

# **ANNUAL REPORT**

**FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2018**

**HINDUSTAN WIRES LTD.**

# HINDUSTAN WIRES LIMITED

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Shri U.S. Bhartia	Chairman & Non-Executive Director	DIN 00063091
Mrs. Pooja Jhaver	Non-Executive Director	DIN 02109201
Shri G.R. Goenka	Non-Executive Director	DIN 00133700
Shri K.M. Lal	Non-Executive Director (Independent)	DIN 00016166
Shri J.S. Bajjal	Non-Executive Director (Independent)	DIN 00049565
Shri R.K. Gupta	Executive Director	DIN 00423525

### AUDIT COMMITTEE

Shri. K.M. Lal	-	Chairman
Shri J.S. Bajjal	-	Member
Shri. U.S. Bhartia	-	Member
Shri. G.R. Goenka	-	Member

### STAKEHOLDERS RELATIONSHIP COMMITTEE:-

Shri. G.R. Goenka	-	Chairman
Shri. R.K. Gupta	-	Member

Phone :- 033-22823586, email- [ho@hwlgas.com](mailto:ho@hwlgas.com)

### KEY MANAGERIAL PERSONNEL

Shri. R.K. Gupta	-	Executive Director
Ms. Preeti Sharma	-	Company Secretary
Shri Sita Ram Sharma	-	Chief Financial Officer

### BANKERS

State Bank of India, Punjab National Bank, Axis Bank

### AUDITORS

Messrs. M.L. Garg & Co., K-60, 2<sup>nd</sup> Floor, Connaught Place, Opp. PVR Plaza, New Delhi – 110001

E:mail : [manishkgarg@mlgargco.com](mailto:manishkgarg@mlgargco.com)

### REGISTERED OFFICE

5<sup>th</sup> Floor, 3A, Shakespeare Sarani, Kolkata – 700 071, **Phone :-** 033-22823586, **e-mail :-** [ho@hwlgas.com](mailto:ho@hwlgas.com)

**CIN : L27106WB1959PLC 024177**

### FARIDABAD OFFICE:

A-7, Samadhan Chambers, 1<sup>st</sup> Floor, Nehru Ground, Neelam Bata Road, Faridabad – 121001,

**e-mail:-** [ho@hwlgas.com](mailto:ho@hwlgas.com) **Website :** [www.hwlgas.com](http://www.hwlgas.com)

### REGISTRAR AND TRANSFER AGENT :

Niche Technologies Pvt. Ltd., D-511, Bagree Market (5<sup>th</sup> Floor), 71, B.R.B. Basu Road, Kolkata – 700001.

**Phone :-** 033-22357270/71, **Fax:-** 033-22156823, **email-** [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

# HINDUSTAN WIRES LIMITED

CIN : L27106WB1959PLC 024177

Reg. Office: 5<sup>th</sup> Floor, 3A, Shakespeare Sarani, Kolkata 700 071

Email: [ho@hwlgas.com](mailto:ho@hwlgas.com) Website : [www.hwlgas.com](http://www.hwlgas.com), Ph: +91 33 22823586

## **NOTICE**

NOTICE is hereby given that the 58<sup>th</sup> Annual General Meeting of the Members of the Company will be held at the Auditorium of Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017 on Monday 17<sup>th</sup> September, 2018 at 11.00 AM to transact the following business :

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2018 and the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Pooja Jhaver (DIN No. 02109201) who retires by rotation and being eligible offers herself for re-appointment.

### **SPECIAL BUSINESS:**

3. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION** :

"Resolved that pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions of the Companies Act, 2013 and Rules framed there under, as amended, approval of the members of the Company be and is hereby accorded for continuation of Directorship of Shri. Krishna Murari Lal (DIN 00016166) as an Independent Director (Non-Executive), who has attained the age of 75 years, upto the expiry of his present term i.e. upto the conclusion of the 59<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019, as approved by the members of the Company vide their Resolution passed at the 54<sup>th</sup> Annual General Meeting held on 16<sup>th</sup> Sep, 2014."

4. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION** :

"Resolved that pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions of the Companies Act, 2013 and Rules framed there under, as amended, approval of the members of the Company be and is hereby accorded for continuation of Directorship of Shri. Jagdish Saran Baijal (DIN 00049565) as an Independent Director (Non-Executive), who has attained the age of 75 years, upto the expiry of his present term i.e. upto the conclusion of the 59<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019, as approved by the members of the Company vide their Resolution passed at the 54<sup>th</sup> Annual General Meeting held on 16<sup>th</sup> Sep, 2014."

5. To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION** :

"Resolved that pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions of the Companies Act, 2013 and Rules framed there under, as amended, approval of the members of the Company be and is hereby accorded for continuation of Directorship of Shri. Gobind Ram Goenka (DIN 00133700) as a Non-Executive Director, who has attained the age of 75 years, upto the period when he is liable to retire by rotation i.e. upto the conclusion of the 60<sup>th</sup> Annual General Meeting of the Company in the calendar year 2020."

**By Order of the Board of Directors**

Regd. Office:  
5<sup>th</sup> Floor, 3A Shakespeare Sarani, Kolkata-71  
The 16<sup>th</sup> May, 2018.

sd/-  
(G.R. Goenka)  
Director  
DIN 00133700

### **NOTES:**

1. **A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote (on poll) instead of himself / herself and the proxy need not be a member of the Company.**

Proxies in order to be valid must reach the Registered Office of the Company duly completed and signed, at least 48 hours before the commencement of the meeting. Proxy Form is also sent herewith. Proxies submitted on behalf of Limited Companies, Societies etc. must be supported by an appropriate resolution / authority, as applicable, issued on behalf of the nominating organisation.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint a single person as proxy, who shall not act as a proxy for any other member.

2. The Register of Members and the Share Transfer Books of the company will remain close from 11<sup>th</sup> September, 2018 to 17<sup>th</sup> September, 2018 (both days inclusive).

## HINDUSTAN WIRES LIMITED

3. **Voting through electronic means:** In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL on all resolutions set forth in this Notice.
4. Facility of voting through Ballot/Poll paper shall be made available at the Meeting. Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
5. Voting by show of hands is not allowed at the Annual General Meeting.
6. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting, but shall not be entitled to vote again at the AGM.

The notice of Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at the closing hours of business on Friday 10<sup>th</sup> August, 2018.

7. 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 10<sup>th</sup> September, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.
8. Any person, who acquires Shares of the Company and become a member of the Company after the dispatch of the AGM Notice and holds shares as on Cut-off date i.e. 10<sup>th</sup> September, 2018 may obtain the Login ID & Password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Company at [ho@hwlgas.com](mailto:ho@hwlgas.com) by mentioning their Folio No./ DP ID and Client ID. However if you are already registered with CDSL for remote e-voting then you can use your existing user id and password for casting your vote.
9. The shareholders shall have one vote per equity share held by them as on the cut-off date of 10<sup>th</sup> September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
10. The instructions for shareholders voting electronically are as under followed by i) to xx) lines.
  - i) The e-voting period begins on **14<sup>th</sup> September, 2018 at 10.00 A.M. and ends on 16<sup>th</sup> September, 2018 at 5.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **10<sup>th</sup> September, 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
  - 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, excluding the special characters.
  - 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• If both the details are not recorded with the depository or company then please enter the Beneficiary-ID / Folio Number in the Bank Account Number details field as mentioned in above instruction ( iv ).</li> </ul>

## HINDUSTAN WIRES LIMITED

- 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 "**Hindustan Wires Limited**" on which you choose to vote.
- 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 Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which 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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
11. Institutional Members/Bodies Corporate (i.e other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. together with the attested specimen signature of the duly authorised signatory(ies) who are authorised to vote on e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) with a copy marked at [ho@hwlgas.com](http://ho@hwlgas.com) on or before 15<sup>th</sup> September, 2018 up to 5 P.M without which the vote shall not be treated as valid.
12. Mrs. Smita Sharma, a Practicing Company Secretary (Certificate of Practice Number 6077) has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process and through Ballot/Poll paper at the AGM, in a fair and transparent manner. The decision of the Scrutinizer on validity of votes shall be final.

## HINDUSTAN WIRES LIMITED

13. The Scrutinizer shall after conclusion of voting at the Annual 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 (2) witnesses not in the employment of the Company.
14. The Scrutinizer will collate the votes cast at the Meeting, votes downloaded from the e-voting system and make not later than two days from the conclusion of the Meeting, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorised by him in writing, who shall countersign the same.
15. The Chairman of the Meeting or a person authorised by him in writing shall declare the result on 20<sup>th</sup> September, 2018 at 4.00 p.m. at the Registered Office of the Company. The results declared, along with the Scrutinizer's Report will be displayed at the Registered office of the Company and shall also be communicated to the Stock Exchanges and will also be displayed on the Company's website [www.hwlgas.com](http://www.hwlgas.com).
16. The grievances of the members connected with the voting including voting by electronic means shall be addressed to Company Secretary on e-mail [ho@hwlgas.com](mailto:ho@hwlgas.com) or by phone **033-22823586** or by post by writing at Registered Office of the Company.
17. The Shareholders are expected to send their queries on Annual Report to the Company Secretary at least 7 days before the date of Meeting, so that the requisite information/explanations can be provided in time.
18. Member/Proxies should bring the enclosed attendance slip duly filled in, for attending Annual General Meeting along with copy of the Annual Report.
19. The information as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 relating to the Directors proposed to be retiring by rotation and seeking re-appointment at this meeting, is annexed to this notice.

**By Order of the Board of Directors**

Regd. Office:  
5<sup>th</sup> Floor, 3A Shakespeare Sarani, Kolkata-71  
The 16<sup>th</sup> May, 2018.

sd/-  
(G.R. Goenka)  
Director  
DIN 00133700

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following statements sets out all material facts relating to the Special Business mentioned in the accompanying Notice :

#### **ITEM NO. 3**

The members of the Company in their 54<sup>th</sup> AGM held on 16<sup>th</sup> Sep, 2014 appointed Shri Krishna Murari Lal (DIN 00016166) as an Independent Director pursuant to the provisions of Sections 149 & 152 and Rules made there under, to hold office for Five consecutive years for a term upto the conclusion of the 59<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.

The Securities Exchange Board of India (SEBI) vide its notifications dated 09<sup>th</sup> May, 2018 has amended the existing SEBI (LODR) Regulations, 2015 and has inserted a new Regulation 17(1A) which mandates that no Listed Entity shall appoint a person or continue the Directorship of any other person as a Non-Executive Director who has attained the age of 75 years unless a Special Resolution is passed to that effect by the members of the Company.

Shri. Krishna Murari Lal, who is aged 78 years (Date of Birth 22<sup>nd</sup> June, 1940) has attained the age of more than 75 years, hence in view of the amendment in the SEBI Listing Regulations, his continuation as Non-Executive Independent Director of the Company w.e.f 01<sup>st</sup> April, 2019 shall require approval of shareholders of the Company by way of a Special Resolution. Therefore, the Board of Directors, on the recommendation of Nomination & Remuneration Committee in their meeting held on 16<sup>th</sup> May, 2018 approved the continuation of the Directorship of Shri. Krishna Murari Lal as Non-Executive Independent Director upto the expiry of their existing term i.e. upto the conclusion of the 59<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2019.

