2015	Nos. As at 31 st March, 2014	As at 31 st March, 2015		As at 31 st March, 2014	
EIH Limited	2	0	183527	0.00		401.94	
Garware Wall Ropes Limited	10	0	28669	0.00		69.69	
HEG Limited	10	0	64386	0.00		276.64	
K S Oil Limited	1	0	192093	0.00		215.74	
Mount Everest Mineral Water Limited	10	2174592	2174592	2489.33		2489.35	
Praj Industries Limited	2	0	497630	0.00		1235.22	
Taneja Aerospace & Aviation Limited	5	0	360159	0.00		728.72	
Tantia Construction Limited	10	0	209895	0.00		313.01	
					2489.33		6269.48
Less: Provision for diminution in value of Investment					0.00		2545.97
					2489.33		3723.51
Total quoted investments					11501.80		12735.98
Total Investments					42047.33		24775.53
Aggregate amount of quoted investments					11501.81		15281.95
Market value of quoted investments					81109.89		56339.55
Aggregate amount of unquoted investments					31872.66		33705.65
Aggregate provision for diminution in value of investments					60.75		2606.72

- The Company has provided undertakings to various lenders of its subsidiaries, Inox Wind Limited, Inox Renewables Limited and Gujarat Fluorochemicals Singapore Pte. Limited, not to dilute its stake in these companies to below 51%.
- Equity shares of Inox Wind Limited were listed on stock exchanges on 9th April, 2015. Further out of the total equity shares of IWL held by the Company, 9,56,16,354 shares are locked-in upto 30th March, 2016 and the balance 4,43,83,646 shares are locked-in upto 30th March, 2018.

16. LONG-TERM LOANS AND ADVANCES

(Unsecured, considered good, unless otherwise stated)

(₹ in Lakh)

	As at 31 st March, 2015	As at 31 st March, 2014
Capital advances	1498.90	2847.97
Security deposits	566.56	633.67
Loans and advances to related parties (see note no. 53)		
- Inter-corporate deposits to subsidiary companies	16249.00	26849.00
Inter-corporate deposits to others	0.00	100.00
Prepaid expenses	11.14	16.59
Advances recoverable in cash or in kind	106.83	66.67
MAT credit entitlement	9754.00	110.00
Income tax paid (net of provisions)	9578.29	10711.47
	19450.26	11004.73
Total	37764.72	41335.37

16.1 Particulars of Inter-corporate deposits to Subsidiary companies

(₹ in Lakh)

Name of the subsidiary	Rate of interest	Amount outstanding as on 31 st March, 2015	Amount outstanding as on 31 st March, 2014
a] Inox Leisure Limited	10%	16249.00	16249.00
b] Inox Renewables Limited	10%	0.00	10600.00

The above Inter-corporate deposits are given for business purposes with repayment terms varying from 4 to 8 years from the date of respective inter-corporate deposits.

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to the Standalone Financial Statements for the Year Ended 31st March, 2015



16.2 Particulars of Inter-corporate deposits to others

Name of the party	Rate of interest	Amount	Amount
		outstanding as on 31 st March, 2015	outstanding as on 31 st March, 2014
a] Wearit Global Limited	10%	0.00	100.00
The above Inter-corporate deposit was given for general business purposes and was repayable in 4 years.			

17. OTHER NON-CURRENT ASSETS

	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
Non current bank balances (from note no. 21)	2.01	1.00
Interest accrued on above	0.23	0.00
Total	2.24	1.00

18. CURRENT INVESTMENTS

(Non-trade, at cost, unless otherwise stated)

Particulars	Face Value ₹	Nos. As at 31 st March, 2015	Nos. As at 31 st March, 2014	As at 31 st March, 2015	As at 31 st March, 2014
A CURRENT PORTION OF LONG TERM INVESTMENTS					
i) Investment in Mutual Funds					
UTI Fixed Term Income Plan Sr. XV-II(367 Days)-Growth Plan	10	0	20000000	0.00	2000.00
Birla Sun life FTP-Sr.GV(368 Days)-Growth	10	0	10000000	0.00	1000.00
HDFC FMP 370D May 2013(1) Sr.26-Growth	10	0	10000000	0.00	1000.00
LIC Nomura FMP Sr.63-386 Days-Growth	10	0	10000000	0.00	1000.00
HDFC FMP 366D May2013(1)Sr.26 Re	10	0	5000000	0.00	500.00
HDFC FMP 366D May2013(2)Sr.26 Re	10	0	10000000	0.00	1000.00
Religare Invesco FMP Sr.XIX PL-A3	10	0	10000000	0.00	1000.00
Birla Sun Life Fixed Term Plan-Sr.GY(366 Days)-Growth	10	0	10000000	0.00	1000.00
UTI Fixed term Income Plan Sr. XV-III(366 Day)-Growth	10	0	10000000	0.00	1000.00
SBI Debt Fund Sr.366 Days-29 Regular	10	0	20000000	0.00	2000.00
JP Morgan India FMP Sr.21-Regular	10	0	15000000	0.00	1500.00
Kotak FMP Series 104-Growth	10	0	10000000	0.00	1000.00
IDFC Fixed Term Plan Sr.20 Regular	10	0	15000000	0.00	1500.00
LIC Nomura MF FMP Sr.66-371 Days-Growth Plan	10	0	15000000	0.00	1500.00
Tata FMP Series 42-Scheme I-Plan	10	0	20000000	0.00	2000.00
DSP BlackRock FMP S104-12Month-Regular-Growth-Dt.28.	10	0	10000000	0.00	1000.00
				0.00	20000.00
ii) Investment in Venture Capital Funds					
Indiareit Fund Scheme III	100000	423	643	422.63	642.85
Kshitij Venture Capital Fund	338	250000	250000	843.75	962.50
	(385)			1266.38	1605.35
Total current investments				1266.38	21605.35

Notes

to the Standalone Financial Statements for the Year Ended 31st March, 2015

19. INVENTORIES

(for basis of valuation please refer note no. 3(e))

(₹ in Lakh)

	As at 31 st March, 2015	As at 31 st March, 2014
Raw materials	7687.43	8792.76
Work-in-progress	5780.32	2945.35
Finished goods	16367.51	14456.15
Stock in trade	107.04	148.83
Stores and spares	4845.48	4405.50
Others		
- Fuel	1220.89	309.73
- Packing materials	329.03	269.71
- By products	375.12	367.37
	1925.04	946.81
Total	36712.82	31695.40

20. TRADE RECEIVABLES

(Unsecured, considered good, unless otherwise stated)

(₹ in Lakh)

	As at 31 st March, 2015	As at 31 st March, 2014
Considered good		
Outstanding for a period exceeding 6 months from the date they are due for payment	3262.80	1702.33
Others	35278.82	29969.59
	38541.62	31671.92
Considered Doubtful		
Outstanding for a period exceeding 6 months from the date they are due for payment	14.70	14.70
	14.70	14.70
	38556.32	31686.62
Less: Provision for doubtful Trade receivables	(14.70)	(14.70)
Total	38541.62	31671.92

21. CASH AND BANK BALANCES

(₹ in Lakh)

	As at 31 st March, 2015	As at 31 st March, 2014
21.1 Cash & cash equivalents		
Balances with banks in current accounts	2437.43	552.12
Public Issue accounts (see note below)	31988.45	0.00
Cash on hand	3.89	3.22
	34429.77	555.34
21.2 Other Bank Balances		
- In unpaid dividend account	206.84	211.75
- Margin money against bank guarantees	0.00	80.94
- Bank deposits with original maturity of more than 12 months	2.01	1.00
	208.85	293.69
Less: Amount disclosed under note no. 17 - Other non-current assets	2.01	1.00
	206.84	292.69
Total	34636.61	848.03

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to the Standalone Financial Statements for the Year Ended 31st March, 2015



Note: The bank balance in Public Issue Accounts represents money raised by the Inox Wind Limited (Subsidiary of the Company) in IPO (see note no. 33) which was held in escrow as at 31st March, 2015. The money was released on 8th April, 2015 on receiving listing approval from the stock exchanges.

22. SHORT-TERM LOANS AND ADVANCES

(Unsecured, considered good, unless otherwise stated)

(₹ in Lakh)

	As at 31 st March, 2015	As at 31 st March, 2014
Loans and advances to related parties (see note no. 53)		
- Other dues	159.47	382.14
- Share Application Money	0.00	32.00
	<u>159.47</u>	<u>414.14</u>
Prepaid expenses	193.28	210.39
Advances to suppliers	2249.67	1316.52
Advances recoverable in cash or in kind	115.81	170.67
Other receivables	89.04	1021.89
Inter-corporate deposits	1436.95	1186.95
Balances in Excise, Service Tax and VAT Accounts	<u>1133.82</u>	<u>1203.69</u>
Total	5378.04	5524.25

22.1 Particulars of Inter-corporate deposits to others

(Rs in lakh)

Name of the party	Rate of interest	Amount outstanding as on 31 st March, 2015	Amount outstanding as on 31 st March, 2014
a] Maxtech Oil and Gas Services Private Limited	12%	700.00	700.00
b] Wearit Global Limited	10%	300.00	50.00
c] Castle Suppliers Private Limited	10%	336.95	336.95
d] Ritspin Synthetics Limited	10%	100.00	100.00

All the above Inter - corporate deposits are given for general business purposes and are repayable at call.

23. OTHER CURRENT ASSETS

(₹ in Lakh)

	As at 31 st March, 2015	As at 31 st March, 2014
Insurance claim lodged	37.37	0.00
Un amortised premium on forward contract	123.69	0.00
Interest accrued on		
- Bank deposits	0.00	1.92
- Inter-corporate deposits	149.33	2182.34
- Others	<u>10.49</u>	<u>11.72</u>
	159.82	2195.98
Total	320.88	2195.98

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to the Standalone Financial Statements for the Year Ended 31st March, 2015

24. REVENUE FROM OPERATIONS

	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
Sale of products	139990.02	121417.38
Less: Excise duty	9069.40	7930.40
	130920.62	113486.98
Other operating revenues	1176.46	606.60
Total	132097.08	114093.58
Details of sale of products		
Refrigerant Gases	20430.96	12598.73
Caustic Soda (Caustic Soda Lye & Flakes)	25676.64	27980.37
Chloromethanes (Methylene Chloride, Chloroform, and Carbon Tetrachloride)	27456.77	21821.94
Poly Tetrafluoroethylene (PTFE)	51880.60	43918.88
Carbon Credit Revenue	0.00	58.10
Other products	5475.65	7108.96
Total	130920.62	113486.98

25. OTHER INCOME

	(₹ in Lakh)	
	2014-2015	2013-2014
Interest Income		
- on bank deposits	0.75	7.32
- on Inter-corporate deposits		
(i) from subsidiary companies	1976.30	2818.33
(ii) from other companies	147.80	112.90
- on income tax refund	0.00	396.35
- other interest	105.51	326.18
	2230.36	3661.08
Dividend Income		
- on long term investments	0.00	46.20
- on current investments	0.00	5.21
	0.00	51.41
Profit on sale of investments (net)		
- on long term investments (net of reversal of provision for diminution of ₹ 2545.97 Lakh (previous year ₹ 3828.78 Lakh)	1292.52	1137.29
- on current investments	578.02	82.18
	1870.54	1219.47
Provision for doubtful debts written back	0.07	4.56
Liabilities and provisions no longer required, written back	244.07	325.01
Net gain on foreign currency transactions and translation	420.53	463.52
Rental income from operating leases	724.41	661.77
Miscellaneous income	129.29	119.13
Total	5619.27	6505.95

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26. COST OF MATERIALS CONSUMED

	(₹ in Lakh)	
	2014-2015	2013-2014
Raw Materials consumed	34822.79	27933.43
Packing Materials consumed	6186.30	3991.66
	41009.09	31925.09
Details of raw material consumed		
Fluorspar	11381.20	7433.48
Chloromethanes	2585.05	651.68
Methanol	8648.89	11025.33
Others	12207.65	8822.94
Total	34822.79	27933.43

27. PURCHASES OF STOCK-IN-TRADE

	(₹ in Lakh)	
	2014-2015	2013-2014
Purchases of stock-in-trade	171.18	92.52
Total	171.18	92.52
Details of purchases of stock-in-trade		
Refrigerant Gases	159.70	60.75
Speciality Chemicals	10.53	31.77
PTFE Powder	0.95	0.00
Total	171.18	92.52

28. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

	(₹ in Lakh)	
	2014-2015	2013-2014
Opening Stock		
Finished Goods	14456.15	19578.69
Stock-in-trade	148.83	170.85
Work-in-progress	2945.35	2561.72
By-products	367.37	356.58
Carbon Credits	0.00	57.79
	17917.70	22725.63
Less : Closing Stock		
Finished Goods	16367.51	14456.15
Stock-in-trade	107.04	148.83
Work-in-progress	5780.32	2945.35
By-products	375.12	367.37
	22629.99	17917.70
Excise Duty on stock of finished goods (net)	7.18	(703.09)
(Increase) / Decrease In Stock	(4705.11)	4104.84
Details of opening and closing stock	Closing Stock / (Opening Stock)	Closing Stock / (Opening Stock)
Finished Goods, Stock-in-trade, By-Products & Carbon Credits		
Refrigerant Gases	3064.04	1960.87
	(1960.87)	(5387.62)

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	(₹ in Lakh)	
	2014-2015	2013-2014
Chloromethanes (Methylene Chloride, Chloroform, and Carbon Tetrachloride)	345.16	628.15
	(628.15)	(309.42)
Poly Tetrafluoroethylene (PTFE)	12829.86	11712.05
	(11712.05)	(13756.34)
Carbon Credits	0.00	0.00
	(0.00)	(57.79)
Others	610.61	671.28
	(671.28)	(652.74)
Total	16849.67	14972.35
	(14972.35)	(20163.91)
Work-in-progress		
Refrigerant Gases	151.16	42.85
	(42.85)	(39.78)
Chloromethanes (Methylene Chloride, Chloroform, and Carbon Tetrachloride)	203.61	145.60
	(145.60)	(58.98)
Poly Tetrafluoroethylene (PTFE)	5089.50	2752.42
	(2752.42)	(2458.80)
Others	336.05	4.48
	(4.48)	(4.16)
Total	5780.32	2945.35
	(2945.35)	(2561.72)

29. EMPLOYEE BENEFITS EXPENSE

	(₹ in Lakh)	
	2014-2015	2013-2014
Salaries and wages	8567.15	7324.46
Contribution to provident and other funds	387.08	328.10
Gratuity	265.70	115.72
Staff welfare expenses	395.73	301.17
Total	9615.66	8069.45

30. FINANCE COSTS

	(₹ in Lakh)	
	2014-2015	2013-2014
Interest expenses	4786.17	4348.94
Other borrowing costs	49.66	63.85
Net loss on foreign currency translation and transactions	361.97	1115.67
Total	5197.80	5528.46

31. DEPRECIATION AND AMORTIZATION EXPENSE

	(₹ in Lakh)	
	2014-2015	2013-2014
Depreciation on tangible assets	11657.29	9709.45
Amortization of intangible assets	728.03	460.67
Total	12385.32	10170.12

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to the Standalone Financial Statements for the Year Ended 31st March, 2015



32. OTHER EXPENSES

	(₹ in Lakh)	2014-2015	2013-2014
Stores and spares consumed	5260.24	4404.78	
Power and fuel	34414.92	29976.99	
Freight and octroi	3960.69	3382.80	
Insurance	353.51	419.20	
Excise duty, custom duty and sales tax	977.52	983.89	
Production labour charges	1635.54	1156.77	
Processing charges	98.75	80.63	
Factory expenses	737.76	737.92	
Repairs to			
- Buildings	267.68	258.53	
- Plant and equipments	2665.11	2222.99	
- Others	390.68	287.85	
	3323.47	2769.37	
Directors' sitting fees	8.60	6.20	
Commission to Director	130.39	96.92	
Rent	330.27	379.11	
Rates and taxes	414.34	241.95	
Travelling and conveyance	1386.18	1220.70	
Communication expenses	164.92	164.68	
Legal and professional fees and expenses	1650.98	1671.51	
Lease rentals and hire charges	492.09	513.77	
Loss on retirement /disposal of fixed assets (net)	10.30	5.00	
Provision for doubtful debts	0.00	3.72	
Provision for diminution in value of investments (net)- Long term	0.00	393.72	
Bad debts and remission (net of provision for doubtful debts of ₹ Nil (previous year ₹ Nil))	5.57	16.85	
Commission	506.89	426.07	
Royalty	242.23	72.41	
Miscellaneous expenses	2088.43	1799.65	
Total	58193.59	50924.61	

33. INITIAL PUBLIC OFFER BY SUBSIDIARY COMPANY

During the year, Inox Wind Limited (IWL), a subsidiary of the Company, has made an Initial Public Offer (IPO) for 3,19,18,226 equity shares of ₹ 10 each, comprising of 2,19,18,226 fresh issue of equity shares by IWL and 1,00,00,000 equity shares offered for sale by the Company. The equity shares were issued at a price of ₹ 325 per share (including premium of ₹ 315 per share) subject to discount of ₹ 15 per share to the eligible employees of IWL and retail investors. Out of the total proceeds from the IPO of ₹ 102,053.45 Lakh, the share of the Company is ₹ 32,053.45 Lakh from the offer for sale of 1,00,00,000 equity shares. The total expenses in connection with the IPO are shared between the Company and IWL. Accordingly amount of ₹ 1581.82 Lakh, being the Company's share in the IPO expenses, is adjusted against the gain on sale of said shares.

34. CHANGE IN THE ESTIMATE OF USEFUL LIFE OF FIXED ASSETS

- a) The Company has adopted the useful lives of various fixed assets as specified in Schedule II of the Companies Act, 2013, with effect from 1 April, 2014, as against the useful lives adopted earlier as specified in Schedule XIV to the Companies Act, 1956. The carrying amount of fixed assets, where the remaining useful life as at 1st April, 2014 as per Schedule II is Nil, aggregating to ₹303.16 Lakh (net of deferred tax credit of ₹156.10 Lakh), is recognized in the opening balance of retained earnings. Further, the carrying amount of fixed assets as at 1st April, 2014 is being depreciated over the revised remaining useful life of the assets. Consequently, depreciation charge for the year is higher by ₹224.49 Lakh.

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to the Standalone Financial Statements for the Year Ended 31st March, 2015

- b) In accordance with Accounting Standard (AS) 22: Taxes on Income, the deferred tax liability on account of timing difference in depreciation, to the extent reversing during the tax holiday period, is not recognized. Consequent to the above change in the estimated useful life of fixed assets, such timing difference reversing during the tax holiday period is recomputed. Consequently, there is increased in the deferred tax liability of ₹990 Lakh and the same is included in the amount of deferred tax charge in the Statement of Profit and Loss for the year ended 31st March, 2015.

35. SECURITIES AND TERMS OF LOANS TAKEN:

a) Secured loans:

Foreign currency term loan in form of ECB of ₹ 19574.81 Lakh (previous year ₹ 21897.93 Lakh) from Axis Bank Limited is secured by way of first charge on all movable and immovable assets of 36 MW Wind Power Project at Mahidad, Gujarat, and exclusive charge on movable fixed asset of DPTFE plant located at Plot No.12-A, GIDC Estate, Village – Dahej, Taluka -Vagra, District -Bharuch, Gujarat. Further, the Lender also has a charge/lien over the receivables, assignment of rights under the project agreements and escrow account relating to 36 MW Wind power Project at Mahidad. This term loan is repayable in 40 equal quarterly installment starting from 15th June 2012 and carries interest @ 3 months LIBOR plus 4.25% p.a. Out of total sanctioned ECB of USD 49 million, ECB of USD 25 million was hedged at the rate of 11.26% p.a. w.e.f. 11th October, 2012.

Foreign Currency Term Loan in form of ECB of ₹ 8024.54 Lakh (previous year ₹ 8877.81Lakh) from ICICI Bank Limited is secured by way of an exclusive first ranking security interest/mortgage/hypothecation on movable and immovable fixed assets including cash flow receivables and escrow account of 14 MW Wind Power Project at Mahidad. Further the Lender has first & exclusive charge on movable fixed assets of AHF & HCFC Plant located at Survey No 16/3, 26 & 27, Village Ranjitnagar 389380, Taluka Ghoghambha, District Panchmahal, Gujarat. This term loan is repayable in 20 equal half yearly installments starting from 20th September, 2013 and carries interest @ 6 months LIBOR plus 4.14% p.a. Out of ECB of USD 16.47 million, ECB of USD 10 million was hedged at the rate of 10.55% p.a. w.e.f. 9th April, 2014.

Foreign Currency Term Loan in form of ECB of ₹ 2258.25 Lakh (previous year ₹4516.50 Lakh) from DBS Bank Limited is secured by first pari-passu charge over moveable fixed assets of the Company at Plot No.12-A, GIDC Estate, Village – Dahej, Taluka Vagra, District Bharuch except assets pertaining to 18 MW coal based captive power plant, DPTFE & PTPTFE plant. The term loan is repayable in 16 equal quarterly installments starting from 14thApril, 2012 and carries interest @ 8.65% p.a.

Working Capital Demand Loan of ₹ Nil (previous year ₹ 2500.00 Lakh) was repayable in 180 days and carried interest @ 10%p.a. and over draft facility of ₹ 1798.08 Lakh (previous year ₹ 2107.28 Lakh) from HDFC Bank Limited carries interest @ 10.75% p.a. and is secured by first pari-passu charge in favour of the bank by way of hypothecation over the borrower's stock and receivables, both present and future, of the Company's unit located at Plot No.12-A, GIDC Estate, Village – Dahej, Taluka - Vagra, District Bharuch, Gujarat.

FCNR loan facility of ₹ Nil (previous year ₹ 3860.13 Lakh) was repayable in 214 days and carried interest @ 3 month LIBOR plus 1.65% p.a. and working Capital Loans in the form of buyers credit of ₹4165.37 Lakh (previous year ₹ 767.28 Lakh) repayable in 240 days to 330 days carrying interest ranging @ 8 month LIBOR plus 0.95% p.a. to 12 month LIBOR plus 0.95% p.a. from The Royal Bank of Scotland are secured by way of first pari-passu charge in favour of the bank by way of hypothecation over the borrower's stock and receivables, both present and future, of the Company's unit located at Plot No.12-A, GIDC Estate, Village – Dahej, Taluka - Vagra, District Bharuch, Gujarat.

b) Unsecured loans:

Unsecured working capital Loans from ICICI Bank Limited, in the form of buyers credit of ₹ Nil (previous year ₹490.53 Lakh) carried interest ranging from 12 month LIBOR plus 0.70% p.a. to 12 month LIBOR plus 0.87% p.a. and was repayable in 297 days to 300 days.

Unsecured working capital Loans from ING Vysya Bank Limited, in the form of buyer's credit of ₹ 7618.17 Lakh (previous year ₹ 207.86 Lakh) carries interest ranging from 12 month LIBOR plus 0.51% p.a. to 12 month LIBOR plus 1.00% p.a. and is repayable in 269 days to 330 days.

Unsecured working capital Loan from BNP Paribas in form of Working capital demand loan of ₹ 4900.00 Lakh (previous year ₹ 6000.00 Lakh) carrying interest @ 9.35% p.a. is repayable in 29 days and foreign currency working capital loan in form of PCFC of ₹ 4694.97 Lakh (previous year ₹Nil) carrying interest @ 6 month EURIBOR plus 0.45% p.a. and 6 month EURIBOR plus 0.60% p.a. is repayable in 180 days, and Rupee PC of ₹ Nil (previous year ₹ 4000 Lakh) carrying interest @ 9.75% p.a. was repayable in 180 days.

Unsecured foreign currency working capital loan from Citibank N.A. in form of FCNR of ₹ 2525.86 Lakh (previous year ₹ 2932.43 Lakh) carries interest @ 12 month LIBOR plus 2.00% p.a. and is repayable in 365 days.

Unsecured Foreign currency working capital loan from IDBI Bank Limited, in form of PCFC of ₹ 1901.49 Lakh (previous year ₹ Nil) carries interest @ 6 month LIBOR plus 0.60% p.a. and is repayable in 180days.

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Unsecured foreign currency working capital loan from Yes Bank Limited, in form of Buyer's credit of ₹3335.19 Lakh (previous year ₹ Nil) carries interest from 12 month LIBOR plus 0.59% p.a. to 12 month LIBOR plus 1.05% p.a. and is repayable in 268 days to 330 days.

Unsecured working capital demand loan of ₹ Nil (previous year ₹ 1500 Lakh) from HDFC Bank carried interest @ 10.05% p.a. was repayable in 180 days.

Commercial papers of ₹ 10893.49 Lakh (previous year ₹ Nil), net of unamortised interest of ₹106.51 Lakh (previous year ₹ Nil) is repayable in 139 days and 171 days. Discount on commercial paper varies between 8.50% to 9.30% p.a. Maximum balance during the year is ₹13500 Lakh (previous year ₹ 12500 Lakh).

Unsecured working capital demand loan from Societe Generale Bank, in form of WCDL of ₹ Nil (previous year ₹ 1000 Lakh) carried interest @ 10% p.a. and was repayable in 180 days.

Unsecured foreign currency working capital loan from The Royal Bank of Scotland, in form of FCNR of ₹ Nil (previous year ₹ 2412.15 Lakh) carried interest @ 3 month EURIBOR plus 1.75% p.a. and was repayable in 181 days & 273 days and in form of Short term loan of ₹ Nil (previous year ₹1500 Lakh) carried interest @ 10% p.a. and was repayable in 7 days.

Unsecured working capital loan from Kotak Mahindra Bank Ltd, in form of Rupee PC of ₹ Nil (previous year ₹ 3500.00 Lakh) carried interest @ 10% p.a. and was repayable in 128 days.

Unsecured foreign currency working capital loan from Indusind Bank Ltd, in form of PCFC of ₹ Nil (previous year ₹ 2424.52 Lakh) carried interest @ 6 month EURIBOR plus 1% p.a. and was repayable in 177 days.

