

GLOSTER SPECIALITIES LIMITED

**4th ANNUAL REPORT
2014- 2015**

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CORPORATE INFORMATION

Board of Directors : Dharam Chand Baheti Chairman
Ajay Kumar Agarwal Director
Shankar Lal Kedia Director

Banker : Yes Bank Limited

Auditors : Messrs K. Derasari & Co.
Chartered Accountants
Kolkata

Registered Office : 21, Strand Road
Kolkata-700 001
CIN No. U18109WB2011PLC159677
Phone : +91 33 2230 9601 (4 lines)
Fax: +91 33 2210 6167, 2231 4222
E-mail : info@glosterjute.com

**NOTICE
TO THE MEMBERS**

NOTICE is hereby given that the 4th Annual General Meeting of the Members of Gloster Specialities Limited will be held on Wednesday, the 23rd September, 2015 at 4.00 P.M. at the Registered Office of the Company at 21, Strand Road, Kolkata-700001 to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2015 together with the Report of the Directors and the Auditors' thereon.
2. To appoint a Director in place of Shri Shankar Lal Kedia (DIN 00695689) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, the appointment of M/s. K. Derasari & Co. Chartered Accountants (Firm Registration No. 324091E) who were appointed as the Statutory Auditors of the Company, pursuant to the resolution of the Members passed at the 3rd Annual General Meeting, to hold office from the conclusion of the 3rd Annual General Meeting till the conclusion of the 8th Annual General Meeting of the Company, be and is hereby ratified at the 4th Annual General Meeting at such remuneration to be fixed by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of out of pocket expenses incurred by them for the purpose of audit.”

Registered Office:
21, Strand Road
Kolkata - 700 001
Dated: 14th May, 2015

By Order of the Board
Dharam Chand Baheti
Chairman

GLOSTER SPECIALITIES LIMITED

NOTES:

1. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies in order to be effective should be received at the Company's Registered Office situated at 21, Strand Road, Kolkata – 700001, not less than 48 hours before the commencement of the Meeting.**

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 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 a proxy for any other person or shareholder.

2. All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, from the date hereof up to the time of the Annual General Meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

DIRECTORS' REPORT**DEAR SHAREHOLDERS**

Your Directors have pleasure in presenting the 4th Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2015.

FINANCIAL RESULTS

The highlights of the financial results for the year ended 31st March, 2015 are as under:

(` in lakhs)

| PARTICULARS | Year ended 31st March, 2015 | Year ended 31st March, 2014 |
|--|--|--|
| Total Income | 271.86 | 33.34 |
| Less: Total Expenses | 193.17 | 0.45 |
| Profit/(Loss) before Tax | 78.69 | 32.89 |
| Provision for Taxation | 12.04 | 3.13 |
| Net Profit/(Loss) for the Year | 66.65 | 29.76 |
| Balance brought forward from previous year | 67.96 | 38.20 |
| Balance carried forward | 134.61 | 67.96 |

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

For the Financial Year 2014-15, the total revenue of the Company stands at ` 271.86 lakhs in comparison with the previous year's revenue of ` 33.34 lakhs.

For the Financial Year 2014-15, the Company has generated after tax profit (PAT) of ` 66.65 lakhs as compared to PAT of ` 29.76 lakhs in the previous financial year.

DIVIDEND

With a view to plough back the profit, the Board of Directors of your Company does not recommend any dividend for the financial year 2014-15.

TRANSFER TO RESERVES

The Company is not statutorily required to transfer any amount to the General Reserve, as no Dividend has been recommended for the financial year 2014-15.

CHANGE IN NATURE OF BUSINESS, IF ANY

During the year, there was no change in the nature of business of the Company.

GLOSTER SPECIALITIES LIMITED

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been 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 the report.

SUBSIDIARY COMPANY, JOINT VENTURES AND ASSOCIATE COMPANY

The Company does not have any Subsidiary Company, Joint Ventures and Associate Company as required to be disclosed in terms of provisions of Section 134(3)(q) of the Companies Act, 2013 read with Rule 8(5) (iv) of the Companies (Accounts) Rules, 2014.

SHARE CAPITAL

The Paid-up share capital of the Company as on 31st March, 2015 stood at ` 400.00 lakhs. During the year under review, the Company has not issued any shares with or without differential voting rights nor has granted any stock options or sweat equity. As on 31st March, 2015, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

NUMBER OF BOARD MEETINGS HELD

During the financial year ended 31st March, 2015, six Board Meetings were held on 2nd May, 2014, 28th June, 2014, 29th September, 2014, 5th November, 2014, 26th December, 2014 and 2nd March, 2015. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS & KEY MANAGERIAL PERSONNEL**DIRECTORS**

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and pursuant to the Articles of Association of your Company, Shri Shankar Lal Kedia (DIN : 00695689) Director of your Company is liable to retire at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Shri Shankar Lal Kedia, Director, have filed Form DIR-8 with your Company as required under Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014. The Board, therefore, recommends the re-appointment of Shri Shankar Lal Kedia, as Director of your Company.