Shri Krishna Murari Lal is a retired IAS Officer and has a rich and varied experience in the field of finance and he possesses appropriate skills, experience and knowledge in the Management of Companies. It will be in the interest of the Company if he continues on the Board of the Company as an Independent Director. In the opinion of the Board, he fulfils the conditions for continuation of his appointment as an Independent Director as specified under the Companies Act, 2013 and under the SEBI Listing Regulations and is Independent of the Management and possesses appropriate experience and knowledge.

## HINDUSTAN WIRES LIMITED

None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

The Board commends the Special Resolution set out at ITEM No. 3 of the Notice for approval by the shareholders.

### ITEM NO. 4

The members of the Company in their 54<sup>th</sup> AGM held on 16<sup>th</sup> Sep, 2014 appointed Shri Jagdish Saran Bajjal (DIN 00049565) as an Independent Director pursuant to the provisions of Sections 149 & 152 and Rules made there under, to hold office for Five consecutive years for a term upto the conclusion of the 59<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.

The Securities Exchange Board of India (SEBI) vide its notifications dated 09<sup>th</sup> May, 2018 has amended the existing SEBI (LODR) Regulations, 2015 and has inserted a new Regulation 17(1A) which stipulates that no Listed Entity shall appoint a person or continue the Directorship of any other person as a Non-Executive Director who has attained the age of 75 years unless a Special Resolution is passed to that effect by the members of the Company.

Shri. Jagdish Saran Bajjal, who is aged 87 years (Date of Birth 06<sup>nd</sup> June, 1931) has attained the age of more than 75 years, hence in view of the amendment in the SEBI Listing Regulations, his continuation as Non-Executive Independent Director of the Company w.e.f 01<sup>st</sup> April, 2019 shall require approval of shareholders of the Company by way of a Special Resolution. Therefore, the Board of Directors, on the recommendation of Nomination & Remuneration Committee in their meeting held on 16<sup>th</sup> May, 2018 approved the continuation of the Directorship of Shri. Jagdish Saran Bajjal as Non-Executive Independent Director upto the expiry of their existing term i.e. upto the conclusion of the 59<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2019.

Shri Jagdish Saran Bajjal is a retired IAS Officer and has a rich and varied experience in the field of finance and keeping in view his vast experience and knowledge it will be in the interest of the Company if he continues on the Board of the Company as an Independent Director. In the opinion of the Board, he fulfils the conditions for continuation of his appointment as an Independent Director as specified under the Companies Act, 2013 and under the SEBI Listing Regulations and is Independent of the Management and possesses appropriate experience and knowledge.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

The Board commends the Special Resolution set out at ITEM No. 4 of the Notice for approval by the shareholders.

### ITEM NO. 5

The members of the Company in their AGM held on 24<sup>th</sup> Sep, 2003 appointed Shri Gobind Ram Goenka (DIN 00133700) as a Director (Non-Executive), liable to retire by rotation, pursuant to the applicable provisions of the Companies Act, 1956. He was lastly re-appointed after retirement by rotation as a Director of the Company in the Annual General Meeting held on 01<sup>st</sup> September, 2017.

The Securities Exchange Board of India (SEBI) vide its notifications dated 09<sup>th</sup> May, 2018 has amended the existing SEBI (LODR) Regulations, 2015 and has inserted a new Regulation 17(1A) which stipulates that no Listed Entity shall appoint a person or continue the Directorship of any other person as a Non-Executive Director who has attained the age of 75 years unless a Special Resolution is passed to that effect by the members of the Company.

Shri. Gobind Ram Goenka, who is aged 82 years (Date of Birth 02<sup>nd</sup> Sep, 1936) has attained the age of more than 75 years, hence in view of the amendment in the SEBI Listing Regulations, his continuation as Non-Executive Director of the Company w.e.f 01<sup>st</sup> April, 2019 shall require approval of shareholders of the Company by way of a Special Resolution. Therefore, the Board of Directors, on the recommendation of Nomination & Remuneration Committee in their meeting held on 16<sup>th</sup> May, 2018 approved the continuation of the Directorship of Shri. Gobind Ram Goenka as Non-Executive Director upto the expiry of the next term of his retirement by rotation upto the conclusion of the 60<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2020.

Shri Gobind Ram Goenka is having more than 58 years of experience in the field of Finance, Taxation and Management of Industries and keeping in view his vast experience and knowledge it will be in the interest of the Company if he continues as a Director on the Board of the Company. In the opinion of the Board, he fulfils the conditions for continuation of his appointment as a Director (Non-Executive) of the Company as specified under the Companies Act, 2013 and under the SEBI Listing Regulations and possesses appropriate experience and knowledge.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this resolution.

The Board commends the Special Resolution set out at ITEM No. 5 of the Notice for approval by the shareholders.

## HINDUSTAN WIRES LIMITED

### DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING OF THE COMPANY.

(Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards – 2 on General Meetings)

Name of the Director	Mrs. Pooja Jhaver	Shri. Krishna Murari Lal	Shri. Jagdish Saran Baijal	Shri. Gobind Ram Goenka
DIN	02109201	00016166	00049565	00133700
Date of Birth / Age	24-07-1978 / 40 Years	22-06-1940 / 78 Years	06-06-1931 / 87 Years	02-09-1936 / 82 Years
Date of First Appointment	23rd September, 2015	07th Sep, 2005	16th Sep, 2014	24th Sep, 2003
Expertise in specific functional area	She is having more than 12 years of experience in the field of Management, Economics and Education	He is a retired IAS Officer and has more than 45 years of experience in the field of Finance & Administration	He is a retired IAS Officer and has more than 54 years of experience in the field of Finance and Management	He is having more than 58 years of experience in the field of Taxation, Finance and Management of Industries.
Qualification	B.A. (Economics Honours)	M.Sc and IAS	M.A. (Economics) and IAS	M. Com, LLB
Terms & Conditions of appointment & Remuneration	Non-Executive Director liable to retire by rotation. NIL	Independent Director (Non-Executive) NIL	Independent Director (Non-Executive) NIL	Non-Executive Director liable to retire by rotation. NIL
No. of shares held in the Company				
a. Own	100 Equity Shares	60 Equity Shares	100 Equity Shares	1024 Equity Shares
b. For other persons on a beneficial basis	NIL	NIL	NIL	NIL
No. of Board Meeting attended during one year	1	4	4	4
Relationship between Directors Inter-se	Daughter of Mr. U.S. Bhartia, Chairman & Promoter Director of the Company	None	None	None
Directorship in other Public Limited Companies	Kashipur Holdings Ltd.	(1) Polylink Polymers India Ltd. (2) Panacea Biotech Ltd. (3) Gem Sugar Ltd. (4) Lexicon Public Relation and Corporate Consultants (P) Ltd.	(1) Dalmia Bharat Sugar Industries Ltd. (2) Polylink Polymers India Ltd. (3) Dalmia Cement (Meghalaya) Ltd.	(1) Naga Dhunseri Group Ltd.



## HINDUSTAN WIRES LIMITED

Chairman/Member of the Committees of the Board of the other Public Limited Companies in which he is a Director	None	<p>(1) Polylink Polymers India Ltd. – Audit Committee (Member) Nomination &amp; Remuneration Committee (Member) Stakeholder 's Relationship Committee (Member)</p> <p>(2) Panacea Biotech Ltd. – Audit Committee – (Member) Nomination &amp; Remuneration Committee (Member) Stakeholder 's Relationship Committee (Chairman)</p>	<p>(1) Dalmia Bharat Sugar Industries Ltd. – Audit Committee (Member) Nomination &amp; Remuneration Committee (Member) CSR Committee (Chairman) Stake Holders Grievance Committee (Member)</p> <p>(2) Polylink Polymers India Ltd. – Audit Committee (Member) Nomination &amp; Remuneration Committee (Chairman) Stakeholder 's Relationship Committee (Member)</p>	<p>(1) Naga Dhunseri Group Ltd. - Audit Committee (Member) Nomination &amp; Remuneration Committee (Member) CSR Committee (Member)</p>
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**By Order of the Board of Directors**

Regd. Office:  
5<sup>th</sup> Floor, 3A Shakespeare Sarani, Kolkata-71  
The 16<sup>th</sup> May, 2018.

sd/-  
(G.R. Goenka)  
Director  
DIN 00133700

# HINDUSTAN WIRES LIMITED

## DIRECTORS' REPORT

### TO THE MEMBERS

Your Directors present their Annual Report together with Audited Financial Statements of the Company for the year ended on 31<sup>st</sup> March, 2018

### FINANCIAL RESULTS

The Results are summarised below:

(Rs. In Lacs)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Revenue from Operations (excluding duties & taxes)	712.70	676.81
Other income (including increase in fair value of investments)	310.42	165.68
Total Revenue	1023.12	842.49
Expenses	649.28	577.66
Profit/(Loss) before Depreciation & Tax	373.84	264.83
Depreciation	17.14	23.03
Provision for income tax (MAT)	33.93	42.39
MAT Credit Entitlement	(33.93)	(42.39)
Deferred Tax Charged / (Credit)	79.50	68.80
Net Profit/(Loss) after tax	277.20	173.00
Other Comprehensive Income	0.28	0.70
Net Profit/(Loss) Carried to Balance Sheet	277.48	173.70

### OPERATIONS & GENERAL REVIEW

During the year, the revenue from operations including income from financing activities for the current year is Rs. 712.70 Lakhs as against Rs. 676.81 Lakhs in the previous year. During the year, in the business of Gas re-filling station, gross sales were at Rs. 542.67 Lakhs as against Rs. 523.64 Lakhs in the previous year. Further during the year, the Company has earned interest amounting to Rs. 172.05 Lakhs as against Rs. 183.67 Lakhs in the previous year from its financing activities. In addition the Company has also earned other income of Rs. 310.42 Lakhs (including increase in fair value of investment amounting to Rs. 190.06 Lakhs) as against Rs. 165.68 Lakhs (including increase in fair value of investment amounting to Rs. 49.07 Lakhs) in the preceding year mainly on account of receipt of Rent, Storage charges and income from providing Business Support Services etc.

### DIVIDEND

In view of accumulated losses, (before considering the increase in fair value of investments and other adjustments which has been done under IND-AS which are unrealised gains), your Directors do not recommend any dividend for the year ended 31<sup>st</sup> March, 2018 as a matter of prudent financial policy.

### STATE OF COMPANY AFFAIR

During the year the Company carried on its activities in manufacturing and trading in Industrial Gases and also undertaken financing and investment activities. The Company also earned income from Rent and from providing Business Support Services. The Company has well equipped re-filling station to process and fill different types of gases in cylinders and all safety measures are in place. The net profit during the year is Rs. 277.48 Lakhs as against previous year profit of Rs. 173.70 Lakhs. The net profit carried to balance sheet is Rs. 277.48 Lakhs.

There were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and its future operations.

### PUBLIC DEPOSITS

The Company has not accepted any Public Deposits covered under chapter V of the Companies Act, 2013.

### TRADING IN SHARES OF THE COMPANY

During the year, the equity shares of the Company continued to trade at the Stock Exchange of BSE Ltd.

# HINDUSTAN WIRES LIMITED

## DEPOSITORY SERVICES FOR EQUITY SHAREHOLDERS OF THE COMPANY

The Central Depository Services (India) LTD. (CDSL) and National Securities Depository Limited (NSDL) have accepted the Equity Shares of the Company for DEMAT vide ISIN No. INE075C01010, hence the members of the Company are advised to avail of the Depository Services.

## DIRECTORS & KEY MANAGERIAL PERSONNEL

Mrs. Pooja Jhaver (DIN 02109201) a Director of Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment.

