

CONTENTS

REGISTERED OFFICE

No. 16/2, Residency Road
Bengaluru - 560 025, India

CHIEF FINANCIAL OFFICER

Mr. Sathyamurthy A

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Ramya Kannan

STATUTORY AUDITORS

M/s S R Batliboi & Associates LLP
Chartered Accountants
Canberra Block, 12th Floor, UB City,
No 24, Vittal Mallya Road,
Bengaluru - 560001

M/s Girish Murthy & Kumar
Chartered Accountants
4502, High Point IV
45, Palace Road,
Bengaluru 560 001

INTERNAL AUDITORS

G. Balu Associates
Chartered Accountants
4 – A, Venkatesa Agraharam Road
Mylapore, Chennai - 600 004

BANKERS

Canara Bank
Corporation Bank

Board of Directors	2
Chairman's Statement	3
Directors' Report	4
Corporate Governance Report	22
Management Discussion and Analysis Report	37
Auditors' Report	42
Annexure to Auditors' Report	44
Balance Sheet	48
Statement of Profit & Loss.....	49
Cash Flow Statement	50
Notes to Financial Statements	52
Consolidated Financial Statements	75

Won highest number of export awards



BOARD OF DIRECTORS



Shri Richard B Saldanha
Chairman



Shri P. Ramababu
*Vice Chairman &
Managing Director*



Shri Mathew Cyriac
Director



Shri Arun K Thiagarajan
Independent Director



Shri J H Mehta
Independent Director



Smt Smita Aggarwal
Independent Director

CHAIRMAN'S MESSAGE



Richard B Saldanha
Chairman

The past year has been a year of renewed efforts towards turnaround and sustainability.

Continued focus by the management team to strengthen the fundamentals of the business, by tracking the fast-changing customer needs and industry structure, led to improved performance indices despite pressure on margins. Due to improved operational performance, the company gained a higher order book from key growth customers for the current year.

The strategic initiatives the Company has begun in 2014-15 for a healthier product and customer portfolio mix with focus on, on-time delivery has now fortified leading to healthier mix of products from the earlier dominant outwear centricity.

After the recent central government initiatives, to improve the Indian textile industry competitiveness for apparel exports, we have noted positive outcomes. However, the apparel export industry continues to face challenges of higher cost and lower margins. Continuous improvement in productivity and rationalisation of cost

structure across the value chain remains critical.

In this direction, the company initiated restructuring of its operational facilities by merger / consolidation of smaller factories into bigger factories besides setting up new facilities in low cost zones in Karnataka. The company has also initiated setting up factories in Andhra Pradesh by acquiring 10 acres of land near Madanapalle bordering Karnataka to avail the attractive incentives given by the Andhra Pradesh Government.

These initiatives of restructuring, improved product mix, higher order book, higher productivity and lower lease rentals will have a positive impact for the year 2017 -18.

The company has invested in Yepme International UK which shall provide exposure to digital sales channel, fast fashion design & procurement and online marketing tools, along sides efforts to revitalise its "Wearhouse" Brand to explore possible gains in India Retail.

On behalf of the team I thank our valued Customers who continue to

support us. We truly value the trust and confidence the customer has reposed in the company and we will continue serve and strive towards creating value for them and all the stake holders.

We thank our business partners, vendors, business associates. We depend on their continued support as key enablers to overcome the existing challenges. These relationships are strong pillars of our business architecture.

I thank the outstanding Board for their guidance on governance and strategic direction. At last but not the least I wish to thank you all stakeholders including employees, for continued unstinted support, confidence, encouragement, trust in the company.

With the recent change in Share holding, on behalf of the Board and Management, I wish to acknowledge the remarkable support your company obtained from "The Blackstone Group" and its dedicated team in India and assure all shareholders of the utmost commitment to create shareholders value, consistently and sustainably.

DIRECTORS' REPORT

We have pleasure in presenting Fourteenth Annual Report on the business and operations of the Company together with the Audited Results for the financial year ended March 31, 2017.