In view of the applicable provisions of the Companies Act, 2013 the Company is not mandatorily required to appoint any Whole time KMPs or any Independent Directors.

COMMITTEE

In view of the applicable provisions of the Companies Act 2013, the Company is not required to constitute Audit or Remuneration Committee.

CORPORATE SOCIAL RESPONSIBILITY

In view of the applicable provisions of the Companies Act, 2013 the provisions of CSR are not applicable to the Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has not entered into any transaction with the Related Parties during the financial year 2014-15.

INTERNAL CONTROLS

The Company has effective internal controls in place which are constantly reviewed. The Company's internal control system is commensurate with its size, scale and operations.

RISK MANAGEMENT

The Company is exposed to business risks and compliance risk. These risks are assessed periodically and appropriate steps are taken to mitigate the risks.

AUDITORS & AUDITOR'S REPORT

The members had at the 3rd Annual General Meeting held on 4th September 2014, approved the appointment of Messrs K Derasari & Co, Chartered Accountants, (Firm Registration No.-324091E) as Statutory Auditors of the Company from the conclusion of 3rd Annual General Meeting till the conclusion of the 8th Annual General Meeting of the Company. The said appointment of the Statutory Auditors would be proposed for ratification at the ensuing Annual General Meeting.

The Auditor's report on the financial statements for the year 2014-15 does not contain any qualifications, reservations or adverse remarks.

EXTRACT OF THE ANNUAL RETURN

The extract of annual return as on the financial year ended March 31, 2015 in Form No.MGT-9 is attached as **Annexure I** and form part of this Board Report.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTFLOW

Your Company has no activities relating to conservation of energy and technology absorption as required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014. However, your Company uses information technology extensively in its operations and also continues its endeavour to improve energy conservation and utilization, safety and environment.

Your Company has not utilized or earned any foreign exchange during the year under review (Previous Year – Nil).

GLOSTER SPECIALITIES LIMITED

PARTICULARS OF EMPLOYEES

There was no employee in the Company on its payroll during the financial year 2014-15. Hence disclosures pursuant to the provisions of Section 134(3)(q) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for receipt of remuneration are not applicable.

PUBLIC DEPOSITS

The Company has not invited or accepted deposits from the public covered under Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS.

During the Financial Year 2014-15, no significant and material orders has been passed by regulators or courts or tribunals impacting the going concern status and Company's operations in future.

DIRECTORS RESPONSIBILITY STATEMENT

In terms of provisions of Section 134(3)(c) of the Companies Act, 2013 your Directors confirm that :

- i) In the preparation of Annual Accounts, the applicable Standards have been followed and that there are no material departures;
- ii) The Directors 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 at the end of the financial year and of the profit of the Company for that period;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The annual accounts have been prepared on a going concern basis;

- v) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

The Company being Unlisted, sub-clause (e) of section 134(5) of the Companies Act 2013 pertaining to laying down internal financial controls is not applicable to the Company .

ACKNOWLEDGEMENTS

The Directors would like to thank the bankers and all the other business associates for the continuous support given by them to the Company and their confidence in its management and Gloster Limited, the holding company for its trust and support.

Place : Kolkata
Date : 14th May, 2015

For and on behalf of the Board of Directors
Dharam Chand Baheti
Chairman

GLOSTER SPECIALITIES LIMITED**ANNEXURE I TO THE DIRECTORS REPORT****FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN**

As on Financial Year ended on 31.03.2015
(Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management & Administration) Rules, 2014)

1. REGISTRATION & OTHER DETAILS

- | | |
|--|---|
| 1. CIN | U18109WB2011PLC159677 |
| 2. Registration Date | 23.02.2011 |
| 3. Name of the Company | Gloster Specialities Limited |
| 4. Category/Sub-category of the Company | Company limited by Shares |
| 5. Address of the Registered Office & contact details | 21, Strand Road, Kolkata 700 001 Phone nos. +91 33 22309601 (4lines) Fax +91 33 22106167, +91 33 22314222 |
| 6. Whether listed company | No |
| 7. Name, Address & contact details of the Registrar & Transfer Agent, if any, | Not Applicable |

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 products/services | % to total turnover of the Company |
|---------|---|-----------------------------------|------------------------------------|
|---------|---|-----------------------------------|------------------------------------|