Mr. Krishna Murari Lal, Mr. Jagdish Saran Bajjal and Mr. Gobind Ram Goenka all three Directors of the Company have attained the age of more than 75 years. In view of the amendment in the SEBI Listing Regulations, 2015, no Director who has attained the age of 75 years can be appointed or can continue as a Director after 01<sup>st</sup> April, 2019 unless approval of members is taken by a Special Resolution. Consequently approval of the members of the Company is required by a Special Resolution for continuation of their Directorship on the Board of the Company. Considering their vast experience and knowledge, it is in the interest of the Company to retain them on the Board of the Company. Accordingly the members of the Company are requested to consider and approve their continuation of Directorship on the Board of the Company at its forthcoming Annual General Meeting.

During the year, there is no change in the Key Managerial Personnel of the Company.

## DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors Mr. Krishna Murari Lal & Mr. Jagdish Saran Bajjal have given their declaration that they continue to meet the criteria of Independence as laid down U/s 149 (6) of the Companies Act, 2013.

## DIRECTORS' RESPONSIBILITY STATEMENT

In compliance of Section 134 (5) of the Companies Act, 2013, your Directors, on the basis of representations of the management, confirm that:

- i) In the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2018, the applicable accounting standards have been followed;
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for the year under review;
- iii) The directors have 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 have prepared the annual accounts on a 'going concern' basis; and
- v) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- vi) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## MEETINGS OF THE BOARD

During the financial year ended 31<sup>st</sup> March, 2018, four Board Meetings were held i.e. on 30<sup>th</sup> May, 2017, 12<sup>th</sup> Sep, 2017, 8<sup>th</sup> Dec, 2017, 14<sup>th</sup> Feb, 2018.

## AUDIT COMMITTEE

The Audit Committee of the Board of Directors oversees the financial statements and financial reporting before submission to the Board on quarterly and yearly basis. The Audit Committee is responsible for the recommendation of the appointment, remuneration, performance and oversight of the work of the Internal and Statutory Auditors. It reviews the reports of the internal auditors and statutory auditors.

At present, there are Four members of the Audit Committee, out of which two are Independent Directors.

The composition of the Audit Committee is given below:

SI No.	Name of the Members	Category
1.	Mr. K.M Lal	Chairman-Independent- Non-executive
2.	Mr. J.S. Bajjal	Independent- Non-executive
3.	Mr. U.S. Bhartia	Non- Executive
4.	Mr. G.R. Goenka	Non- Executive

During the year Four Audit Committee Meetings were held on 30<sup>th</sup> May, 2017, 12<sup>th</sup> Sep, 2017, 8<sup>th</sup> Dec, 2017, 14<sup>th</sup> Feb, 2018.

# HINDUSTAN WIRES LIMITED

## NOMINATION & REMUNERATION COMMITTEE (NRC)

The Company is having a Nomination & Remuneration Committee which was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013. The functions of this Committee include identification of persons who are qualified to become directors or who may be appointed in senior management, formulation of criteria for determining qualifications, positive attributes, independence, recommendations of their appointments to the Board, evaluation of every director's performance, formulation of Remuneration Policy to include recommendation of remuneration for directors, key managerial personnel and senior management.

At present, there are Four members of the Nomination & Remuneration Committee (NRC), in which two are Independent Directors. The composition of the NRC is given below:

SI No.	Name of the Members	Category
1.	Mr. K.M Lal	Chairman-Independent- Non-executive
2.	Mr. J.S. Bajjal	Independent- Non-executive
3.	Mr. U.S. Bhartia	Non- Executive
4.	Mr. G.R. Goenka	Non- Executive

The Policy of the Company relating to the remuneration for the Directors, Key Managerial Personnel and other employees is annexed as **Annexure A**.

## PARTICULARS OF EMPLOYEES & REMUNERATION

Disclosures required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are annexed in **Annexure B**.

## STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee comprises of two Directors i.e. Shri G.R. Goenka (Non-Executive Director) and Shri R.K. Gupta (Executive Director) to look after the redressal of shareholders and investors complaints. To expedite the process of share transfer the Board has delegated the power of share transfer to Share Transfer Committee consisting of Shri G.R. Goenka and Shri S.K. Sharma (Manager Finance & Accounts).

## PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out the annual performance evaluation of its own performance, the Directors individually including the Chairman of the Board as well as the evaluation of the Committees of the Board. Directors were evaluated on various aspects including inter-alia degree of fulfilment of key responsibilities, contribution at Board & Committee Meetings and guidance & support to the Management outside Board & Committee Meetings. The performance evaluation of the Independent Directors was also carried out by the entire Board.

The result of the evaluation done by Independent Directors was reported to the Chairman of the Board. It was reported that the performance evaluation of the Board & Committee's was satisfactory. The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. The Directors expressed their satisfaction with the evaluation process.

## INTERNAL FINANCIAL CONTROL SYSTEMS & RISK MANAGEMENT

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope of work includes review of process for safeguarding the assets of the Company, review of operational efficiency effectiveness of systems and processes, and assessing the internal control strengths in all areas including for fraud prevention.

## CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions of Section 135 of the Companies Act, 2013 with respect to CSR were not applicable to the Company as the Company's net worth or turnover or average net profits are below the threshold limit.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

The information required under section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed hereto and forms part of this Report- **Annexure C**.

## AUDITORS' REPORT

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

# HINDUSTAN WIRES LIMITED

## AUDITORS

M/s M.L. Garg & Co., Chartered Accountants, New Delhi (FRN 001604N) were appointed for a period of Five years in the 57<sup>th</sup> AGM of the Company held on 1<sup>st</sup> Sep, 2017, to hold office from the conclusion of 57<sup>th</sup> Annual General Meeting until the conclusion of the 62<sup>nd</sup> Annual General Meeting of the Company, subject to the ratification of the appointment at each Annual General Meeting. However, the requirement of the ratification of the appointment of the Auditors at each Annual General Meeting has been done away with vide Companies (Amendment) Act, 2017. They have submitted a certificate confirming that their appointment is in accordance with Section 139 read with section 141 of the Act.

## SECRETARIAL AUDIT

The Board had appointed Mrs. Smita Sharma, Practising Company Secretary, to carry out secretarial audit Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Secretarial Audit report is annexed herewith as “**Annexure D**”

## SECRETARIAL AUDIT REPORT

The Secretarial Audit Report for the financial year ended 31-03-2018 contain a qualification that Chairman of the Audit Committee could not be present in the AGM on account of Medical Grounds. However the queries of the members in the AGM were well attended by the Chairman of the meeting.

## EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as “**Annexure E**”.

## BUSINESS RISK MANAGEMENT

Pursuant to section 134 (3) (n) of the Companies Act, 2013, the company has constituted a Risk Management Committee. The Company has identified the potential risks and threats and the Company has taken effective steps to mitigate the same.

## VIGIL MECHANISM

Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013, the Company has a Whistle Blower Policy which provides for proper reporting systems for any unfair practice and adequate safe guard against victimisation of persons who use such mechanism.

## PREVENTION OF INSIDER TRADING

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

## CORPORATE GOVERNANCE

The Regulation 15(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to Corporate Governance is not applicable to your Company since the Company's paid-up equity capital and net worth is below the threshold limit and as such no report on Corporate Governance is being submitted with this report. However the Company has substantially followed the norms of Corporate Governance.

## POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORK PLACE

The Company has a policy of zero tolerance for sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under.

The Company has not received any complaint of Sexual Harassment during the financial year 2017-18.

# HINDUSTAN WIRES LIMITED

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS U/S 186 OF THE COMPANIES ACT, 2013

The Company in its usual course of business has given short term loan as per details given below. However there were no fresh investments during the year.

S. No.	Particulars of Transaction	Amount (Rs. In Lacs)
1.	Short term loan given to IGL Infrastructure Pvt. Ltd.	193.00

The Short Term loan given to IGL Infrastructure Pvt. Ltd. has been utilized in their business of infrastructure activities.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has during the year entered into contracts or arrangements with related parties in the usual course of business which are at competitive terms and are as such at arm's length. The details of such contracts are given in "Annexure F" in Form No. AOC - 2. There was no contract or arrangement with the related party which was not at arm's length. All the Related Party Transactions are in the interest of the Company which are necessary for furtherance of the objectives of the Company and to also smoothly run its operations of Industrial Gases and other business segments.

Related Party Disclosures as required under regulation 34(3) read with para 'A' of the schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in "Annexure G".

## MATERIAL CHANGES WHICH HAVE OCCURED BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT

The Company has entered into an Agreement for the sale of its land & building at Faridabad. This sale will not affect the going concern status of the Company as after such sale the company will continue its operations from a nearby location from the premises proposed to be taken on rent or otherwise it will have sufficient resources to enter into any other line of business.

## MANAGEMENT DISCUSSION AND ANALYSIS

The Management discussion and analysis report as required under Listing Regulations is annexed as "Annexure H".

## ACKNOWLEDGEMENTS

Your Directors place on record their appreciation for the assistance and co-operation received from business associates, Govt. Authorities, Banks and Members of the Company and look forward to their continued support.

Your Directors also wish to place on record their appreciation for the dedication and commitment of the employees at all levels of the Company which continues to be our strength.

**For and on behalf of the Board of Directors**

R.K.Gupta  
Executive Director  
DIN 00423525

G.R.Goenka  
Director  
DIN 00133700

Place: Noida

Date: 16<sup>th</sup> May, 2018

# HINDUSTAN WIRES LIMITED

## Annexure A to Directors' Report

Policy pursuant to provisions of Section 178 of the Companies Act, 2013 on appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration. This Policy inter-alia includes:

### 1. Criteria of selection

In case of appointment of Independent Directors, the Nomination and Remuneration Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Independent Director to discharge its function and duties effectively. The Independent Director should meet the criteria of Independence given in the Act.

Non Executive Directors, Whole Time Directors and KMP's are selected on the basis of experience in the field of business management, finance or technical expertise.

To identify individuals having potential for appointment as Key Managerial Personnel and for other Senior Management positions.

At the time of appointment specific requirements for the position, including expert knowledge expected is communicated to the appointee.

To maintain an updated succession plan of the Board of Directors and Senior Management Employees

The Nomination and Remuneration Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

### 2. Remuneration Policy : The key factors considered in formulating the policy are as under :

Relationship of Remuneration to performance is clearly to attract, retain and motivate the employees.

The remuneration to Whole Time Directors, Key Managerial Personnel and Senior Management should involve a balance between fixed and incentive pay reflecting short & long term performance objectives which are appropriate to the working of the Company and its goals.

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees for each meeting of the Board or Committee of the Board attended by them, or such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. In addition Directors shall be entitled to receive reimbursement of travelling & conveyance expenses for participation in the Board / Committee meetings.