Financial Results (Standalone)

Your Company's performance during the year as compared to the previous year is summarized below:

(Rs. In lakhs)

Particulars	Year ended March 31, 2016	Year ended March 31, 2017
Revenue	115,096.52	94254.22
EBITDA	6,558.57	676.49
Other Income	4,541.81	0.00
PBT	5,107.72	-4681.81

Review of Operations

Gokaldas Exports, has reported total revenue of Rs. 94,254.22 Lakhs which is 18.11% lesser than that of previous year. The decline in revenue in FY 17 was mainly due to loss of business from a key export customer and delay in onboarding operations of a large new customer, which was stabilized in the last two quarters. Also, the company has realigned the customer portfolio, discontinued non-profitable orders and rationalized the capacity.

While this rationalization has resulted in adverse impact on the financials of the company during the year, in the medium to long term, this will help the company to enhance the profitability and quality of growth. The company continues its efforts in acquiring new customers and expand the scope of operations with the existing customers.

Key Cost Metrics

In order to meet the challenges of competitive pricing from the international customers, the company continued its initiatives of consolidating its factories and optimized the infrastructure and rationalized cost structure across the value chain

These initiatives have resulted in improved key cost metrics as detailed below thereby leading to improve the cost competitiveness of the company in the market.

Rs. in Lakhs

Particulars	FY16	FY17
Employee benefit Expenses	12183	10475
Other Expenses	36814	34815
Finance costs	3946	3636
Total	52943	48926

Despite the inflation, the company's efforts in optimizing the cost structure helped to bring down the fixed costs by Rs 4017 Lacs during the financial year.

We have undertaken substantive strategic measures to improve our performance, viz: focus on increasing share of business with existing customers, develop new customers and markets, focus on high margin product basket, strengthen design capabilities, improve manufacturing efficiencies, and sustain focus on tighter financial management. Our efforts has resulted in acquiring new customers in FY 18 and these initiatives will help us achieve enhanced results in the coming years.

Dividend

No dividend has been recommended by the Directors for the year.

Transfer to Reserves

No amount is transferred to the Reserves.

List of Subsidiaries

Your Company has 12 subsidiary companies. The names of these companies are as follows:

- i. All Colour Garments Private Limited,
- ii. DeeJay Trading Private Limited,
- iii. Glamourwear Apparels Private Limited,
- iv. Madhin Trading Private Limited,
- v. Magenta Trading Private Limited,
- vi. Rafter Trading Private Limited,
- vii. Rajdin Apparels Private Limited,
- viii. Reflexion Trading Private Limited,
- ix. Rishikesh Apparels Private Limited,
- x. Seven Hills Clothing Private Limited,
- xi. SNS Clothing Private Limited and
- xii. Vignesh Apparels Private Limited.

Pursuant to provisions of Section 129(3) of the Companies Act, 2013 a statement containing salient features of the financial statements of the Subsidiary Companies in Form AOC-1 is given in Annexure to this report. In view of the above the Audited Financial Statements along with the reports of the Board of Directors and the Auditors pertaining to the above subsidiaries have not been attached to this Report. The Financial Statements of the said subsidiaries will be kept for inspection at the registered office of your Company. Investors who want to have a copy of the above may write to the Company Secretary to the registered office.

Material Changes

No Material Changes or commitments have occurred between the end of the Financial Year and the date of this Report which affect the financial statements of the Company in respect of the reporting year.

Open offer

On March 31, 2017, Blackstone FP Capital Partners (Mauritius) VB Subsidiary Ltd, promoter of the Company and Clear Wealth Consultancy Services LLP, Acquirer has entered into a Share Purchase Agreement for acquisition of 1,39,55,742 equity shares representing 39.94% of fully paid-up equity share capital of the Company at a price of Rs. 42/- (Rupees Forty Two Only) per equity share aggregating to Rs. 58,61,41,164/- (Rupees Fifty Eight Crore Sixty One Lakhs Forty One Thousand One Hundred Sixty Four only) payable in cash. The aforesaid

transaction has triggered open offer obligation as per the SEBI (Substantial Acquisition of Shares and Takeovers) regulations, 2011. Consequently, the Acquirer along with Mathew Cyriac, Gazania Advisory LLP, Westex Infotech Private Limited and Gautham Madhavan (Collectively referred to as "PACs") has made an open offer to all the public shareholders of the Company for acquisition of up to 91,79,993 equity shares (Ninety One Lakhs Seventy Nine Thousand Nine Hundred and Ninety Three) representing 26% of the fully paid up equity share capital of the Company at a price of Rs. 63.25 (Rupees Sixty Three and Twenty Five Paise only) per equity share. Post the Open Offer Blackstone FP Capital Partners (Mauritius) VB Subsidiary Ltd does not hold any equity shares in the Company effective 10th July, 2017 and the Acquirer along with the PACs shall be categorized as promoter and promoter group of the Company as per regulation 31A of SEBI LODR, 2015. In this connection, necessary amendments to the Articles of Association (AOA) and the Compliance requirements are being initiated.