36. CONTINGENT LIABILITIES:

- a) Claims against the Company not acknowledged as debt – in respect of claim by a service provider - ₹ 7.22 Lakh (previous year ₹ 7.22 Lakh):
- b) Income tax demands – ₹ 8093.33 Lakh (previous year ₹ 8216.06 Lakh)

The Company has received CIT(A) order for the Assessment Year 2008-09 and for the Assessment Year 2009-10, wherein the CIT(A) has confirmed the action of the Assessing Officer in respect of

- i) treatment of Investment activity of the Company in respect of investment in shares as a business activity, and
- ii) re-computation of the amount of deduction u/s 80IA by applying the regulatory prices in respect of power generated at its captive power units.

The Company has not accepted the orders of the CIT(A) and has preferred appeal before ITAT, Ahmedabad. The said issues were decided in favour of the Company by CIT(A) in earlier years. Consequently, the amount of demands in respect of the above are included in the amount of contingent liabilities including for subsequent years where assessment orders are received. Amount of ₹8093.33 Lakh (previous year ₹8093.33 Lakh) has been paid in respect of above Income Tax demands and not charged to the Statement of Profit and Loss.

- c) Service tax demands – ₹ 417.67 Lakh (previous year ₹ 280.51 Lakh). This includes:
Amount of ₹ 410.83 Lakh (previous year ₹ 273.66 Lakh) for which the Company has received various show cause notices regarding levy of service tax on certain items. The Company has filed the replies or is in the process of filing replies.
- d) Excise duty demands – ₹ 2816.65 Lakh (previous year ₹ 2286.71 Lakh). This includes:
 - i) Amount of ₹ 2189.12 Lakh (previous year ₹ 1716.90 Lakh) for which the Company has received various show cause notices regarding service tax input credit on certain items and inter-unit transfers. The Company has filed the replies or is in the process of filing replies.
 - ii) Amount of ₹ 627.53 Lakh (previous year ₹ 569.81 Lakh) in respect of demand on account of cenvat credit availed on certain items and levy of excise duty on freight recovered from customers. The Company has filed appeal before CESTAT and the matters are pending.
- e) Custom duty demands – ₹ 973.57 Lakh (previous year ₹ 987.51 Lakh)

In respect of demands on account of differential custom duty on imported material on high seas basis. The Company has filed appeal before CESTAT and the matters are pending. Amount of ₹ 40.17 Lakh (previous year ₹ Nil) has been paid in respect of above Custom duty demand and not charged to the Statement of Profit and Loss.

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f) Electricity duty demands – ₹ Nil Lakh (previous year ₹ 1204.86 Lakh)

In respect of demand on account of electricity duty on cancellation of exemption certificate. During the year, the Company has received favourable order on this matter.

g) Claims in respect of labour matters – amount is not ascertainable

h) Corporate guarantee given to bank in respect of loan taken by a step-down-subsidiary – ₹ 1062.50 Lakh (previous year ₹ Nil) – equivalent to USD 1.70 million (previous year USD Nil).

In respect of above matter, no provision is considered necessary as the Company expects favourable outcome. Further, it is not possible for the Company to estimate the timing of further cash outflows, if any, in respect of above matters.

37. COMMITMENTS:

i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹ 9829.64 Lakh (previous year ₹ 13436.25 Lakh)

ii) Other commitments –

a) The Company has provided an undertaking to one of the lenders of its subsidiary, Inox Renewables Limited (IRL), to provide additional funds to IRL, in case of any short fall in the resources of IRL for completing its project/or for working capital.

b) The Company has provided an undertaking to one of the lenders of its step subsidiary Inox Renewables Jaisalmer Limited (IRJL) to provide funds to IRJL equal to the amount of deficiency to meet the project financial completion date (PFCD) or to meet all its financial obligation due and payable prior to PFCD.

38. In the previous year, the Income-tax authorities have carried out survey proceedings u/s 133A of the Income-tax Act, 1961 at the Company's corporate office. The Company has made detailed submissions on various issues raised during the course of survey proceedings and does not expect any material demand in this connection.

39. EXCEPTIONAL ITEMS:

	(₹ in Lakh)	
Particulars	2014-2015	2013-2014
Income		
Profit from sale of shares of Inox Wind Limited Shares – see note no. 33	30271.63	-
Total	30271.63	-
Expenses		
Donation to Electoral Trust	150.00	-
Project Abandonment expenses	429.48	-
Loss on Sale of Captive Gas based Power Plants	1787.10	-
Total	2366.58	-
Net Exceptional items	27905.05	-

40. PRIOR PERIOD ITEMS:

	(₹ in Lakh)	
Particulars	2014-2015	2013-2014
A) Debits		
Freight	0.66	28.53
Repairs-others	11.65	0.00
Recruitment expenses	13.63	34.50
Others	5.28	19.27
Total (A)	31.22	82.30
B) Credits		
Others	31.24	0.00
Total (B)	31.24	0.00
Net Prior Period Items (A-B)	(0.02)	82.30

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41. PAYMENTS TO AUDITORS:

Particulars	2014-2015	2013-2014
Statutory audit (including consolidated accounts)	18.00	16.00
Limited review and corporate governance certificate	6.25	5.50
Audit of subsidiary companies	5.50	5.50
Tax audit and other audits under Income-tax Act	12.50	11.00
For taxation matters	3.25	10.75
Certification	2.00	2.00
For reimbursement of expenses	0.08	0.11
Total	47.58	50.86

Note: The above amounts are exclusive of service tax.

42. CIF VALUE OF IMPORTS:

Particulars	2014-2015	2013-2014
Raw materials	23006.63	13985.93
Fuel	8176.56	5288.27
Traded goods	41.72	29.14
Components and Spare Parts	730.23	559.19
Capital goods (Including capital work in progress)	288.49	612.04
Total	32243.63	20474.57

43. IMPORTED AND INDIGENOUS RAW MATERIALS CONSUMED:

Particulars	Percentage	Amount	
	2014-2015	2013-2014	2014-2015
Imported	79.11	77.34	27547.86
Indigenous	20.89	22.66	7274.93
Total	100.00	100.00	34822.79
			28092.49

44. IMPORTED AND INDIGENOUS STORES AND SPARES CONSUMED:

Particulars	Percentage	Value	
	2014-2015	2013-2014	2014-2015
Imported	13.89	14.12	730.66
Indigenous	86.11	85.88	4529.58
Total	100.00	100.00	5260.24
			4404.77

45. EXPENDITURE IN FOREIGN CURRENCY (INCLUDING AMOUNTS CAPITALIZED):

Particulars	2014-2015	2013-2014
Royalty	242.23	72.41
Professional and consultation fees	651.52	781.69
Technical Know How	15.62	1770.53
Interest	1006.25	2016.04
Others	1564.26	1442.34
Total	3479.88	6083.01

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46. EARNING IN FOREIGN EXCHANGE:

Particulars	(₹ in Lakh)	
	2014-2015	2013-2014
Exports of goods calculated on FOB basis	50838.04	41358.47
Other recoveries on Exports	1564.46	1168.01
Other Operating Income	6.90	168.07

47. MAJOR COMPONENTS OF THE NET DEFERRED TAX LIABILITIES:

(A) Deferred Tax Liabilities	(₹ in Lakh)	
	2014-2015	2013-2014
(i) On account of difference between tax depreciation and depreciation /amortisation charged in the books	27059.32	20632.19
Total	27059.32	20632.19
(B) Deferred Tax Assets		
(i) Retirement benefits	503.79	428.02
(ii) Others	4.81	5.00
Total	508.60	433.02
Net Deferred Tax Liabilities	26550.72	20199.17

48. CALCULATION OF EARNINGS PER SHARE(EPS):

Particulars	2014-2015	2013-2014
a) Profit after tax as per Statement of Profit and Loss -numerator for calculating basic EPS (₹ in Lakh)	38236.22	7441.80
b) Equity shares outstanding at the beginning & at the end of the year – (Nos.)	109850000	109850000
c) Nominal value of each share – (Re)	1	1
d) Basic and Diluted Earnings per share (₹)	34.81	6.77

49. THE PARTICULARS OF DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006:

Particulars	(₹ in Lakh)
Principal amount due to suppliers under MSMED Act, 2006 at the year end.	2.38
Interest accrued and due to suppliers under MSMED Act, 2006 on the above amount, unpaid at the year end.	0.00
Payment made to suppliers (other than interest) beyond the appointed date during the year	7.07
Interest paid to suppliers under MSMED Act, 2006 (Sec 16) during the year	0.00
Interest due and payable to suppliers under MSMED Act, 2006 for payments already made.	0.09
Interest accrued and not paid to suppliers under MSMED Act, 2006 up to the year end.	0.09

The above information has been determined to the extent such parties have been identified on the basis of the information available with the Company.

50. SEGMENT INFORMATION

(A) Information about Primary (Business) Segment

The Company operates in single business segment of "Chemicals" - Comprising of Refrigerant gases, Anhydrous Hydrochloric acid, Caustic-Chlorine, Chloromethane, PTFE, PT-PTFE and revenue from Carbon Credits. Electricity generated by Captive power plants is consumed in Chemical Business and not sold outside. Accordingly, the same is a part of the Chemical Business.

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(B) Information about Secondary (Geographical) Segment:

The Company derives revenue from both domestic and overseas markets, which are considered as different geographical segments. Segment-wise revenues are as under:

Particulars	2014-2015	2013-2014
Domestic	79687.68	71567.10
Overseas	52409.40	42526.48
Total	132097.08	114093.58

As the Company has integrated manufacturing facilities, it is not possible to directly attribute or allocate on a reasonable basis, the expenses, assets and liabilities to these geographical segments.

- 51.** The Company has a Joint Venture interest of 33.77% in Xuancheng Hengyuan Chemical Technology Company Ltd., a company incorporated in the People's Republic of China. As at 31st March, 2015 the Company has invested a sum of ₹1263.89 Lakh in the share capital of this Joint Venture.

The JVC is engaged in the business of manufacture of anhydrous hydrogen fluoride and allied activities.

- a) The financial year of the JVC is January to December. The Company's share of each of the assets, liabilities, income and expenses etc. (each, without elimination of the effect of the transactions between the Company and the JVC) related to its interest in this JVC, based on the audited accounts for the year ended 31st December, 2014 are as under:

Sr. Particulars	2014	2013
i) Assets	4809.99	6281.19
ii) Liabilities	4000.43	4755.33
iii) Income	5955.62	5485.73
iv) Expenses	6647.62	6013.59

- b) The Company's share of capital commitments in the JVC as at 31st December 2014 is ₹ Nil (previous year ₹ Nil).
 c) The Company's share of contingent liability of the JVC as at 31st December 2014 is ₹ Nil (previous year ₹ Nil).
 d) The Company's transactions with JVC, being a related party, are disclosed in note no. 53.

- 52.** The Company has a Joint Venture interest of 25% in Swarnim Gujarat Flourspar Private Limited, a Company incorporated in India. As at 31st March, 2015, the Company has invested a sum of ₹108.25 Lakh in the share capital of this Joint Venture.

The JVC is proposed to be engaged in the business of manufacture of Acid Grade Fluorspar and allied activities.

- a) The Company's share of each of the assets, liabilities, income and expenses etc. (each, without elimination of the effect of the transactions between the Company and the JVC) related to its interest in this JVC, based on the audited accounts for the year ended 31st March, 2015 are as under:

Sr. Particulars	2014-2015	2013-2014
i) Assets	99.73	40.88
ii) Liabilities	1.99	47.78
iii) Income	0.32	0.17
iv) Expenses	2.68	2.38

- b) The Company's share of capital commitments in the JVC as at 31st March, 2015 is ₹ Nil (previous year ₹ Nil).
 c) The Company's share of contingent liability of the JVC as at 31st March, 2015 is ₹ Nil (previous year ₹ Nil).
 d) The Company's transactions with JVC, being a related party, are disclosed in note no 53.

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53. RELATED PARTY DISCLOSURES:

(i) Names of Related Parties

(A) Where control exists:

Holding Company –

Inox Leasing and Finance Limited

Subsidiary Companies –

Inox Leisure Limited

Inox Infrastructure Limited

Inox Wind Limited (IWL)

Inox Wind Infrastructure Services Limited (IWISL)- subsidiary of IWL

Marut Shakti Energy Limited- subsidiary of IWISL (w.e.f. 13th September, 2013)

Inox Renewables Limited (IRL)

Inox Renewables (Jaisalmer) Limited- Subsidiary of IRL

Gujarat Fluorochemicals Americas LLC, U.S.A. (GFL Americas LLC)

Gujarat Fluorochemicals Singapore Pte Limited

GFL GM Fluorspar SA -Subsidiary of GFL Singapore Pte. Limited

Gujarat Fluorochemicals GmbH,Germany (Incorporated on 6th September, 2013)

Satyam Cineplexes Limited –Subsidiary of Inox Lesisure Limited (w.e.f. 8th August, 2014)

Shouri Properties Private Limited –Subsidiary of Inox Lesisure Limited (w.e.f. 24th November, 2014)

(B) Other related parties with whom there are transactions during the year:

Joint Venture –

Xuancheng Hengyuan Chemical Technology Co. Ltd (XHCT Co. Ltd)

Swarnim Gujarat Fluorspar Private Limited

Key Management Personnel –

Mr. V K Jain (Managing Director)

Mr. D K Sachdeva (Whole Time Director)

Mr. J S Bedi (Whole Time Director)

Mr. Paresh Trivedi (Whole Time Director) w.e.f. from 22nd October, 2013 upto 27th June, 2014

Relatives of Key Management Personnel –

Mr. D K Jain (Father of Shri V K Jain)

Mr. P K Jain (Brother of Shri V K Jain)

Enterprises over which Key Management Personnel, or their relatives, have significant influence –

Devansh Gases Private Limited

Devansh Trading and Finance Private Limited

Inox India Limited

Inox Air Products Limited

Inox Chemicals Private Limited

Refron Valves Limited

Rajni Farms Private Limited

Sidhapavan Trading and Finance Private Limited

Siddho Mal Investments Private Limited

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(ii) Particulars of transactions

(₹ in Lakh)

Particulars	Holding Company		Subsidiary Companies		Joint Ventures		Key Management Personnel (KMP)		Relatives of Key Management Personnel (KMP)		Enterprises over which KMP or their relatives have significant influence		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
A) Transactions during the year														
Sale of Goods														
Inox Air Products Limited											2.22	1.36	2.22	1.36
GFL Americas LLC			7570.34	4881.02									7570.34	4881.02
GFL GmbH, Germany			9143.25	3062.69									9143.25	3062.69
Inox Wind Limited			2.74	7.95									2.74	7.95
Others			0.00	0.79							0.03	0.05	0.03	0.84
Total			16716.33	7952.45							2.25	1.41	16718.58	7953.86
Sales return														
GFL Americas LLC			199.38	0.00									199.38	0.00
GFL GmbH, Germany			60.65	0.00									60.65	0.00
Total			260.03	0.00									260.03	0.00
Purchase of Power														
Inox Wind Limited			156.75	59.62									156.75	59.62
Total			156.75	59.62									156.75	59.62
Purchase of Goods														
Inox Air Products Limited													488.29	310.16
Inox India Limited													2445.48	549.43
XHCT Co. Ltd					210.05	207.08							210.05	207.08
Total					210.05	207.08							2933.77	859.59
													3143.82	1066.67
Purchase of Asset														
Inox India Limited													0.00	525.00
Total													0.00	525.00
Purchase of Tickets														
Inox Leisure Limited			4.86	4.75										4.86
Total			4.86	4.75										4.86
Inter-corporate Deposits received back														
Inox Renewables Limited			10600.00	0.00									10600.00	0.00
Inox Leisure Limited			0.00	3421.00									0.00	3421.00
Total			10600.00	3421.00									10600.00	3421.00
Share Application Money Paid														
Swarnim Gujarat Fluorspar Pvt.Ltd							0.00	32.00					0.00	32.00
Total							0.00	32.00					0.00	32.00
Equity shares Subscribed														
GFL Americas LLC			0.00	82.98									0.00	82.98
GFL Singapore Pte Limited			21.48	15.39									21.48	15.39
Inox Renewables Limited			12577.50	0.00									12577.50	0.00

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(₹ in Lakh)

Particulars	Holding Company		Subsidiary Companies		Joint Ventures		Key Management Personnel (KMP)		Relatives of Key Management Personnel (KMP)		Enterprises over which KMP or their relatives have significant influence		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Swarnim Gujarat Fluorspar Pvt.Ltd					107.00	0.00							107.00	0.00
GFL GmbH, Germany			0.00	21.82									0.00	21.82
Total			12598.98	120.19	107.00	0.00							12705.98	120.19
Interest received														
Inox Leisure Limited			1624.90	1758.33									1624.90	1758.33
Inox Renewables Limited			351.40	1060.00									351.40	1060.00
Total			1976.30	2818.33									1976.30	2818.33
Purchase of Investments														
Mr. V K Jain					0.00	0.01							0.00	0.01
Mr. D K Jain							0.00	0.01					0.00	0.01
Mr. P K Jain							0.00	0.01					0.00	0.01
Mr. Devansh Jain							0.00	0.01					0.00	0.01
Total					0.00	0.01	0.00	0.03					0.00	0.04
Expenses (Repairs)														
Refron Valves Limited									9.81	1.79	9.81	1.79		
Inox Air Products Limited									0.00	0.40	0.00	0.40		
Total									9.81	2.19	9.81	2.19		
Reimbursement of expenses (paid)														
Inox Air Products Limited									0.76	4.05	0.76	4.05		
Inox India Limited									6.46	0.00	6.46	0.00		
Inox Leasing and Finance Limited	0.37	4.11									0.37	4.11		
Inox Wind Limited			1450.31	0.00							1450.31	0.00		
GFL Americas LLC			41.66	169.01							41.66	169.01		
GFL GmbH, Germany			9.80	0.00							9.80	0.00		
Devansh Gases Private Limited									7.32	7.32	7.32	7.32		
Total	0.37	4.11	1501.77	169.01							14.54	11.37	1516.68	184.49
Reimbursement of expenses (received)														
Inox India Limited									0.00	5.08	0.00	5.08		
Inox Wind Limited			0.45	6.57							0.45	6.57		
Inox Leasing & Finance Limited	0.05	0.58									0.05	0.58		
GFL Americas LLC			0.00	2.25							0.00	2.25		
Inox Renewables Limited			3.31	18.67							3.31	18.67		
Inox Wind Infrastructure Services Limited			0.00	7.25							0.00	7.25		
Swarnim Gujarat Fluorspar Pvt. Ltd					4.21	0.61					4.21	0.61		
GFL Singapore Pte Limited			0.00	2.25							0.00	2.25		
GFL GmbH, Germany			0.00	139.29							0.00	139.29		
Satyam Cineplexes Limited			4.12	0.00							4.12	0.00		
Total	0.05	0.58	7.88	176.28	4.21	0.61					0.00	5.08	12.14	182.55

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(₹ in Lakh)

Particulars	Holding Company		Subsidiary Companies		Joint Ventures		Key Management Personnel (KMP)		Relatives of Key Management Personnel (KMP)		Enterprises over which KMP or their relatives have significant influence		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Rent Received														
Inox Air Products Limited											144.90	144.90	144.90	144.90
Inox Wind Limited			36.00	27.00								36.00	27.00	
Satyam Cineplexes Limited			26.36	0.00								26.36	0.00	
Others											0.72	0.72	0.72	0.72
Total			62.36	27.00							145.62	145.62	207.98	172.62
Rent paid														
Inox Air Products Limited											2.40	1.65	2.40	1.65
Devansh Gases Private Limited											24.00	24.00	24.00	24.00
Inox Leasing & Finance Limited	64.50	60.00										64.50	60.00	
GFL Americas LLC			0.00	23.80								0.00	23.80	
Others							1.20	1.20				1.20	1.20	
Total	64.50	60.00	0.00	23.80			1.20	1.20			26.40	25.65	92.10	110.65
O&M Charges & Lease Rents paid														
Inox Air Products Limited											212.82	208.76	212.82	208.76
Inox Wind Infrastructure Services Limited			382.60	365.39								382.60	365.39	
Total			382.60	365.39							212.82	208.76	595.42	574.15
Remuneration paid														
Mr. V K Jain							600.66	478.46				600.66	478.46	
Others							133.51	124.60				133.51	124.60	
Total							734.17	603.06				734.17	603.06	
Commission to Director														
Mr. D K Jain									130.39	96.92			130.39	96.92
Total									130.39	96.92			130.39	96.92
Sitting Fees paid														
Mr. D K Jain									1.80	1.60			1.80	1.60
Mr. P K Jain									0.40	0.00			0.40	0.00
Total									2.20	1.60			2.20	1.60
B) Amounts outstanding														
Amounts payable														
Mr. V K Jain							334.53	272.93				334.53	272.93	
Mr. D K Jain									86.07	66.97			86.07	66.97
Inox Wind Limited			145.01	76.53									145.01	76.53
GFL Americas LLC			0.00	13.31									0.00	13.31
Inox India Limited											265.98	149.75	265.98	149.75
Others			49.39	20.09	11.43	59.17	9.02	17.49			79.71	75.17	149.55	171.92
Total			194.40	109.93	11.43	59.17	343.55	290.42	86.07	66.97	345.69	224.92	981.14	751.41
Other current liabilities														
Share in IPO Expense Payable to IWL			1450.31	0.00									1450.31	0.00
Total			1450.31	0.00									1450.31	0.00

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(₹ in Lakh)

Particulars	Holding Company		Subsidiary Companies		Joint Ventures		Key Management Personnel (KMP)		Relatives of Key Management Personnel (KMP)		Enterprises over which KMP or their relatives have significant influence		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Amounts receivable														
a) Inter-corporate deposits														
Inox Leisure Limited			16249.00	16249.00								16249.00	16249.00	
Inox Renewables Limited			0.00	10600.00								0.00	10600.00	
Total			16249.00	26849.00								16249.00	26849.00	
b) Trade receivables														
GFL Americas LLC			4811.57	2282.42								4811.57	2282.42	
GFL GmbH, Germany			5531.47	2659.11								5531.47	2659.11	
Others			5.79	0.00								0.00	0.02	5.79 0.02
Total			10348.83	4941.53								0.00	0.02	10348.83 4941.55
c) Loans and advances														
Inox Renewables Limited			147.66	178.37								147.66	178.37	
Swarnim Gujarat Fluorspar Pvt.Ltd					0.00	51.62						0.00	51.62	
GFL GmbH, Germany			0.00	92.25								0.00	92.25	
Others	0.00	0.09	11.81	59.81								11.81	59.90	
Total	0.00	0.09	159.47	330.43	0.00	51.62						159.47	382.14	
d) Interest receivable on ICD														
Inox Renewables Limited			0.00	1753.05								0.00	1753.05	
Inox Leisure Limited			0.00	360.59								0.00	360.59	
Total			0.00	2113.64								0.00	2113.64	
Share Application Money Paid														
Swarnim Gujarat Fluorspar Pvt.Ltd					0.00	32.00						0.00	32.00	
Total					0.00	32.00						0.00	32.00	

54. ADDITIONAL DISCLOSURE AS REQUIRED BY LISTING AGREEMENT IN RESPECT OF LOANS GIVEN:

(₹ in Lakh)

Name of the Loanee	Inox Leisure Limited	Inox Renewables Limited
Amount of loan at the year end	16249.00 (16249.00)	Nil (10600.00)
Maximum balance during the year	16249.00 (16249.00)	10600.00 (10600.00)
Investment by the loanee in the shares of the Company	Nil (Nil)	Nil (Nil)

(Previous year figures are in brackets)

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55. OUTSTANDING DERIVATIVES AND UNHEDGED FOREIGN CURRENCY EXPOSURE AS AT BALANCE SHEET DATE:

Outstanding derivatives as at Balance Sheet date:

Sr. No.	Nature of Contract	Foreign Currency	Buy/Sell	2014-2015 (in Lakh)	2013-2014 (in Lakh)	Purpose
a)	Forward Contracts	USD	Buy	55.56	0.00	Hedging of Loan
b)	Currency and Interest Rate Swap	USD	Buy	323.10	310.53	Hedging of Loan and Interest Rate of Loan

Unhedged foreign Currency exposure as at Balance Sheet date:

(Foreign currencies in Lakh)

Particulars	2014-2015						2013-2014					
	USD	EURO	GBP	CHF	YUAN	SGD	USD	EURO	GBP	CHF	YUAN	SGD
Receivables	194.56	131.41	-	-	-	-	134.52	119.65	0.28	-	-	-
Payables	25.37	0.59	0.02	0.09	-	0.20	29.16	1.84	0.04	-	-	-
ECB/FCNRB	201.67	37.62	-	-	-	-	394.16	64.81	-	-	-	-
PCFC	-	98.23	-	-	-	-	-	29.40	-	-	-	-
Buyers Credit	182.77	1.43	-	-	-	-	24.47	-	-	-	-	-
Interest Payable	1.13	0.09	-	-	-	-	0.86	0.09	-	-	-	-
Investments	48.72	0.25	-	-	225.91	-	48.37	0.25	-	-	225.91	-

56. EMPLOYEE BENEFITS:

- a) Defined Contribution Plans: Contribution to Provident Fund of ₹381.53 Lakh (Previous Year ₹ 323.80 Lakh) is recognized as an expense and included in 'Contribution to Provident and Other Funds' in the Statement of Profit and Loss.
- b) Defined Benefit Plans: The amounts recognized in respect of Gratuity and Leave Encashment – as per Actuarial valuation as on 31st March, 2015

(₹ in Lakh)

Particulars	Gratuity		Gratuity Leave Encashment		Leave Encashment	
	2014-2015	2013-2014	2014-2015	2013-2014	2014-2015	2013-2014
1. Change in Benefit Obligation						
Liability at the beginning of the year	707.35	645.97	296.29	268.07		
Interest Cost	60.91	49.87	23.72	19.18		
Current Service Cost	188.44	145.73	151.84	116.55		
Benefits paid	(89.23)	(54.33)	(76.46)	(60.31)		
Actuarial (Gain)/Loss	16.25	(79.89)	(59.41)	(47.20)		
Sub total	883.72	707.35	335.98	296.29		
Add: Short term leave liability	-	-	235.99	255.62		
Liability at the end of the year	883.72	707.35	571.97	551.91		

Notes

to the Standalone Financial Statements for the Year Ended 31st March, 2015

(₹ in Lakh)

Particulars	Gratuity		Leave Encashment	Leave Encashment		
	2014-2015	2013-2014	2014-2015	2013-2014		
2. Expenses recognized in the Statement of Profit and Loss						
Current Service Cost	188.44	145.73	151.84	116.55		
Interest Cost	60.91	49.87	23.72	19.18		
Actuarial (Gain)/Loss	16.25	(79.89)	(59.41)	(47.20)		
Expenses recognized in the Statement of Profit and Loss	265.60	115.71	116.15	88.53		
3. Actuarial Assumptions						
Discount Rate	7.77%	9.19%	7.77%	9.19%		
Salary Escalation Rate	8.00%	8.00%	8.00%	8.00%		
Retirement Age		60 years				
Withdrawal Rates		5%				
Mortality		IALM (2006-08) Ultimate Mortality table				
4. Other disclosures : Experience Adjustment		2014-2015	2013-2014	2012-2013	2011-2012	2010-2011
(i) Gratuity						
Present value of defined benefit obligations	883.72	707.35	645.96	548.23	428.52	
Experience (Gain)/Loss on obligation	69.54	(23.30)	(90.19)	(8.44)	(33.99)	
(ii) Leave Encashment						
Present value of defined benefit obligations	335.98	296.29	268.07	233.70	181.95	
Experience (Gain)/Loss on obligation	94.00	(21.48)	(77.75)	(19.53)	29.34	

The above defined benefit plans are unfunded. The estimate of future salary increase, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

57. DISCLOSURE AS REQUIRED BY AS 19 ON "LEASES" -

A) In respect of assets given on operating lease :

(₹ in Lakh)

Sr.	Particulars	2014-2015	2013-2014
(i)	Gross carrying amount of asset given on operating lease included in Buildings block of fixed assets.	914.52	914.52
(ii)	Accumulated Depreciation as at the end of the year	135.72	120.81
(iii)	Depreciation for the year	14.91	14.91
(iv)	Future minimum lease payments -		
	(a) Not later than one year	579.14	677.94
	(b) Later than one year and not later than five years	481.97	1237.62
	(c) Later than five years	0.00	0.00
(v)	Assets given on operating lease are Office Premises. The non-cancellable initial lease tenure is for five to nine years, which can be further extended at the mutual option of both the parties.		