## HINDUSTAN WIRES LIMITED

### ANNEXURE B to Directors' Report

#### Disclosure about employees as required under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- (I) Particulars of Employees pursuant to section 134(3)(q) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Requirements of Rule 5(1)		Details
(i)	the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Mr. R.K. Gupta is the only Whole Time Director designated as Executive Director. The median ratio is 1:36.
(ii)	the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	The percentage increase in remuneration of (a) Executive Director - NIL, (b) Chief Financial Officer - 5%, (c) Company Secretary 11.76%
(iii)	the percentage increase in the median remuneration of employees in the financial year;	5-6%
(iv)	the number of permanent employees on the rolls of company;	11 employees of all categories as on 31.03.2018
(v)	the explanation on the relationship between average increase in remuneration and company performance;	During the financial year increase in remuneration was given considering general inflation and also due to increase in the minimum wages by Government of Haryana
(vi)	comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	There was no increase in the remuneration of Executive Director. The net profit of the Company for the year 2017-18 is of Rs. 277.48 Lakhs whereas the net profit in the year 2016-17 was Rs. 173.70 Lakhs.
(vii)	variations 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 increase over 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 as at the close of the current financial year and previous financial year;	The market capitalisation of the Company as on 31.03.2018 was Rs. 44.78 crores as against Rs. 44.68 crores as on 31.03.2017 i.e. increase of 0.2% during the year. Price earning ratio as on 31/03/2018 was 16.11 and price earning ratio as on 31/03/2017 was 25.71.  The last public offer for the shares of the Company was an offer for sale made by the Promoter(s) in March 2015 for 16,00,000 equity shares of Rs. 10/- each at a floor price of Rs. 45/- per share. The market quotation of equity share of the Company as on 28/03/2018 (last day of trading in our share on BSE) was Rs. 45.60 per share at BSE Ltd, representing increase of 0.22 % over the period.
(viii)	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	Average increase in remuneration of employees was 5-6% and increase in Managerial remuneration i.e. Whole Time Director was NIL
(ix)	comparison of the each remuneration of the Key Managerial Personnel against the performance of the company;	Increase in the Executive Director's remuneration was NIL, increase in remuneration of CFO and Company Secretary is 5% and 11.76% respectively. The net profit of the Company during the year ended 31-03-2018 was Rs. 277.48 Lakhs and the net profit for the year ended 31-03-2017 was Rs. 173.70 Lakhs.
(x)	The key parameters for any variable component of remuneration availed by the directors;	NIL
(xi)	The 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 Director during the year; and	NIL
(xii)	Affirmation that the remuneration is as per the remuneration policy of the Company.	It is affirmed that the remuneration of Key Managerial Personnel, Directors and other employees are as per the remuneration policy of the Company.

- (II) None of the Company's employees has drawn salary more than Rs. 1,02,00,000 per annum, if employed throughout the year and more than Rs. 8,50,000 per month if employed for the part of the year. None of the Company's employees by himself or along with his spouse and dependent children holds 2% or more equity shares of the Company and drawing remuneration in excess of remuneration of the Whole Time Director.



# HINDUSTAN WIRES LIMITED

## Annexure C to Directors' Report

Information as per Section 134(3) (m) read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended on 31<sup>st</sup> March, 2018

### CONSERVATION OF ENERGY

- (a) The following energy conservation steps were practised during the year wherever required.
  - (i) Putting up of LED lamps in place of conventional bulbs and tubes.
  - (ii) Providing automatic shut off twilight switch for lighting in and around factory premises and use of more transparent sheets for daytime lighting.
  - (iii) Providing soft starters at electrical control panels which give a saving in power consumption.
  - (iv) Shutting down all electrical machineries and appliances when not in use to avoid unnecessary waste of energy.
- (b) The Company could not take any steps for utilising alternate sources of energy.
- (c) Capital investment on Energy Conservation Equipments : No investment was made or is proposed since the consumption of Energy is not significant.

### TECHNOLOGY ABSORPTION

- i) Efforts made in technology absorption: No technology was taken, hence Not Applicable.
- ii) Benefits derived like product improvement, cost reduction, product development or import substitutions : NIL
- iii) Technology absorption and Adaptation : Technologies imported during the last 3 years : NIL
- iv) Research and Development : No specific research and development work was taken up.

### FOREIGN EXCHANGE EARNINGS & OUTGO

During the year, the Company's export earnings are NIL. The total foreign exchange earned/ utilised – Nil.

# HINDUSTAN WIRES LIMITED

## ANNEXURE D to Directors' Report

### Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> March, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of

The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Hindustan Wires Limited  
(CIN-L27106WB1959PLC024177)  
5<sup>th</sup> Floor, 3A, Shakespeare Sarani,  
Kolkata -700071

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Hindustan Wires Limited** (CIN-L27106WB1959PLC024177) (hereinafter called 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 31<sup>st</sup> March, 2018 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, minute books, forms and returns filed and other records maintained by **Hindustan Wires Limited** for the financial year ended on 31<sup>st</sup> March, 2018 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 Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (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;(Not applicable as the Company has not issued any further share capital during the period under review);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008); (Not applicable as the Company has not issued and listed any Debt securities during the period under review);
  - (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;
  - (h) The Securities and Exchange Board of India ( Buyback of Securities) Regulations, 1998; (Not applicable as the Company as there was no reportable event during the period under review); and
- (vi) and other laws applicable specifically to the company , namely
  - a) Sick Industrial companies (Special Provisions) Act, 1985,
  - b) Factories Act, 1948,
  - c) The Payment of Gratuity Act, 1972.
  - d) Indian Explosive Act, 1884 .
  - e) Gas Cylinder Rules, 2004
  - f) Payment of Wages Act, 1936 etc.

## HINDUSTAN WIRES LIMITED

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange & Calcutta stock Exchange.

To the best of our understanding and on the basis of declaration received from the company the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below

1. **The Chairman of the Audit Committee was not present at the Annual General Meeting to answer the queries of the shareholders. The Company was informed that he could not be present in the meeting due to Medical Grounds. However the queries of the attending members were well addressed by the Chairman and Executive Director of the Company.**

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act .

Adequate notice is given to all 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 clarifications 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 applicable laws, rules, regulations and guidelines.

**Place: KOLKATA**  
**Date : 15/05/2018**

**Sd/- Smita Sharma**  
**Name of Firm: SMITA SHARMA & ASSOCIATES**  
**ACS/FCS No. 17757**  
**C P No.: 6077**

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

### 'Annexure A'

To,  
The Members  
**Hindustan Wires Limited**  
(CIN-L27106WB1959PLC024177)  
5th Floor, 3A, Shakespeare Sarani,  
Kolkata -700071

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Place: KOLKATA**  
**Date : 15/05/2018**

**Sd/- Smita Sharma**  
**Name of Firm: SMITA SHARMA & ASSOCIATES**  
**ACS/FCS No. 17757**  
**C P No.: 6077**

# HINDUSTAN WIRES LIMITED

## ANNEXURE E to Directors' Report

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**AS ON THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2018**  
 [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:

1.	<b>CIN</b>	L27106WB1959PLC024177
2.	<b>Registration Date</b>	March 28, 1959
3.	<b>Name of the Company</b>	HINDUSTAN WIRES LIMITED
4.	<b>Category / Sub-Category of the Company</b>	Company having Share Capital
5.	<b>Address of the Registered office and contact details</b>	5 <sup>th</sup> Floor 3A, Shakespeare Sarani, Kolkata 700 071 Phone: +91 (033) 22823586 E-mail : <a href="mailto:ho@hwlgas.com">ho@hwlgas.com</a>
6.	<b>Whether listed company</b>	Yes (Listed in BSE & CSE)
7.	<b>Name, Address and Contact details of Registrar and Transfer Agent</b>	NICHE TECHNOLOGIES PRIVATE LTD D-511, Bagree Market (5 <sup>th</sup> Floor) 71, B.R.B. Basu Road, Kolkata 700 001, PHONE: +91(033) 22357270/71 E-mail – <a href="mailto:nichetechpl@nichetechpl.com">nichetechpl@nichetechpl.com</a>

### 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	Manufacturing of Industrial Gases	20111	73.56
2.	Financing Activity	64920	24.16
3.	Others (Contribution less than 10 %)	-	2.28

### 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.	KASHIPUR HOLDINGS LTD	U67120UR1996PLC020938	Holding	70.570	2(46) Of the Companies Act, 2013

## HINDUSTAN WIRES LIMITED

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### (i) Category-wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
1. Indian									
a) Individual / HUF	1602	42846	44448	0.453	1602	42846	44448	0.453	0.000
b) Central Government									
c) State Government									
d) Bodies Corporate	7287482	0	7287482	74.211	7287482	0	7287482	74.211	0.000
e) Banks / Financial Institutions									
f) Any Other									
<b>Sub Total: (A) (1)</b>	<b>7289084</b>	<b>42846</b>	<b>7331930</b>	<b>74.663</b>	<b>7289084</b>	<b>42846</b>	<b>7331930</b>	<b>74.663</b>	<b>0.000</b>
2. Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corporate									
d) Banks / Financial Institutions									
e) Any Other									
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0.000</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>7289084</b>	<b>42846</b>	<b>7331930</b>	<b>74.663</b>	<b>7289084</b>	<b>42846</b>	<b>7331930</b>	<b>74.663</b>	<b>0.000</b>
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds									
b) Banks / Financial Institutions	312400	1081	313481	3.192	312400	1081	313481	3.192	0.000
c) Central Governments									
d) State Governments									
e) Venture Capital Funds									
f) Insurance Companies	0	400	400	0.004	0	400	400	0.004	0.000
g) Foreign Institutional Investors (FII)									
h) Foreign Venture Capital Funds									
i) Others (Specify)									
<b>SUB TOTAL (B)(1):</b>	<b>312400</b>	<b>1481</b>	<b>313881</b>	<b>3.196</b>	<b>312400</b>	<b>1481</b>	<b>313881</b>	<b>3.196</b>	<b>0.000</b>
2. Non Institutions									
a) Bodies corporates									
i. Indian	135482	85295	220777	2.248	189076	85295	274371	2.794	0.546
ii. Overseas									
b) Individuals									
i. Individual shareholders holding nominal share capital upto Rs.1 lakhs	42040	390877	432917	4.409	51129	380601	431730	4.396	-0.013
ii. Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1520171	0	1520171	15.480	1467512	0	1467512	14.944	-0.536
c) Others (specify)									
1. NRI	200	0	200	0.002					-0.002
2. Overseas Corporate Bodies									
3. Foreign Nationals									
4. Clearing Members	100	0	100	0.001	552	0	552	0.006	0.005
5. Trusts	24	0	24	0.000	24	0	24	0.000	0.000
6. Foreign Bodies - D.R.									
<b>SUB TOTAL (B)(2):</b>	<b>1698017</b>	<b>476172</b>	<b>2174189</b>	<b>22.140</b>	<b>1708293</b>	<b>465896</b>	<b>2174189</b>	<b>22.140</b>	<b>0.000</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>2010417</b>	<b>477653</b>	<b>2488070</b>	<b>25.337</b>	<b>2020693</b>	<b>467377</b>	<b>2488070</b>	<b>25.337</b>	<b>0.000</b>
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS									
<b>Grand Total (A+B+C)</b>	<b>9299501</b>	<b>520499</b>	<b>9820000</b>	<b>100.000</b>	<b>9309777</b>	<b>510223</b>	<b>9820000</b>	<b>100.000</b>	<b>0.000</b>