Merger

The Company has applied for a Scheme of Amalgamation of 9 wholly owned subsidiary companies with the Company. The appointed date of amalgamation is April 1st, 2016. The Application is filed with Hon'ble National Company Law Tribunal on February 23rd, 2017. The Company awaits necessary approvals for the merger to become effective.

Changes in Subsidiaries, Joint Ventures and Associates:

Your Company is holding 99.94% stake in the subsidiaries Companies. All the subsidiaries are wholly owned Subsidiary Companies.

Deposits

During the year under review, your Company has not invited or accepted any deposits from the public under section 76 of the Companies Act, 2013 and Rules made there under.

Employee Stock Options Plan - 2010

Your Company has introduced the Employee Stock Option Scheme – 2010 in accordance with the SEBI (Employees

Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999. During the year 1,38,336 employee stock options were converted into equivalent number of equity shares. As required under SEBI (Share Based Employee Benefits Regulations, 2014), a disclosure is annexed herewith.

Share Capital

Consequent to conversion of stock options into equity shares, your Company's Paid Up equity share capital has gone up to Rs.174,638,310 as on March 31, 2017 from Rs. 173,946,630 as on March 31, 2016

Directors and Key Managerial Personnel

During the year, there is no change in the directorship.

Mr. Richard B Saldanha, Chairman retires by rotation at forthcoming Annual General Meeting and being eligible offers himself for re-appointment. The brief resume and other details as required under the Listing Regulations are provided in the Notice of the 14th Annual General Meeting of the Company.

Mr. Mathew Cyriac was appointed as Additional Director of your company from 29th March, 2017 pursuant to provisions of Section 161 of the Companies Act, 2013. The detailed particulars are provided in the Notice of the Annual General Meeting. It is expected that the company will benefit from the rich and wide and varied experience and knowledge of Mr. Mathew Cyriac. Your directors recommend his regularization as director of the company.

In terms of Section 203 of the said Act, the following were designated as Key Managerial Personnel of your company by the Board:

- Mr. P. Ramababu – Vice Chairman & Managing Director
- Mr. Sathyamurthy A – Chief Financial Officer
- Ms. Ramya K – Company Secretary

Declaration by Independent Directors

The Company has received necessary declaration from each Independent Directors under Section 149(7) of the Companies Act, 2013 that he / she meet

the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Evaluation of the Board's Performance

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after taking into consideration various aspects of Board's functioning, composition of the Board and its Committees, execution and performance of specific duties, obligations and governance.

The performance evaluation of Independent Directors has been carried out. The performance evaluation of the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

Number of Meetings of the Board

During the year, Six Board Meetings were held on May 30, 2016, August 9, 2016, September 26, 2016, October 27, 2016, February 3, 2017 and March 29, 2017. The Particulars of Directors & their attendance during the financial year 2016-17 has been disclosed in the Corporate Governance Report forming part of this Annual Report.

Board Committee

The Company has the following committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee

The Composition of each of the above Committees, their respective roles and responsibility are as detailed in the report on Corporate Governance.

Directors' Responsibility Statement

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, the Management states that:

- I) In the preparation of the annual accounts for the year ended March

31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

- II) They have 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 and of its profits / losses for the year ended March 31, 2017;
- III) They have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of this Act, to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;
- IV) They have laid down Internal Financial Controls to be followed by the Company and the Audit Committee of the Board of Directors shall ensure that the Internal Control is adequate and robust;
- V) The annual accounts are prepared on a going concern basis
- VI) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Safety, Health, Environment

We, as a responsible manufacturer, are committed to take adequate measures related to environment, employee health and safety in developing, manufacturing, storing, handling and distribution of our products. It is our responsibility to provide a workplace free from accidents, injuries and exposure to hazardous substances, conserve natural resources and prevent pollution to protect the environment.

Besides, as a constructive partner in the communities in which it operates, the Company has been taking concrete actions to realize its social responsibility objectives, thereby building value for its various stakeholders. We respect human rights, value our employees, and invest in innovative technologies. In the past the Company has supported innumerable social and community initiatives and continues to do the same.