B) In respect of assets taken on operating lease:

The plants taken on operating lease are for an initial non-cancellable period of ten years, which can be further extended at the mutual option of both the parties. The future minimum lease payments under these lease arrangement are as under:-

Notes

to the Standalone Financial Statements for the Year Ended 31st March, 2015



(₹ in Lakh)

Sr. Particulars	2014-2015	2013-2014
Payable in future		
a) Not later than one year	80.28	80.28
b) Later than one year and not later than five years	206.46	241.74
c) Later than five years	71.25	116.25

C) The Company's other significant leasing arrangements are in respect of operating leases for premises (offices and residential accommodations) taken on lease. These lease arrangements are cancellable, range between 11 months to 60 months and are usually renewable by mutual consent on mutually agreeable terms. The aggregate lease rentals are charged as expenses in the Statement of Profit and Loss.

58. Excise Duty collected on Sale of products and other operating revenue is reduced from gross Sale of products and other operating revenue. Excise Duty of ₹ 50.66 Lakh (previous year ₹ 49.34 Lakh) comprising of payments on other accounts is charged to the Statement of Profit and Loss separately and included in Excise Duty, Custom Duty and Sales Tax in note 32.

As per our report of even date attached

For **Patankar & Associates**
Chartered Accountants

M.Y.Kulkarni
Partner

Date: 28th May, 2015
Place: Pune

For **Gujarat Fluorochemicals Limited**

V.K.Jain
Managing Director

B.V.Desai
Company Secretary

Date: 28th May, 2015
Place: Noida

Deepak Asher
Director& Group Head
(Corporate Finance)

Manoj Agrawal
Chief Financial Officer

Independent Auditor's Report

to the members of Gujarat Fluorochemicals Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Gujarat Fluorochemicals Limited** ("the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associate and jointly controlled companies, comprising the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information ("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 Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group and its associate and jointly controlled 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. The respective Board of Directors of the companies included in the Group and of its associate and jointly controlled companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and of its associate and jointly controlled companies 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, 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.

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, 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 in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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 and the audit evidence by the other auditor in terms of their report referred in the 'Other Matter' paragraph below 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 state of affairs of the Group, its associate and jointly controlled companies as at 31st March, 2015, its consolidated profit and its consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of three subsidiaries and two jointly controlled companies whose financial statements reflect total assets of ₹ 80934.63 lakh as at 31st March, 2015, total revenues of ₹ 32759.37 lakh and net cash inflows amounting to ₹ 1424.39 lakh for the year ended on that date, as considered in the consolidated financial statements. The Consolidated financial statements also include the Group's share of net profit of ₹ Nil for the year ended 31st March, 2015, as considered in the consolidated financial statements, in respect of one associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose

Independent Auditor's Report

to the members of Gujarat Fluorochemicals Limited



reports has 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, jointly controlled companies and a associate, 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, associate and jointly controlled companies is based solely on the reports of the other auditors. 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 work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditor's report of the Holding Company, subsidiary companies, associate company and jointly controlled companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the said Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, based on audit and on the consideration of the report of the other auditor on separate financial statements, 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.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor.
 - (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 and the reports of the statutory auditors of its subsidiaries, associate company and jointly controlled companies incorporated in India, none of the directors of any companies 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 Auditors) 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 of the Group, associate company and its jointly controlled companies– Refer Note 12 and 42 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 on long-term contracts including derivative contracts; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and a subsidiary company and there were no amounts which were required to be transferred to the Investor Education and Protection Fund by other subsidiary companies, associate company and jointly controlled companies.

For **Patankar & Associates,**

Chartered Accountants

Firm's Registration No. 107628W

M. Y. Kulkarni

Partner

Membership No. 035524

Place: Pune

Date: 28th May, 2015

Annexure to Independent Auditor's Report

to the members of Gujarat Fluorochemicals Limited on the consolidated financial statements for the year ended 31st March, 2015 – referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date.

We have considered the auditor's report issued in terms of the Companies (Auditor's Report) Order, 2015 (the "Order") by the auditors of the Holding Company and the subsidiary companies, associate and jointly controlled companies incorporated in India, to which the Order is applicable. As stated in the paragraph under the heading "Other Matters", our report in respect of the companies not audited by us is based solely on the report of other auditors. On this basis, in terms of the Order, to the extent applicable, we report that:

1. The Holding Company, subsidiary companies, associate and a jointly controlled company have maintained proper records showing full particulars including quantitative details and situation of fixed assets. The fixed assets have been physically verified by the management of the respective entities at reasonable intervals and no material discrepancies have been noticed on such verification.
2. The inventories were physically verified by the management of the Holding Company and subsidiary companies at reasonable intervals during the year. The procedures of physical verification followed by them are reasonable and adequate in relation to the size of the respective companies and their nature of business. The Holding Company and subsidiary companies have maintained proper records of its inventories and no material discrepancies were noticed on physical verification of inventories as compared to book records.
3. The Holding Company, subsidiary companies, associate and jointly controlled companies have not granted any loans, secured or unsecured, to companies, firms or other parties outside the Group and covered in the register maintained under Section 189 of the Companies Act.
4. The Holding Company, subsidiary companies, associate and jointly controlled companies have an adequate internal control procedures commensurate with the size of the respective entities and nature of their business for purchase of inventory and fixed assets and for the sale of goods and services, as applicable, and no major weakness has been noticed in the internal control systems in respect of these areas.
5. The Holding Company, subsidiary companies, associate and jointly controlled companies has not accepted any deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the Rules framed thereunder.
6. The statutory auditors of the Holding Company and its four subsidiary companies have broadly reviewed the books of account maintained by each company pursuant to the Rules made by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013 for activities of the respective companies to which the said Rules are made applicable, and are of the opinion that, *prima facie*, the prescribed accounts and records have been made and maintained. In case of four subsidiary companies, associate and jointly controlled companies, the Central Government has not prescribed maintenance of cost records under Section 148(1) of the Companies Act, 2013 for their activities.
7. The Holding Company, subsidiary companies, associate and jointly controlled companies are generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income-tax, sales tax, wealth-tax, service tax, duty of customs, duty of excise, value added tax, cess, entertainment tax and other material statutory dues applicable to it, except that in case of a subsidiary company, there have been delays in initial months of the financial year in respect of provident fund, employee's state insurance, income-tax, service tax, value added tax, entertainment tax, show tax, advertisement tax, labour cess and professional tax. There are no undisputed amounts payable in respect of such statutory dues which were in arrears as at 31st March, 2015 for a period of more than six months from the date they become payable.

Particulars of dues of income-tax, service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of disputes are as under:

Annexure to Independent Auditor's Report

to the members of Gujarat Fluorochemicals Limited on the consolidated financial statements for the year ended 31st March, 2015 – referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date.



Name of the Statute	Nature of dues and the period to which the amount relates	Amount (₹ in Lakh)	Forum where dispute is pending
In the case of Gujarat Fluorochemicals Limited – Holding Company			
Service tax (Finance Act, 1994)	Penalty on delay payment of Service tax on Banking & Financial services in respect of External Commercial Borrowings - 10.09.2004 to 30.06.2007	6.85	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
Central Excise Act, 1944	Excise Duty on freight recovered from customers. - April 2007 to November 2007	363.34	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
Central Excise Act, 1944	Cenvat Credit availed on Capital goods. - April 2006 to August 2011	51.59	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
Central Excise Act, 1944	Excise Duty on freight recovered from customers. - April 2012 to December 2012	154.88	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
Central Excise Act, 1944	Excise Duty on freight recovered from customers. - January 2013 to August 2013	57.72	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
Customs Act, 1962	Differential duty on Import of Coal on high seas. - April 2012 to May 2012	113.04	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
Customs Act, 1962	Differential duty on Import of Coal on high seas. - 17 th March, 2012 to 28 th March, 2013	860.53	Customs, Excise and Service Tax Appellate Tribunal, Ahmedabad
In the case of Inox Wind Limited – subsidiary company			
Himachal Pradesh Value Added Tax	Penalty for delayed payment of tax during the year 2013-14	70.04	Appeal is being filed before Tax Tribunal, Dharmshala
Himachal Pradesh Value Added Tax	Penalty for delayed payment of tax during the year 2012-13	19.48	Deputy Excise and Taxation Commissioner cum Appellate Authority, Palampur
In the case of Inox Leisure Limited – subsidiary company			
Service tax (Finance Act, 1994)	Levy of service tax on certain income for period 2002-03 to 2007-08	90.13	Customs, Excise & Service Tax Appellate Tribunal, Mumbai
Service tax (Finance Act, 1994)	Service tax on renting of immovable properties for the period August 2008 to September 2011	1042.44	Supreme Court of India
Service tax (Finance Act, 1994)	Service tax on renting of film distributors payments for the period July 2012 to September 2013	2651.92	Commissioner of Service Tax
Customs Act, 1962	Custom duty	Amount not ascertainable	Commissioner Appeal, Central Board of Excise and Customs

Annexure to Independent Auditor's Report

to the members of Gujarat Fluorochemicals Limited on the consolidated financial statements for the year ended 31st March, 2015 – referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date.

Name of the Statute	Nature of dues and the period to which the amount relates	Amount (₹ in Lakh)	Forum where dispute is pending
Customs Act, 1962	Custom duty for the period 2005-06	4.36	Asst. Commissioner of Customs, Jawaharlal Nehru Custom House, JNPT, Nhava Sheva
Maharashtra Value Added Tax Act, 2002	Levy of MVAT on Copy Right for the period 2006-07 to 2007-08	39.38	Commissioner of Sales Tax
Maharashtra Value Added Tax Act, 2002	Assessment dues for the year 2008-09	237.06	Deputy Commissioner of Sales Tax
Income-Tax Act, 1961	Penalty u/s 271(1)(c) for the year 2009-10	19.48	Commissioner of Income-tax (Appeals) - Vadodara

In the case of Swanston Multiplex Cinemas Private Limited – jointly controlled company

Maharashtra Value Added Tax Act, 2002	Value Added Tax for the year 2005-06	73.12	The Deputy Commissioner of Sales Tax (Appeals), Mazgaon, Mumbai
Maharashtra Value Added Tax Act, 2002	Value Added Tax for the year 2008-09	56.49	The Deputy Commissioner of Sales Tax (Appeals), Mazgaon, Mumbai
Income-tax Act, 1961	Assessment dues for assessment year 2005-06	11.20	Income-tax Appellate Tribunal, Mumbai

There are no dues of sales tax, wealth tax or cess, which have not been deposited on account of disputes.

The amount required to be transferred to Investor Education & Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made thereunder has been transferred to such fund within time by the Holding Company and a subsidiary company. There are no dues in respect of Investor Education & Protection Fund by other subsidiary companies, associate and jointly controlled companies.

8. The Holding Company, subsidiary companies, associate and jointly controlled companies do not have accumulated losses on standalone basis, except in case of one jointly controlled company where the accumulated losses at the end of the financial year are more than fifty per cent of its net worth on standalone basis. The Holding Company, subsidiary companies, associate and jointly controlled companies have not incurred cash losses during the current year on standalone basis, except in case of one of the subsidiary company which has incurred cash losses during the current year on standalone basis. The Holding Company, subsidiary companies, associate and jointly controlled companies have not incurred cash losses in the immediately preceding financial year on standalone basis, except in case of one of the subsidiary company and a jointly controlled company which have incurred cash losses in the immediately preceding financial year on standalone basis. Three subsidiary companies and a jointly controlled company have been registered for less than five years and hence the provisions of clause 3(viii) of the Order in respect of losses are not applicable to these companies. On a consolidated basis, the Holding Company and its subsidiary companies, associate and jointly controlled companies do not have accumulated losses and have not incurred cash losses during the current year and in the immediately preceding financial year.

Annexure to Independent Auditor's Report

to the members of Gujarat Fluorochemicals Limited on the consolidated financial statements for the year ended 31st March, 2015 – referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date.



9. The Holding Company, subsidiary companies and associate company have not defaulted in repayment of dues to banks and financial institutions. The Holding Company, subsidiary companies, associate and jointly controlled companies did not have any borrowings by way of debentures.
10. The Holding Company, subsidiary companies, associate and jointly controlled companies have not given any guarantee for loans taken from banks or financial institutions by other parties outside the Group.
11. The term loans availed during the year by the Holding Company, subsidiary companies and associate were applied for the purpose for which they were raised except in the case of one subsidiary company where the amount pending utilization is temporarily used for general business purposes.
12. No fraud on or by the Holding Company, subsidiary companies, associate and jointly controlled companies has been noticed or reported during the year. However, after the end of the year one subsidiary company has detected a fraud perpetrated by an employee of the said company in respect of travelling expenses, as detailed in note no. 50 to the consolidated financial statements. Further, as explained in the said note, pending completion of the investigation of the matter, the amount involved is not yet ascertained.

For **Patankar & Associates,**

Chartered Accountants

Firm's Registration No. 107628W

M. Y. Kulkarni

Partner

Membership No. 035524

Place: Pune

Date: 28th May, 2015

Consolidated Balance Sheet

as at 31st March, 2015

(₹ in Lakh)

	Note No.	As at 31 st March, 2015	As at 31 st March, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share capital	4	1098.50	1098.50
(b) Reserves and surplus	5	422427.45	328598.97
		423525.95	329697.47
(2) Minority interest		84924.85	26161.86
(3) Non-current liabilities			
(a) Long-term borrowings	6	113676.32	124724.96
(b) Deferred tax liabilities (net)	47(1)	31522.35	25237.38
(c) Other long-term liabilities	7	3490.97	5325.53
(d) Long-term provisions	8	1795.16	1303.69
		150484.80	156591.56
(4) Current liabilities			
(a) Short-term borrowings	9	122017.19	81221.29
(b) Trade payables	10	92143.99	62944.33
(c) Other current liabilities	11	53383.49	45669.70
(d) Short-term provisions	12	12107.32	7507.84
		279651.99	197343.16
TOTAL		938587.59	709794.05
II. ASSETS			
(1) Non-current assets			
(a) Goodwill on consolidation (net)	1(C)	16508.24	5738.76
(b) Fixed assets			
(i) Tangible assets	13	396669.52	360308.34
(ii) Intangible assets	14	9896.85	6810.77
(iii) Capital work-in-progress		40336.03	76260.94
(c) Deferred tax assets (net)	47(2)	2238.84	1626.56
(d) Non-current investments	15	13651.41	7927.49
(e) Long-term loans and advances	16	54098.85	39350.01
(f) Other non-current assets	17	863.14	1247.53
		534262.88	499270.40
(2) Current assets			
(a) Current investments	18	2268.43	29019.36
(b) Inventories	19	87039.88	62947.55
(c) Trade receivables	20	186351.77	94967.77
(d) Cash and bank balances	21	111728.03	5273.78
(e) Short-term loans and advances	22	15329.31	14584.57
(f) Other current assets	23	1607.29	3730.62
		404324.71	210523.65
TOTAL		938587.59	709794.05

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For **PATANKAR & ASSOCIATES**
Chartered Accountants

M.Y.KULKARNI
Partner

For **GUJARAT FLUOROCHEMICALS LIMITED**

V. K. JAIN
Managing Director

DEEPAK ASHER
Director & Group Head
(Corporate Finance)

B. V. DESAI
Company Secretary

MANOJ AGRAWAL
Chief Financial Officer

Place: Pune
Dated: 28th May, 2015

Place: Noida
Dated: 28th May, 2015

Consolidated statement of Profit and Loss



for the year ended 31st March, 2015

(₹ in Lakh)

	Note No.	2014-2015	2013-2014
I. Revenue from operations	24	543150.45	353084.30
Less: Excise Duty		9069.40	7930.40
		534081.05	345153.90
II. Other income	25	4980.92	4541.05
III. Total Revenue (I + II)		539061.97	349694.95
IV. Expenses:			
Cost of materials consumed	26	241261.67	146699.18
Purchases of stock-in-trade	27	171.18	65.32
Changes in inventories of finished goods, work-in-progress and stock-in-trade	28	(23183.40)	(9411.01)
Employee benefits expense	29	22540.52	16973.12
Finance costs	30	21877.02	17891.96
Depreciation and amortization expense	31 / 35 (a)	28474.60	20044.34
Other expenses	32	189788.78	150658.81
Total expenses		480930.37	342921.72
V. Less: Expenditure capitalized		0.00	(19647.08)
VI. Net Expenditure		480930.37	323274.64
VII. Profit before exceptional items and tax (III-VI)		58131.60	26420.31
VIII. Exceptional items	37	(24432.50)	0.00
IX. Profit before tax (VII- VIII)		82564.10	26420.31
X. Tax expense:			
(1) Current tax		21234.14	5738.16
(2) MAT credit entitlement		(9600.27)	(3724.48)
(3) Deferred tax		5255.62	1766.21
(4) Taxation pertaining to earlier years		(1037.44)	(15.80)
		15852.05	3764.09
XI. Profit for the year (IX-X)		66712.05	22656.22
XII. Less : Share of minority interest in profit		8185.52	4457.02
XIII. Add: Share in profit of associates	38b	0.00	411.03
XIV. Net Profit (XI-XII+XIII)		58526.53	18610.23
XV. Basic & diluted Earnings Per Share of ₹ 1 each (in ₹)	57	53.28	16.94

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For **PATANKAR & ASSOCIATES**
Chartered Accountants

M.Y.KULKARNI
Partner

For **GUJARAT FLUOROCHEMICALS LIMITED**

V. K. JAIN
Managing Director

DEEPAK ASHER
Director & Group Head
(Corporate Finance)

B. V. DESAI
Company Secretary

MANOJ AGRAWAL
Chief Financial Officer

Place: Pune
Dated: 28th May, 2015

Place: Noida
Dated: 28th May, 2015

Consolidated Cash Flow Statement

for the year ended 31st March, 2015

(₹ in Lakh)

	2014-2015	2013-2014
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	82564.10	26420.31
Adjustments for :		
Depreciation and amortisation	28474.60	20044.34
Loss on retirement /disposal of fixed assets (net)	1802.94	109.98
Provision for diminution in value of asset held for sale	17.03	41.60
Provision for diminution in value of investments (net)	0.00	393.72
Provision for doubtful trade receivables (net)	32.47	21.70
Provision for doubtful deposits	311.88	0.00
Provision for doubtful advances	3.05	20.05
Bad debts and remissions	5.57	75.13
Liabilities and provisions written back	(492.19)	(837.27)
Deposits and advances written off	40.57	0.00
Amounts written-off	452.12	27.91
Amortization of value of Stock Options	1.36	14.33
Reversal of MTM loss on derivative	(72.56)	0.00
MTM loss on derivative	0.00	346.49
Unrealised Foreign exchange Loss (net)	(2027.00)	390.03
Profit for the period of temporary cessation of control over subsidiary and treated as 'associate' - see note no. 38(b)	0.00	1317.34
Income in respect of investing activities (net)	(30186.75)	(2598.38)
Finance Costs	21876.79	17882.10
	20239.88	37249.07
Operating profit before working capital changes	102803.98	63669.38
Adjustments for :		
Other long-term liabilities	353.98	(1516.40)
Long-term provisions	312.56	100.25
Trade payables	33144.71	28138.43
Other current liabilities	8274.17	4820.06
Short-term provisions	45.75	(399.39)
Long-term loans and advances	(3004.37)	(1491.35)
Inventories	(24011.50)	(10841.55)
Trade receivables	(85538.55)	(20972.50)
Other non-current assets	(21.53)	28.72
Other current assets	2329.04	(1644.88)
Short-term loans and advances	(2676.47)	1120.68
	(70792.21)	(2657.93)
Cash generated from operations	32011.77	61011.45
Income-tax paid (net)	(17100.97)	(6790.18)
Net cash generated from operating activities	14910.80	54221.27
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets (including change in capital work in progress and capital advances)	(42872.29)	(42387.98)
Sale of fixed assets	957.41	201.68
Purchase of shares of subsidiary company	0.00	(3122.71)
Purchase of other investments	(96212.57)	(96820.59)
Redemption/Sale of Investments	151302.64	94674.49
Proceeds from sale of shares through trust	27033.18	2921.22

Consolidated Cash Flow Statement

for the year ended 31st March, 2015



(₹ in Lakh)

	2014-2015	2013-2014
Inter-corporate deposits given	(500.00)	(1200.00)
Inter-corporate deposits received back	350.00	425.00
Investment in subsidiary company	(18390.38)	0.00
Purchase / (Redemption) of other non-current investment	1.91	0.00
Interest and Dividend received (net of expenses)	2891.67	(121.55)
Movement in bank fixed deposits with original maturity of more than 3 months, other bank balances and margin money deposits (Net)	(663.56)	(2146.49)
Net cash generated from / (used in) investment activities	23898.01	(47576.93)
C CASH FLOW FROM FINANCING ACTIVITIES		
Shares issued under ESOP	2.49	0.00
Proceeds from issue of share capital	70000.00	236.31
Share issue expenses	(769.88)	(724.04)
Proceeds from long-term loans	9280.50	7036.13
Repayment of long-term loans	(25101.83)	(7579.66)
Proceeds from short-term loans (net)	41874.73	12934.01
Proceeds from Cash Credit/Overdraft (net)	(309.20)	(2322.54)
Inter-corporate deposits repaid	(1100.00)	0.00
Inter-corporate deposits received	0.00	2.50
Finance costs	(23508.91)	(16358.59)
Dividend paid (Including Tax on Dividend)	(4498.17)	(2570.38)
Net cash generated from / (used in) financing activities	65869.73	(9346.26)
D ADJUSTMENT ON ACCOUNT OF FOREIGN CURRENCY TRANSLATION RESERVE	614.52	458.42
Net increase/(decrease) in cash and cash equivalents	105293.06	(2243.50)
Cash and cash equivalents as at the beginning of the year	2808.92	5050.93
Add: Cash received on account of subsidiaries acquired during the year	321.64	1.49
Cash and cash equivalents as at the end of the year	108423.62	2808.92

Notes:

- (a) Cash and cash equivalents include bank balance of ₹ 1,01,988.45 Lakh in Public Issue Accounts, being Group's share in the IPO proceeds of Inox Wind Limited (subsidiary of the Company) - see note no. 21.
- (b) Components of cash and cash equivalents are as per note no. 21

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For **PATANKAR & ASSOCIATES**
Chartered Accountants

M.Y.KULKARNI
Partner

For **GUJARAT FLUOROCHEMICALS LIMITED**

V. K. JAIN
Managing Director

DEEPAK ASHER
Director & Group Head
(Corporate Finance)

B. V. DESAI
Company Secretary

MANOJ AGRAWAL
Chief Financial Officer

Place: Pune
Dated: 28th May, 2015

Place: Noida
Dated: 28th May, 2015

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015

1. CORPORATE INFORMATION

Gujarat Fluorochemicals Limited ("GFL" or the "Company" or "Parent Company") is a public company engaged in the business of manufacturing and trading of Refrigeration Gases, Anhydrous Hydrochloric Acid, Caustic Soda, Chlorine, Chloromethane, Polytetrafluoroethylene (PTFE) and Post-treated Polytetrafluoroethylene (PTPTFE). The Company caters to both domestic and international markets. The shares of the Company are listed on Bombay Stock Exchange and National Stock Exchange of India. The Company is a subsidiary of Inox Leasing and Finance Limited.

The Consolidated Financial Statements ("CFS") relate to GFL, its subsidiaries, joint ventures of the Company, joint venture of a subsidiary and an associate of a subsidiary company (collectively referred to as the "Group").

(A) The subsidiary companies, joint ventures and associate considered in CFS are:

(a) Subsidiaries of the Company:-

Name of the Company	Country of incorporation	Proportion of ownership interest	
		As at 31 st March, 2015	As at 31 st March, 2014
Inox Leisure Limited (ILL)	India	48.09%(*)	48.09%(*)
Inox Infrastructure Limited (IIL)	India	100%	100%
Inox Wind Limited (IWL)	India	63.09%	75.00%
Gujarat Fluorochemicals Americas, LLC (GFL Americas)	USA	100%	100%
Inox Renewables Limited (IRL)	India	99.98%	99.98%
Gujarat Fluorochemicals Singapore Pte. Limited	Singapore	100%	100%
Gujarat Fluorochemicals GmbH, Germany (Incorporated on 6 th September, 2013)(GFL GmbH)	Germany	100%	100%

(*) Proportion of ownership interest in Inox Leisure Limited is computed on the total paid-up capital of ILL viz. including Treasury shares held by ILL through Inox Benefit Trust. Also see note no. 38.