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### (ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the Beginning of the year			Shareholding at the End of the year			% of 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	AJAY COMMERCIAL CO. PVT. LTD	64404	0.656	0.000	64404	0.656	0.000	0.000
2	FACIT COMMOALES PRIVATE LIMITED	47600	0.485	0.000	47600	0.485	0.000	0.000
3	GENERAL ENTERPRISES PVT. LTD	5624	0.057	0.000	5624	0.057	0.000	0.000
4	J.BOSECK & CO. PRIVATE LIMITED	500	0.005	0.000	500	0.005	0.000	0.000
5	JB COMMERCIAL COMPANY PRIVATE LIMITED	4182	0.043	0.000	4182	0.043	0.000	0.000
6	KASHIPUR HOLDINGS LIMITED	6930000	70.570	0.000	6930000	70.570	0.000	0.000
7	LUND & BLOCKLEY PVT. LTD	82190	0.837	0.000	82190	0.837	0.000	0.000
8	MAYUR BARTER PRIVATE LIMITED	139549	1.421	0.000	139549	1.421	0.000	0.000
9	POOJA BHARTIA	100	0.001	0.000	100	0.001	0.000	0.000
10	PRAGYA BHARTIA	100	0.001	0.000	100	0.001	0.000	0.000
11	SAJANI DEVI BHARTIA	42846	0.436	0.000	42846	0.436	0.000	0.000
12	SUKHVARSHA DISTRIBUTORS PVT. LTD	13433	0.137	0.000	13433	0.137	0.000	0.000
13	UMA SHANKAR BHARTIA	1402	0.014	0.000	1402	0.014	0.000	0.000
	<b>TOTAL</b>	<b>7331930</b>	<b>74.663</b>	<b>0.000</b>	<b>7331930</b>	<b>74.663</b>	<b>0.000</b>	<b>0.000</b>

### (iii) Change in Promoters' Shareholding

S. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares of the Company	No of shares	% of Total Shares of the Company
1	AJAY COMMERCIAL CO. PVT. LTD				
	a) At the Beginning of the Year	64404	0.656		
	b) Changes during the year	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			64404	0.656
2	FACIT COMMOALES PRIVATE LIMITED				
	a) At the Beginning of the Year	47600	0.485		
	b) Changes during the year	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			47600	0.485
3	GENERAL ENTERPRISES PVT. LTD				
	a) At the Beginning of the Year	5624	0.057		
	b) Changes during the year	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			5624	0.057
4	J.BOSECK & CO. PRIVATE LIMITED				
	a) At the Beginning of the Year	500	0.005		
	b) Changes during the year	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			500	0.005
5	JB COMMERCIAL COMPANY PRIVATE LIMITED				
	a) At the Beginning of the Year	4182	0.043		
	b) Changes during the year	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			4182	0.043

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6	KASHIPUR HOLDINGS LIMITED				
	a) At the Beginning of the Year	6930000	70.570		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			6930000	70.570
7	LUND & BLOCKLEY PVT. LTD				
	a) At the Beginning of the Year	82190	0.837		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			82190	0.837
8	MAYUR BARTER PRIVATE LIMITED				
	a) At the Beginning of the Year	139549	1.421		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			139549	1.421
9	POOJA BHARTIA				
	a) At the Beginning of the Year	100	0.001		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			100	0.001
10	PRAGYA BHARTIA				
	a) At the Beginning of the Year	100	0.001		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			100	0.001
11	SAJANI DEVI BHARTIA				
	a) At the Beginning of the Year	42846	0.436		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			42846	0.436
12	SUKHVARSHA DISTRIBUTORS PVT. LTD				
	a) At the Beginning of the Year	13433	0.137		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			13433	0.137
13	UMA SHANKAR BHARTIA				
	a) At the Beginning of the Year	1402	0.014		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			1402	0.014
	<b>TOTAL</b>	<b>7331930</b>	<b>74.663</b>	<b>7331930</b>	<b>74.663</b>

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	INDRA KUMAR BAGRI				
	a) At the Beginning of the Year	4603	0.047		
	b) Changes during the year				
	Date Reason				
	16/06/2017 Transfer	-100	0.001	4503	0.046
	06/10/2017 Transfer	100	0.001	4603	0.047
	05/01/2018 Transfer	-203	0.002	4400	0.045
	16/02/2018 Transfer	202	0.002	4602	0.047
	c) At the End of the Year			4602	0.047

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2	KAVITA COMMERCIAL PVT. LTD.				
	a) At the Beginning of the Year	43335	0.441		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			43335	0.441
3	LIFE INSURANCE CORPORATION OF INDIA				
	a) At the Beginning of the Year	187992	1.914		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			187992	1.914
4	M.PRASAD & CO LIMITED				
	a) At the Beginning of the Year	131692	1.341		
	b) Changes during the year				
	Date Reason				
	02/03/2018 Transfer	40099	0.408	171791	1.749
	09/03/2018 Transfer	-59999	0.611	111792	1.138
	16/03/2018 Transfer	-111792	1.138	0	0.000
	23/03/2018 Transfer	185372	1.888	185372	1.888
	c) At the End of the Year			185372	1.888
5	MAHENDRA GIRDHARILAL WADHAWANI				
	a) At the Beginning of the Year	61773	0.629		
	b) Changes during the year				
	Date Reason				
16/02/2018 Transfer	-200	0.002	61573	0.627	
c) At the End of the Year			61573	0.627	
6	MANJU BHALOTIA MANJU				
	a) At the Beginning of the Year	258200	2.629		
	b) Changes during the year				
	Date Reason				
	02/03/2018 Transfer	-40099	0.408	218101	2.221
23/03/2018 Transfer	-12160	0.124	205941	2.097	
c) At the End of the Year			205941	2.097	
7	NATIONAL INSURANCE COMPANY LTD				
	a) At the Beginning of the Year	3965	0.040		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
c) At the End of the Year			3965	0.040	
8	RAJENDRA PRASAD BUBNA				
	a) At the Beginning of the Year	1200198	12.222		
	b) Changes during the year				
	Date Reason				
02/03/2018 Transfer	-200	0.002	1199998	12.220	
c) At the End of the Year			1199998	12.220	
9	SHOBHANA COMMERCIAL (P) LTD				
	a) At the Beginning of the Year	32535	0.331		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
c) At the End of the Year			32535	0.331	
10	UNITED INDIA INSURANCE COMPANY LIMITED				
	a) At the Beginning of the Year	120643	1.229		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
c) At the End of the Year			120643	1.229	
	<b>TOTAL</b>	<b>2044936</b>	<b>20.824</b>	<b>2045956</b>	<b>20.835</b>



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**(v) Shareholding of Directors and Key Managerial Personnel:**

S. No.	Name	Shareholding at the Beginning of the Year		Cumulative Shareholding During the Year	
		No. of Shares	% of Total Shares of the Company	No of shares	% of Total Shares of the Company
1	UMA SHANKAR BHARTIA				
	a) At the Beginning of the Year	1402	0.014		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			1402	0.014
2	GOBIND RAM GOENKA				
	a) At the Beginning of the Year	1024	0.010		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			1024	0.010
3	K M LAL				
	a) At the Beginning of the Year	60	0.001		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			60	0.001
4	RAJ KUMAR GUPTA				
	a) At the Beginning of the Year	586	0.006		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			586	0.006
5	POOJA JHAVER				
	a) At the Beginning of the Year	100	0.001		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			100	0.001
6	J.S. BAIJAL				
	a) At the Beginning of the Year	100	0.001		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			100	0.001
7	SITA RAM SHARMA (CFO)				
	a) At the Beginning of the Year	200	0.002		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			200	0.002

**V. INDEBTEDNESS : NIL**

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	—	—	—	—
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
<b>Total (i+ii+iii)</b>	—	—	—	—
<b>Change in Indebtedness during the financial year</b>				
Addition	—	—	—	—
Reduction	—	—	—	—
<b>Net Change Indebtedness</b>	—	—	—	—
<b>At the end of the financial year</b>				
i) Principal Amount	—	—	—	—
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
<b>Total (i+ii+iii)</b>	—	—	—	—

## HINDUSTAN WIRES LIMITED

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Whole Time Director Mr. R.K. Gupta		
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (Excluding contribution to Provident Fund)			3762000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			275400
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			NIL
2	Stock Option			NIL
3	Sweat Equity			NIL
4	Commission - as % of profit - others, specify.....			NIL
5	Others, please specify			NIL
	<b>Total (A)</b>			<b>4037400</b>
	Ceiling as the Companies Act, 2013	The ceiling is 5% of the net profit of the Company which is Rs. 13.87 Lakhs. The remuneration of Whole Time Director was approved by members through Postal Ballot. The remuneration paid is also covered under the provisions of Section 197(3) and Schedule V of the Companies Act, 2013.		

#### B. Remuneration to other directors:

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. K.M. Lal	Mr. J.S. Baijal		
1	Independent Directors : Fee for attending board / committee meetings	80,000	80,000		1,60,000
	Commission	-	-		-
	Others, please specify	-	-		-
	<b>Total (1)</b>	<b>80,000</b>	<b>80,000</b>		<b>1,60,000</b>
2	Other Non-Executive Directors Directors :-	<b>Mr. U.S. Bhartia</b>	<b>Mr. G.R. Goenka</b>	<b>Mrs. Pooja Jhaver</b>	
	Fee for attending board / committee meetings	80,000	80,000	10000	1,70,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (2)</b>	<b>80,000</b>	<b>80,000</b>	<b>10000</b>	<b>1,70,000</b>
	<b>Total (B)=(1+2)</b>	<b>1,60,000</b>	<b>1,60,000</b>	<b>10000</b>	<b>3,30,000</b>
	Total Managerial (A+B) Remuneration				43,67,400
	Overall Ceiling as per the Act	The overall ceiling is 11% of the net profit which is Rs. 30.52 Lakhs. The percentage of the Managerial Remuneration fixed under the Act is exclusive of any fees paid to Directors for attending Board & Committee Meetings. In case of Whole Time Director remuneration paid is covered under the provisions of Section 197(3) and Schedule V of the Companies Act, 2013.			

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### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Amount in Rs.)

Sl.No.	Particulars of Remuneration	Key Managerial Personnel	
		CHIEF FINANCIAL OFFICER SITA RAM SHARMA	COMPANY SECRETARY MS. PREETI SHARMA
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	381229	193767
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	15049	24060
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil
5	Others, please specify	Nil	Nil
	<b>Total (C)</b>	<b>396278</b>	<b>217827</b>

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

(Amount in Rs.)

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)
<b>A. COMPANY</b>					
Penalty	Section 23E of Securities Contract (Regulation) Act, 1956	For delay in achieving Minimum Public Share holding.	Rs. 2,20,000	Securities Exchange Board of India	NIL
Punishment			NIL		
Compounding			NIL		
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

# HINDUSTAN WIRES LIMITED

## ANNXURE F to Directors' Report

### FORM NO. AOC-2

#### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER RULE 8(2) OF THE COMPANIES (ACCOUNTS) RULES, 2014

Form of 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 arms length transactions under third proviso thereto.

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

S. No.	Particulars of Contracts for the year 2017-18	Name of Related Party (Common Promoter)	Amount
1.	Rent Receipt – Continuous Agreement at prevailing market rent. (No Advance)	From India Glycols Ltd.	3.00 Lakhs
2.	Purchase of goods – Continuous Agreement at market prices. (No Advance)	From India Glycols Ltd.	303.69 Lcas
3.	Business Support Services and other miscellaneous services - Continuous Agreement at market prices. (No Advance)	To India Glycols Ltd.	30.00 Lcas
4.	Short Term Loan Given (on interest @ 11% P.A.)	To IGL Infrastructure Pvt. Ltd.	193.00 Lakhs

All the above transactions are in usual course of business which are at competitive terms and are as such at arm's length and are also considered and approved/noted by the Board in the respective quarterly Board Meetings on the recommendations of Audit Committee and are in compliance with the provisions of the Companies Act, 2013.