Not Applicable

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sr. No. | Name and address of the company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares Held | Applicable Section |
|---------|--|---------------------------|--------------------------------|------------------|--------------------|
| 1. | Gloster Limited 21 Strand Road Kolkata - 700 001 | L17119WB19 92PLC054454 | Holding Company | 100% | Section2(46) |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
1. Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year (As on 1st April 1, 2014) | | | | No. of Shares held at the end of the year (As on 31st March, 2015) | | | | % Change during the year |
|--|--|------------------|------------------|-------------------|---|------------------|------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total shares | Demat | Physical | Total | % of Total shares | |
| A. Promoters | | | | | | | | | |
| 1) Indian | | | | | | | | | |
| a) Individual/HUF | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Central Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Body Corporate | 0 | 40,00,000 | 40,00,000 | 100 | 0 | 0 | 40,00,000 | 100 | 0 |
| e) Banks/FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub total (A) (1): | 0 | 40,00,000 | 40,00,000 | 100 | 0 | 40,00,000 | 40,00,000 | 100 | 0 |
| 2) Foreign | | | | | | | | | |
| a) NRIs Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Other Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Bodies Corporate | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Banks/FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Any other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Banks/FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Subtotal (A)(2): | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total shareholding of Promoter (A) =(A)(1)+(A)(2) | 0 | 40,00,000 | 40,00,000 | 100 | 0 | 40,00,000 | 40,00,000 | 100 | 0 |
| B. Public Shareholding | | | | | | | | | |
| 1) Institutions | | | | | | | | | |
| a) Mutual Funds/ UTI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

GLOSTER SPECIALITIES LIMITED

| Category of Shareholders | No. of Shares held at the beginning of the year (As on 1st April 1, 2014) | | | | No. of Shares held at the end of the year (As on 31st March, 2015) | | | | % Change during the year |
|---|--|----------|-------|-------------------|---|----------|-------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total shares | Demat | Physical | Total | % of Total shares | |
| b) Banks/FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Central Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) State govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Insurance companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| g) FIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| i) Others(specify) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total(B)(1): | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| ii) Overseas | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto ₹ 1 lakh | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Others (specify) | | | | | | | | | |
| Trusts | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Clearing Members | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Non Resident Individual | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

4TH ANNUAL REPORT

| Category of Shareholders | No. of Shares held at the beginning of the year (As on 1st April 1, 2014) | | | | No. of Shares held at the end of the year (As on 31st March, 2015) | | | | % Change during the year |
|--|--|-----------|-----------|-------------------|---|-----------|-----------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total shares | Demat | Physical | Total | % of Total shares | |
| Subtotal (B)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total Public Shareholding (B)=(B)(1) +(B)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| C. Share held by Custodian for GDRs & ADRs(C) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 0 | 40,00,000 | 40,00,000 | 100 | 0 | 40,00,000 | 40,00,000 | 100 | 0 |

ii. Shareholding of Promoters

| Sr. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding 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 | Gloster Limited | 39,99,300 | 99.9825 | 0 | 39,99,300 | 99.9825 | 0 | 0 |
| 2 | Shri Hemant Bangur(Beneficial owner being Gloster Limited) | 100 | 0.0025 | 0 | 100 | 0.0025 | 0 | 0 |
| 3 | Shri Dharam Chand Baheti (Beneficial owner being Gloster Limited) | 100 | 0.0025 | 0 | 100 | 0.0025 | 0 | 0 |
| 4 | Shri Ajay Kumar Agarwal (Beneficial owner being Gloster Limited) | 100 | 0.0025 | 0 | 100 | 0.0025 | 0 | 0 |

GLOSTER SPECIALITIES LIMITED

| Sr. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding 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 | |
| 5 | Shri Shankar Lal Kedia(Beneficial owner being Gloster Limited) | 100 | 0.0025 | 0 | 100 | 0.0025 | 0 | 0 |
| 6 | Shri Bajrang Lal Atal(Beneficial owner being Gloster Limited) | 100 | 0.0025 | 0 | 100 | 0.0025 | 0 | 0 |
| 7 | Shri Rajeev Kumar Maheshwari (Beneficial owner being Gloster Limited) | 100 | 0.0025 | 0 | 100 | 0.0025 | 0 | 0 |
| 8 | Shri Alok Kumar Surana(Beneficial owner being Gloster Limited) | 100 | 0.0025 | 0 | 100 | 0.0025 | 0 | 0 |

iii. Change in Promoters' Shareholding.