ILL is engaged in the business of operating and managing multiplexes and cinema theatres in India. IIL is engaged in the business of real estate and property development. IWL is engaged in the business of manufacture and sale of wind turbine generators (WTGs) and providing Erection, Procurement and Commissioning (EPC) services for WTGs. GFL Americas is engaged in the business of manufacture, trading and sale of Post Treated Polytetrafluoroethylene (PT-PTFE) Compounds. IRL is engaged in the business of generation and sale of wind energy and providing services for erection & commissioning of wind farms. Gujarat Fluorochemicals Singapore is engaged in investment activities. Gujarat Fluorochemicals GmbH is engaged in the business of trading of polymer compounds especially, Polytetrafluoroethylene (PTFE).

(b) Subsidiary of GFL Singapore Pte. Limited:-

Name of the Company	Country of incorporation	Proportion of ownership interest	
		As at 31 st March, 2015	As at 31 st March, 2014
GFL GM Fluorspar SA	Morocco	74%	74%

GFL GM Fluorspar SA is engaged in the business of exploration of fluorspar mines.

(c) Subsidiary of Inox Wind Limited:-

Name of the Company	Country of incorporation	Proportion of ownership interest	
		As at 31 st March, 2015	As at 31 st March, 2014
Inox Wind Infrastructure Services Limited	India	100%	100%

Inox Wind Infrastructure Services Limited is engaged in the business of providing Erection, Procurement & Commissioning (EPC), Operation & Maintenance (O & M) services and Common Infrastructure facilities for Wind Turbine Generators.

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015



(d) Subsidiary of Inox Wind Infrastructure Services Limited (IWISL):-

Name of the Company	Country of incorporation	Proportion of ownership interest	
		As at 31 st March, 2015	As at 31 st March, 2014
Marut Shakti Energy India Limited (MSEIL) acquired by IWISL on 13 th September, 2013	India	100%	100%

MSEIL is engaged in the business of development of Wind Farm sites.

(e) Subsidiary of Inox Renewables Limited:-

Name of the Company	Country of incorporation	Proportion of ownership interest	
		As at 31 st March, 2015	As at 31 st March, 2014
Inox Renewables (Jaisalmer) Limited	India	100%	100%

Inox Renewables (Jaisalmer) Limited is engaged in the business of generation of wind energy.

(f) Subsidiaries of Inox Leisure Limited:-

Name of the Company	Country of incorporation	Proportion of ownership interest	
		As at 31 st March, 2015	As at 31 st March, 2014
Satyam Cineplexes Limited - see note B(i)(a) below	India	100%	N.A.
Shouri Properties Private Limited - see note B(i)(b) below		93.75%	N.A.

Satyam Cineplexes Limited is engaged in the business of operating & managing multiplexes in India. Shouri Properties Private Limited holds a license to operate a multiplex cinema theatre which is operated by Inox Leisure Limited.

(g) Joint Ventures of the Company:-

- i) The Company has a Joint Venture interest of 33.77% in Xuancheng Hengyuan Chemical Technology Company Ltd., a company incorporated in the People's Republic of China. As at 31st March, 2015, the Company has invested a sum of ₹1263.89 Lakh in the share capital of this Joint Venture. The Joint Venture Company is engaged in the business of manufacture of anhydrous hydrogen fluoride and allied activities. The financial statements of this joint venture are drawn up to 31st December, 2014.
- ii) The Company has a Joint Venture interest of 25% in Swarnim Gujarat Fluorspar Private Limited, a company incorporated in India. As at 31st March, 2015 the Company has invested a sum of ₹ 108.25 Lakh in the share capital of this Joint Venture. The Joint Venture Company is proposed to be engaged in the business of manufacture of Acid Grade Fluorspar and allied activities.

(h) Joint Venture of Inox Leisure Limited (ILL):-

ILL has a Joint Venture interest of 50% in Swanston Multiplex Cinemas Private Limited ('SMCPL'), a company incorporated in India. As at 31st March, 2015 the Company has invested a sum of ₹ 279.52 Lakh in the share capital of SMCPL. SMCPL was engaged in the business of operating a multiplex.

i) Associate of Inox Infrastructure Limited (IIL):-

IIL holds 50% of the total equity capital of Megnasolace City Private Limited (Megnasolace). Megnasolace is an 'Associate Company' and the investment is accounted under the equity method in accordance with AS 23 – 'Accounting for Investments in Associates'. The Group's share of the post acquisition profits is included in the carrying cost of the investment as under:-

Sr. No.	Particulars	₹ in Lakh)	
		2014-2015	2013-2014
1	Book value of Investment on acquisition	3200.00	3200.00
2	Share of Profit – Up to Previous Year	1.47	1.47
3	Share of (Loss)/Profit – Current Year	0.00	0.00
4	Carrying amount	3201.47	3201.47

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015

Capital commitment towards partly paid shares of Megnasolace is ₹ 16800 Lakh (Previous year ₹ 16800 Lakh).

(B) Acquisitions and disinvestment during the year

- i) Acquisitions by Company's subsidiary Inox Leisure Limited ('ILL')
 - a) During the year, the ILL has acquired 100% of the equity shares in Satyam Cineplexes Limited ('SCL') and consequently SCL has become a wholly owned subsidiary of the ILL with effect from 8th August, 2014.

At the Meeting of Board of Directors of the ILL held on 25th September, 2014, the Board has approved the Scheme of Amalgamation (Scheme) under Section 391 to 394 of the Companies Act, 1956 and relevant Sections of the Companies Act 2013, to the extent applicable, for amalgamation of SCL with ILL, subject to the approval of the Scheme by Stock Exchanges, Shareholders and Creditors of the respective companies, Hon'ble High Courts of Judicature at Delhi and Gujarat, and subject to approval of any other statutory authorities as may be required. Once sanctioned, the Scheme will be effective from the appointed date i.e. 8th August, 2014. Presently, the petition for approval of the Scheme is pending before the Hon'ble High Court of Judicature at Delhi. The effect to the said Scheme will be given after obtaining the necessary approvals.

 - b) During the year, ILL has acquired 93.75% of the equity shares in Shouri Properties Private Limited ('SPPL') and consequently SPPL has become a subsidiary of ILL with effect from 24th November, 2014.
- ii) See note no. 34 for sale of shares in Inox Wind Limited pursuant to its Initial Public Offer.

(C) Break-up of goodwill and Capital Reserve on Consolidations:

Particulars	₹ in Lakh)	2014-2015	2013-2014
Goodwill on consolidation	16685.60	5738.76	
Capital reserve on consolidation	(177.36)	Nil	
Net goodwill on consolidation	16508.24	5738.76	

(D) Additional Information as required under Schedule III to the Companies Act, 2013:

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit	Amount
Parent - Gujarat Fluorochemicals Limited	56.16%	285558.89	65.33%	38236.22
Indian Subsidiaries				
Inox Infrastructure Limited	1.07%	5428.39	0.18%	105.06
Inox Wind Limited	28.26%	143696.52	56.65%	33156.68
Inox Wind Infrastructure Services Limited	(-)0.89%	(4529.27)	(-)6.06%	(3543.93)
Marut Shakti Energy India Limited	0.01%	55.54	0.05%	30.06
Inox Renewables Limited	10.28%	52288.85	(-)0.95%	(555.41)
Inox Renewables (Jaisalmer) Limited	2.53%	12842.34	1.71%	1003.61
Inox Leisure Limited	13.39%	68091.05	4.23%	2476.46
Satyam Cineplexes Limited	0.37%	1868.40	(-)0.77%	(453.06)
Shouri Properties Private Limited	(-)0.01%	(40.93)	(-)0.02%	(14.08)
Foreign Subsidiaries				
Gujarat Fluorochemicals GmbH	0.12%	595.07	(-)0.19%	(111.10)
Gujarat Fluorochemicals Americas LLC	0.22%	1132.67	(-)0.24%	(141.99)
Gujarat Fluorochemicals Singapore Pte. Ltd.	0.34%	1709.76	0.01%	7.05
GFL GM Fluorspar SA	0.06%	295.50	(-)0.54%	(315.62)
Minority Interest in all subsidiaries	16.70%	84924.85	(-)13.99%	(8185.52)

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015



Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated profit	Amount
Indian Associates				
Megnasolace City Private Limited		See note below		Nil
Indian Joint Ventures				
Swarnim Gujarat Fluorspar Private Limited	0.02%	97.74	0.00%	(2.36)
Swanston Multiplex Cinemas Private Limited	0.00%	(4.83)	0.01%	3.96
Foreign Joint Venture				
Xuancheng Hengyuan Chemical Technology Company Limited	0.16%	809.56	(-)1.18%	(692.02)
Sub total		654820.10		61004.01
Intercompany eliminations / adjustments	(-)28.79%	(146369.30)	(-)4.23%	(2477.48)
Total	100.00%	508450.80	100.00%	58526.53

Note: Investment in Megnasolace City Private Limited ('Megnasolace'), an associate of Inox Infrastructure Limited ('IIL') is accounted as per equity method.

2. BASIS OF PREPARATION AND PRINCIPLES OF CONSOLIDATION

The CFS are prepared in accordance with Accounting Standard (AS) 21 'Consolidated Financial Statements', Accounting Standard (AS) 23 'Accounting for Investment in Associates in Consolidated Financial Statements' and Accounting Standard (AS) 27 'Financial Reporting of Interest in Joint Ventures' specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules, 2014.

Figures of the previous year have been regrouped or reclassified, wherever necessary, to confirm to current period presentation.

The CFS are prepared on the following basis.

- i) The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses. Inter-company balances, inter-company transactions and unrealised profits are fully eliminated. Unrealised losses resulting from inter-company transactions are eliminated unless cost cannot be recovered.
- ii) Interest in joint ventures is reported using proportionate consolidation method.
- iii) The share of profit/loss of associate company is accounted under the 'equity method' as per which the share of profit/loss of the associate company is adjusted to the cost of investment.
- iv) Financial statements of foreign subsidiaries have been translated into Indian Rupees in accordance with the methodology prescribed for conversion of financial statements of a non-integral operation in the Accounting Standard (AS) 11 'Effects of Changes in Foreign Exchange Rates'.
- v) Goodwill on consolidation represents excess of the cost to the parent of its investment in a subsidiary over the parent's portion of equity of the subsidiary, at the date on which investment in the subsidiary is made, and is recognized as an asset in the consolidated financial statements. The Goodwill on consolidation is evaluated for impairment whenever there is any indication that its carrying amount may have been impaired. When the cost to the parent of its investment in a subsidiary is less than that the parent's portion of equity of the subsidiary, the difference is treated as capital reserve in the consolidated financial statements.
- vi) The CFS are prepared using uniform accounting policies for the like transactions and other events in similar circumstances, except where it is not practicable to do so. The CFS are presented, to the extent possible, in the same manner as the Parent Company's separate financial statements.
- vii) The Minority interest in the net assets of consolidated subsidiaries consist of the amount of equity attributable to minority at the date on which investment in subsidiary is made and the minority's share of movement in equity since the date the parent subsidiary relationship comes into existence. The losses applicable to the minority, to the extent they exceed the minority interest in the equity of the subsidiary, are adjusted against the majority interest, until the minority's share of losses so absorbed by the majority has been recovered.

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015

3. SIGNIFICANT ACCOUNTING POLICIES

a) Revenue Recognition

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed on to the customers in terms of the respective contracts, which is generally at the point of dispatch of goods. Gross revenue from operations includes excise duty but is exclusive of sales tax. Revenue from Carbon Credits is recognised on delivery thereof or sale of rights therein, as the case may be, in terms of the contract with the respective buyer. Income from sale of Renewable Energy Certificate (REC) is recognised on delivery thereof or sale of rights therein, as the case may be, in terms of the contract with the respective buyer.

Revenue from generation and sale of electricity is recognised on the basis of actual units generated and transmitted to the purchaser (net of reactive energy consumed) in accordance with the terms of the power purchase agreements entered with the respective customers.

Revenue from EPC, Common Infrastructure Facilities and Site Development Services is recognized on completion of the services, in terms of the respective contracts, and is net of taxes. Revenue from Operations & Maintenance contracts is recognized pro-rata over the period of the contract, as per the terms of the contract, and is net of taxes. Revenue from project development services is recognized as per the bills raised according to the nature, terms and conditions of the respective assignments.

Income from Box Office is recognized as and when the movie is exhibited. Income from Sale of Food & Beverages is accounted at the point of sale. Income is net of refunds and complimentary. Conducting fees are in respect of charges received from parties to conduct business from the multiplexes and the revenue is recognized as per the contractual arrangements. Advertisement income is recognized on exhibition of the advertisement or over the period of contract, as applicable.

Interest on deposits, loans and interest bearing securities is recognised on a time proportion basis, except in cases where interest is doubtful of recovery. Dividend income is recognised when the unconditional right to receive the dividend is established.

b) Fixed Assets and Intangible Assets

Fixed assets and intangible assets, other than revalued assets, are stated at historical cost, less accumulated depreciation/amortisation and impairment, except freehold land which is carried at cost. Intangible assets are recorded at the cost of acquisition of such assets and are carried at cost less accumulated amortization.

In case of revaluation of tangible assets, any revaluation surplus is credited to the revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognized in the Statement of Profit and Loss, in which case the increase is recognized in the Statement of Profit and Loss. A revaluation deficit is recognized in the Statement of Profit and Loss, except to the extent that it offsets an existing surplus on the same asset recognized in the asset revaluation reserve.

The cost of leasehold land comprises of lease premium and expenses on acquisition thereof as reduced by accumulated depreciation. The cost of other fixed assets comprises of purchase price or cost of construction and includes expenses attributable to bringing the asset to its working condition for its intended use, and is net of credit for duties and taxes. Project pre-operative expenses and expenditure incurred during construction period of multiplexes are capitalized to various eligible assets in respective multiplexes. Borrowing costs directly attributable to acquisition or construction of qualifying fixed assets are capitalised. In respect of accounting period commencing on or after 1st April, 2011, consequent to the amendment of para 46 of AS 11, 'The Effects of Changes in Foreign Exchange Rates', the cost of depreciable capital assets includes foreign exchange differences arising on translation of long term foreign currency monetary items.

c) Depreciation and Amortization

Consequent to Schedule II of the Companies Act, 2013 becoming effective from 1st April, 2014, depreciation/amortization is provided as under:

- i) On tangible fixed assets: Cost of leasehold land is amortised over the period of the lease. Depreciation on other fixed assets, excluding freehold land, is provided on straight line method at the rates and in the manner specified in Schedule II of the Companies Act, 2013. On leasehold improvements, electrical installations & air conditioners in leased premises, depreciation is provided over the period of useful life on the basis of the respective agreements or the useful life as per Schedule II part C of the Companies Act, 2013, whichever is shorter.
- ii) On intangible fixed assets: Cost of technical know-how is amortized equally over a period of ten years. Cost of product development is amortised equally over a period of five years. Cost of software is amortized over a period of three years in case of operating software and six years in case of other software. Cost of movie script acquired and cost of web-site developed is amortized over a period of five years.

Upto 31st March, 2014, depreciation/amortization was provided as under:

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015



- i) On tangible fixed assets: Cost of leasehold land was amortised over the period of the lease. Depreciation on other Fixed Assets, excluding Freehold Land, was provided on straight line method at the rates and in the manner specified in Schedule XIV to the Companies Act, 1956. Fixed Assets costing ₹ 5,000 or less were fully depreciated in the year of acquisition. Based on technical opinion, Windmill was considered as a continuous process plant and depreciation was provided at the rate applicable thereto. On leasehold improvements, electrical installations & air conditioners in leased premises, depreciation was provided over the period of useful life on the basis of the respective agreements or the useful life as per Schedule XIV of the Companies Act, 1956, whichever is shorter.
- ii) On intangible fixed assets: Cost of technical know-how was amortized equally over a period of ten years and cost of software was amortized @ 16.21% p.a. on straight line method.

Cost of film distribution rights and negative rights was amortized in proportion to the management's estimate of gross revenue expected to be realized over a period. Cost of movie script acquired was amortized over a period of five years from the date of agreement. Cost of software was amortized on straight line basis @ 16.21% p.a.

In respect of foreign subsidiaries:

Depreciation on all fixed assets (except land) is provided under Straight Line Method. The rates of depreciation prescribed in Schedule II of the Companies Act, 2013 are considered as the minimum rates. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/remaining useful life. The value of mining exploitation permit/licence is amortised over the period of the permit/licence on a straight line basis.

Upto 31st March, 2014, depreciation/amortization was provided as under:

Depreciation on all fixed assets (except land) is provided under Straight Line Method. The rates of depreciation prescribed in Schedule XIV to the Companies Act, 1956 are considered as the minimum rates. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter than that envisaged in the aforesaid schedule, depreciation is provided at a higher rate based on the management's estimate of the useful life/remaining useful life.

d) Impairment of Assets:

Consideration is given at each Balance Sheet date to determine whether there is any indication of impairment of the carrying amount of the Company's assets and impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount

e) Investments:

i) In Securities

Long term investments are carried at cost. Provision for diminution is made to recognise the decline, other than temporary, in the values of these investments. Current investments are carried at lower of cost and fair value.

ii) In Investment Property

Leasehold Land is carried at cost, comprising of lease premium and expenses on acquisition thereof, as reduced by accumulated amortization. Building is carried at cost of acquisition, less accumulated depreciation.

Cost of leasehold land is amortized over the period of lease. Depreciation on building is provided on straight line method at the rates and in the manner specified in Schedule II to the Companies Act, 2013.

f) Inventories:

Inventories and project development work-in-progress are valued at lower of cost and net realisable value. Cost is determined using Weighted Average Method, except for multiplex inventories where cost is determined using FIFO method, and is inclusive of appropriate overheads. Closing stock of finished goods and imported materials include excise duty and customs duty payable thereon, wherever applicable. Obsolete, defective and unserviceable stocks are duly provided for.

g) Employee Benefits:

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss in the year in which the related service is rendered. Company's contributions towards provident and pension funds viz. Defined Contribution Plan paid/payable during the year are charged to the Statement of Profit and Loss. Post-employment benefits in the form of Gratuity and Leave Encashment are recognized as an expense in the Statement of Profit and Loss at the present value of the amounts payable determined on the basis of actuarial valuation techniques, using the projected unit credit method. Actuarial gains and losses are recognized in the Statement of Profit and Loss.

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015

h) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of cost of such asset. Other borrowing costs are charged to the Statement of Profit and Loss.

i) Taxes on income

Income tax expense comprises of current tax & deferred tax charge. Deferred tax is recognised on timing differences, subject to consideration of prudence, being the differences between taxable income and accounting income that originates in one period and are capable of reversal in one or more subsequent periods. The deferred tax in respect of timing differences which reverse during the tax holiday period is not recognised to the extent the gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of losses is recognized as an asset if there is virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. Minimum Alternate Tax (MAT) paid on the book profits, which gives rise to future economic benefits in the form of tax credit against future income-tax liability, is recognized as an asset in the Balance Sheet if there is convincing evidence that normal tax will be payable within the period prescribed for utilization of such credit.

j) Foreign Currency Transactions and Forward Contracts:

- i) Transactions in foreign currency are recorded in rupees by applying the exchange rate at the date of the transaction. At the Balance Sheet date, monetary assets and liabilities in foreign currency are restated by applying the closing rate. Gains or losses on settlement of the transactions and restatement of monetary assets and liabilities are recognised in the Statement of Profit and Loss, except as mentioned in para (ii) below. In respect of forward exchange contracts entered, the difference between the forward rate and the exchange rate at the date of the transaction is recognised as income or expense over the life of such contract. Currency and interest rate swaps are accounted in accordance with the respective contracts. All other derivatives, which are not covered by AS 11 'The Effects of Changes in Foreign Exchange Rates', are measured using the mark-to-market principles and the net loss after considering the offsetting effect on the underlying hedge items is charged to the Statement of Profit and Loss. Net gains on the mark-to-market basis are not recognised.
- ii) The Central Government has, vide its Notification no. G.S.R. 914(E) dated 29 December 2011, amended AS 11, to the extent it relates to the recognition of losses or gains arising on restatement of long-term foreign currency monetary items in respect of accounting periods commencing on or after 1st April, 2011.
- iii) As stipulated in the Notification, the Group has exercised the option to adopt the following policy irrevocably for accounting periods commencing from 1st April, 2011.

Long term foreign currency monetary items are translated at the exchange rate prevailing on the balance sheet date and the net exchange gain / loss on such conversion and on settlement of the liability, is adjusted to the cost of the asset, where the long-term foreign currency monetary items relate to the acquisition of a depreciable capital asset (whether purchased within or outside India), and depreciated over the balance life of the assets.

k) Accounting For Hedges and Derivatives

The Group uses various forms of derivative instruments such as options and interest rate swaps to hedge its exposure on account of movements in foreign exchange and interest rates. The use of derivatives is governed by the Group's risk management strategy and the Group's risk management policies for use of such financial derivatives. The Group does not use derivative financial instruments for speculative purposes. The derivatives are entered only where the counterparty is a bank.

In terms of the Notification by the Institute of Chartered Accountants of India on status of AS 30 'Financial Instruments: Recognitions and Measurement', the Group during the current year has adopted the rules for hedge accounting specified in AS 30. Accordingly, derivatives such as option contracts and interest rate swaps to hedge highly probable forecasted transactions which are outside the scope of AS 11 'The Effects of Changes in Foreign Exchange Rates' may be designated as a hedging instrument in a permitted hedging relationship if the conditions for hedge accounting are met including high hedge effectiveness at the inception and throughout the period of the hedge.

Derivatives covered by AS 11, or those that do not qualify for hedge accounting, or those not designated as an effective hedge in a permitted hedging relationship continue to be accounted for using the principle of prudence under AS 1 'Disclosure of Accounting Policies', and the mark-to-market losses if any are recognized fully in the Statement of Profit and Loss at each reporting date.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in 'Hedging Reserve Account'. The gain or loss relating to the ineffective portion is recognized immediately in Statement of Profit and Loss. Amounts previously recognized in 'Hedging Reserve Account' and are reclassified to Statement of Profit and Loss in the same periods when the hedged item affects profit and loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that had been deferred in equity will be recognised immediately in the Statement of Profit and Loss.

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Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the Statement of Profit and Loss. The hedged item is recorded at fair value and any gain or loss is recorded in the Statement of Profit and Loss and is offset by the gain or loss from the change in the fair value of the derivative.

Hedge accounting is discontinued on a prospective basis when the hedge no longer meets the hedge accounting criteria, when the hedging instrument expires or is sold, terminated, or exercised, or it no longer qualifies for hedge accounting, or when the Group revokes the hedging relationship.

I) Leases

i) Assets taken on operating lease:

Lease rentals in respect of assets acquired on operating lease are charged to the Statement of Profit and Loss as per the terms of the respective lease agreements.

ii) Assets given on operating lease:

Assets given under operating lease are capitalised and included in the fixed assets. Lease income arising there from is recognised as income in the Statement of Profit and Loss as per the terms of the respective lease agreements.

m) Government Grants

Government Grants are accounted for when it is reasonably certain that the ultimate collection will be made. The grants in the nature of promoters' contribution are credited to Capital Reserve.

n) Preliminary Expenses

Expenditure on survey and investigation of the mines are charged to expenses in the year in which they are incurred.

o) Treasury Shares

Pursuant to the Scheme of Amalgamation of Fame India Ltd ('Fame') and its subsidiaries with Inox Leisure Limited ('ILL'), equity shares of ILL have been issued to Inox Benefit Trust (the Trust) against the equity shares of Fame held by ILL. These shares are recognised as Interest in Inox Benefit Trust at the amount of consideration paid by ILL to acquire the shares of erstwhile Fame. These shares of ILL held by Inox Benefit Trust are considered as 'Treasury Shares' by ILL. Difference between the cost and the amount received at the time sale of shares by the Trust, is recorded separately as 'Reserve on Sale of Treasury Shares' under Reserves and Surplus.

p) Provisions and Contingent Liabilities

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is possible obligation or a present obligation in respect of which the likelihood of outflow of resource is remote, no provision or disclosure is made.

q) Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported balances of assets and liabilities and disclosure of contingent liabilities, at the end of the accounting year and reported amounts of revenue and expenses during the year. Although these estimates are based on the management's knowledge of current events and actions, uncertainty about these assumptions and estimates could result in outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

4. SHARE CAPITAL

(₹ in Lakh)

	As at 31 st March, 2015	As at 31 st March, 2014
4.1 Equity		
Authorized		
20,00,00,000 Equity Shares of Re 1 each	2000.00	2000.00
Issued and Subscribed and Fully Paid Up		
10,98,50,000 Equity Shares of Re 1 each	1098.50	1098.50
Total	1098.50	1098.50

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015

4.2 Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, in proportion of their shareholding, after distribution of all preferential amounts, if any.

During the year, final dividend of ₹ 3.50 per equity share (previous year ₹ 3.50 per equity share) is proposed to be distributed to the equity shareholders.

	Nos.	(₹ in Lakh)
4.3 Shares held by holding company		
Inox Leasing and Finance Limited	5,77,15,310 (5,77,15,310)	577.15 (577.15)

	Nos.	Holding%
4.4 Details of shareholders holding more than 5% shares in the company		
Equity shares of Re. 1 each fully paid		
Inox Leasing and Finance Limited	5,77,15,310 (5,77,15,310)	52.54% (52.54%)
Devansh Trading and Finance Private Limited	66,62,360 (66,62,360)	6.06% (6.06%)
Siddhapavan Trading and Finance Private Limited	55,76,440 (55,76,440)	5.08% (5.08%)

Note: Figures in brackets represent previous year figures.