Some of the key initiatives taken by the company are:

- Regular fire safety audits along with mock drills at all locations
- Identification and implementation for additional fire safety measures for high rising buildings (beyond 15 Mtrs)
- Up-gradation of existing fire control and safety systems including training on fire prevention for employees
- Enhanced focus on product safety and safe working practices through training programs
- Implementation of a Zero Liquid Discharge (ZLD) project with enhanced capacity of Reverse Osmosis Plant in Denim Laundry for recycling of waste water.
- Installation of CCTV Cameras for improved surveillance system in order to capture any untoward incidents and to prevent thefts.

Corporate Governance

Your Company is committed in maintaining the highest standards of Corporate Governance. Your Directors adhere to the standards set out by the Securities and Exchange Board of India's (SEBI) Corporate Governance practices. Your Company's Corporate Governance Compliance Certificate is in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is given along with the Corporate Governance Report.

Management Discussion and Analysis

Management Discussion and Analysis Report is given separately, forming part of this Annual Report and is in accordance with the requirements laid out in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Listing

The equity shares of the Company are listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company has paid the listing fees to the respective stock exchanges till date. The Company's shares are tradable compulsorily in the dematerialized form and the Company has entered into an agreement with National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) for trading in electronic form.

Auditors

a) Statutory Auditor

M/s Girish Murthy & Kumar (Registration Number 000934S), Chartered Accountants

were appointed as Joint Statutory Auditors of the Company along with M/s S. R. Batliboi & Associates LLP (Registration Number 101049W) till the conclusion of 14th Annual General Meeting to be held in the year 2017. M/s Girish Murthy & Kumar (Registration Number 000934S), Chartered Accountants would vacate office as Auditors of the Company at the conclusion of ensuing Annual General Meeting pursuant to Section 139(2) (b) of the Companies Act, 2013 dealing with compulsory rotation of Auditors. Thus M/s Girish Murthy & Kumar (Registration Number 000934S), Chartered Accountants would be carrying out limited review of first quarter financial results of FY 2017-18.

Pursuant to applicable provision of the Companies Act, 2013, on the recommendations of the Audit Committee, it is proposed to appoint M/s S. R. Batliboi & Associates LLP (Registration Number 101049W) as statutory Auditors of the Company to hold office from the conclusion of 14th Annual General Meeting of the Company until the conclusion of 15th Annual General Meeting. Necessary resolution for the appointment of M/s S. R. Batliboi & Associates LLP (Registration Number 101049W) as statutory Auditors is included in the Notice of the Annual General Meeting.

The Board Places on record its appreciation for the contribution of M/s Girish Murthy & Kumar (Registration Number 000934S), Chartered Accountants during their tenure as Auditors of the Company.

No qualification, adverse remarks or disclaimer made by the Statutory Auditors with regards to the financial statements for the financial year 2016-17.

The statutory Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

b) Secretarial Auditor

Pursuant to the Provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Nagendra D Rao, Practicing Company Secretary (CP NO:7731, FCS: 5553) to undertake the secretarial audit of the Company. The Secretarial Audit

Report is given in Annexure to this Report. The Report does not contain any qualification.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

In pursuance of the Conservation of Energy, Technology Absorption, Foreign Exchange Earnings in such manner as prescribed under Rule 8 (3) of the Companies (Accounts) Rules, 2014, the particulars of the same are given below.

A. Conservation of Energy

The operations of the Company are not energy intensive. However, the Company takes continuous initiatives to curtail consumption of energy on an ongoing basis.

B. Technology absorption, adaptations and innovation

Not Applicable

C. Foreign Exchange Earnings and Outgo

Foreign Exchange earned: Rs. 68854.63 lakhs

Out go : Rs. 13301.59 lakhs

Related Party Transactions

All related party transactions, that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. The Company presents a statement of all related party transactions before the Audit Committee. Prior omnibus approval of the Audit Committee has been obtained for the transactions which are of foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted along with a statement giving details of all related party transactions is placed before the Audit Committee. Further there are no materially significant related party transactions during the year under review made by the Company with promoters, Directors, Key Managerial Personnel or designated persons which may have a potential conflict of interest with the Company at a large.