There is no change during the year

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

Since the entire share capital is held by Gloster Limited and its Nominees, this is not applicable.

v. Shareholding of Directors and Key Managerial Personnel

None of the Directors hold shares in their individual capacity in the Company.

V. INDEBTEDNESS

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

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtness |
|--|--|--------------------|----------|---------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | - | - | - |
| Change in Indebtedness during the financial year | | | | |
| Addition | 498.80 | | | 498.98 |
| Reduction | - | - | - | - |
| Net Change | 498.80 | - | - | 498.98 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal amount | 498.67 | - | - | 498.67 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | 0.31 | - | - | 0.31 |
| Total (i+ii+iii) | 498.98 | - | - | 498.98 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Company does not have Managing Director / Whole- time Director / Manager / Key Managerial Personnel and the Company has not paid any remuneration to its Non Executive Directors. There was no employee in the Company on its payroll during the year financial year 2014-15.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences for the year ending 31st March, 2015.

GLOSTER SPECIALITIES LIMITED

**INDEPENDENT AUDITORS' REPORT
To the Members of Gloster Specialities Limited****Report on the Financial Statements**

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

Management's Responsibility for the Financial Statements

2. The Company's Board of Director is responsible for the matters stated in Section 134(5) of the Companies Act'2013 ("the Act") with respect to preparation of these financial statements give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control, 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 free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act. and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10)of the act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.

6. An audit involves performing procedures to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of 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 and adequate Internal financial Controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
 - b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
 - c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. 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 (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

GLOSTER SPECIALITIES LIMITED

10. 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 purpose of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
- e) On the basis of written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of sub-section (2) of section 164 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 knowledge and belief and according to the information and explanations given to us :
 - i) The company does not have any pending litigations, hence it does not require to disclose the impact on its financial positions in its financial statement.
 - ii) The company did not have any long-term contracts including derivative contracts as at March 31, 2015.
 - iii) The company does not require to transfer any fund to the Investor Education and Protection Fund.

For **K. Derasari & Co.**
Chartered Accountants
Firm Registration No. 324908E

Kishan Derasari
Partner
Membership No. 059741

Place:Kolkata
Date : 14th May, 2015

Annexure to the Independent Auditors' Report

The Annexure referred to in paragraph 9 of the Independent Auditor's Report of even date to the members of GLOSTER SPECIALITIES LIMITED on the financial statements as of and for the year ended March 31, 2015.

1. The Company does not hold any fixed assets during the year ended March 31, 2015. Therefore, the provisions of Clause 3(i) of the Order are not applicable to the Company.
2. The Company does not carry any inventory, Consequently, clauses 3(ii)(a), 3(ii)(b) and 3(ii)(c) of the Order are not applicable.
3. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clauses 3(iii)(a) and 3(iii)(b) of the said Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with size of the Company and the nature of its business. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, we have neither come across, nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
5. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under to the extent notified.
6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, income tax, and other material statutory dues, as applicable, with the appropriate authorities. As explained to us the provisions of Provident Fund, Employees's State Insurance, Sales Tax, Wealth Tax, Duty of Customs, Service Tax, Duty of Excise, Cess are not applicable to the Company.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income-tax and other statutory dues which have not been deposited on account of any dispute.

GLOSTER SPECIALITIES LIMITED

- (c) According to the information and explanations given to us and the records of the Company examined by us, there was no requirement of transferring any amount to Investor Education and Protection Fund as per Provisions of Companies Act.
8. As the Company is registered for a period less than five years, the provisions of Clause 3(viii) of the Order are not applicable to the Company.
9. The Company has not defaulted in repayment of dues to Bank. Apart from this the company has no borrowings from any financial institution nor has it issued any debentures as at the balance sheet date.
10. The Company has not given any guarantee for loans taken by others from bank or financial institutions, hence, the provisions of Clause 3(x) of the Order are not applicable to the Company.
11. According to the information and explanations given to us and the records of the Company examined by us, the company has not borrowed any term loan. Therefore, the provisions of Clause 3(xi) of the Order are not applicable to the Company.
12. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For K. Derasari & Co.
Chartered Accountants
Firm Registration No : 324091E