5. RESERVES AND SURPLUS

	(₹ in Lakh)	As at 31 st March, 2015	As at 31 st March, 2014
Capital Reserves			
As per last Balance Sheet	12667.43	12667.43	
On account of change in Minority Interest	(3.57)	0.00	
	12663.86	12667.43	
Capital Redemption Reserve			
As per last Balance Sheet	59.30	59.30	
Securities Premium Account			
As per last Balance Sheet	7368.49	7359.11	
Premium received during the year (net of IPO expenses)	40852.82	0.00	
On account of change in Minority Interest	(2664.30)	0.00	
Adjustment on account grant of stock options to employees in subsidiaries etc.	(14.75)	9.38	
	45542.26	7368.49	
Revaluation Reserve			
As per last Balance Sheet	5568.60	5896.64	
On account of change in Minority Interest	0.71	0.00	
Transfer to the Statement of Profit and Loss on account of depreciation	0.00	(328.04)	
	5569.31	5568.60	
Amalgamation Reserve			
As per last Balance Sheet	224.11	224.11	
On account of change in Minority Interest	(77.62)	0.00	
	146.49	224.11	
General Reserve			
As per last Balance Sheet	242211.20	239211.20	
On account of change in Minority Interest	(558.36)	0.00	
Adjustment on account of carrying amount of fixed assets as at 1 st April, 2014, net of deferred tax (see note no. 35a)	(567.54)	0.00	
Transfer from the Statement of Profit and Loss	33303.16	3000.00	
	274388.46	242211.20	

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015



(₹ in Lakh)

	As at 31 st March, 2015	As at 31 st March, 2014
Other Reserves		
Reserve on sale of treasury shares		
As per last Balance Sheet	(279.04)	0.00
Movements during the year	<u>7698.42</u>	<u>(279.04)</u>
	7419.38	(279.04)
Hedging Reserve		
As per last Balance Sheet	(275.56)	0.00
Movements during the year	<u>(972.46)</u>	<u>(275.56)</u>
	(1248.02)	(275.56)
Foreign currency translation reserve		
As per last Balance Sheet	1415.08	921.60
Movements during the year	<u>533.69</u>	<u>493.48</u>
	1948.77	1415.08
Surplus in the Statement of Profit and Loss		
As per last Balance Sheet	59658.60	48448.49
Profit for the year	58526.53	18610.23
On account of change in Minority Interest	<u>(4306.49)</u>	<u>0.00</u>
Recoupment of loss of earlier year from Minority Interest	0.00	98.05
Less : Appropriations		
Proposed Dividend	3844.75	3844.75
Tax on Dividend	782.70	653.42
General Reserve	<u>33303.16</u>	<u>3000.00</u>
	75948.03	59658.60
Sub-total	422437.84	328618.21
Group Share in Joint Ventures	<u>(10.39)</u>	<u>(19.24)</u>
Total	422427.45	328598.97

6. LONG-TERM BORROWINGS

(₹ in Lakh)

	As at 31 st March, 2015	As at 31 st March, 2014
Term Loans		
Secured Loans		
From Banks		
- Rupee Loans	30225.12	27230.67
- Foreign Currency Loans	<u>76131.98</u>	<u>85350.73</u>
	106357.10	112581.40
From Other Parties		
- Rupee Loans	28168.12	10500.00
- Foreign Currency Loans	<u>0.00</u>	<u>24828.12</u>
	28168.12	35328.12
Unsecured Loans		
Loans and advances from related parties (see note no. 51)		
- Inter-corporate deposit - from Holding Company	0.00	1100.00
Total	134525.22	149009.52

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015

	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
Less: Current maturities of Long-term borrowings (disclosed under note no. 11: Other current liabilities)	20848.90	24284.56
Total	113676.32	124724.96
6.1 For nature of securities and terms of repayment please refer to note no. 36		
7. OTHER LONG-TERM LIABILITIES		
	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
Security deposits	558.42	495.06
Retention money	45.70	43.73
Income received in advance	2627.33	2446.26
Creditors for capital expenditure	257.56	2338.11
Statutory dues and taxes payable	1.96	2.37
Total	3490.97	5325.53
8. LONG-TERM PROVISIONS		
	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
Provision for employee benefits (see note no. 55)		
- For Gratuity	1273.64	951.68
- For Leave benefits	521.52	352.01
Total	1795.16	1303.69
9. SHORT-TERM BORROWINGS		
	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
9.1 (i) Secured Loans		
From Banks		
- Cash Credit/Overdraft	3208.14	7729.71
- Short Term Working Capital Demand Loans	12116.78	0.00
- Rupee Loans	6000.00	9200.00
- Foreign Currency Loans	52833.17	35732.78
	74158.09	52662.49
From Other Parties		
- Short Term Working Capital Demand Loans	5000.00	0.00
9.2 (ii) Unsecured Loans		
From Banks		
- Rupee Loan	4900.00	17500.00
- Foreign Currency Loans	20075.69	8467.49
	24975.69	25967.49
From Other Parties		
- Commercial papers	15814.84	0.00
- Inter-corporate deposit	59.85	0.00
	15874.69	0.00
	120008.47	78629.98
Group Share in Joint Ventures	2008.72	2591.31
Total	122017.19	81221.29
9.3 For nature of securities and terms of repayment please refer to note no. 36		

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015



10. TRADE PAYABLES

	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
Trade payables		
- dues to Micro and Small Enterprises (see note no. 54)	4.18	6.80
- others	91140.15	61120.68
	91144.33	61127.48
Group Share in Joint Ventures	999.66	1816.85
Total	92143.99	62944.33

11. OTHER CURRENT LIABILITIES

	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
Current maturities of long-term debt (from note no. 6)	20848.90	24284.56
Interest accrued but not due on borrowings	2140.54	2307.80
Interest accrued and due on borrowings	227.07	129.75
Creditors for capital expenditure	7600.95	8317.96
Derivative financial liabilities	1522.09	622.05
Security deposits	550.80	592.81
Income received in advance	2408.82	1292.71
Advances from customers	12043.84	2525.59
Unclaimed dividends (see note below)	208.99	215.49
Retention money	264.97	326.80
Statutory dues and taxes payable	3403.85	3730.82
Payable towards purchase of shares of a subsidiary	425.22	0.00
Other Payables	722.82	928.51
	52368.86	45274.85
Group Share in Joint Ventures	1014.63	394.85
Total	53383.49	45669.70

Note: In respect of unclaimed dividends, the actual amount to be transferred to the Investor Education and Protection Fund shall be determined on the due date.

12. SHORT-TERM PROVISIONS

	(₹ in Lakh)	
	As at 31 st March, 2015	As at 31 st March, 2014
(a) Provision for employee benefits (see note no. 55)		
- for Gratuity	304.78	189.42
- for Leave benefits	486.03	507.40
	790.81	696.82
(b) Other provisions		
- for Municipal tax - (see note no. 49a)	183.00	200.20
- for Service tax - (see note no. 49d)	1042.44	1042.44
- for MVAT / sales tax- (see note no. 49c)	69.81	39.61
- for IPO Expenses	3178.54	0.00
- for taxation (net of taxes paid)	2164.23	1030.60
- for Proposed Dividend	3844.75	3844.75
- for Tax on Proposed Dividend	782.70	653.42
	12056.28	7507.84
Group Share in Joint Ventures	51.04	0.00
Total	12107.32	7507.84

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015

13. TANGIBLE ASSETS

(₹ in Lakh)

Particulars	Gross Block							Depreciation							Net Block			
	As at 1 Apr 2014	Translation Difference	Acquisi- tion (see note below)	Addi- tions	Deductions	Exchange differences	Borro- wing Costs	As at 31 Mar 2015	As at 1 Apr 2014	Translation Difference	Acquisition (see note below)	Adjust- ment	For the year	Dedu- ctions	As at 31 Mar 2015	As at 31 Mar 2014		
(a) Tangible Assets																		
Land																		
- Freehold Land	3695.58	3.96		74.82				3774.36							3774.36	3695.58		
- Leasehold Land	5683.54			164.14				5847.68	361.88				73.93		435.81	5411.87	5321.66	
Buildings	44021.68	32.46	2291.68	2880.37	59.07			49167.12	5748.86	1.95	307.81	34.00	1613.85	16.38	7690.09	41477.03	38272.82	
Lease hold improvements	24274.63	2.35		1395.67	39.26			39.57	25672.96	9199.45	0.34			1749.15	32.68	10916.26	14756.70	15075.18
Plant and Equipments	351675.37	24.97	2381.19	52833.06	4596.84	2609.61	317.35	405244.71	65429.57	10.31	1034.93	516.66	20487.97	1917.82	85561.62	319683.09	286245.80	
Furniture and Fixtures	9315.76	0.98	876.61	1054.12	34.37			16.98	11230.08	3783.73	0.50	349.24	74.59	1500.78	29.00	5679.84	5550.24	5532.03
Vehicles	735.72	1.38	18.67	34.61	47.86			742.52	319.77	0.43	5.37	4.92	138.15	23.48	445.16	297.36	415.95	
Office Equipment	6442.63	0.20	1746.57	830.40	14.92	29.76		9034.64	2717.53	0.29	509.66	584.77	1348.13	12.77	5147.61	3887.03	3725.10	
Total (a)	445844.91	66.30	7314.72	59267.19	4792.32	2639.37	373.90	510714.07	87560.79	13.82	2207.01	1214.94	26911.96	2032.13	115876.39	394837.68	358284.12	
(b) Share in Joint Venture	3570.90	(45.60)		146.35	0.81			3670.84	1546.68	(19.75)			312.58	0.51	1839.00	1831.84	2024.22	
Grand Total (a+b)	449415.81	20.70	7314.72	59413.54	4793.13	2639.37	373.90	514384.91	89107.47	(5.93)	2207.01	1214.94	27224.54	2032.64	117715.39	396669.52	360308.34	
Previous year	418876.29	590.24	30.71	22919.92	633.53	7285.78	346.40	449415.81	69098.44	193.78			19982.72	167.47	89107.47			

Notes:

- Buildings includes offices given on operating lease:

	As at 31 st March, 2015	As at 31 st March, 2014
Gross Block	914.52	914.52
Depreciation charge for the Year	14.91	14.91
Accumulated Depreciation	135.72	120.81
Net Block Value	778.80	793.71

- Free hold Land includes share of undivided plot of land in respect of one multiplex.
- Building includes Rs 4681.02 Lakh in respect of building at Nariman Point, Deed of Apartment of which is to be executed.
- For adjustment during the year in accumulated depreciation - See note no 35(a).
- Additon on account of acquisitions is in respect of subsidiary acquired during the year by Inox Leisure Limited as on 8th August, 2014 viz. the date on which the parent subsidiary relationship came in existence-refer note 1(B)(i)(a).

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to the Consolidated Financial Statements for the Year Ended 31st March, 2015



14. INTANGIBLE ASSETS

(₹ in Lakh)

Particulars	Gross Block							Amortization							Net Block		
	As at 1 Apr 2014	Translation Difference	Acquisition (see note below)	Additions	Deduct- ions	Exchange differences	Borrowing Costs	As at 31 Mar 2015	As at 1 Apr 2014	Translation Difference	Acquisition (see note below)	Adjust- ment	For the year	Deductions	As at 31 Mar 2015	As at 31 Mar 2015	As at 31 Mar 2014
(a) Intangible Assets																	
Technical Know How	6878.61			3504.55				10383.16	2074.05				832.94		2906.99	7476.17	4804.56
Software	1175.42	0.18	118.94	183.17				1477.71	780.77		46.44	32.63	208.36		1068.20	409.51	394.65
Film Distribution Rights & Prints Cost																	
Mining Rights	1340.44	(195.40)		47.70				1192.74	167.54	(24.42)			73.26		216.38	976.36	1172.90
Negative rights																	
Product Development				734.19				734.19					38.38		38.38	695.81	
Movie Production	155.50							155.50	68.66				32.41		101.07	54.43	86.84
Total (a)	9549.97	(195.22)	118.94	4469.61				13943.30	3091.02	(24.42)	46.44	32.63	1185.35		4331.02	9612.28	6458.95
(b) Share in Joint Venture	562.87	(7.19)						555.68	211.05	(2.71)			62.77		271.11	284.57	351.82
Grand Total (a+b)	10112.84	(202.41)	118.94	4469.61				14498.98	3302.07	(27.13)	46.44	32.63	1248.12		4602.13	9896.85	6810.77
Previous year	7646.97	274.34		2062.55	24.71	153.69		10112.84	2297.26	27.84			1001.68	24.71	3302.07		

Notes:

- For adjustment during the year in accumulated depreciation - see note no. 35(a)
- Addition on account of acquisitions is in respect of subsidiary acquired during the year by Inox Leisure Limited as on 8th August, 2014 viz. the date on which parent-subsidiary relationship came in existence - refer note 1(B)(i)(a)

15. NON-CURRENT INVESTMENTS

(Long term, non-trade, at cost, unless, otherwise stated)

(₹ in Lakh)

Particulars	Face Value ₹	Nos. As at 31 st March, 15	Nos. As at 31 st March, 14	As at 31 st March, 2015		As at 31 st March, 2014				
[1] INVESTMENTS IN SECURITIES										
A] UNQUOTED										
i) Investment in Equity instrument										
In Associate companies										
Megnasolace City Private Limited - Equity shares of ₹10/- each				5000000	5000000	3201.47				
- paid up ₹ 1.60 per share (previous year ₹ 1.60 per share)							3201.47			
In Other companies										
Kaleidoscope Entertainment Private Limited	1	562500	562500	60.75		60.75				
					3262.22		3262.22			
Less: Provision for diminution in value of Investment					60.75		60.75			
						3201.47	3201.47			
ii) Investment in Government or Trust Securities										
National Saving Certificate				110.31		110.99				
(Held in the name of Directors & pledged with Government Authorities)										
Less : Current portion of Long Term Investments				39.48		18.04				
(Disclosed under note no. 18 : Current Investments)					70.83		92.95			

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015

(₹ in Lakh)

Particulars	Face Value ₹	Nos. As at 31 st March, 15	Nos. As at 31 st March, 14	As at 31 st March, 2015		As at 31 st March, 2014	
iii) Investment in Mutual Funds							
UTI Fixed Term Income Plan Sr. XV-II(367 Days)-Growth Plan	10	0	20000000	0.00		2000.00	
Birla Sun life FTP-Sr.GV(368 Days)-Growth	10	0	10000000	0.00		1000.00	
HDFC FMP 370D May 2013(1) Sr.26-Growth	10	0	10000000	0.00		1000.00	
LIC Nomura FMP Sr.63-386 Days-Growth	10	0	10000000	0.00		1000.00	
HDFC FMP 366D May2013(1)Sr.26 Re	10	0	5000000	0.00		500.00	
HDFC FMP 366D May2013(2)Sr.26 Re	10	0	10000000	0.00		1000.00	
Religare Invesco FMP Sr.XIX PL-A3	10	0	10000000	0.00		1000.00	
Birla Sun Life Fixed Term Plan-Sr.GY(366 Days)-Growth	10	0	10000000	0.00		1000.00	
UTI Fixed term Income Plan Sr. XV-III(366 Day)-Growth	10	0	10000000	0.00		1000.00	
SBI Debt Fund Sr.366 Days-29 Regular	10	0	20000000	0.00		2000.00	
JP Morgan India FMP Sr.21-Regular	10	0	15000000	0.00		1500.00	
Kotak FMP Series 104-Growth	10	0	10000000	0.00		1000.00	
IDFC Fixed Term Plan Sr.20 Regular	10	0	15000000	0.00		1500.00	
LIC Nomura MF FMP Sr.66-371 Days-Growth Plan	10	0	15000000	0.00		1500.00	
Tata FMP Series 42-Scheme I-Plan	10	0	20000000	0.00		2000.00	
DSP BlackRock FMP S104-12Month-Regular-Growth-Dt.28.	10	0	10000000	0.00		1000.00	
Religare Invesco FMP Series 23P(370 Days)-Growth	10	10000000	0	1000.00		0.00	
Reliance Yearly Interval Series 8 Direct Plan-Growth	10	9211751	0	1000.00		0.00	
HDFC FMP 370 Days June 2014(2) Series 31 Regular - Growth	10	10000000	0	1000.00		0.00	
SBI Debt Fund SR A35-369Days -Direct - Growth	10	10000000	0	1000.00		0.00	
DWS Interval Annual Plan Series 1-DP Growth	10	9205730	0	1000.00		0.00	
Reliance Fixed Horizon Fund-XXVI Series 33 - Direct Plan -Growth Plan	10	10000000	0	1000.00		0.00	
HDFC FMP 370D May 2013 (1) Series 26 - Regular Growth	10	0	10000000	0.00		1000.00	
Religare Invesco FMP - Series XIX - Plan A (367 Days) - Growth	10	0	5000000	0.00		500.00	
HDFC FMP 371D June 2014(2)Sr.31-Gr	10	6250000	0	625.00		0.00	
ICICI Prudential FMP Series 74-369 Days K Reg.Growth	10	10000000	0	1000.00		0.00	
Birla Sun Life Interval Income Fund - Annual Plan VIII - Gr - REGULAR	10	0	10000000	0.00		1000.00	
ICICI Prudential Interval Fund Series VI Annual Interval Plan F - Regular Plan	10	0	10000000	0.00		1000.00	
ICICI Prudential FMP Series 68 - 368 Days Plan G Regular Plan Cumulative	10	0	5000000	0.00		500.00	
HDFC FMP 371D July 2013 (1) Series 26 - Regular - Growth	10	0	10000000	0.00		1000.00	
UTI Fixed Term Income Fund Series XV - IX (366 DAYS) - Growth Plan	10	0	10000000	0.00		1000.00	
				7625.00		26000.00	
Less : Current portion of Long Term Investments				0.00		26000.00	
(Disclosed under note no. 18 : Current Investments)				7625.00		0.00	

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015



(₹ in Lakh)

Particulars	Face Value ₹	Nos. As at 31 st March, 15	Nos. As at 31 st March, 14	As at 31 st March, 2015	As at 31 st March, 2014
iv) Investment in Venture Capital Fund					
Indiareit Fund Scheme III	100000	423	643	422.63	642.85
Kshitij Venture Capital Fund	338	250000	250000	843.75	962.50
	(385)			1266.38	1605.35
Less : Current portion of Long Term Investments				1266.38	962.50
(Disclosed under note no. 18 : Current Investments)				0.00	642.85
Total Unquoted Investments				10897.30	3937.27
[B] QUOTED					
Investment in Equity instrument					
Advanta India Limited	2	0	215979	0.00	539.17
ELH Limited	2	0	183527	0.00	401.94
Garware Wall Ropes Limited	10	0	28669	0.00	69.69
HEG Limited	10	0	64386	0.00	276.64
K S Oil Limited	1	0	192093	0.00	215.74
Mount Everest Mineral Water Limited	10	2174592	2174592	2489.35	2489.35
Praj Industries Limited	2	0	497630	0.00	1235.22
Taneja Aerospace & Aviation Limited	5	0	360159	0.00	728.71
Tantia Construction Limited	10	0	209895	0.00	313.03
				2489.35	6269.49
Less: Provision for diminution in value of Investment				0.00	2545.97
Net Quoted Investments				2489.35	3723.52
Total Investments				13386.65	7660.79
Aggregate amount of quoted investments				2489.35	6269.49
Market value of quoted investments				2392.05	3319.82
Aggregate amount of unquoted investments				12263.91	30978.56
Aggregate provision for diminution in value of investments				60.75	2606.72

[2] Investment Property (Long term and Non-trade)

(₹ in Lakh)

Particulars	Gross Block (at cost)			Depreciation/Amortization			Net Block	
	As at 1 st April, 14	Additions	As at 31 st March, 15	As at 1 st April, 14	For the year	As at 31 st March, 15	As at 31 st March, 15	As at 31 st March, 14
Leasehold Land	169.38	0.00	169.38	0.76	0.17	0.93	168.45	168.62
Building	105.64	0.00	105.64	7.56	1.77	9.33	96.31	98.08
Total	275.02	0.00	275.02	8.32	1.94	10.26	264.76	266.70
Previous Year	275.02	0.00	275.02	6.43	1.89	8.32		

Total Non Current Investments [1+2]

13651.41 **7927.49**

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015

16. LONG-TERM LOANS AND ADVANCES

(Unsecured, considered good, unless otherwise stated)

(₹ in Lakh)

	As at 31 st March, 2015	As at 31 st March, 2014
Capital advances	5749.74	3196.47
Security deposits		
- Considered good	11738.99	9496.20
- Considered doubtful	311.88	0.00
	12050.87	9496.20
Less: Provision for doubtful deposits	311.88	0.00
	11738.99	9496.20
Advances recoverable in cash or in kind		
- Considered good	729.08	354.59
Inter-corporate deposits	0.00	100.00
Prepaid expenses	24.50	148.44
Electricity charges refund claimed	389.83	389.83
Balances in Excise, Service Tax and VAT Accounts	95.71	668.40
Entertainment tax refund claimed	2998.37	1453.83
Income tax paid (net of provisions)	10990.57	11528.55
MAT credit entitlement	21365.71	11945.29
	54082.50	39281.60
Group Share in Joint Ventures	16.35	68.41
Total	54098.85	39350.01

16.1 Particulars of Inter-corporate deposits to others

(₹ in Lakh)

Name of the Party	Rate of interest	Amount outstanding as on	Amount outstanding as on
		31 st March, 2015	31 st March, 2014
a] Wearit Global Limited	10%	0.00	100.00

The above Inter-corporate deposit was given for general business purposes and was repayable in 4 years.

17. OTHER NON-CURRENT ASSETS

(₹ in Lakh)

	As at 31 st March, 2015	As at 31 st March, 2014
Initial public offer (IPO) expenses	0.00	695.32
Non-current bank balances (from note no. 21)	652.91	378.77
Interest accrued		
- on investments	12.70	19.33
- on bank fixed deposit	40.37	15.19
- others	157.16	138.92
Total	863.14	1247.53

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015



18. CURRENT INVESTMENTS

(Non-trade, at cost, unless otherwise stated)

(₹ in Lakh)

Particulars	Face Value ₹	Nos. As at 31-Mar-15	Nos. As at 31-Mar-14	As at 31 st March, 2015	As at 31 st March, 2014
A] CURRENT PORTION OF LONG TERM INVESTMENTS					
i) Investment in Mutual Funds					
UTI Fixed Term Income Plan Sr. XV-II(367 Days)-Growth Plan	10	0	20000000	0.00	2000.00
Birla Sun life FTP-Sr.GV(368 Days)-Growth	10	0	10000000	0.00	1000.00
HDFC FMP 370D May 2013(1) Sr.26-Growth	10	0	10000000	0.00	1000.00
LIC Nomura FMP Sr.63-386 Days-Growth	10	0	10000000	0.00	1000.00
HDFC FMP 366D May2013(1)Sr.26 Re	10	0	5000000	0.00	500.00
HDFC FMP 366D May2013(2)Sr.26 Re	10	0	10000000	0.00	1000.00
Religare Invesco FMP Sr.XIX PL-A3	10	0	10000000	0.00	1000.00
Birla Sun Life Fixed Term Plan-Sr.GY(366 Days)-Growth	10	0	10000000	0.00	1000.00
UTI Fixed term Income Plan Sr. XV-III(366 Days)-Growth	10	0	10000000	0.00	1000.00
SBI Debt Fund Sr.366 Days-29 Regular	10	0	20000000	0.00	2000.00
JP Morgan India FMP Sr.21-Regular	10	0	15000000	0.00	1500.00
Kotak FMP Series 104-Growth	10	0	10000000	0.00	1000.00
IDFC Fixed Term Plan Sr.20 Regular	10	0	15000000	0.00	1500.00
LIC Nomura MF FMP Sr.66-371 Days-Growth Plan	10	0	15000000	0.00	1500.00
Tata FMP Series 42-Scheme I-Plan	10	0	20000000	0.00	2000.00
DSP BlackRock FMP S104-12Month-Regular-Growth-Dt.28.	10	0	10000000	0.00	1000.00
HDFC FMP 370D May 2013 (1) Series 26 - Regular Growth	10	0	10000000	0.00	1000.00
Religare Invesco FMP - Series XIX - Plan A (367 Days) - Growth	10	0	5000000	0.00	500.00
Birla Sun Life Interval Income Fund - Annual Plan VIII - Gr - REGULAR	10	0	10000000	0.00	1000.00
ICICI Prudential Interval Fund Series VI Annual Interval Plan F - Regular Plan	10	0	10000000	0.00	1000.00
ICICI Prudential FMP Series 68 - 368 Days Plan G Regular Plan Cumulative	10	0	5000000	0.00	500.00
HDFC FMP 371D July 2013 (1) Series 26 - Regular - Growth	10	0	10000000	0.00	1000.00
UTI Fixed Term Income Fund Series XV - IX (366 DAYS) - Growth Plan	10	0	10000000	0.00	1000.00
				0.00	26000.00
ii) Investment in Venture Capital Funds					
Indiareit Fund Scheme III	100000	423	0	422.63	0.00
Kshitij Venture Capital Fund	338	250000	250000	843.75	962.50
	(385)			1266.38	962.50
iii) Investment in Government or Trust Securities					
National Saving Certificate				39.48	18.04
(Held in the name of Directors & pledged with Government Authorities)					
B] CURRENT INVESTMENT					
i) Investment in Mutual Funds - Unquoted					
JP Morgan India Liquid Fund-Super Instl. Daily Dividend Plan	10	3603291	3436570	360.68	343.95
Religare Invesco Liquid Fund - Growth Plan	1000	0	14796	0.00	254.87
Tauras Liquid Fund -Growth Plan	10	39945	0	601.89	0.00
Franklin Templeton Mutual Fund	1000	0	75404	0.00	1440.00
				962.57	2038.82
Total current investments				2268.43	29019.36
Aggregate amount of unquoted current investments				962.57	2038.82

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015

19. INVENTORIES

(For basis of valuation please refer note no. 3(f)

	As at 31 st March, 2015	As at 31 st March, 2014	(₹ in Lakh)
Raw materials	16634.46	17587.39	
Work-in-progress	34632.59	17953.80	
Finished goods	23752.22	17206.39	
Stock-in-trade	107.04	148.83	
Stores and spares	5140.64	4849.68	
Others			
- Fuel	1220.89	309.73	
- Packing materials	329.03	269.71	
- By products	375.12	367.37	
- Food and Beverages	503.63	486.71	
- Construction Materials	3781.96	3015.65	
	6210.63	4449.17	
Sub-total	86477.58	62195.26	
Group Share in Joint Ventures	562.30	752.29	
Total	87039.88	62947.55	

20. TRADE RECEIVABLES

(Unsecured, considered good, unless otherwise stated)

	As at 31 st March, 2015	As at 31 st March, 2014	(₹ in Lakh)
Considered good			
Outstanding for a period exceeding 6 months from the date they are due for payment	12794.88	7446.14	
Others	172040.10	84992.36	
	184834.98	92438.50	
Considered Doubtful			
Outstanding for a period exceeding 6 months from the date they are due for payment	100.74	200.12	
	184935.72	92638.62	
Less: Provision for Doubtful Debts	(100.74)	(200.12)	
	184834.98	92438.50	
Group Share in Joint Ventures	1516.79	2529.27	
Total	186351.77	94967.77	

21. CASH AND BANK BALANCES

	As at 31 st March, 2015	As at 31 st March, 2014	(₹ in Lakh)
21.1 Cash & cash equivalents			
Balances with banks in current accounts	5812.07	2062.94	
Cheques on hand	29.72	0.00	
Bank deposits with original maturity upto 3 months	156.47	123.30	

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015



(₹ in Lakh)

	As at 31 st March, 2015	As at 31 st March, 2014
Public Issue accounts (see note below)	101988.45	0.00
Cash in hand	218.38	437.68
Group Share in Joint Ventures	218.53	185.00
	108423.62	2808.92

21.2 Other Bank Balances

- In unpaid dividend accounts	208.99	215.49
- Margin Money with banks	0.00	547.24
- Deposit with original maturity for more than 3 months but less than 12 months	2779.85	1973.53
- Bank deposits with original maturity of more than 12 months	963.20	107.37
	3952.04	2843.63
Less: Amount disclosed under note no. 17 - Other non-current assets	652.91	378.77
	3299.13	2464.86
	111722.75	5273.78
Group Share in Joint Ventures	5.28	0.00
Total	111728.03	5273.78

Note: The bank balance in Public Issue Accounts represents money raised by the Inox Wind Limited (Subsidiary of the Company) in IPO (see note no. 34) which was held in escrow as at 31st March, 2015. The money was released on 8th April, 2015 on receiving listing approval from the stock exchanges by Inox Wind Limited.