# HINDUSTAN WIRES LIMITED

## ANNXURE G to Directors' Report

**DISCLOSURES REQUIRED TO BE GIVEN IN THE ANNUAL REPORT UNDER REGULATION 34(3) READ WITH PARA 'A' OF THE SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

### RELATED PARTY DISCLOSURE :

S. No.	Particulars	IGL Infrastructure Pvt. Ltd. (Related Party – Common Promoter)
1.	Loans Given	Rs. 193 Lakhs
2.	Maximum Loan Amount Outstanding during the year	Rs. 1833 Lakhs
3.	Amount outstanding at the year end	Rs. 833 Lakhs
4.	Investment in holding company or subsidiary by the loanee	NIL

## ANNXURE H to Directors' Report

**DISCLOSURES REQUIRED TO BE GIVEN IN THE ANNUAL REPORT UNDER REGULATION 34(3) READ WITH PARA 'B' OF THE SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

### MANAGEMENT DISCUSSION & ANALYSIS

The Company is engaged in operating a re-filling station of Industrial Gases at Faridabad, transportation of gases, financing and investment activities besides providing services in the field of Business support services and Renting.

During the year the revenue from sale of Industrial Gases is Rs542.67 Lakhs, income from Gas transport services is Rs. 5.77 Lakhs, income from financing & investment activities is Rs. 172.05 Lakhs, other incomes - from business support services is Rs. 30 Lakhs, rental income is Rs. 87.59 Lakhs. The Company has earned a net profit of Rs. 277.48 Lakhs.

The Company is supplying Industrial Gases to Gas dealers in and around Faridabad. The level of activity at the Gas re-filling station depends on the level of business with Gas dealers. The Gas dealers are facing stiff competition from main line Gas Manufacturers resulting in pressure on prices of Gas which is sold by filling in Gas Cylinders. In order to improve its volumes and margins in this field the Company will have to make substantial investments in cylinders and transportation so that the Company is able to service the end users directly. However the Company will have to compete with a Multinational Gas Companies and as such any further investments in Gas Business may not be commercially viable.

The tankers for transportation of Gas are mainly used for the in-house requirement of Liquid Gases for its re-filling station at Faridabad. Since the Company is having their own tankers the Company is not dependent on outside transportation for purchase of Industrial Gases. As and when tankers are available, the Company also undertakes transportation of Gases for outside parties. However the scope of transportation business of Gases with outside parties is limited.

The Company is also providing business support services to one of its Group Company. The Company is also exploring the possibility of providing such type of services to some other parties. However the scope for the same is limited.

The Company has in place an adequate system of internal controls for ensuring reliability of financial reporting, monitoring of operations, protecting assets and compliance with regulations.

The Company consistently insures its assets and generally follows a conservative financial profile by following prudent business practices. The Company has in place a Risk Management Policy. Potential Risks of the Company are : Operational risk – Disruptions in operating the re-filling station of Gases due to equipment failures, un-expected or un-foreseen interruptions in transportation of Liquid Gases. The Company continuously works towards monitoring the maintenance of the plant and transport system. Safety, Health and Environment : The business of the Company of filling Gas in cylinders is inherently hazardous. Any accident, explosion may cause bodily injury or property damage and can adversely affect surrounding environment resulting in disruption of operations. The Company continuously monitors the safety guidelines to eliminate any such possible occurrence.

The Company has to make compliance of various statutory and legal requirements under different laws in force. The Company adheres to the statutory requirements and regularly reviews the compliance to overcome such risk.

## HINDUSTAN WIRES LIMITED

During the year the Industrial Relations were cordial. The Company has always valued its human resources and believes in unlimited potential of each employee. The number of employees (including contractor workers) at the yearend was 58.

Cautionary Statement : The statements made in this report describing the Company's expectations and estimations may be forwarding looking statement. Actual results may differ from those expressed or implied in this report due to the influence of external and internal factors which are beyond the control of the Company.

**Annexure A to H of Directors' Report  
For and on behalf of the Board of Directors**

**Place: Noida  
Date: 16<sup>th</sup> May 2018**

**R.K.Gupta  
Executive Director  
DIN 00423525**

**G.R.Goenka  
Director  
DIN 00133700**

### **DECLARATION BY THE EXECUTIVE DIRECTOR UNDER PARA 'D' OF THE SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To,  
The Members,  
Hindustan Wires Limited,

I, R.K. Gupta, Executive Director of Hindustan Wires Ltd. hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct, as applicable to them, for the year ended 31st March, 2018 pursuant to the requirement of the Regulation 26 of SEBI (LODR) Regulations, 2015

**Place : Faridabad  
Date : 16<sup>th</sup> May, 2018**

**R.K. Gupta  
Executive Director  
(DIN : 00423525)**

# HINDUSTAN WIRES LIMITED

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF HINDUSTAN WIRES LIMITED

#### **Report on the Ind AS Financial Statements**

1. We have audited the accompanying Ind AS financial statement of **HINDUSTAN WIRES LIMITED** ("the Company"), which comprises the balance sheet as at 31<sup>st</sup> March 2018, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statements").

#### **Management's Responsibility for the Ind AS Financial Statements**

2. 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

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 Ind AS financial statements that give a true and fair view and free from material misstatement, whether due to fraud or error.

#### **Auditors' Responsibility**

3. Our responsibility is to express an opinion on these standalone Ind AS 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 Companies Act, 2013. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

4. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS 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 standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

#### **Opinion**

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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 including the Ind AS, of the financial position of the Company as at 31<sup>st</sup> March, 2018, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

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

7. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
8. 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 accounts as required by law have been kept by the Company so far as it appears from our examination of those books.

## HINDUSTAN WIRES LIMITED

- (c) The balance sheet, the statement of profit and loss, the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of accounts.
- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rules issued thereunder;
- (e) On the basis of the written representation received from the directors as on 31<sup>st</sup> March 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2018 from being appointed as a director in terms of Section 164(2) of the Act, 2013.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; our report express an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company has disclosed the impact of pending litigation on its financial position in its Ind As financial statement6 . Refer note 32 to the Ind As financial statements.
  - ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses ; and
  - iii) The Company did not have any dues required to be transferred by it to the Investor Education and Protection Funds.

**PLACE OF SIGNATURE: NOIDA**  
**DATE : 16<sup>TH</sup> MAY, 2018**

**FOR M.L. GARG & COMPANY**  
**CHARTERED ACCOUNTANTS**  
**FRN 001604N**

**(MANISH K GARG)**  
**PARTNER**  
**M.NO. 96238**



# HINDUSTAN WIRES LIMITED

## **ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT**

The Annexure "A" referred to in paragraph 7 of our report of even date to the members of **Hindustan Wires Limited** on the Standalone Ind AS Financial Statements for the year ended 31st March, 2018.

- (i) In respect of the Company's fixed assets:
  - (a) The Company has maintained records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the records of the company, title deeds of immovable properties of the company are held in the name of the company.
- (ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. The rate of interest and other terms and conditions of such loans were not, prima facie, prejudicial to the interest of the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provision of Sections 185 and 186 of the Companies Act, 2013 with respect to loans, and investments made by company.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit under Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended.
- (vi) The Central government of India has not prescribed maintenance of cost accounts for the type of activities of the company pursuant to the rule made by central Government of India for the maintenance of cost records clause (d) of sub section (1) of Section 148 of the Company Act, 2013.
- (vii) According to the records examined by us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues applicable to it to the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
  - (c) Accordingly to the records of the company, there were no dues in respect of income tax, Service Tax, custom duty Sales tax and Excise Duty, Goods and Service Tax which have not been deposited on account of disputes.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not taken any loans or borrowings from financial institutions and banks. The Company has not taken any loan or borrowing from government and has not issued any debentures.
- (ix) In our opinion and according to the information and explanations given to us, no money raised by way of term loans by the Company during the year. The Company has not raised moneys by way of initial public offer (including debt instruments) during the year.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us the Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

## HINDUSTAN WIRES LIMITED

- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us, During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of order 2016 is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or associate company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 & hence reporting under clause (xvi) of order is not applicable to the Company.

**PLACE OF SIGNATURE: NOIDA**  
**DATE : 16<sup>TH</sup> MAY, 2018**

**FOR M.L. GARG & COMPANY**  
**CHARTERED ACCOUNTANTS**  
**FRN 001604N**

**(MANISH K GARG)**  
**PARTNER**  
**M.NO. 96238**

# HINDUSTAN WIRES LIMITED

## **ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT**

**(Referred to in paragraph 8(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)  
Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **Hindustan Wires Limited** (“the Company”) as of March 31, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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

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

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

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

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

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control Over Financial Reporting issued by the Institute of Chartered Accountant of India.

**PLACE OF SIGNATURE: NOIDA  
DATE : 16<sup>TH</sup> MAY, 2018**

**FOR M.L. GARG & COMPANY  
CHARTERED ACCOUNTANTS  
FRN 001604N**

**(MANISH K GARG)  
PARTNER  
M.NO. 96238**

# HINDUSTAN WIRES LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2018

(₹ in lakhs)

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>ASSETS</b>				
<b>(1) Non-current Assets</b>				
(a) Property, Plant and Equipment	2	121.85	138.49	160.78
(b) Financial Assets				
- Investments	3	293.96	103.90	54.83
(c) Deferred Tax Assets (Net)	4	61.12	106.80	133.57
(d) Other Non-current Assets	5	1.60	1.60	1.60
<b>Total Non-Current Assets</b>		<b>478.53</b>	<b>350.79</b>	<b>350.78</b>
<b>(2) Current Assets</b>				
(a) Inventories	6	7.54	4.36	5.37
(b) Financial Assets				
- Trade Receivables	7	35.20	71.41	68.00
- Cash and Cash Equivalents	8	24.63	10.84	14.39
- Other Bank Balances	9	130.00	99.93	121.27
- Loans	10	934.90	1783.32	1625.41
- Other Financial Assets	11	0.64	3.68	3.15
(c) Current Tax Assets (Net)	12	6.69	1.54	2.76
(d) Other current Assets	13	7.47	5.05	7.76
<b>Total Current Assets</b>		<b>1147.07</b>	<b>1980.13</b>	<b>1848.11</b>
<b>TOTAL ASSETS</b>		<b>1625.60</b>	<b>2330.92</b>	<b>2198.89</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
(a) Equity Share Capital	14	982.00	982.00	982.00
(b) Other Equity	14A	427.47	149.99	-23.71
<b>Total Equity</b>		<b>1409.47</b>	<b>1131.99</b>	<b>958.29</b>
<b>LIABILITIES</b>				
<b>(1) Non-current Liabilities</b>				
(a) Financial Liabilities				
- Borrowings	15	167.51	151.93	137.81
(b) Provisions	16	11.58	9.05	7.91
<b>Total Non-Current Liabilities</b>		<b>179.09</b>	<b>160.98</b>	<b>145.72</b>
<b>(2) Current Liabilities</b>				
(a) Financial Liabilities				
- Trade Payables	17	23.15	20.77	17.52
- Other Financial Liabilities	18	9.14	10.73	7.39
(b) Other current Liabilities	19	3.51	1005.26	1003.78
(c) Provisions	20	1.24	1.19	66.19
<b>Total Current Liabilities</b>		<b>37.04</b>	<b>1037.95</b>	<b>1094.88</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1625.60</b>	<b>2330.92</b>	<b>2198.89</b>

Company Overview, Basis of preparation and Significant Accounting Policies.

1

The accompanying notes ( 2 - 44 ) form an integral part of the financial statements.