Place : Kolkata
Date : 14th May, 2015

Kishan Derasari
Partner
Membership No : 059741

BALANCE SHEET AS AT 31ST MARCH, 2015

| | Note | As at 31st March, 2015 | As at 31st March, 2014 |
|---|------|---------------------------|---------------------------|
| EQUITY AND LIABILITIES | | | |
| Shareholders' Funds | | | |
| Share Capital | 3 | 4,00,00,000 | 4,00,00,000 |
| Reserves and Surplus | 4 | 1,34,61,319 | 67,95,970 |
| | | 5,34,61,319 | 4,67,95,970 |
| Current Liabilities | | | |
| Short-term borrowings | 5 | 4,98,98,061 | -- |
| Other current liabilities | 6 | 6,742 | 8,371 |
| Short-term provisions | 7 | 15,30,300 | 3,26,800 |
| | | 5,14,35,103 | 3,35,171 |
| Total | | 10,48,96,422 | 4,71,31,141 |
| ASSETS | | | |
| Non-current Assets | | | |
| Non-current investments | 8 | 2,16,86,000 | 4,34,37,827 |
| | | 2,16,86,000 | 4,34,37,827 |
| Current Assets | | | |
| Current investments | 9 | 40,03,162 | -- |
| Cash and Bank balances | 10 | 7,67,26,248 | 24,77,598 |
| Short-term loans and advances | 11 | 15,34,305 | 3,29,020 |
| Other current assets | 12 | 9,46,707 | 8,86,696 |
| | | 8,32,10,422 | 36,93,314 |
| | | 10,48,96,422 | 4,71,31,141 |
| Corporate Information | 1 | | |
| Summary of significant accounting policies | 2 | | |

The notes are an integral part of these financial statements.

This is the Balance Sheet referred to in our report of even date.

For K Derasari & Co.

Firm Registration No. 324091E

Chartered Accountants

Kishan Derasari

Partner

Membership No. 059741

Dharam Chand Baheti

Ajay Kumar Agarwal

Shankar Lal Kedia

Chairman

Director

Director

Place : Kolkata

Date : 14th May, 2015

GLOSTER SPECIALITIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

| | Note | Year ended 31st March, 2015 | Year ended 31st March, 2014 |
|---|------|--------------------------------|--------------------------------|
| INCOME | | | |
| Revenue from operations | 13 | 1,92,40,383 | -- |
| Other income | 14 | 79,45,526 | 33,34,487 |
| Total Revenue | | 2,71,85,909 | 33,34,487 |
| EXPENSES | | | |
| Purchase of traded goods | | 1,92,24,284 | -- |
| Finance costs | 15 | 31,103 | -- |
| Other expenses | 16 | 61,673 | 45,095 |
| Total expenses | | 1,93,17,060 | 45,095 |
| PROFIT BEFORE TAX | | 78,68,849 | 32,89,392 |
| Tax expenses | | | |
| Current tax | | 12,03,500 | 2,40,000 |
| Earlier year | | -- | 72,639 |
| Total Tax expenses | | 12,03,500 | 3,12,639 |
| PROFIT FOR THE YEAR | | 66,65,349 | 29,76,753 |
| Earnings per equity share (nominal value per share ₹ 10) Basic and Diluted | 17 | 1.67 | 0.74 |
| Corporate Information | 1 | | |
| Summary of significant accounting policies | 2 | | |

The notes are an integral part of these financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For K Derasari & Co.

Firm Registration No. 324091E
Chartered Accountants

Kishan Derasari

Partner
Membership No. 059741

Dharam Chand Baheti Chairman
Ajay Kumar Agarwal Director
Shankar Lal Kedia Director

Place : Kolkata
Date : 14th May, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

| Particulars | Year Ended 31st March, 2015 | Year Ended 31st March, 2014 |
|--|--------------------------------|--------------------------------|
| A. Cash Flow from operating activities | | |
| Net profit before tax | 78,68,849 | 32,89,392 |
| Adjustments for : | | |
| Interest Income | (26,38,449) | (21,77,408) |
| Profit on sale of Investment | (53,07,077) | (11,57,079) |
| Operating profit before working capital changes | (76,677) | (45,095) |
| Adjustments for : | | |
| (Decrease)/Increase in Trade and Other Payables | 4,98,96,432 | -- |
| Decrease/(Increase) in Trade and Other Receivables | (1,589) | -- |
| Cash generated from operations | 4,98,18,166 | (45,095) |
| Income Taxes Paid | (12,03,696) | (2,94,400) |
| Net Cash from operating activities A | 4,86,14,470 | (3,39,495) |
| B. Cash Flow from investing activities | | |
| Purchase of long term investments | -- | (2,17,51,827) |
| Purchase of short term investments | (3,30,14,311) | -- |
| Sale of long term Investments | 2,70,38,578 | 1,65,57,079 |
| Sale of short term Investments | 2,90,31,476 | -- |
| Interest received | 25,78,438 | 28,07,072 |
| Short term loans received from holding Company | - | 1,75,00,000 |
| Short term loans repaid to Holding Company | - | (1,75,00,000) |
| Net Cash used in investing activities B | 2,56,34,180 | (23,87,676) |