22. SHORT-TERM LOANS AND ADVANCES

(Unsecured, considered good, unless otherwise stated)

(₹ in Lakh)

	As at 31 st March, 2015	As at 31 st March, 2014
Advance to suppliers		
- Considered Good	7339.26	5747.31
- Considered Doubtful	20.05	84.33
	7359.31	5831.64
Less: Provision for doubtful advances	20.05	84.33
	7339.26	5747.31
Prepaid expenses	1602.48	496.89
Advances recoverable in cash or in kind	487.81	632.45
Other receivables	90.84	1023.47
Security deposits	2211.42	2644.71
Inter-corporate Deposits	1436.95	1186.95
Income Tax paid (net of provisions)	0.00	594.84
Balances in Excise, Service Tax and VAT Accounts	1663.56	1859.24
	14832.32	14185.86
Group Share in Joint Ventures	496.99	398.71
Total	15329.31	14584.57

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015

22.1 Particulars of Inter-corporate deposits to others

Name of the Party	Rate of interest	(₹ in Lakh)	
		Amount outstanding as on 31st March, 2015	Amount outstanding as on 31st March, 2014
a) Maxtech Oil and Gas Services Private Limited	12%	700.00	700.00
b) Wearit Global Limited	10%	300.00	50.00
c) Castle Suppliers Private Limited	10%	336.95	336.95
d) Ritspin Synthetics Limited	10%	100.00	100.00

All the above Inter-corporate deposits are given for general business purposes and are repayable at call.

23. OTHER CURRENT ASSETS

	(₹ in Lakh)	
	As at 31st March, 2015	As at 31st March, 2014
Assets held for disposal	131.14	148.17
Insurance claim lodged	755.57	3235.66
Un amortised premium on forward contract	448.04	135.04
Interest accrued	258.44	211.71
WCT receivable	14.09	0.00
	1607.28	3730.58
Group Share in Joint Ventures	0.01	0.04
Total	1607.29	3730.62

24. REVENUE FROM OPERATIONS

	2014-2015	2013-2014
Sale of products	431141.31	261473.12
Sale of services	99173.10	801031.18
Refund of entertainment tax	616.74	0.00
Other operating revenues	6365.62	6287.97
	537296.77	347864.27
Less: Excise duty	9069.40	7930.40
	528227.37	339933.87
Group Share in Joint Ventures	5853.68	5220.03
Total	534081.05	345153.90

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015



25. OTHER INCOME

	(₹ in Lakh)	2014-2015	2013-2014
Interest Income			
- on bank deposits		316.87	162.13
- on Inter corporate deposits		164.47	122.16
- on Income tax refund		31.70	399.17
- on others		190.62	389.18
- on long term investments		10.87	8.21
		<u>714.53</u>	<u>1080.85</u>
Dividend Income			
- on long term investments		0.00	46.20
- on current investments		<u>24.96</u>	<u>38.25</u>
		<u>24.96</u>	<u>84.45</u>
Profit on sale of investments (net)			
- on long term investments (net of reversal of provision for diminution of ₹ 2545.97 Lakh) (previous year ₹ 3828.78 Lakh)		1816.75	1137.29
- on current investments		<u>969.72</u>	<u>292.84</u>
		<u>2786.47</u>	<u>1430.13</u>
Provision for doubtful debts written back		0.07	4.56
Liabilities and provisions no longer required, written back		481.42	842.75
Provision for amalgamation expenses written back		0.00	227.44
Reversal of mark to market loss on derivative contracts		72.56	0.00
Gain on settlement of derivative		47.68	37.59
Rental income from operating leases		662.99	635.88
Bad debts recovered		8.43	0.00
Miscellaneous income		<u>135.29</u>	<u>131.52</u>
		<u>4934.40</u>	<u>4475.17</u>
Group Share in Joint Ventures		46.52	65.88
Total		4980.92	4541.05

26. COST OF MATERIALS CONSUMED

	(₹ in Lakh)	2014-2015	2013-2014
Raw Materials consumed		224378.49	133535.18
Packing Materials consumed		6186.30	3991.66
Cost of food and beverages		<u>4954.91</u>	<u>4028.50</u>
		<u>235519.70</u>	<u>141555.34</u>
Group Share in Joint Ventures		5741.97	5143.84
Total		241261.67	146699.18

27. PURCHASES OF STOCK-IN-TRADE

	(₹ in Lakh)	2014-2015	2013-2014
Purchases of stock-in-trade		171.18	65.32
Total		171.18	65.32

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015

28. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

	(₹ in Lakh)	
	2014-2015	2013-2014
Opening Stock		
Finished goods	17206.39	19838.36
Stock-in-trade	148.83	170.85
Material-in-process	6202.73	5275.59
Erection and commissioning work-in-progress	11751.07	576.69
By-products	367.37	356.58
Carbon credits	0.00	57.79
	35676.39	26275.86
Add: On account of subsidiary acquired during the year	0.00	692.61
	35676.39	26968.47
Less : Closing stock		
Finished goods	23752.22	17206.39
Stock-in-trade	107.04	148.83
Material-in-process	8678.12	6202.73
Erection and commissioning work-in-progress	25954.47	11751.07
By-products	375.12	367.37
	58866.97	35676.39
Excise duty on stock of finished goods (net)	7.18	(703.09)
(Increase) / decrease in stock	(23183.40)	(9411.01)

29. EMPLOYEE BENEFITS EXPENSE

	(₹ in Lakh)	
	2014-2015	2013-2014
Salaries and wages	19924.07	15196.35
Contribution to provident and other funds	1036.92	764.22
Expense on ESOP (net)	1.36	9.94
Gratuity	528.94	223.82
Staff welfare expenses	977.19	710.83
	22468.48	16905.16
Group Share in Joint Ventures	72.04	67.96
Total	22540.52	16973.12

30 . FINANCE COSTS

	(₹ in Lakh)	
	2014-2015	2013-2014
Interest expenses	20039.89	15643.96
Interest on Income Tax	363.09	55.73
Interest on deferred credit	182.54	247.75
Other borrowing costs	1356.80	687.31
Loss on foreign currency transactions and translation	1509.27	2268.44
	23451.59	18903.19
Less: Capitalized	1743.29	1222.71
	21708.30	17680.48
Group Share in Joint Ventures	168.72	211.48
Total	21877.02	17891.96

Note: Out of total finance cost, interest amount transferred to work-in-progress

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015



31 . DEPRECIATION AND AMORTIZATION EXPENSE

	(₹ in Lakh)	2014-2015	2013-2014
Depreciation on tangible assets	26911.96	19074.26	
Amortization of intangible assets	1185.35	902.47	
Depreciation on investment property	1.77	1.72	
Amortization of investment property	0.17	0.17	
	28099.25	19978.62	
Less: Amount transferred from Revaluation reserve	0.00	328.04	
	28099.25	19650.58	
Group Share in Joint Ventures		375.35	393.76
Total		28474.60	20044.34

32 . OTHER EXPENSES

	(₹ in Lakh)	2014-2015	2013-2014
Stores and spares consumed	5469.78	4557.55	
Power and fuel	41874.41	35468.62	
Entertainment tax	12145.12	9127.07	
EPC, O & M, Common Infrastructure Facility and Site Development Expenses	37289.30	28035.01	
Exhibition cost	24932.44	19374.11	
Freight and octroi	10645.94	6929.28	
Insurance	914.88	799.61	
Excise duty, custom duty and sales tax	977.52	1085.53	
Production labour charges	1635.54	1161.68	
Processing charges	5593.76	2095.18	
Outsourced personnel cost	2616.23	1784.30	
Property rent and conducting fees	13426.91	9481.96	
Common facility charges	4151.29	2601.22	
Factory expenses	737.76	737.92	
Repairs to			
- Buildings	488.16	435.70	
- Plant and Equipments	3660.93	2952.37	
- Others	765.15	655.43	
	4914.24	4043.50	
Directors' sitting fees	42.40	17.29	
Commission to Directors	148.39	96.92	
Rent	476.26	299.05	
Rates and taxes	1481.23	1118.16	
Service tax	3049.90	2024.21	
Travelling and conveyance	2807.71	2652.20	
Communication expenses	509.69	409.00	
Legal and professional fees and expenses	3211.41	2984.03	
Lease rentals and hire charges	727.07	513.77	
Loss on retirement /disposal of fixed assets (net)	15.55	97.50	
Net (gain)/loss on foreign currency transactions and translation	(3468.99)	1472.66	
Amortisation of premium on forward contracts	388.72	130.29	
MTM loss on derivative contracts	0.00	346.49	
Provision for trade receivables	23.06	23.94	
Provision for doubtful advances	0.00	20.05	

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015

	(₹ in Lakh)	
	2014-2015	2013-2014
Provision for doubtful deposits	311.88	0.00
Provision for diminution in value of investments - long term (net)	0.00	393.72
Provision for diminution in value of assets held for disposal	17.03	41.60
Bad debts and remission (net of provision for doubtful debts of ₹ Nil (previous year ₹ 103.00 Lakh)	14.89	75.13
Commission	1222.09	476.94
Royalty	2328.02	2889.50
Corporate Social Responsibility (CSR) expenditure (see note no. 56)	45.31	0.00
Miscellaneous expenses	8809.61	7051.09
	189486.35	150416.08
Group Share in Joint Ventures	302.43	242.73
Total	189788.78	150658.81

33. CHANGE IN ACCOUNTING POLICY

On 30th March, 2012, the Company's subsidiary Inox Renewables Limited (IRL) had revalued its fixed assets of the wind energy business acquired as part of slump sale from GFL. Consequently ₹ 6232 Lakh was credited to the revaluation reserve with corresponding addition to gross block of respective fixed assets. Upto last year, the depreciation on the revalued portion was adjusted against the revaluation reserve. However from the current year, pursuant to Schedule II to the Companies Act, 2013 becoming effective from 1st April, 2014, which requires charging depreciation on the carrying amount of fixed asset, the depreciation on the revalued portion amounting to ₹ 278 Lakh is charged to Statement of Profit and Loss. Consequently, the profit for the year is lower by ₹ 278 Lakh.

34. INITIAL PUBLIC OFFER BY SUBSIDIARY COMPANY

During the year, Inox Wind Limited ('IWL'), a subsidiary of the Company, has made an Initial Public Offer (IPO) for 3,19,18,226 equity shares of ₹ 10 each, comprising of 2,19,18,226 fresh issue of equity shares by IWL and 1,00,00,000 equity shares offered for sale by Company. The equity shares were issued at a price of ₹ 325 per share (including premium of ₹ 315 per share) subject to discount of ₹ 15 per share to the eligible employees of the Company and retail investors. The total proceeds from the IPO are ₹ 1,02,053.45 Lakh. The total expenses in connection with the IPO are shared between IWL and Company. After considering consolidation effect: (a) the gain of ₹ 26859.08 Lakh on sale of these shares by GFL, net of expenses, is included in Exceptional Items and (b) IWL's share in the IPO expenses is adjusted against the securities premium account.

35. CHANGE IN THE ESTIMATE OF USEFUL LIFE OF FIXED ASSETS

- The Group has adopted the useful lives of various fixed assets as specified in Schedule II of the Companies Act, 2013, with effect from 1st April, 2014, as against the useful lives adopted earlier as specified in Schedule XIV to the Companies Act, 1956. The carrying amount of fixed assets, where the remaining useful life as at 1st April, 2014 as per Schedule II is Nil, aggregating to ₹ 567.54 Lakh (net of deferred tax credit and effect of minority interest), is recognized in the opening balance of retained earnings. Further, the carrying amount of fixed assets as at 1st April, 2014 is being depreciated over the revised remaining useful life of the assets. Consequently, depreciation charge for the year is higher by ₹ 1968 Lakh.
- In accordance with Accounting Standard (AS) 22: Taxes on Income, the deferred tax liability on account of timing difference in depreciation, to the extent reversing during the tax holiday period, is not recognized. Consequent to the above change in the estimated useful life of fixed assets, such timing difference reversing during the tax holiday period is recomputed. Consequently, there is increase in the deferred tax liability of ₹1416 Lakh and the same is included in the amount of deferred tax charge in the Statement of Profit and Loss for the year ended 31st March, 2015.

36. SECURITIES AND TERMS OF LOANS TAKEN:

In respect of loans taken by Gujarat Fluorochemicals Limited (GFL):

(a) Secured Loans:

Foreign currency term loan in form of ECB of ₹ 19574.81 Lakh (previous year ₹ 21897.93 Lakh) from Axis Bank Limited is secured by way of first charge on all movable and immovable assets of 36 MW Wind Power Project at Mahidad, Gujarat, and exclusive charge on movable fixed asset of DPTFE plant located at Plot No.12-A, GIDC Estate, Village – Dahej, Taluka - Vagra, District -Bharuch, Gujarat. Further, the Lender also has a charge/lien over the receivables, assignment of rights under the project agreements and escrow

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account relating to 36 MW Wind power Project at Mahidad. This term loan is repayable in 40 equal quarterly installments starting from 15th June, 2012 and carries interest @ 3 months LIBOR plus 4.25% p.a. Out of total sanctioned ECB of USD 49 million, ECB of USD 25 million was hedged at the rate of 11.26% p.a. w.e.f. 11th October, 2012.

Foreign Currency Term Loan in form of ECB of ₹ 8024.54 Lakh (previous year ₹ 8877.81 Lakh) from ICICI Bank Limited is secured by way of an exclusive first ranking security interest/mortgage/hypothecation on movable and immovable fixed assets including cash flow receivables and escrow account of 14 MW Wind Power Project at Mahidad. Further the Lender has first & exclusive charge on movable fixed assets of AHF & HCFC Plant located at Survey No. 16/3, 26 & 27, Village Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal, Gujarat. This term loan is repayable in 20 equal half yearly installments starting from 20th September, 2013 and carries interest @ 6 months LIBOR plus 4.14% p.a. Out of ECB of USD 16.47 million, ECB of USD 10 million was hedged at the rate of 10.55% p.a. w.e.f. 9th April, 2014.

Foreign Currency Term Loan in form of ECB of ₹ 2258.25 Lakh (previous year ₹ 4516.50 Lakh) from DBS Bank Limited is secured by first pari-passu charge over moveable fixed assets of the Company at Plot No.12-A, GIDC Estate, Village – Dahej, Taluka Vagra, District Bharuch except assets pertaining to 18 MW coal based captive power plant, DPTFE & PTPTFE plant. The term loan is repayable in 16 equal quarterly installments starting from 14th April, 2012 and carries interest @ 8.65% p.a.

Working Capital Demand Loan of ₹ Nil (previous year ₹ 2500.00 Lakh) was repayable in 180 days and carried interest @ 10% p.a. and over draft facility of ₹ 1798.08 Lakh (previous year ₹ 2107.28 Lakh) from HDFC Bank Limited carries interest @ 10.75% p.a. and is secured by first pari-passu charge in favour of the bank by way of hypothecation over the borrower's stock and receivables, both present and future, of the Company's unit located at Plot No.12-A, GIDC Estate, Village – Dahej, Taluka - Vagra, District Bharuch, Gujarat.

FCNR loan facility of ₹ Nil (previous year ₹ 3860.13 Lakh) was repayable in 214 days carried interest @ 3 months LIBOR plus 1.65% p.a. and working Capital Loans in the form of buyers credit of ₹ 4165.37 Lakh (previous year ₹ 767.28 Lakh) repayable in 240 days to 330 days carrying interest ranging @ 8 month LIBOR plus 0.95% p.a. to 12 months LIBOR plus 0.95% p.a. from The Royal Bank of Scotland are secured by way of first pari-passu charge in favour of the bank by way of hypothecation over the borrower's stock and receivables, both present and future, of the Company's unit located at Plot No.12-A, GIDC Estate, Village – Dahej, Taluka - Vagra, District Bharuch, Gujarat.

(b) Unsecured Loans:

Unsecured Working Capital Loans from ICICI Bank Limited, in the form of buyers credit of ₹ Nil (previous year ₹ 490.53 Lakh) carried interest ranging from 12 months LIBOR plus 0.70% p.a. to 12 months LIBOR plus 0.87% p.a. and was repayable in 297 days to 300 days.

Unsecured Working Capital Loans from ING Vysya Bank Limited, in the form of buyer's credit of ₹ 7618.17 Lakh (previous year ₹ 207.86 Lakh) carries interest ranging from 12 months LIBOR plus 0.51% p.a. to 12 months LIBOR plus 1.00% p.a. and is repayable in 269 days to 330 days.

Unsecured working Capital Loan from BNP Paribas in form of Working Capital demand loan of ₹ 4900.00 Lakh (previous year ₹ 6000.00 Lakh) carrying interest @ 9.35% p.a. is repayable in 29 days and foreign currency working capital loan in form of PCFC of ₹ 4694.97 Lakh (previous year ₹ Nil) carrying interest @ 6 months EURIBOR plus 0.45% p.a. and 6 months EURIBOR plus 0.60% p.a. is repayable in 180 days, and Rupee PC of ₹ Nil (previous year ₹ 4000 Lakh) carrying interest @ 9.75% p.a. was repayable in 180 days.

Unsecured foreign currency working capital loan from Citibank N.A. in form of FCNR of ₹ 2525.86 Lakh (previous year ₹ 2932.43 Lakh) carries interest @ 12 months LIBOR plus 2.00% p.a. and is repayable in 365 days.

Unsecured foreign currency working capital loan from IDBI Bank Limited, in form of PCFC of ₹ 1901.49 Lakh (previous year ₹ Nil) carries interest @ 6 months LIBOR plus 0.60% p.a. and is repayable in 180 days.

Unsecured foreign currency working capital loan from Yes Bank Limited, in form of Buyer's credit of ₹ 3335.19 Lakh (previous year ₹ Nil) carries interest from 12 month LIBOR plus 0.59% p.a. to 12 months LIBOR plus 1.05% p.a. and is repayable in 268 days to 330 days.

Unsecured working capital demand loan of ₹ Nil (previous year ₹ 1500 Lakh) from HDFC Bank carried interest @ 10.05% p.a. was repayable in 180 days.

Commercial papers of ₹ 10893.49 Lakh (previous year ₹ Nil), net of unamortised interest of ₹ 106.51 Lakh (previous year ₹ Nil) is repayable in 139 days and 171 days. Discount on commercial paper varies between 8.50% to 9.30% p.a. Maximum balance during the year is ₹ 13500 Lakh (previous year ₹ 12500 Lakh).

Unsecured working capital demand loan from Societe Generale Bank, in form of WCDL of ₹ Nil (previous year ₹ 1000 Lakh) carried interest @ 10% p.a. and was repayable in 180 days.

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Unsecured foreign currency working capital loan from The Royal Bank of Scotland, in form of FCNR of ₹ Nil (previous year ₹ 2412.15 Lakh) carried interest @ 3 months EURIBOR plus 1.75% p.a. and was repayable in 181 days & 273 days and in form of Short term loan of ₹ Nil (previous year ₹ 1500 Lakh) carried interest @ 10% p.a. and was repayable in 7 days.

Unsecured working capital loan from Kotak Mahindra Bank Ltd, in form of Rupee PC of ₹ Nil (previous year ₹ 3500.00 Lakh) carried interest @ 10% p.a. and was repayable in 128 days.

Unsecured foreign currency working capital loan from Indusind Bank Ltd, in form of PCFC of ₹ Nil (previous year ₹ 2424.52 Lakh) carried interest @ 6 months EURIBOR plus 1% p.a. and was repayable in 177 days.

In respect of loans taken by Inox Renewables Limited (IRL):

Foreign currency term loan from ICICI Bank (DIFC-Dubai) in 2 tranches:

- ₹ 30042.58 Lakh (previous year ₹ 32453.89 Lakh) from ICICI Bank Limited carries interest @ 6 months LIBOR plus 4.14% p.a., is repayable in 20 equal half yearly installments starting from 3rd August, 2013 and the last installment falls due on 3rd February, 2023 for 50 MW Dangri.
- ₹ 11781.80 Lakh (previous year ₹ 12727.02 Lakh) from ICICI Bank Limited carries interest @ 6 months LIBOR plus 4.14% p.a., is repayable in 20 half yearly installments starting from 20th September, 2013 and the last installment falls due on 20th March, 2023 for 20 MW Dangri.

Both the tranches are secured by way of:

- Exclusive charge over all the borrower's immovable assets, all present and future movable fixed assets identified under the project assets and Ossiya-1 i.e. 19.5 MW.
- Exclusive charge over the escrow account to be opened with ICICI Bank Limited, India (Escrow Bank) for project Dangri and Ossiya-1.
- Exclusive charge on all project documents, rights, titles, permits, approvals in respect of all the assets of the project including power purchase agreement and wheeling agreements and all project documents including all insurance policies relating to project, project book debts, operating cash flows, revenue of whatsoever nature including "Certified Emission Reduction" (CER) receivables.
- First pari-passu with ICICI Bank, Hong Kong over immovable assets and all present and future movable fixed assets identified at project of GudePanchgani 23.1 MW.
- First pari-passu charge over the escrow account w.r.t GudePanchgani 23.1 MW.

Foreign currency term loan from ICICI Bank (Bahrain):

Foreign currency term loan of ₹ 3386.49 Lakh (previous year ₹ 4877.57 Lakh) from ICICI Bank Limited carries interest @ 5.86 % p.a. and is repayable in 38 equal quarterly installments starting from 20th December, 2007 and the last installment falls due in March 2017. This loan is secured by way of:

- First mortgage/charge/security interest on all of the Company's present and future assets pertaining to the GudePanchgani project including all movable properties.
- ICICI Bank have a charge/lien over the escrow account (to be opened with ICICI), where the cash flows out of the project (sale proceeds from the power sold to Maharashtra State Electricity Board) are to be deposited by the Company.

Rupee Term Loan from Yes Bank Limited:

Rupee term loan of ₹ 13200.00 Lakh (previous year ₹ 13750.00 Lakh) from Yes Bank Limited carries interest @ 12.35 % p.a. and is repayable in quarterly installments starting from 31st December, 2014 and the last installment falls due on 30th June, 2028. This loan is secured by way of:

- First charge on all the present and future tangible/intangible movable assets, current assets including receivables, others reserves and bank accounts pertaining to project.
- First charge on all the present and future immovable assets both freehold and leasehold pertaining to the project.
- First charge on all the rights, title, interest, benefits, claims and demands whatsoever of the Borrower in project agreements, clearances etc. pertaining to the project.

Rupee term loan from Aditya Birla Finance Limited

Rupee term loan of ₹ 4549.50 Lakh (previous year ₹ 4875.00 Lakh) from Aditya Birla Finance Limited carries interest @ 12.40 % p.a. and is

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repayable in quarterly installments starting from 31st December, 2013 and the last installment falls due on 30th June, 2023. This loan is secured by way of:

- a) First charge on all the present and future tangible/intangible movable assets, current assets including receivables (pertaining to 22.5 MW Rajasthan project (Sadiya & Ossiya II)).
- b) First charge on all the present and future immovable assets both freehold and leasehold pertaining to the 22.5 MW Rajasthan project (Sadiya and Ossiya II).
- c) First charge on all the projects bank accounts including but not limited to escrow account and any other reserves and other bank accounts of the borrower pertaining to the 22.5 MW Rajasthan project (Sadiya and Ossiya II).

In respect of loans taken by Inox Renewables (Jaisalmer) Limited (IRLJ):

Foreign currency term loan of ₹ 22261.50 Lakh (previous year ₹ 23518.62 Lakh) from International Finance Corporation is secured by hypothecation of all movable and immovable fixed assets including cash flow and receivables of project assets of its Dangri (64MW) wind farm. Further, the loan is secured by corporate guarantee of Inox Renewables Limited.

The term loan is repayable in 28 installments starting from 14th October, 2013 and carries interest @ 6 months LIBOR and relevant spread of 4.25 % i.e. 11.44% p.a. for the current year.

In respect of loans taken by Inox Wind Limited (IWL):

(a) Secured Loans:

Term loan amounting to ₹ 5500 Lakh (previous year ₹ 7500 Lakh) carries interest @ 11.85% p.a. repayable in 20 quarterly installments starting from 1st February, 2013 and term loan amounting to ₹ 2125 Lakh (previous year ₹ Nil) carries interest @ 11.30% p.a. repayable in 20 quarterly installments starting from 30th September, 2014. These loans are secured by first exclusive charge on existing & future movable & immovable fixed assets of Una and Rohika Plants.