Particulars of Loan, Guarantees and Investment

In Terms of Section 134 of the Companies Act, 2013, the particulars of Loans, Guarantees and Investments under Section 186 of the Companies Act, 2013 is detailed in Notes to Accounts of the Financial Statements.

Disclosure under the sexual harassment of women at workplace (prevention, prohibition & redressal) Act, 2013

Your Company has in place a policy on prevention, prohibition and Redressal of Sexual Harassment and Non-discrimination at work place in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual temporary, trainees) are covered under this policy.

An Internal Complaints Committee (ICC) was set up to redress complaints received regarding sexual harassment and discrimination at work place.

During the year ended March 31, 2017, the ICC has received no complaints pertaining to Sexual harassment/discrimination at work place.

Extract of the Annual Return

Relevant extract of annual return to be filed with the Registrar of Companies for the financial year 2016-17 in Form MGT-9 is given as Annexure to this Report.

Internal Control Systems

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. Internal Audit is carried out in a programmed way and follow up actions were taken for all audit observations.

Corporate Social Responsibility (CSR)

In terms of Section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors of your Company has constituted a Corporate Social Responsibility Committee.

The Corporate Social Responsibility Policy, as formulated by the Corporate Social Responsibility Committee and approved by the Board of Directors is available on the website of the Company at <http://www.gokaldasexports.com>

Remuneration Policy for the Directors, Key Managerial Personnel and other Employees

In terms of the provisions of Section 178(3) of the Act and Regulation 19 of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, the Nomination & Remuneration Committee is responsible for formulating criteria for determining qualification, positive attributes and independence of a Director. The Nomination & Remuneration Committee is also responsible for recommending to the Board a policy relating to remuneration of Directors, Key Managerial Personnel and other senior employees.

In line with this, Board has adopted Remuneration Policy for Directors, Key Managerial Personnel and other senior employees of the Company. The copy of policy is available on the company's website www.gokaldasexports.com

Development and implementation of a Risk Management Policy

Your Company has adopted a Risk Management Policy for addressing the requirements of risk identification, risk assessment, risk mitigation plans etc., of the company.

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have formulated a policy on Risk Management which can be accessed from the Website of the Company at www.gokaldasexports.com.

Particulars of Employees

The information required pursuant to Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('Rules') in respect of remuneration and other detail is given separate statement in the Annual Report.

The remuneration paid to all key Management Personnel was in accordance with remuneration policy adopted by the Company.

In terms of the provisions of Section 197(12) of the Act read with Rule 5(2) and 5(3) of Rules, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is provided in the Annual Report.

Vigil Mechanism/whistle Blower Policy

Your Company has a Vigil mechanism established Whistle Blower Policy, as per the requirement of the Companies Act, 2013 and the Listing Regulations, , to enable all employees and the directors to report in good faith any violation of the policy. The Audit Committee of the Board oversees the functioning of Whistle Blower Policy. Your Company has disclosed the details of Whistle Blower

Policy on its website www.gokaldasexports.com

Code of Conduct

Your Company has laid down a Code of Conduct Policy which can be accessed on the Company's Website: www.gokaldasexports.com

Acknowledgements and Appreciation

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners and associates, financial institutions and the Central and State Governments for their consistent support and encouragement to the Company. I am sure you will join our Directors in conveying our sincere appreciation to all employees of the Company for their hard work and commitment.

On behalf of the Board of Directors

Richard B Saldanha
(Chairman)

P. Ramababu
(Vice Chairman and
Managing Director)

Bengaluru
14th August, 2017

FORM AOC-1
(Pursuant to first proviso to Sub-Section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014 Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures)
Part A - Subsidiaries
(Information in respect of each subsidiary to be present with amounts in Lakhs)