GLOSTER SPECIALITIES LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

| Particulars | Year Ended 31st March, 2015 | Year Ended 31st March, 2014 |
|--|--------------------------------|--------------------------------|
| | - | - |
| C. Cash Flow from financing activities | -- | -- |
| Net Cash used in financing activities C | -- | -- |

| | | |
|---|--------------------|--------------------|
| Net Increase in Cash and Cash Equivalents (A+B+C) | 7,42,48,650 | (27,27,171) |
| Cash and Cash Equivalents (Opening Balance) | 24,77,598 | 52,04,769 |
| Cash and Cash Equivalents (Closing Balance) | 7,67,26,248 | 24,77,598 |

Notes

- a) The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard-3, on Cash Flow Statement as per Companies Accounting Standard Rules, 2006.
- b) Previous year's figures have been regrouped/ rearranged wherever necessary.
- c) This is the Cash Flow statement referred to in our report of even date.

For K Derasari & Co.

Firm Registration No. 324091E
Chartered Accountants

Kishan Derasari

Partner
Membership No. 059741

Dharam Chand Baheti Chairman
Ajay Kumar Agarwal Director
Shankar Lal Kedia Director

Place : Kolkata
Date :14th May, 2015

NOTES TO THE FINANCIAL STATEMENT**1. Corporate Information**

Gloster Specialities Limited, a wholly owned subsidiary company of Gloster Limited, was incorporated on 23rd February, 2011 under the provisions of the Companies Act, 1956. The Company has started its business activities during the year. The Company has dealt in trading of commodities.

2. Summary of significant accounting policies**2.1 Basis of preparation**

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India under the historical cost convention, except for certain tangible assets, which are carried at revalued amounts. Pursuant to section 133 of the Companies Act, 2013 ('The Act') read with the Rule 7 of the Companies (Accounts) Rules, 2014, till the Standards of Accounting or any addendum thereto are prescribed by the Central Government in consultation with and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently these Financial Statements have been prepared to comply in all material aspects with the accounting standards notified under section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and the other relevant provision of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in the schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current, non-current classification of assets and liabilities.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

2.2 Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on management's best 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 and liabilities in future periods.

GLOSTER SPECIALITIES LIMITED

Notes to the Financial Statements**2.3 Investments**

Long term investments are carried at cost net off provision, if any, for decline in value considered to be other than temporary in nature.

Current investments are stated at lower of cost and fair value.

2.4 Other Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

Dividend income is recognized when the right to received dividend is established.

2.5 Taxation

Current tax is determined as the amount of tax payable in respect of taxable income for the year based on applicable tax rates and laws.

2.6 Borrowing Cost

Borrowing costs are recognized as an expense in the period in which they are incurred.

2.7 Provisions & Contingent Liabilities

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. 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. Where there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote, no provision or disclosure for contingent liability is made.

2.8 Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

NOTES TO THE FINANCIAL STATEMENT

3. Share Capital**Authorised :**

50,00,000 (31.03.14 - 50,00,000)

Equity Shares of ₹ 10/- each

Issued, Subscribed and Fully Paid-up :

40,00,000 (31.03.2014 - 40,00,000)

Equity Shares of ₹ 10/- each

Total

| | As at 31st March, 2015 | As at 31st March, 2014 |
|--------------|---------------------------|---------------------------|
| | - | - |
| | 5,00,00,000 | 5,00,00,000 |
| | 4,00,00,000 | 4,00,00,000 |
| Total | 4,00,00,000 | 4,00,00,000 |

(a) Reconciliation of number of equity shares

| | As at 31st March, 2015 | | As at 31st March, 2014 | |
|---|------------------------|-------------|------------------------|-------------|
| | No. | | No. | |
| Balance as at the beginning and end of the year | 40,00,000 | 4,00,00,000 | 40,00,000 | 4,00,00,000 |

(b) Term/Rights attached to equity shares

The Company has only one class of Equity Shares having a par value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share held.

In the event of liquidation of the Company, the holders of Equity Shares are eligible to receive the remaining assets of the Company after distribution of all the preferential amounts, in proportion to their shareholding.