Term Loan amounting to ₹ 3000 Lakh (previous year ₹ Nil) secured by first Pari-Passu charges by way of hypothecation on the entire fixed assets of Madhya Pradesh Plant and carries interest @ 10.25%. The loan is repayable in 18 quarterly installments starting from 30th October, 2015.

Term loan amounting to ₹ Nil (previous year ₹ 5625 Lakh) was secured by first pari- passu charge on entire current assets of the company, both present and future & carried interest @ 12.25% p.a. The loan was repayable in four quarterly installments starting from 2nd March, 2014.

Term Loan amounting to ₹ 100 Lakh (previous year ₹ Nil) is secured by first pari-passu charge on the current assets, receivables, moveable fixed assets of IWISL and carries interest @ 12.75% p.a. payable monthly. The loan is repayable in five years, starting from December 2015, with annual repayment of 12%, 20%, 32% & 36% respectively for each year, with quarterly rest, computed on the basis of sanctioned limit of ₹ 5000 Lakh.

WCDL of ₹ 2000 Lakh (previous year ₹ 2700 Lakh) carries interest rate in the range of 11.75% - 12% p.a. and WCDL of ₹ 4000 Lakh (previous year ₹ Nil) carries interest rate @ 11.65% p.a. These loans are secured by first pari-passu charge on the current assets of the Company.

WCDL of ₹ Nil (previous year ₹ 4000 Lakh), was secured by hypothecation of investment of ₹ 4500 Lakh in Fixed maturity plan (FMP) & carried interest @ 12% p.a.

Cash credit facilities from banks amounting to ₹ 12116.78 Lakh (previous year ₹ 4734.74 Lakh) are secured by current assets of IWL and carry interest in the range of 11.50% to 13.35% p.a.

Foreign currency short term loans (buyer's credit) from banks amounting to ₹ 48667.80 Lakh (previous ₹ 31105.37 Lakh) are secured by current assets of IWL and carry interest rate of applicable LIBOR plus bank's spread which is generally in the range of 0.5% to 2% p.a.

Short Term Working Capital Demand loan of ₹ 5000 Lakh (previous year ₹ Nil) and carries interest at the rate of 12.25 % p.a. and the loan is repayable on demand.

(b) Unsecured loans:

Commercial Papers from other parties of ₹ 4921.35 Lakh, net of unamortised interest of ₹ 78.65 Lakh (previous year ₹ Nil) and carries interest rate @10.10% p.a. and the loan is repayable on 29th May, 2015. Maximum balance during the year - ₹ 4921.35 Lakh (previous year ₹ Nil).

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In respect of loans taken by Inox Leisure Limited (ILL):

- a) Term loans from Axis Bank amounting to ₹ 6400.11 Lakh (previous year ₹ 5980.67 Lakh) carries interest @ bank base rate + 1.25 % p.a. which presently is 11.40%. The loans are secured by mortgage of immovable property situated at Vadodara and Anand and first exclusive charge on all movable fixed assets and current assets of the new multiplexes/property financed by the said term loans and escrow of entire cash flows relating to such multiplexes. The repayment schedules are as under:

Particulars	Outstanding Amount (in ₹ Lakh)	Repayment terms
Term Loan 1	2997.11	Repayable in 16 equal quarterly installments of ₹ 374.64 Lakh each beginning from 30 th June, 2013
Term Loan 2	100.00	Repayable in 10 equal quarterly installments of ₹ 50.00 Lakh each beginning from 1 st April, 2013
Term Loan 3	3303.00	Repayable in 16 equal quarterly installments of ₹ 250.00 Lakh each beginning from 1 st October, 2014

- b) Bank overdraft of ₹ 1410.06 Lakh (previous year ₹ 887.69 Lakh) is secured against first charge on the entire current assets of the ILL, both present and future; and extension of first charge by way of mortgage of property at Vadodara and Anand, Gujarat.
- c) During the year, ILL had raised short term funds by issue of Commercial Papers (CP). Discount on CP varied between 9.30% to 10.25% and maximum balance outstanding during the year was ₹ 32000 Lakh (previous year ₹ Nil).
- d) Inter-corporate deposit of ₹ Nil (previous year ₹ 1100 Lakh) was repayable in 5 years from the date of the deposit and carried interest rate of 11%. Inter-corporate deposits of ₹ 59.85 Lakh (previous year ₹ Nil) are repayable on demand and carry interest @ 12%.

In respect of loan taken by GFL GM Fluorspar SA:

Foreign Currency Term Loan is secured by way of exclusive charge on movable fixed assets of the proposed project upto value of USD 7.95 million, book debts, operating cash flows, receivables, commission, present & future revenues. The term loan is repayable in the 10 structured half yearly installments commencing after a moratorium of 12 months from the date of Scheduled Commercial operations date and carries interest @ 6 months LIBOR plus 4% p.a.

37. EXCEPTIONAL ITEMS:

Particulars	2014-2015	2013-2014	(₹ in Lakh)
Income			
Profit from sale of Inox Wind Limited Shares– refer note no. 34	26859.08	-	
Total	26859.08	-	
Expenses			
Donation to Electoral Trust	200.00	-	
Donation of ₹ 7 Lakh to Maharashtra Navnirman Kamgar Sena, which in the opinion of management is affiliated with Maharashtra Navnirman Sena, a political party and donation of ₹ 3 Lakh to Maharashtra Samarth Kamgar Sanghatana, which in the opinion of management is affiliated with Nationalistic Congress Party, a political party.	10.00	-	
Project Abandonment expenses	429.48	-	
Loss on Sale of Captive Gas based Power Plants	1787.10	-	
Total	2426.58	-	
Net Exceptional items	24432.50	-	

38. TREASURY SHARES IN CASE OF INOX LEISURE LIMITED (ILL):

- (a) Pursuant to the Composite Scheme of Amalgamation ("Scheme") of ILL's subsidiary Fame India Limited ("Fame") and subsidiaries of Fame with ILL, which was operative from 1st April, 2012, ILL had allotted 3,45,62,206 equity shares to the shareholders of the transferor companies on 10th July, 2013, including 2,44,31,570 equity shares to Inox Benefit Trust ("Trust") towards shares held by ILL in Fame. These shares ("Treasury Shares") are held by the Trust exclusively for the benefit of ILL.

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In terms of AS31 'Financial Instruments' (which is not yet mandatory), internationally generally accepted accounting practices and for more appropriate presentation of the financial statements, ILL's interest in the Trust (at cost), being akin to Treasury Shares, in accordance with their substance and economic reality, is deducted from Shareholders' Fund. Any profit or loss arising from sale of Treasury Shares by the Trust is being recorded separately as 'Reserve on sale of Treasury Shares' under Reserves and surplus, being transactions relating to the capital of ILL. Accordingly, the profit of ₹ 7698.42 Lakh, after excluding minority share, on sale of 1,55,81,478 Treasury Shares during the year ended 31st March, 2015 is directly recognised in 'Reserve on sale of Treasury Shares' under Reserves and surplus.

- (b) On allotment of above 3,45,62,206 equity shares of the Company, Gujarat Fluorochemicals Limited (GFL) ceased to be the holding company on 10th July, 2013. Subsequently, the shareholders of ILL have passed a resolution at the Annual General Meeting held on 23rd August, 2013 amending the Articles of Association of ILL entitling GFL to appoint majority of directors on the Board of ILL if GFL holds not less than 40% of the paid-up equity capital of ILL. Accordingly, ILL has again become a subsidiary of GFL with effect from this date.

- 39.** In March 2014 a fire broke out in the Inox Wind Limited(IWL)'s factory at Rohika, Gujarat. IWL had lodged a claim with the insurance company towards the loss on account of fire. The claim lodged with the insurance company includes, inter-alia, claim towards loss of materials and fixed assets, expenditure on carrying out repairs and loss of profit. During the year ended 31st March 2014, the cost of materials and written down value of fixed assets destroyed in fire was estimated at ₹ 2023.01 Lakh by the management. Pending the settlement of claim, amount of ₹ 83.68 Lakh, being estimated amount of reduction in the claim, was charged to the Statement of Profit and Loss as "loss by fire" and the balance amount of ₹ 1939.33 Lakh was carried as 'Insurance claims lodged' in Other current assets. During the current year, after considering the expenditure incurred on repairs of plant & equipment & buildings, net of realization from sale of scrap, the amount on account of fire loss stood at ₹ 3021.76 Lakh. IWL has received final settlement claim amount of ₹ 2987.09 Lakh, excluding the claim on account of loss of profit. The loss of ₹ 34.67 Lakh on final settlement of the claim is charged to the Statement of Profit and Loss.

40. EMPLOYEES' STOCK OPTION PLAN BY INOX LEISURE LIMITED (ILL):

During the year ended 31st March, 2006, ILL had issued 5,00,000 equity shares of ₹ 10 each at a premium of ₹ 5 per share to Inox Leisure Limited – Employees' Welfare Trust ("Trust") to be transferred to the employees of ILL under the scheme of ESOP framed by the ILL in this regard. ILL has provided finance of ₹ 75 Lakh to the Trust for subscription of these shares at the beginning of the plan.

As per the Guidance Note on Accounting for Employee Share-based Payments issued by the Institute of Chartered Accountants of India, shares allotted to the Trust but not transferred to employees is required to be reduced from Share Capital and Reserves. Out of the 500,000 equity shares allotted to the Trust, 1,88,420 shares have been transferred to employees up to 31st March, 2014. Accordingly, for the balance number of shares, ILL has reduced the Share Capital by the amount of face value of equity shares and Share Premium Account by the amount of share premium on such shares.

Following equity settled stock options have been granted to the employees:

On 29 th January, 2007 (First Grant)	2,44,120 shares
On 27 th October, 2009 (Second Grant)	33,332 shares
On 12 th August, 2013 (Third Grant)	33,156 shares

The vesting period for options granted under 1st & 2nd lot was between one to four years from the date of the grant. Option granted under 3rd lot is as per the terms of the Scheme of Amalgamation (referred to in note no. 38a). As per the Scheme, the stock options granted by erstwhile Fame India Limited ("Fame") to its employees automatically stood cancelled. The ILL has issued stock options to the eligible employees of Fame under the existing ESOP Scheme of the ILL. These stock options were granted in the ratio of 5 options (each option being equal to one share) of ILL for every 8 options (each option being equal to one share) held under ESOP of Fame. All options were exercisable within one year from the date of vesting. The compensation costs of stock options granted to employees were accounted by the ILL using the intrinsic value method.

The summary of stock options is as under:

Outstanding on 1 st April, 2014	16,579
Granted during the year	Nil
Lapsed during the year	Nil
Exercised during the year	16,579
Outstanding as on 31 st March, 2015	Nil
Exercisable as on 31 st March, 2014	Nil
Weighted average exercise price of all stock options	₹ 15

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All stock options are exercised during the year at the exercise price of ₹ 15 per option.

In respect of the options granted under the Employees' Stock Option Plan, in accordance with the Guidance Note on Accounting for Employee Share-based Payments issued by the Institute of Chartered Accountants of India, the accounting value of options is amortized over the vesting period. Consequently, 'Employee benefits expense' in note no. 29 includes ₹ 1.36 Lakh (previous year ₹ 9.94 Lakh) being the amortization of employee compensation.

41. IN RESPECT OF INCOME-TAX MATTERS OF INOX LEISURE LIMITED (ILL):

- a) ILL's contention that the amount of entertainment tax exemption availed for some of its multiplexes is a capital receipt has been accepted by various appellate authorities and also in the proceedings before the appellate authorities and Hon'ble High Court of Judicature at Gujarat. The matter is presently pending before the Hon'ble Supreme Court. Provision for current tax is made on this basis to the extent the entertainment tax exemption is held as capital receipt for such multiplexes.
- b) In view of the appellate orders in respect of ILL's own cases and other judicial pronouncements received during the year, the tax liability for earlier years is recomputed and consequential reduction in tax liability and increase in MAT credit entitlement, aggregating to ₹ 852.51 Lakh, is recognized in the statement of Profit and Loss for the year ended 31st March, 2015.

42. CONTINGENT LIABILITIES:

- (a) Claims against the company not acknowledged as debt – ₹ 8679.95 Lakh (previous year ₹ 7941.17 Lakh). This includes:
 - i. In respect of Inox Leisure Limited:
 - a) The company has issued termination notice for one of its proposed multiplexes seeking refund of security deposit of ₹ 60.07 Lakh and reimbursement of the cost of fit-outs of ₹ 823.27 Lakh incurred by the company and carried forward as capital work-in-progress. The party has made a counter claim of ₹ 6943.44 Lakh towards rent for lock in period and other costs which is included in the amount above. At present the matter is pending before the Arbitrator.
 - b) In the arbitration proceedings in respect of termination notice of MOU for another proposed multiplex, the arbitrator has awarded the matter against the company and directed the company to pay ₹ 116.36 Lakh towards rent for the lock in period, which is included in the amount above. Further, the arbitrator has also directed the company to pay the amount of difference between the rent payable by the company as per the MOU and the amount of actual rent received by the other party from their new tenant. The differential amount is presently not determinable. The company has challenged the arbitration award before the Hon'ble High Court of judicature at Delhi and the same is pending.
 - ii. In respect of Inox Renewables Limited
Claim of ₹ 870.00 Lakh (previous year ₹ 870.00 Lakh) in respect of losses suffered by Rajasthan Rajya Vidyut Prasaran Nigam Limited due to under injections of energy by Inox Renewables Limited.
 - iii. Other claims are in respect of claims made by suppliers, contractors and by owners of the multiplex premises which are under negotiations with the respective parties. Advance paid against these matters is ₹ 52.26 Lakh (previous year ₹ Nil).
- (b) In respect of Income tax matters - ₹ 8118.41 Lakh (previous year ₹ 8227.38 Lakh). This includes
 - i. In respect of Gujarat Fluorochemicals Limited
Demand of ₹ 8093.33 Lakh (previous year ₹ 8216.06 Lakh) for the Assessment Year 2008-09 and for the Assessment Year 2009-10 for which the Company has received CIT(A) order confirming the action of the Assessing Officer in respect of (a) treatment of investment in shares as a business activity and (b) re-computation of the amount of deduction u/s 80IA by applying the regulatory prices in respect of power generated at its captive power units.
The Company has not accepted the orders of the CIT(A) and has preferred appeal before ITAT, Ahmedabad. The said issues were decided in favour of the Company by CIT(A) in earlier years. Consequently, the amount of demands in respect of the above are included in the amount of contingent liabilities including for subsequent years where assessment orders are received. Amount of ₹ 8093.33 Lakh (previous year ₹ 8093.33 Lakh) has been paid in respect of above Income Tax demands and not charged to the Statement of Profit and Loss.

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- ii. Group's share in the contingent liability of Joint Venture -₹ 5.60 Lakh (previous year ₹ 5.60 Lakh)
- (c) In respect of excise duty & service tax matters -₹ 10404.41 Lakh (previous year ₹ 2664.53 Lakh). This includes
 - i. In respect of Gujarat Fluorochemicals Limited:
 - a) Amount of ₹ 2189.12 Lakh (previous year ₹ 1716.90 Lakh) for which the Company has received various show cause notices regarding service tax input credit on certain items and inter-unit transfers. The Company has filed the replies or is in the process of filing replies.
 - b) Amount of ₹ 627.53 Lakh (previous year ₹ 569.81 Lakh) in respect of demand on account of cenvat credit availed on certain items and levy of excise duty on freight recovered from customers. The Company has filed appeal before CESAT and the matters are pending.
 - c) Amount of ₹ 410.83 Lakh (previous year ₹ 273.66 Lakh) for which the Company has received various show cause notices regarding levy of service tax on certain items. The Company has filed the replies or is in the process of filing replies.
 - ii. In respect of Inox Leisure Limited:
 - a) Amount of ₹ 5577.97 Lakh (previous year ₹ Nil) for which the company has received notices from Commissionerate of Service tax regarding levy of service tax on film distributor's share paid by the company. The company is in the process of filing replies to these show cause notices.
 - b) Amount of ₹ 1502.00 Lakh (previous year ₹ Nil) for which the company has received a show cause notice regarding levy of service tax on sale of food and beverages in multiplex premises. The company is in the process of filing replies to these show cause notices.
 - c) Amount of ₹ 90.13 Lakh (previous year ₹ 90.13 Lakh) in respect of service tax on payment of architect fee to foreign architects by the company and receipt of pouring and signing fee. Out of a total demand of 104.33 Lakh, the company has already paid a sum of 14.20 Lakh and stayed the recovery of the balance demand. The company has filed an appeal before Customs Excise and Service Tax Appellate Tribunal ("CESTAT") and the matter is pending.
- (d) In respect of customs duty ₹ 977.93 Lakh (previous year ₹ 991.87 Lakh). This includes:
 - i. In respect of Gujarat Fluorochemicals Limited
Custom duty demands of ₹ 973.57 Lakh (previous year ₹ 987.51 Lakh) on account of differential custom duty on imported material on high seas basis. The Company has filed appeal before CESAT and the matters are pending. Amount of ₹ 40.17 Lakh (previous year ₹ Nil) has been paid in respect of above Custom duty demand and not charged to the Statement of Profit and Loss.
- (e) In respect of VAT matters ₹ 320.96 Lakh (previous year ₹ 135.66 Lakh). This includes:
 - i. In respect of Inox Leisure Limited:
Demand of ₹ 237.06 Lakh (previous year ₹ 135.66 Lakh) pursuant to reassessment order for the year 2008-09. The Company is in the process of filing an appeal against the said reassessment order.
 - ii. In respect of Inox Wind Limited:
The company had received Himachal Pradesh VAT orders for the financial years 2012-13 and 2013-14 levying penalty for delayed payment of VAT aggregating to ₹ 112.87 Lakh. The company had filed appeals before the first appellate authority. During the current year, the company has received appellate order for the year 2013-14 confirming the levy of penalty and the company is in the process of filing further appeal against the said order. However, the company has estimated the amount of penalty which may be ultimately sustained at ₹ 53.78 Lakh and provision is made for the same.
- (g) In respect of electricity duty matters ₹ Nil (previous year ₹ 1204.86 Lakh)
Demand on account of electricity duty on cancellation of exemption certificate of Gujarat Fluorochemicals Limited. During the year, the Company has received favourable order on this matter.

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- (h) In respect of property tax matters ₹ 596.72 Lakh (previous year ₹ 757.34 Lakh). This includes:
- In respect of Inox Leisure Limited:

The company has disputed the quantum of property tax levied in case of one multiplex and the matter is pending before Court of Small Causes and Hon'ble High Court of judicature at Bombay. The company has received revised demands during the year which also is contested by the company. Estimated provision for the same is made by the company. The amount of demand not provided for is ₹ 569.72 Lakh (previous year ₹ 757.34 Lakh).
- (i) In respect of Entertainment tax demands ₹ 2448.10 Lakh (previous year ₹ 1977.52 Lakh). This includes:
- In respect of Inox Leisure Limited:
 - Demand of ₹ 1941.22 Lakh (previous year ₹ 1583.83 Lakh) in respect of some multiplexes pertaining to exemption period and the Company is contesting the matter by way of appeal before appropriate authorities.
 - Demand of ₹ 477.34 Lakh (previous year ₹ 391.47 Lakh) in respect of one multiplex where the eligibility for exemption from payment of entertainment tax is rejected and the company is contesting the matter by way of appeal before appropriate authorities.
- (j) In respect of stamp duty matters ₹ 263.81 Lakh (previous year ₹ 263.81 Lakh).
- In respect of Inox Leisure Limited:

Authority has raised the demand for non-payment of stamp duty in respect of Leave & License Agreement in respect of one multiplex holding the same as lease transaction. Stay has been granted and the matter is pending before the Board of Revenue.
- (k) Other matters:
- Inox Leisure Limited may be required to charge additional cost of ₹ 389.83 lakh (previous year ₹ 389.83 Lakh) towards electricity from 1st June, 2007 to 31st March, 2010 pursuant to the increase in the tariff in case the appeal made with Maharashtra Electricity Regulatory Commission 'MERC' by the Company through the Multiplex Association of India is rejected and the case filed in the Supreme Court by one of the electricity supplier against the order of the Appellate Tribunal for Electricity, dated 19 January, 2009, for change in category, in favour of the appeal made by the Multiplex Association of India is passed in favour of the electricity supplier. ILL has paid the whole amount to the respective authorities under protest (which is included in 'long term loans and advances').
 - Claims in respect of labour matters in respect of Gujarat Fluorochemicals Limited amount is not ascertainable.

In respect of above matters, no provision is considered necessary as the Group expects favourable outcome. Further, it is not possible for the Group to estimate the timing of further cash outflows, if any, in respect of these matters.

- 43.** During the previous year, the Income-tax authorities have carried out survey proceedings u/s 133A of the Income-tax Act, 1961 at the corporate office of the Parent Company and the corporate office and factory premises of one of the subsidiaries. Both companies have made detailed submissions on various issues raised during the course of survey proceedings and do not expect any material demand in this connection.
- 44.** In respect of ILL, the arbitration award in the matter of disputed recoveries pertaining to one of the multiplex of the company has been received in favour of ILL and the arbitrator has further granted interest claimed on the unpaid amount at the rate of 15% p.a. The company has accordingly accounted interest of ₹ 18.24 Lakh (previous year ₹ 18.24 Lakh). Total amount of interest receivable upto 31st March, 2015 is ₹ 166.30 Lakh (previous year ₹ 148.06 Lakh). The said award has been challenged before the District Court and the matter is pending.

45. COMMITMENTS:

- Estimated amount of contract remaining to be executed on capital account and not provided for, net of advances, is ₹ 32802.08 Lakh (previous year ₹ 32323.77 Lakh).
- Amount of customs duty exemption availed by the Inox Wind Limited ('IWL') under EPCG Scheme for which export obligations are required to be fulfilled within stipulated period - ₹ 1997.83 Lakh (previous year ₹ 1212.64 Lakh).

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- (c) The exemption from payment of Entertainment Tax in respect of multiplexes of Inox Leisure Limited, which are eligible for such exemption, is subject to fulfilment of the terms and conditions of the respective State Government policies issued in this regard. The amount of Entertainment Tax exemption availed so far, which is liable to be paid if the relevant multiplex ceases operations prior to completing the minimum period of operations in terms of the respective policies of the States – ₹ 15889.77 Lakh (previous year ₹ 17197.99 Lakh).

46. IN RESPECT OF ENTERTAINMENT TAX LIABILITY OF INOX LEISURE LIMITED ('ILL') AND ITS TREATMENT IN THESE ACCOUNTS:

- a. The Entertainment Tax exemption in respect of some of the Multiplexes of ILL has been accounted on the basis of eligibility criteria as laid down in the respective Schemes but is subject to final Orders yet to be received from respective authorities. Accordingly the amount of ₹ 923.57 Lakh (previous year ₹ 520.25 Lakh) being Entertainment Tax in respect of such Multiplexes has not been charged to the Statement of Profit and Loss. Cumulative amount as on 31st March, 2015 is ₹ 4575.19 Lakh (previous year ₹ 3909.42 Lakh).
- b. In respect of the Multiplex Cinema Theatre at Vadodara, the issues in respect of the eligibility for exemption from payment of entertainment tax and the method of computing the exemption availed, have been decided in favour of the company by the Honourable High Court of judicature at Gujarat vide its order dated 26th June, 2009. The matter regarding method of computation of eligibility amount is challenged by the Government Department before the Honourable Supreme Court. Pending receipt of final eligibility certificate the figures indicated in (a) above include the figures pertaining to the said Multiplex.
- c. In respect of two multiplexes being operated by the company in Uttar Pradesh: In view of the revised eligibility norms notified during the year, these multiplexes have now become eligible for exemption from payment of entertainment tax, w.e.f. the date of commencement of commercial operations. Accordingly, the amount of ₹ 616.74 Lakh, being entertainment tax paid in respect of these two multiplexes in earlier years, is credited to the Statement of Profit and Loss.

47. THE MAJOR COMPONENTS OF THE NET DEFERRED TAX ASSETS AND LIABILITY ARE AS UNDER:

- i. Deferred Tax Liabilities (Net):

		(₹ in Lakh)	
S.No.	Particulars	2014-2015	2013-2014
(A)	Deferred Tax Liabilities		
(i)	On account of difference between tax depreciation and depreciation/amortisation charged in books	32886.39	26425.14
	Total	32886.39	26425.14
(B)	Deferred Tax Assets		
(i)	Expenditure allowable on payment basis	1282.72	1095.15
(ii)	Others	81.32	92.61
	Total	1364.04	1187.76
Net Deferred Tax Liabilities (A-B)		31522.35	25237.38

- ii. Deferred Tax Assets (Net):

		(₹ in Lakh)	
S.No.	Particulars	2014-2015	2013-2014
(i)	Expenditure allowable on payment basis	27.35	20.06
(ii)	Unabsorbed losses	2211.49	1606.48
(iii)	Others	0.00	0.02
	Total	2238.84	1626.56

Notes:

Inox Renewables Limited and Inox Renewables (Jaisalmer) Limited have entered into power purchase agreements with the distribution companies for 19 years for sale of power generation and will have certain revenues and sufficient taxable profit after the tax holiday period against which the deferred tax assets shall be adjusted. Provision of deferred tax asset in compliance of the notified AS 22 'Accounting for Taxes on Income' has been made as these companies have unabsorbed depreciation which can be carried forward infinitely.

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Inox Wind Infrastructure Services Limited ('IWISL') has recognized deferred tax asset of ₹ 2211.49 Lakh (previous year ₹ 593.64 Lakh) in respect of business loss and unabsorbed depreciation for the year ended 31st March, 2015. In view of the confirmed orders in hand and the revenue from the work to be completed in the next year, in the opinion of the management there is virtual certainty that IWISL will have sufficient future taxable income available against which such deferred tax asset can be realized and hence IWISL has recognized such deferred tax asset.

48. DISCLOSURE AS REQUIRED BY AS 19 ON 'LEASES':

- a) In respect of Assets given on Operating Lease :

Assets given on operating lease are Office Premises. The non-cancellable initial lease tenure is for five to nine years, which can be further extended at the mutual option of both the parties.