Sl. No.	Name of the Company	All Colour Garments Pvt Ltd	Deejay Trading Pvt Ltd	Glamounwear Apparels Pvt Ltd	Madhin Trading Pvt Ltd	Magenta Trading Pvt Ltd	Rafter Trading Pvt Ltd	Rajdin Trading Pvt Ltd	Reflexion Trading Pvt Ltd	Rishikesh Apparels Pvt Ltd	Seven Hills Clothing Pvt Ltd	SNS Clothing Pvt Ltd	Vignesh Apparels Pvt Ltd
1	Reporting period for the subsidiary concerned, if different from holding Company's reporting period	31st March, 2017	31st March, 2017	31st March, 2017	31st March, 2017	31st March, 2017	31st March, 2017	31st March, 2017	31st March, 2017	31st March, 2017	31st March, 2017	31st March, 2017	31st March, 2017
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR	INR
3	Share Capital	2.00	2.00	2.00	2.00	2.00	2.00	2.00	1.00	2.00	2.00	2.00	2.00
4	Reserves & Surplus	382.84	121.92	159.91	80.57	76.57	76.42	209.32	33.12	111.00	330.56	1582.21	95.53
5	Total Assets	394.95	314.96	520.16	279.75	556.68	493.07	611.82	276.77	693.04	1552.20	1880.43	111.65
6	Total Liabilities	394.95	314.96	520.16	279.75	556.68	493.07	611.82	276.77	693.04	1552.20	1880.43	111.65
7	Investments	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.02	0.00
8	Turnover	22.36	1,272.46	1,681.35	1,143.36	2,856.75	2,254.93	2,488.45	1,789.48	3,604.54	6,605.45	1,904.97	14.69
9	Profit before taxation	18.66	-32.54	11.73	42.99	26.55	14.05	9.31	45.05	87.59	20.47	2.06	13.41
10	Provision for taxation	-19.90	-33.91	9.19	40.20	23.80	10.89	7.22	39.47	78.98	17.77	0.30	-1.90
11	Profit after taxation	38.56	1.37	2.55	2.79	2.75	3.17	2.09	5.58	8.62	2.70	1.75	15.31
12	Proposed Dividend	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
13	% of Shareholding	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%

Notes: The Following information shall be furnished at the end of the statement

- Names of Subsidiaries which are yet to commence operations - NA

ANNEXURE TO THE DIRECTORS' REPORT

Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

- 1) Ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year

Sl. No	Name	Designation	Remuneration Paid FY 2016-17 (Rs lacs)	Remuneration Paid FY 2015-16 (Rs lacs)	Increase in remuneration over previous year(Rs lacs)	Ratio/times per Median of employee remuneration
1	Mr. P. Ramababu	VC & MD	130.06	102.26*	10.06	58.6

Includes fixed, does not include ESOP/Bonus and Perquisite value

*Appointed wef May 25 2015

- 2) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, in the financial year:
Mr. P. Ramababu – Vice Chairman and Managing Director – 10%
Mr. Sathyamurthy . A, Chief Financial officer – Nil
Ms. Ramya K, Company Secretary – 15%
- 3) The percentage increase in the median remuneration of employees in the financial year : 8%
- 4) The number of permanent employees on the rolls of Company as of 31 March 2017: 20924
- 5) The explanation on the relationship between average increase in remuneration and Company performance: in line with Industry Practice
- 6) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company. During the year the Company has increased the fixed remuneration of Mr. P. Ramababu – VC & MD by 10% in line with market and duly approved by the shareholders in the meeting held on 26th September 2016.
- 7) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the Current financial year and previous financial year:

Particulars	March 31, 2017	March 31, 2016	% Change
Market Capitalization (Rs. Crores)	246	215	14.42
P/E Ratio	-5.01	3.60	-139.17

- 8) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration : increase in non-managerial salaries were at par with the increase in managerial remuneration during 2016-17.
- 9) Comparison of remuneration of each of the Key Managerial personnel against the performance of the Company (as % of revenue)

Mr. P . Ramababu, VC & MD	0.180%
Mr. Sathyamurthy A, CFO	0.100%
Ms. Ramya K, CS	0.010%

- 10) Key parameters for any variable component of remuneration availed by the directors – revenue and operational profitability
- 11) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but received remuneration in excess of the highest paid director during the year – None
- 12) Affirmation that the remuneration is as per the remuneration policy of the Company - The Company affirms that the remuneration is as per the remuneration policy of the Company.

Information as per Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) Companies Appointment and remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report for the year ended March 31 2016.

Sl.No	Name	Age(yrs)	Designation	Date of Commencement of Employment	Remuneration Received (Rs. In Lakhs)	Professional Qualification	Total Experience (Yrs)	Last Employment and Designation	Whether he is a relative of Director/ Manager	% of equity shares held within Rule 5(2) & 5(3)
1	Mr. P. Ramababu	69	VC & MD	25th May, 2015	166.96	PG in Social Work	45years	Consultant	No	Nil