As per our report of even date

For **M. L.GARG & CO**  
Chartered Accountants  
FRN 001604N

For and on behalf of the Board of Directors

**(MANISH K GARG)**  
Partner  
M. NO. 96238

**(Preeti Sharma)**  
Company  
Secretary

**(R.K.Gupta)**  
Executive Director  
DIN 00423525

**(G.R.Goenka)**  
Director  
DIN 00133700

**Place: Noida**  
**Date: 16.05.2018**

# HINDUSTAN WIRES LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

(₹ in lakhs)

Particulars	Note No.	Year ended March 31, 2018	Year ended March 31, 2017
i. Revenue from Operations	21	731.95	738.17
ii. Other income	22	310.42	165.68
<b>III. Total Income (I+II)</b>		<b>1042.37</b>	<b>903.85</b>
<b>IV. Expenses :</b>			
Cost of Materials consumed	23	300.38	271.96
Excise Duty on Sales		19.25	61.36
Employee benefits expense	24	150.27	141.00
Finance costs	25	21.54	14.13
Depreciation and amortisation expense	2	17.14	23.03
Other Expenses	26	177.09	150.57
<b>Total Expenses</b>		<b>685.67</b>	<b>662.05</b>
<b>V. Profit / (Loss) before Exceptional Items and Tax (III-IV)</b>		<b>356.70</b>	<b>241.80</b>
<b>VI. Exceptional items</b>		-	-
<b>VII. Profit / (Loss) before Tax (V+VI)</b>		<b>356.70</b>	<b>241.80</b>
<b>VIII. Tax Expense :</b>			
(1) Current Tax		33.93	42.39
(2) Deferred Tax Charged / (Credit)		79.50	68.80
(3) MAT credit entitlement		(33.93)	(42.39)
<b>IX. Profit / (Loss) for the Year (VII-VIII)</b>		<b>277.20</b>	<b>173.00</b>
<b>X. Other Comprehensive Income</b>			
Items that will not be reclassified to Profit or Loss:			
- Re-measurement Losses on Defined Benefit Plans		0.39	1.05
- income tax relating to items that will not be reclassified to Profit or Loss		(0.11)	<b>(0.35)</b>
<b>Total Other Comprehensive Income</b>		<b>0.28</b>	<b>0.70</b>
<b>XI. Total Comprehensive Income for the Year (IX+X)</b>		<b>277.48</b>	<b>173.70</b>
<b>XII. Earnings per Equity Share</b>			
Basic and Diluted (in Rs.)		2.83	1.77

Company Overview, Basis of preparation and Significant Accounting Policies.

1

The accompanying notes ( 2 - 44 ) form an integral part of the financial statements.

As per our report of even date

For **M. L.GARG & CO**  
Chartered Accountants  
FRN 001604N

For and on behalf of the Board of Directors

**(MANISH K GARG)**  
Partner  
M. NO. 96238

**(Preeti Sharma)**  
Company  
Secretary

**(R.K.Gupta)**  
Executive Director  
DIN 00423525

**(G.R.Goenka)**  
Director  
DIN 00133700

**Place: Noida**  
**Date: 16.05.2018**

# HINDUSTAN WIRES LIMITED

## STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2018

(₹ in lakhs)

	For the year ended March 31, 2018		For the year ended March 31, 2017	
<b>A. Cash flow from operating activities</b>				
Profit before tax		356.70		241.80
Adjustments for :				
Depreciation	17.14		23.03	
(Gain)/loss on disposal of property, plant and equipments	-		0.02	
Interest expenses	21.54		14.13	
Interest income	(172.05)		(183.67)	
Dividend income	(0.65)		-	
Provision for gratuity	2.44		4.67	
Increase in fair value of Investments	(190.06)		(49.07)	
		<b>(321.64)</b>		<b>(190.89)</b>
<b>Operating profit before working capital changes</b>		<b>35.06</b>		<b>50.91</b>
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(3.18)		1.01	
Trade receivables	36.21		(3.41)	
Other current assets	(2.42)		2.71	
Loans (current & non -current)	848.42		(157.91)	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	2.38		3.25	
Other current financial liabilities	(1.59)		3.34	
Other current liabilities	(1,001.75)		1.48	
Current provisions	(2.36)		(69.67)	
Non-current provisions	2.89		2.20	
		<b>(121.40)</b>		<b>(217.00)</b>
<b>Cash generated from operations</b>		<b>(86.34)</b>		<b>(166.09)</b>
Income tax paid		(39.08)		(41.17)
<b>Net cash flow (used) / from operating activities (A)</b>		<b>(125.42)</b>		<b>(207.26)</b>
<b>B. Cash flow from investing activities</b>				
Capital expenditure on fixed assets	(0.50)		(0.78)	
Proceeds from sale of fixed assets	-		0.02	
Interest income on Loans	175.09		183.14	
Dividend income	0.65		-	
Movement in bank balances not considered as cash and cash equivalents	(30.07)		21.34	
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>145.17</b>		<b>203.72</b>
<b>C. Cash flow from financing activities</b>				
Proceeds from long-term borrowings	15.58		14.12	
Interest expenses	(21.54)		(14.13)	
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(5.96)</b>		<b>(0.01)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>13.79</b>		<b>(3.55)</b>
Cash and cash equivalents at the beginning of the year		10.84		14.39
<b>Cash and cash equivalents at the end of the year</b>		<b>24.63</b>		<b>10.84</b>

The accompanying notes ( 2 - 44 ) form an integral part of the financial statements.

In terms of our report of even date.

For **M. L.GARG & CO**  
Chartered Accountants  
FRN 001604N

**(MANISH K GARG)**  
Partner  
M. NO. 96238

Place: Noida  
Date: 16.05.2018

**(Preeti Sharma)**  
Company  
Secretary

For and on behalf of the Board of Directors

**(R.K.Gupta)**  
Executive Director  
DIN 00423525

**(G.R.Goenka)**  
Director  
DIN 00133700

## HINDUSTAN WIRES LIMITED

### STATEMENT OF CHANGES IN EQUITY (SOCE) FOR THE YEAR ENDED 31ST MARCH, 2018

#### A. Equity Share capital

(₹ in lakhs)

Particulars	Balance as at 1st April 2016	Change during the year 2016-17	Balance as at 31st March 2017	Change during the year 2017-18	Balance as at 31st March 2018
<b>ISSUED, SUBSCRIBED AND FULLY PAID UP</b>					
Equity Shares 98,20,000 of Rs. 10/- each fully paid up	982.00	-	982.00	-	982.00
<b>Total</b>	<b>982.00</b>	<b>`</b>	<b>982.00</b>	<b>-</b>	<b>982.00</b>

#### B. Other Equity

Particulars	Equity Component of Redeemable Cumulative/ Non-Cumulative preference shares	Reserve and Surplus			Other Comprehensive Income	Total Other Equity
		Capital Reserve	Capital Redemption Reserve	Retained Earnings		
Restated balance as at 1st April, 2016	252.10	3.42	32.00	-311.23	-	-23.71
Profit for the year				173.00		173.00
Re-measurement of net Defined Benefit Plans					0.70	0.70
As at 31st March, 2017	252.10	3.42	32.00	-138.23	0.70	149.99
Profit for the year				277.20		277.20
Re-measurement of net Defined Benefit Plans					0.28	0.28
<b>As at 31st March, 2018</b>	<b>252.10</b>	<b>3.42</b>	<b>32.00</b>	<b>138.97</b>	<b>0.98</b>	<b>427.47</b>

As per our report of even date

For **M. L.GARG & CO**  
Chartered Accountants  
FRN 001604N

**(MANISH K GARG)**  
Partner  
M. NO. 96238

Place: Noida  
Date: 16.05.2018

For and on behalf of the Board of Directors

**(Preeti Sharma)**  
Company  
Secretary

**(R.K.Gupta)**  
Executive Director  
DIN 00423525

**(G.R.Goenka)**  
Director  
DIN 00133700

# HINDUSTAN WIRES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

Note No.	Particulars
<b>1</b>	<b>Company Overview, Basis of Preparation and Significant Accounting Policies</b>
<b>1.1</b>	<b>Company Overview</b>
	<p>Hindustan Wires Limited (“the company”) is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. It is primarily engaged in the business of manufacture, filling of Gas in containers, testing of gas cylinders and transportation of Industrial Gases. It also carries on Finance and Investment activities including renting of immovable properties. The Company’s registered office is at 5th Floor, 3A, Shakespeare Sarani, Kolkata-70071. The Company is listed on BSE Ltd and The Calcutta Stock Exchange Ltd.</p> <p>These financial statements were authorized for issuance by the board of directors of the company in their meeting held on May 16, 2018.</p>
<b>1.2</b>	<b>Basis of Preparation of financial statements</b>
<b>(A)</b>	<b>Statement of Compliance</b>
	<p>These standalone Ind AS financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) as prescribed under the Companies (Indian Accounting Standards) Rules, 2015. The financial statements up to the year ended March 31, 2017 were prepared in accordance with Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 and other relevant provisions of the Act (‘Previous GAAP’). These are Company’s first Ind AS financial statements. The date of transition to Ind AS is April 1, 2016. Refer note 42 for an explanation of the transition from previous GAAP to Ind AS and the effect on the Company’s financial position, financial performance and cash flows.</p> <p><b>Exemptions and Exceptions availed</b></p> <p>Ind-AS 101 first time adoption of Indian Accounting Standards allows first time adopters certain exemption &amp; exceptions from the retrospective application of certain requirements under Ind-AS effective April 1, 2016.</p> <p><b>Exemption</b></p> <p><b>Property, Plant &amp; Equipment</b></p> <p>Ind-AS 101 permits a first time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognized in financial statement as at date on transition to Ind-AS, measured as the previous GAAP and use that as its deemed cost as at date of transition. Accordingly Company has elected to measure all of its Property, Plant and Equipment at their previous GAAP carrying value.</p> <p><b>Exception</b></p> <p><b>i) Estimates</b></p> <p>An entity’s estimates in accordance with Ind-AS at the date of transition to Ind-AS shall be consistent with estimate made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.</p> <p><b>(ii) Classification and Measurement of financial assets</b></p> <p>Ind-AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind-AS.</p>
<b>(B)</b>	<b>Basis of measurement</b>
	<p>The financial statements are prepared on historical Cost basis except for certain financial assets and liabilities that are measured at fair value. The accounting policies not specifically referred to otherwise, are consistent and in consonance with generally accepted accounting principles. All income and expenditure are being accounted for an accrual basis.</p> <p>Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell assets or paid to transfer a liability in an ordinary transaction between market participants at the measurement date.</p>
<b>(C)</b>	<b>Functional and Presentation Currency</b>
	<p>These financial statements are presented in Indian Rupee (INR), which is the Company’s functional currency. All financial information presented in INR has been rounded to the nearest lakhs (upto two decimals), except as stated otherwise.</p>