The details of carrying amount of assets given on lease and the future minimum lease payments are as under:

Sr. No.	Particulars	2014-2015	2013-2014
(i)	Gross carrying amount of asset given on operating lease included in Buildings block of fixed assets	914.52	914.52
(ii)	Accumulated Depreciation as at the end of the year	135.72	120.81
(iii)	Depreciation for the year	14.91	14.91
(iv)	Future minimum lease payments -		
	(a) Not later than one year	579.14	677.94
	(b) Later than one year and not later than five years	481.97	1237.62
	(c) Later than five years	0.00	0.00
(v)	Assets given on operating lease are Office Premises. The non-cancellable initial lease tenure is for five to nine years, which can be further extended at the mutual option of both the parties.		

- b) In respect of Assets taken on Operating Lease:

The plants taken on operating lease are for an initial non-cancellable period of ten years, which can be further extended at the mutual option of both the parties. The future minimum lease payments under these lease arrangements are as under:

Sr. No.	Particulars	2014-2015	2013-2014
a)	Not later than one year	80.28	80.28
b)	Later than one year and not later than five years	206.46	241.74
c)	Later than five years	71.25	116.25

- c) Operating leases for some of the multiplexes of Inox Leisure Limited and its subsidiaries ("ILL Group"):

ILL is operating some of the multiplexes under Operating Lease / Business Conducting Arrangement. These arrangements are for a period of 9-25 years with a minimum lock-in period of 3-10 years and the agreement provides for escalation in rentals after pre-determined periods. Property Rent and Conducting Fees of ₹ 13415.64 Lakh (previous year ₹ 10761.54 Lakh) are included in 'Property Rent and Conducting Fees' charged in the Statement of Profit and Loss.

The future minimum lease / conducting fees payments under these arrangements are as under:

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Sr. No.	Particulars	2014-2015	2013-2014
a)	Not later than one year	13300.18	10494.89
b)	Later than one year and not later than five years	46059.49	42023.43
c)	Later than five years	115983.71	106575.07
d)	In respect of other operating leases for premises (offices and residential accommodations for employees) - generally, these lease arrangements range between 11 months to 60 months and are usually renewable by mutual consent on mutually agreeable terms. Lease rentals are included in "Rent" charged in the Statement of Profit and Loss.		

49. THE GROUP HAS RECOGNISED FOLLOWING PROVISION TOWARDS EXPENSES:

Particulars	2014-2015	2013-2014
a) In respect of municipal taxes payable for one of the multiplexes		
Opening Balance	200.20	207.40
Provided during the year	52.80	52.80
Paid during the year	70.00	60.00
Closing balance	183.00	200.20
b) In respect of amalgamation expenses		
Opening Balance	Nil	500.00
Provided during the year	Nil	Nil
Paid during the year	Nil	272.56
Reversed during the year	Nil	227.44
Closing balance	Nil	Nil
c) Towards MVAT/Sales tax		
Opening Balance	39.61	39.61
Provided during the year	30.43	Nil
Paid during the year	0.23	Nil
Closing balance	69.81	39.61
d) For service tax on renting of immovable properties		
Opening Balance	1042.44	1033.14
Provided during the year	Nil	25.37
Paid/adjusted during the year	Nil	16.07
Closing balance	1042.44	1042.44

- 50.** Inox Leisure Limited (ILL) has, in May 2015, detected a fraud perpetrated by one of its employees, in respect of travel bills from travel agencies who were otherwise booking air tickets for bona-fide travel undertaken by employees and other persons for and on behalf of ILL. Following a confession statement given by the employee concerned, ILL has filed a First Information Report (FIR) with the Police Station on 5 May, 2015 and terminated the services of the employee with immediate effect. At present, the matter is under further investigation by ILL as well as Police. Pending completion of such investigation, it is not possible to assess the quantum of the fraud, the period thereof, as well as its impact, if any, on the accounts of ILL. Necessary entries in the books of accounts in this regard will be made on completion of the investigation and after assessing the impact, if any, of the same on the accounts of ILL.

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015

51. RELATED PARTY DISCLOSURES :

- (i) Names of Related Parties

(A) Where control exists:

Holding Company - Inox Leasing & Finance Limited

(B) Other related parties with whom there are transactions during the year:

Joint Ventures-

Xuancheng Hengyuan Chemical Technology Co.Ltd. (XHCT Co.Ltd)

Swanston Multiplex Cinema Private Limited (SMCPL) – joint venture of a subsidiary

Swarnim Gujarat Fluorspar Private Limited

Associate of a subsidiary

Megnasolace City Private Limited

Key Management Personnel (KMP)

Mr. V K Jain (Managing Director)

Mr. P K Jain (Director in Inox Leisure Limited)

Mr. D K Sachdeva (Whole Time Director)

Mr. J S Bedi (Whole Time Director)

Mr. Alok Tandon – Manager of Inox Leisure Limited

Mr. Rajiv Patni – Manager of Erstwhile Fame India Ltd upto 25th May, 2013

Mr. David Kaufmann – Manager of GFL Americas LLC, U.S.A., upto March, 2014

Mr. Devansh Jain – (Whole Time Director) in Inox Wind Limited

Mr. Rajeev Gupta (Whole Time Director) in Inox Wind Limited

Mr. Paresh Trivedi (Whole Time Director) w.e.f. 22nd October, 2013 upto 27th June, 2014.

Mr. Vineet Davis (Whole Time Director) in Inox Wind Infrastructure Services Limited (IWISL) w.e.f. 08th October, 2013

Mr. Manoj Dixit (Whole Time Director) in IWISL w.e.f. 08th October, 2013

Relatives of Key Management Personnel

Mr. D K Jain (Father of Mr. V K Jain)

Mr. Siddharth Jain (Son of Mr. P K Jain)

Enterprises over which Key Management Personnel, or their relatives, have significant influence

Devansh Gases Private Limited

Refron Valves Limited

Devansh Trading and Finance Private Limited

Rajni Farms Private Limited

Inox India Limited

Sidhapavan Trading and Finance Private Limited

Inox Air Products Limited

Siddho Mal Investments Private Limited

Inox Chemicals Private Limited

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(ii) Particulars of transactions

(₹ in Lakh)

Particulars	Holding Company		Joint Ventures		Key Management Personnel (KMP)		Relatives of key Management Personnel		Enterprises over which KMP or his relatives has significant influence		Total		
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	
A) Transactions during the year													
Sales of Goods													
Inox Air Products Limited									2.22	1.36	2.22	1.36	
Inox India Limited									2.58	2.12	2.58	2.12	
Others									0.03	0.05	0.03	0.05	
Total									4.83	3.53	4.83	3.53	
Purchase of Goods													
Inox Air Products Limited									488.29	310.16	488.29	310.16	
Inox India Limited									2445.48	549.43	2445.48	549.43	
XHCT Co. Ltd			210.05	207.08							210.05	207.08	
Total			210.05	207.08					2933.77	859.59	3143.82	1066.67	
Purchase of Asset													
Inox India Limited									0.00	525.00	0.00	525.00	
Total									0.00	525.00	0.00	525.00	
Inter-corporate Deposits repaid													
Inox Leasing & Finance Limited	1100.00	0.00									1100.00	0.00	
Total	1100.00	0.00							0.00	0.00	1100.00	0.00	
Share Application Money Paid													
Swarnim Gujarat Fluorspar Pvt.Ltd				0.00	32.00						0.00	32.00	
Total				0.00	32.00						0.00	32.00	
Interest Paid													
Inox Leasing & Finance Limited	108.50	121.00									108.50	121.00	
Total	108.50	121.00									108.50	121.00	
Purchase of Investments													
Mr. VK Jain					0.00	0.01					0.00	0.01	
Mr. D K Jain							0.00	0.01			0.00	0.01	
Mr. P K Jain					0.00	0.01					0.00	0.01	
Mr. Devansh Jain					0.00	0.01					0.00	0.01	
Total					0.00	0.03			0.01			0.00	0.04
Expenses (Repairs)													
Refron Valves Limited									9.81	1.79	9.81	1.79	
Inox Air Products Limited									0.00	0.40	0.00	0.40	
Total									9.81	2.19	9.81	2.19	
Reimbursement of expenses (paid)													
Inox Air Products Limited									0.76	4.05	0.76	4.05	
Inox India Limited									6.46	0.00	6.46	0.00	
Inox Leasing & Finance Limited	0.37	4.11									0.37	4.11	
Devansh Gases Private Limited									7.32	7.32	7.32	7.32	
Total	0.37	4.11							14.54	11.37	14.91	15.48	

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(₹ in Lakh)

Particulars	Holding Company		Joint Ventures		Key Management Personnel (KMP)		Relatives of key Management Personnel		Enterprises over which KMP or his relatives has significant influence		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Reimbursement of expenses (received)												
Inox India Limited									0.00	5.08	0.00	5.08
Inox Leasing & Finance Limited	0.05	0.58									0.05	0.58
SMCPL			0.00	0.04							0.00	0.04
Swarnim Gujarat Fluorspar Pvt.Ltd			4.21	0.61							4.21	0.61
Total	0.05	0.58	4.21	0.65					0.00	5.08	4.26	6.31
Rent Received												
Inox Air Products Limited									144.90	144.90	144.90	144.90
Others									0.72	0.72	0.72	0.72
Total									145.62	145.62	145.62	145.62
Rent paid												
Inox Air Products Limited									2.40	1.65	2.40	1.65
Devansh Gases Private Limited									24.00	24.00	24.00	24.00
Inox Leasing & Finance Limited	64.50	60.00									64.50	60.00
Others					1.20	1.20					1.20	1.20
Total	64.50	60.00			1.20	1.20			26.40	25.65	92.10	86.85
O&M Charges & Lease Rents paid												
Inox Air Products Limited									212.82	208.76	212.82	208.76
Total									212.82	208.76	212.82	208.76
Remuneration paid												
Mr. V K Jain					600.66	478.46					600.66	478.46
Mr.Devansh Jain					120.64	120.64					120.64	120.64
Others					348.98	302.09					348.98	302.09
Total					1070.28	901.19					1070.28	901.19
Commission to Director/Manager												
Mr. D K Jain							130.39	96.92			130.39	96.92
Mr. David Kufman-Manager					0.00	5.66					0.00	5.66
Total					0.00	5.66	130.39	96.92			130.39	102.58
Sitting Fees paid												
Mr. D K Jain							1.80	1.60			1.80	1.60
Mr. P K Jain					1.60	1.25					1.60	1.25
Mr. V K Jain					1.80	0.70					1.80	0.70
Mr. Siddharth Jain							1.60	0.50			1.60	0.50
Total					3.40	1.95	3.40	2.10			6.80	4.05
Professional fees												
Mr.David Kaufmann -Manager					0.00	57.89					0.00	57.89
Total					0.00	57.89					0.00	57.89
B) Amounts outstanding												
Amount payable												
Mr. V K Jain					334.53	272.93					334.53	272.93
Mr. D K Jain							86.07	66.97			86.07	66.97
Inox India Limited									265.98	149.75	265.98	149.75
Mr.Devansh Jain					72.03	71.72					72.03	71.72
Others					11.43	59.17	18.14	27.43		79.71	75.17	109.28
Total					11.43	59.17	424.70	372.08	86.07	66.97	345.69	224.92
											867.89	723.14

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(₹ in Lakh)

Particulars	Holding Company		Joint Ventures		Key Management Personnel (KMP)		Relatives of key Management Personnel		Enterprises over which KMP or his relatives has significant influence		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Inter Corporate Deposit												
Inox Leasing & Finance Limited	0.00	1100.00									0.00	1100.00
Total	0.00	1100.00									0.00	1100.00
Amount Receivable												
Trade Receivables												
Others							0.37	0.02	0.37	0.02		
Total									0.37	0.02	0.37	0.02
Loans & Advances												
Swarnim Gujarat Fluorspar Pvt.Ltd			0.00	51.62							0.00	51.62
Others	0.00	0.09									0.00	0.09
Total	0.00	0.09	0.00	51.62							0.00	51.71
Share Application Money Paid												
Swarnim Gujarat Fluorspar Pvt.Ltd			0.00	32.00							0.00	32.00
Total				32.00							0.00	32.00

52. OUTSTANDING DERIVATIVES AND UNHEGED FOREIGN CURRENCY EXPOSURE AS AT BALANCE SHEET DATE:

- a) Outstanding derivatives as at Balance Sheet date:

(Foreign Currencies in Lakh)

S.No	Nature of Contract	Foreign Currency		Buy/Sell	2014-2015	2013-2014	Purpose
		USD	EUR				
a)	Forward Contracts	USD		Buy	55.56	0.00	Hedging of Loan and Interest Rate of Loan
b)	Currency and Interest Rate Swap	USD		Buy	951.15	937.21	Hedging of Loan and Interest Rate of Loan
c)	Forward Contracts	USD		Buy	212.02	145.05	Hedging of Loan
d)	Forward Contracts	EURO		Buy	73.66	43.09	Hedging of Loan
e)	Forward Contracts	USD		Buy	0.00	3.63	Hedging of trade payables
f)	Forward Contracts	EURO		Buy	0.00	26.69	Hedging of trade payables

- b) Unhedged foreign currency exposure as at Balance Sheet date:

(Foreign Currencies in Lakh)

Particulars	2014-2015						2013-2014					
	USD	EURO	GBP	CHF	YUAN	SGD	USD	EURO	GBP	CHF	YUAN	SGD
Receivables	194.56	131.41	-	-	-	-	134.52	119.65	0.28	-	-	-
Payables	357.40	123.51	1.35	0.09	-	0.20	252.61	65.73	0.63	-	-	-
ECB/FCNRB	301.02	37.62	-	-	-	-	605.92	64.81	-	-	-	-
PCFC	-	98.23	-	-	-	-	-	29.40	-	-	-	-
Buyers Credit	515.51	131.31	-	-	-	-	359.58	125.45	-	-	-	-
Interest Payable	1.35	0.09	-	-	-	-	1.18	0.09	-	-	-	-
Investments	48.72	0.25	-	-	225.91	-	48.37	0.25	-	-	225.91	-

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015

53. SEGMENT INFORMATION :

A) Information about Primary (Business) Segments:

Particulars	2014-2015	2013-2014 ₹ in Lakh)
[I] Segment Revenue		
i. Chemicals	135892.99	118518.36
ii. Wind Energy Business	279557.61	156818.93
iii. Power	18432.25	17324.15
iv. Theatrical Exhibition	101851.20	76257.66
v. Others, Un-allocable and Corporate	4428.76	3483.66
Total Segment Revenue	540162.81	372402.76
Less : Inter Segment Revenue		
-Wind Energy Business	1100.84	22707.81
Total External Revenue	539061.97	349694.95
[II] Segment Result		
i. Chemicals	15746.20	11483.74
ii. Wind Energy Business	41897.93	13127.74
iii. Power	11143.47	11652.46
iv. Theatrical Exhibition	4829.74	6468.99
Total Segment Result	73617.34	42732.93
Add/(Less): Un-allocable Income /(Expenses)(net)	30823.78	1579.34
Less: Finance Costs	21877.02	17891.96
Total Profit Before Tax	82564.10	26420.31
Less : Taxation (net)	15852.05	3764.09
Net Profit After Tax	66712.05	22656.22
[III] Other Information		
a] Segment Assets		
i. Chemicals	297954.63	280594.83
ii. Wind Energy Business	225902.64	116697.66
iii. Power	146394.05	155947.71
iv. Theatrical Exhibition	107039.80	81747.45
v. Others, Un-allocable and Corporate	161296.47	74806.40
Total	938587.59	709794.05
b] Segment Liabilities		
i. Chemicals	19687.38	22016.11
ii. Wind Energy Business	89938.87	49852.34
iii. Power	1674.18	1905.65
iv. Theatrical Exhibition	17337.18	18516.76
v. Others, Un-allocable and Corporate	301499.18	261643.86
Total	430136.79	353934.72
c] Capital Expenditure (Including Capital Advances)		
i. Chemicals	19003.98	15228.42
ii. Wind Energy Business	10391.34	44015.51
iii. Power	3973.38	12778.45
iv. Theatrical Exhibition	9503.59	9979.60
v. Others, Un-allocable and Corporate	0.00	0.00
Total	42872.29	42387.98
d] Depreciation & Amortization		
i. Chemicals	12195.08	10328.71
ii. Wind Energy Business	2286.48	1436.91

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015



Particulars	₹ in Lakh)	
	2014-2015	2013-2014
iii. Power	6391.10	3806.19
iv. Theatrical Exhibition	7583.64	4454.99
v. Others, Un-allocable and Corporate	18.30	17.54
Total	28474.60	20044.34
e] Non-cash expenses (other than depreciation)		
i. Chemicals	21.85	21.85
ii. Wind Energy Business	0.00	0.00
iii. Power	0.00	0.00
iv. Theatrical Exhibition	0.00	0.00
v. Others, Un-allocable and Corporate	(11.28)	393.72
Total	10.57	415.57

B) Information about Secondary (Geographical) Segments:

₹ in Lakh)

Particulars	2014-2015	2013-2014
Domestic	461539.90	290372.55
Overseas	72541.15	54781.35
Total	534081.05	345153.90

c) Notes

- The Group operates in following business segments:
 - Chemicals - Comprising of Refrigerant gases, Anhydrous Hydrochloric acid, Caustic-Chlorine, Chloromethane, PTFE, PT-PTFE and revenue from Carbon Credits.
 - Power - Comprising of Power Generation.
 - Theatrical Exhibition – Operating & managing multiplexes and cinema theatres.
 - Wind Energy Business – Manufacture of Wind Turbine Generators (WTG), Erection Procurement & Commissioning services (EPC), Operations & Maintenance services (O&M), Common Infrastructure Facility Services and Site/Project Development for WTGs.
- Inter-segment revenue comprises of:
 - Wind Turbine Generators manufactured by Wind Energy business segment (including Erection and Commissioning services), capitalized as fixed assets in other segments and is priced at estimated market value.
 - Operations & Maintenance services provided by Wind Energy business segment to other segments and is priced at estimated market value.
- Chemicals business is operated in two geographical markets viz. domestic and overseas markets. The main manufacturing facilities of chemicals business in India are common for India and overseas market and hence it is not possible to directly attribute or allocate on a reasonable basis the expenses, assets and liabilities to these geographical segments. In respect of power segment, the entire production is indigenously sold. All multiplexes/theatres are located in India. The entire revenue of WTG segment is from domestic market. The disclosures regarding geographical segments are made accordingly.
- The above segment information includes the respective amounts identifiable in case of each of the segments and amounts are allocated on a reasonable basis.

- 54.** The Particulars of dues to Micro, Small and Medium Enterprises under Micro, Small and Medium Enterprises Development Act, 2006;
- ₹ in Lakh)

Particulars	2014-2015	2013-2014
Principal amount due to suppliers under MSMED Act, 2006 at the year end.	4.18	6.80
Interest accrued and due to suppliers under MSMED Act, 2006 on the above amount, unpaid at the year end.	0.24	0.02
Payment made to suppliers (other than interest) beyond the appointed date during the year	27.06	28.88

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015

(₹ in Lakh)

Particulars	2014-2015	2013-2014
Interest paid to suppliers under MSMED Act, 2006 (Sec 16) during the year	0.00	0.01
Interest due and payable to suppliers under MSMED Act for payments already made.	0.53	0.71
Interest accrued and not paid to suppliers under MSMED Act, 2006 up to the year end.	4.84	4.07

The above information has been determined to the extent such parties have been identified on the basis of the information available with the Group.

55. EMPLOYEE BENEFITS:

- a. Defined Contribution Plans: Contribution to Provident Fund of ₹ 932.66 Lakh (previous year ₹ 754.15 Lakh) is recognized as an expense and included in 'Contribution to Provident & Other Funds' in the Statement of Profit and Loss and ₹ 17.35 Lakh (previous year ₹ 16.06 Lakh) is included in pre-operative expenses.
- b. Defined Benefit Plans: In respect of Gratuity and Leave Encashment – as per Actuarial valuation.

(₹ in Lakh)

Particulars	Gratuity		Leave Encashment	
	2014-2015	2013-2014	2014-2015	2013-2014
1. Change in Benefit Obligation				
Liability at the beginning of the year	1141.10	1000.92	515.34	469.80
Addition on Amalgamation	45.21	0.00	21.89	0.00
Interest Cost	101.05	77.26	41.56	33.72
Current Service Cost	403.13	287.06	374.85	275.30
Recognised Past Service Cost	0.00	0.00	0.00	0.00
Benefit paid	(136.83)	(83.65)	(139.07)	(93.18)
Actuarial (Gain)/Loss	24.76	(140.49)	(160.12)	(170.30)
Sub total	1578.42	1141.10	654.45	515.34
Add : Short term leave liability	-	-	353.10	344.07
Liability at the end of the year	1578.42	1141.10	1007.55	859.41
2. Expenses recognized in the Statement of Profit and Loss				
Current Service Cost	403.13	287.06	376.68	275.30
Interest Cost	101.05	77.26	41.56	33.72
Recognised Past Service Cost	0.00	0.00	0.00	0.00
Actuarial (Gain)/Loss	24.76	(140.49)	(160.12)	(170.30)
Expenses recognized in the Statement of Profit and Loss	528.94	223.82	258.12	138.72
3. Actuarial Assumptions				
Discount Rate	7.77%	9.19%	7.77%	9.19%
Salary Escalation Rate	8.00%	8.00%	8.00%	8.00%
Retirement Age			60 years	
Withdrawal Rates			5%	
Mortality	IALM (2006-08) Ultimate Mortality table			

Notes

to the Consolidated Financial Statements for the Year Ended 31st March, 2015



(₹ in Lakh)

4. Other disclosures : Experience Adjustment	2014-2015	2013-2014	2012-2013	2011-2012	2010-2011
(i) Gratuity					
Present value of Defined benefit obligations	1578.42	1141.10	916.31	701.18	559.30
Experience (Gain)/Loss on obligation	9.82	(36.63)	(86.59)	(33.06)	(42.58)
(ii) Leave Encashment					
Present value of Defined benefit obligations	654.45	515.34	419.75	306.36	243.98
Experience (Gain)/Loss on obligation	(41.35)	(124.95)	(102.98)	(51.72)	8.02

The above defined benefit plans are unfunded. The estimate of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

56. CORPORATE SOCIAL RESPONSIBILITY (CSR):

- a. The gross amount required to be spent by the Group during the year towards Corporate Social Responsibility (CSR) is ₹ 1275.71 Lakh.
- b. Amount spent during the year on:

Sr.	Particulars	(₹ in Lakh)		
		In cash	Yet to be paid in cash	Total
(i)	Construction/acquisition of any fixed assets	Nil	Nil	Nil
(ii)	On purposes other than (i) above			
	Donations	45.31	Nil	45.31

57. CALCULATION OF EARNINGS PER SHARE (EPS):

Particulars	2014-2015	2013-2014
a) Amount used as the numerator - Profit after taxation (₹ in Lakh)	58526.53	18610.23
b) Equity shares outstanding at the beginning & end of the year – (Nos.)	109850000	109850000
c) Nominal value of each share – (₹)	1	1
d) Basic and Diluted Earnings per share (₹)	53.28	16.94

As per our report of even date attached

For **Patankar & Associates**
Chartered Accountants

M. Y. Kulkarni
Partner

For **Gujarat Fluorochemicals Limited**

V. K. Jain
Managing Director

Deepak Asher
Director & Group Head
(Corporate Finance)

B. V. Desai
Company Secretary

Manoj Agrawal
Chief Financial Officer

Place: Pune
Date: 28th May, 2015

Place: Noida
Date: 28th May, 2015

PROXY FORM

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

GUJARAT FLUOROCHEMICALS LIMITED
(CIN: L24110GJ1987PLC009362)

Registered office: Survey Number 16/3, 26 & 27, Village Ranjitnagar 389380, Taluka Ghoghamba, District Panchmahal
Telephone: 02678 248153, Fax: 02678-248153, Website: www.gfl.co.in, Email id: contact@gfl.co.in

28th Annual General Meeting – 29th September, 2015

I/We, being the Member(s) of _____ shares of the above named Company, hereby appoint

Name: _____ E-mail ID: _____
Address: _____

Signature: _____

Or failing him/ her
Name: _____ E-mail ID: _____
Address: _____

Or failing him/ her
Name: _____ E-mail ID: _____
Address: _____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 28th Annual General Meeting of the Company, to be held on 29th day, September 2015, at 03:30 p.m. at Survey Number 16/3, 26 & 27, Village Ranjitnagar 389380, Taluka Ghoghambha, District Panchmahal and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution Number	Resolution	Vote (Optional see Note 2) (Please mention number of shares)		
		For	Against	Abstain
Ordinary business				
1.	Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2015, the report of Auditors thereon and the report of the Board of Directors for the said year; and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2015 and the report of the Auditors thereon.			
2.	Declaration of Dividend @ ₹ 3.50 per Equity Share for the Financial Year ended 2014-15.			
3.	Appointment of Director in place of Shri Devendra Kumar Jain, who retires by rotation and, being eligible, seeks re-appointment.			
4.	Appointment of Statutory Auditors of the Company.			

Special Business				
5.	Appointment of Shri Rajagopalan Doraiswami as Independent Director of the Company for five (5) consecutive years for a term upto 20 th October, 2019.			
6.	Appointment of Ms Vanita Bhargava as Independent Director of the Company for five (5) consecutive years for a term upto 27 th April, 2020.			
7.	Re-appointment of Shri Dinesh Kumar Sachdeva as Whole-time Director of the Company.			
8.	Appointment of Shri Anand Rambhau Bhusari as Whole-time Director of the Company.			
9.	Approval of remuneration to the Cost Auditors.			

Affix a
Revenue
Stamp not
less than ₹1

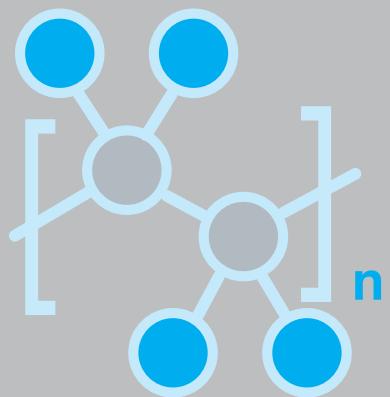
Signed this _____ day of _____ 2015.

Signature of Shareholder

Signature of Proxy Holder(s)

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.



REGISTERED OFFICE
Survey Number 16/3, 26 & 27
Village Ranjitnagar 389380
Taluka Ghoghambha
District Panchmahal
Gujarat