(c) Details of shares held by Shareholders holding more than 5% of the aggregate Equity Shares in the Company

| | As at 31st March, 2015 | | As at 31st March, 2014 | |
|---|------------------------|-----------|------------------------|-----------|
| | No. | % holding | No. | % holding |
| Gloster Limited- Holding Company (including shares held by nominees) | 40,00,000 | 100% | 40,00,000 | 100% |

GLOSTER SPECIALITIES LIMITED
NOTES TO THE FINANCIAL STATEMENT

| | As at 31st March, 2015 | As at 31st March, 2014 |
|--|---------------------------|---------------------------|
| 4. Reserves and Surplus | - | - |
| Balance as at the beginning of the year | 67,95,970 | 38,19,217 |
| Add: | | |
| Transferred from Surplus in the Statement of Profit and Loss | 66,65,349 | 29,76,753 |
| Total | 1,34,61,319 | 67,95,970 |
| 5. Short-term borrowings | | |
| Loans from bank (Refer note below) | 4,98,98,061 | - |
| Total | 4,98,98,061 | - |
| Note: Loan repayable on demand are secured against fixed deposits | | |
| 6. Other current liabilities | | |
| Others | 6,742 | 8,371 |
| Total | 6,742 | 8,371 |
| 7. Short-term provisions | | |
| Other provision | | |
| Provision for Taxation | 15,30,300 | 3,26,800 |
| Total | 15,30,300 | 3,26,800 |
| 8. Non-current investments | | |
| Other investment (valued at cost unless stated otherwise) | | |
| Unquoted Equity instruments | | |
| Godrej Buildwell Pvt. Limited | | |
| Nil (31.03.14-784) Class A Equity Shares of ` 10/- each fully paid up | - | 2,17,51,187 |
| Nil (31.03.14-32) Class B Equity Shares of ` 10/- each fully paid up | - | 320 |
| Nil (31.03.14-32) Class C Equity Shares of ` 10/- each fully paid up | - | 320 |
| Quoted Bonds | | |
| National Highways Authority of India 21,686 (31.03.14 - 21,686) Secured Redeemable Non Convertible Tax free Bonds of ` 1,000/- each fully paid up | 2,16,86,000 | 2,16,86,000 |
| Total | 2,16,86,000 | 4,34,37,827 |
| Market Value of quoted investments | 2,38,54,600 | 2,23,11,641 |

NOTES TO THE FINANCIAL STATEMENT

| | As at 31st March, 2015 | As at 31st March, 2014 |
|--|---------------------------|---------------------------|
| 9. Current investments | | |
| Other Investment (valued at cost unless stated otherwise) | | |
| Quoted Equity instruments | | |
| Infosys Limited | | |
| 1850 (31.03.14-nil) Equity Shares of ₹ 5/- each fully paid-up | 40,03,162 | -- |
| Total | 40,03,162 | -- |
| Market Value of quoted investment | 41,00,710 | -- |
| 10. Cash and Bank balance | | |
| Cash and cash equivalents | | |
| Cash on hand | 475 | 975 |
| Balance with bank : | | |
| In current account | 100 | 24,76,623 |
| In fixed deposit account | 7,67,25,673 | - |
| Total | 7,67,26,248 | 24,77,598 |
| 11. Short-term loans and advances | | |
| Other advances | 1,589 | -- |
| Advance Income Tax | 15,32,716 | 3,29,020 |
| Total | 15,34,305 | 3,29,020 |
| 12. Other current assets | | |
| Unsecured, considered good | | |
| Interest accrued on Bonds | 8,86,696 | 8,86,696 |
| Interest accrued on fixed deposits | 60,011 | - |
| Total | 9,46,707 | 8,86,696 |

NOTES TO THE FINANCIAL STATEMENT

| | Year ended 31st March, 2015 | Year ended 31st March, 2014 |
|---|--------------------------------|--------------------------------|
| 13. Revenue from operations | | |
| Sale of products | | |
| Traded goods | 1,92,40,383 | - |
| Total | 1,92,40,383 | - |
| 14. Other income | | |
| Interest Income on | | |
| Bank Deposits | 8,60,197 | 1,18,912 |
| Bonds | 17,78,252 | 20,58,496 |
| Gain on sale of long term investment | 52,86,751 | 11,57,079 |
| Gain on sale of current investment | 20,326 | - |
| Total | 79,45,526 | 33,34,487 |
| 15. Finance costs | | |
| Interest expenses | 31,103 | - |
| Total | 31,103 | - |
| 16. Other expenses | | |
| Rates & Taxes | 4,400 | 4,425 |
| Printing & Stationery | 9,170 | 9,400 |
| Bank charges | 674 | 112 |
| Professional fees | 22,500 | 17,000 |
| Filing fee | 17,400 | 5,000 |
| Miscellaneous Expenses (Refer note below) | 7,529 | 9,158 |
| Total | 61,673 | 45,095 |
| Notes | | |
| Miscellaneous Expenses includes remuneration to auditors for: | | |
| Audit Fees | 6,000 | 5,000 |
| Service Tax | 742 | - |
| Total | 6,742 | 5,000 |

GLOSTER SPECIALITIES LIMITED**NOTES TO THE FINANCIAL STATEMENT****17. Earnings Per Share (EPS)**

Net profit for the year has been used as the numerator and number of shares have been used as denominator for calculating the basic and diluted earnings per share

| Particulars | | As at 31st March, 2015 | As at 31st March, 2014 |
|---|-----|---------------------------|---------------------------|
| Net Profit after tax (`) | A | 66,65,349 | 29,76,753 |
| Weighted average number of shares outstanding | B | 40,00,000 | 40,00,000 |
| Basic and Diluted EPS (`) | A/B | 1.67 | 0.74 |
| Face value per share (`) | | 10 | 10 |

18. Related Party Disclosures :**a) Names of Related Parties and nature of relationship:****Holding Company**

Gloster Limited

Fellow Subsidiaries

Gloster Gujrat Limited upto 27.03.15 (*)

Gloster Lifestyle Limited (*)

(*) - No transaction during the Year.

b) Transactions / balances

| Particulars | Year | Holding Company |
|-------------------------------------|--------------------|-------------------|
| Transactions during the year | | |
| Loan received | 2014-15 2013-14 | -- 1,75,00,000 |
| Loan repaid | 2014-15 2013-14 | -- 1,75,00,000 |
| Outstanding balance at year end | 2014-15 2013-14 | -- -- |

NOTES TO THE FINANCIAL STATEMENT**19. Information pursuant to clause 32 of the Listing Agreement with Stock Exchange**

Loans from Holding Company are as under:

| Particulars | Balance as at 31st March, 2015 | Balance as at 31st March, 2014 | Maximum Amount Outstanding during the year ended 31st March, 2015 | Maximum Amount Outstanding during the year ended 31st March, 2014 |
|-------------------------------|--------------------------------|--------------------------------|---|---|
| Interest Free Gloster Limited | (`) Nil | (`) Nil | (`) Nil | (`) 1,75,00,000 |

20 Previous year's figure have been rearranged and/or regrouped wherever necessary to make them comparable with that of current year.

For K Derasari & Co.

Firm Registration No. 324091E
Chartered Accountants

Kishan Derasari

Partner
Membership No. 059741

Dharam Chand Baheti Chairman
Ajay Kumar Agarwal Director
Shankar Lal Kedia Director

Place : Kolkata
Date :14th 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)]

GLOSTER SPECIALITIES LIMITED

CIN : U18109WB2011PLC159677

Registered Office : 21, Strand Road, Kolkata – 700 001

Tel : (033) 2230-9601 (4 lines); Fax : (033) 2231 4222/2210 6167

E-Mail : info@glosterjute.com

| |
|-----------------------|
| Name of the Member(s) |
| Registered Address |
| E-mail ID |
| Folio No./Client ID |
| DP ID |

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1.Name _____
Address _____

E-mail ID _____
Signature _____, or failing him

2.Name _____
Address _____

E-mail ID _____
Signature _____, or failing him

3.Name _____
Address _____

E-mail ID _____
Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 4th Annual General Meeting of the Company, to be held on Wednesday, the 23rd day of September, 2015 at 4.00 P.M. at 21, Strand Road Kolkata – 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below :

| S.No. | Resolutions |
|-------|--|
| 1. | Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 together with the Report of the Board of Directors and Auditors thereon. |
| 2. | Appointment of a Director in place of Shri Shankar Lal Kedia who retires by rotation and being eligible, offers himself for re-appointment. |
| 3. | Ratification of appointment of M/s. K. Derasari & Co. Chartered Accountants, as the Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration. |

Signed this _____ day of _____ 2015

Signature of Shareholder _____

Signature of Proxy holder (s) _____

Affix one
Rupee
Revenue
Stamp

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

GLOSTER SPECIALITIES LIMITED

CIN : U18109WB2011PLC159677

Registered Office : 21, Strand Road, Kolkata – 700 001

Tel : (033) 2230-9601-(4 lines); Fax : (033) 2231 4222/2210 6167

E-Mail : info@glosterjute.com

ATTENDANCE SLIP

Name of the Member / Proxy (in block letters).....

Folio No.

DP ID No.

Client ID No.

No. of Shares

I/We hereby record my/our presence at the 4th Annual General Meeting of the Company held on Wednesday the 23rd day of September, 2015 at 4-00 P.M. at 21, Strand Road, Kolkata 700 001 and at any adjournment thereof.

Date : _____

Signature of the Member / Proxy _____

Notes:

1. This attendance slip should be signed and handed over at the entrance of the Meeting.
2. Member / Proxy holder desiring to attend the meeting should bring his / her copy of the Annual Report for reference at the meeting.