# HINDUSTAN WIRES LIMITED

Note No.	Particulars
<b>(D) Use of Estimates</b>	<p>In preparing Company's financial statements in conformity with accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the period in which the same is determined.</p>
<b>(E) Current and non-current classification</b>	<p>The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification. An asset is current when it is:</p> <ul style="list-style-type: none"><li>• Expected to be realized or intended to be sold or consumed in normal operating cycle;</li><li>• Held primarily for the purpose of trading;</li><li>• Expected to be realized within twelve months after the reporting period; or</li><li>• Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.</li></ul> <p>A liability is current when:</p> <ul style="list-style-type: none"><li>• It is expected to be settled in normal operating cycle;</li><li>• It is held primarily for the purpose of trading;</li><li>• It is due to be settled within twelve months after the reporting period; or</li><li>• There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period</li></ul> <p>All other liabilities are classified as non-current.</p>
<b>1.3 Significant Accounting Policy</b>	
<b>(A) Property Plant &amp; Equipment</b>	
<b>A.1 Initial recognition and measurement</b>	<p>An item of property, plant and equipment recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.</p> <p>Items of Property, Plant and Equipment are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes &amp; duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.</p> <p>When parts of an item of property, plant and equipment have different useful life, they are recognized separately. Items of spare parts, stand-by-equipment and servicing equipment which meet the definition of Property, Plant and Equipment are capitalized. Property, Plant and Equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as 'Capital Work-in-progress'.</p>
<b>A.2 Subsequent Costs</b>	<p>Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.</p> <p>The cost of replacing part of an item of Property, Plant and Equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in profit or loss as incurred.</p>
<b>A.3 De-recognition</b>	<p>Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of Property, Plant and Equipment are determined by comparing the proceeds from disposal with the carrying amount of Property, Plant and Equipment, and are recognized in the statement of profit and loss.</p>

# HINDUSTAN WIRES LIMITED

Note No.	Particulars
<b>A.4 Depreciation / amortization</b>	<p>Depreciation on Property, Plant and Equipment is provided on straight line method in accordance with the rate of Schedule II of Companies Act, 2013.</p> <p>Depreciation on additions to/deductions from Property, Plant and Equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.</p>
<b>(B) Capital work-in-progress</b>	<p>The cost of self-constructed assets includes the cost of materials &amp; direct labour, any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management and borrowing costs.</p> <p>Expenses directly attributable to construction of Property, Plant and Equipment incurred till they are ready for their intended use are identified and allocated on a systematic basis on the cost of related assets.</p>
<b>(C) Inventories</b>	<p>Inventories of Raw Materials, Work-in-Progress and Stores and Spare Parts are valued at the lower of cost and the net realizable value after providing for obsolescence and other losses, where considered necessary. For Valuation purpose, FIFO basis has been adopted.</p> <p>Cost includes all charges in bringing the good to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and excise duty where applicable.</p>
<b>(D) Cash and Cash Equivalents</b>	<p>Cash and cash equivalent in the Balance Sheet comprise cash at banks and cash in hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of change in value.</p>
<b>(E) Financial Instruments</b>	<p><b>Initial recognition</b></p> <p>Financial assets and financial liabilities are initially measured at fair value. Transaction cost that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are deducted from or added to the fair value of financial assets or financial liabilities, as appropriate, on initial recognition.</p> <p><b>Subsequent measurement</b></p> <p><b>Non derivative financial instruments</b></p> <p>(i) <b>Financial assets carried at amortized cost:</b> A financial asset is subsequently measured at amortized cost if it is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.</p> <p>(ii) <b>Financial assets carried at fair value through other comprehensive income (FV)</b> measured at FVTOCI if it is held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealized gains and losses arising from changes in the fair value being recognized in other comprehensive income.</p> <p>(iii) <b>Financial assets carried at fair value through profit or loss (FVTPL):</b> A financial asset which is not classified in any of the above categories is subsequently measured at fair value through profit or loss.</p> <p>(iv) <b>Financial liabilities:</b> Financial liabilities are subsequently measured at amortised cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts are approximate to fair value due to the short maturity of these instruments.</p>
<b>(F) Compound financial instruments</b>	<p>The liability component of a compound financial instrument is recognized initially at fair value of a similar liability that does not have an equity component. The equity component is recognized initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component.</p> <p>Subsequent to the initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest rate method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.</p>

# HINDUSTAN WIRES LIMITED

Note No.	Particulars
<b>(G) Impairment</b>	
<b>(i) Financial assets</b>	
	The Company recognizes loss allowances using the expected credit loss for the financial assets which are not measured at fair value through Profit or Loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime expected credit loss.
<b>(ii) Non –Financial assets</b>	
<b>Tangible and intangible assets</b>	
	Property, Plant and Equipment and intangible assets are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis to determine the extent of the impairment loss (if any). An impairment loss is recognized in the statement of Profit or Loss. The Company review / assess at each reporting date if there is any indication that an asset may be impaired.
<b>(H) Fair value measurement</b>	
	The Company measures financial instruments, such as derivatives at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: In the principal market for the asset or liability, or in the absence of a principle market, in the most advantageous market for the asset or liability. The principal or the most advantageous market is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economics best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.:
	Level 1 – Quoted prices in active markets.
	Level 2 – Input other than quoted prices included within Level 1 that are observable, either directly or indirectly.
	Level 3 – Input that are not based on observable market data.
<b>(I) Provisions, Contingent Liabilities and Contingent Assets</b>	
	Provisions are measured at the present value of the management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.
	Contingent liabilities are disclosed only when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which is not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or estimate of the amount cannot be measured reliably. No contingent asset is recognized but disclosed by way of notes to accounts only when its recognition is virtually certain.
<b>(J) Revenue Recognition</b>	
	Revenue is measured at the fair value of the consideration received or receivable and it is probable that future economic benefits will flow to the entity. Amount of sales are net of goods and service tax, sale returns, trade allowances and rebates but inclusive of excise duty. Revenue from sale of product is recognized when the significant risks and rewards of ownership of the product have been transferred to the buyer, and the amount of revenue can be measured reliably.
	Income in respect of renting immovable property/warehousing services and financial services etc are recognized in term of the respective agreements on accrual basis.
	Dividend income is recognized when the right to receive the income is established.
	Interest income is recognized, on time proportion basis taking amount involved and the rate of interest as agreed.

# HINDUSTAN WIRES LIMITED

Note No.	Particulars
<b>(K) Foreign Currency Conversions/Transactions</b>	
	Foreign Currency Transactions if any are recorded at the exchange rates prevailing on the date of the transactions. Gains and losses arising out of subsequent fluctuations are accounted for an actual payments or realizations as the case may be. Monetary assets and liabilities denominated in foreign currency as on Balance Sheet date are translated into functional currency at the exchange rates prevailing on that date and Exchange differences arising out of such conversion are recognized in the Statement of profit and loss.
<b>(L) Income Taxes</b>	
	Income tax expenses for the year comprises of current tax and deferred tax. It is recognized in the Statement of Profit and Loss except to the extent it relates to any business combination or to an item which is recognized directly in equity or in other comprehensive income.
<b>a) Current Tax</b>	
	Current tax expenses is made on the basis of estimated taxable income for the current accounting period in accordance with the provisions of Income Tax Act, 1961 and judicial interpretations thereof as at Balance Sheet date and takes into consideration various deductions and exemptions to which the Company is entitled to as well as reliance placed by the Company on the legal advices received by it.
<b>b) Deferred Tax</b>	
	Deferred tax charge or credit reflects the tax effects of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are reviewed at each Balance Sheet date and are written- down or written- up to reflect the amount that is reasonably certain (as the case may be) to be realized.
	Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation law.
	Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively. Deferred Tax includes Mat Credit Entitlement as per Ind-AS.
<b>(M) Employee Benefits</b>	
<b>M.1. Short Term Employee Benefits</b>	
	Short- term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under performance related payment if the Company has a present, legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.
<b>M.2 Post-Employment benefits</b>	
	Employee benefit that are payable after the completion of employment are Post Employment Benefit (other than termination benefit). These are of two types:
<b>M.2.1 Defined contribution plans</b>	
	Defined contribution plans are those plans in which an entity pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which company pays a fixed contribution and will have no further obligation beyond the monthly contributions and are recognized as an expense in Statement of Profit & Loss.
<b>M.2.2 Defined benefit plans</b>	
	A Defined benefit plan is a post-employment benefit plan other than a defined contribution plan.
	Company pays Gratuity as per provisions of the Gratuity Act, 1972. Leave Encashment payable at the end of the employment is also post-employment defined benefit plan. The Company's net obligation in respect of defined

# HINDUSTAN WIRES LIMITED

Note No.	Particulars
	<p>benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The discount rate is based on the prevailing market yields of Indian government securities as at the reporting date that have maturity dates approximating the terms of the Company's obligations and that are denominated in the same currency in which the benefits are expected to be paid.</p> <p>The calculation is performed annually by a qualified actuary using the projected unit credit method. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.</p> <p>Any actuarial gains or losses pertaining to components of re-measurement of net defined benefit liability / (asset) are recognized on OCI in the period in which they arise.</p>
<b>(N) Borrowing Cost</b>	<p>General and Specific Borrowings Cost that are directly attributable to the acquisition or construction or production of qualifying assets capitalized as part of the cost of such assets up to the date when such assets are ready for intended use. Qualified assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are charged as expenses in the year in which they are incurred.</p>
<b>(O) Earnings Per Share</b>	<p>Basic Earnings per Share is calculated by dividing the net profit of loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, net profit after tax during the year and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.</p>
<b>(P) Leases</b>	<p><b>Accounting for finance leases</b></p> <p>Leases of Property, Plant and Equipment, if any, where the company, as lessee has substantially all risks and rewards of ownership are classified as finance lease. On initial recognition, assets held under finance leases are recorded as Property, Plant and Equipment and the related liability is recognized under borrowings. At inception of the lease, finance leases are recorded at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. Minimum lease payments made under finance leases are apportioned between the finance expenses and the reduction of the outstanding liability.</p> <p><b>Accounting for operation leases</b></p> <p>Leases in which a significant portion or the risks and reward of ownership are not transferred to the Company as lessee are classified as operating lease. Payments made under operating leases are recognized as an expense over the lease term.</p>
<b>(Q) Recent accounting pronouncement issued but not yet effective up to the date of issuance of financial statements</b>	<p>In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) Rules, 2015, notifying Ind AS 115, 'Revenue from Contracts with Customers' This Ind-AS is in accordance with the IFRS 15. However, considering the challenges and difficulties, MCA deferred the applicability of this Ind-AS and made it to be implemented from April 01, 2018.</p> <p>This Ind-AS obliges the company to book its revenue from customers on the 5 step model as below:-</p> <ul style="list-style-type: none"><li>Step-1: Identify the contract with the customer</li><li>Step-2: Identify the performance obligations in the contract</li><li>Step-3: Determine the transaction price</li><li>Step-4: Allocate the transaction price to the performance obligations</li><li>Step-5: Recognise Revenue when (or as) the entity satisfies a performance obligation.</li></ul> <p>Based on the operations of the Company, this Ind AS is not applicable to the Company.</p>

# HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars							
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## 2. PROPERTY, PLANT AND EQUIPMENT

Particulars	Freehold Land	Buildings	Plant and Equipments	Mobile Gas Tankers with Vehicles	Furniture's and Fixtures	Office Equipments	Vehicles	Total
<b>Gross Block as at April 1, 2016</b>	5.79	109.99	137.41	149.35	6.70	4.09	30.09	443.42
Additions	-	-	0.37		0.41	-	-	0.78
Disposals	-	-	-		0.14	-	-	0.14
<b>As at March 31, 2017</b>	<b>5.79</b>	<b>109.99</b>	<b>137.78</b>	<b>149.35</b>	<b>6.97</b>	<b>4.09</b>	<b>30.09</b>	<b>444.06</b>
Additions	-	-	0.50		-	-	-	0.50
Disposals	-	-	-		-	-	-	0.00
<b>As at March 31, 2018</b>	<b>5.79</b>	<b>109.99</b>	<b>138.28</b>	<b>149.35</b>	<b>6.97</b>	<b>4.09</b>	<b>30.09</b>	<b>444.56</b>
<b>Accumulated Depreciation as at April 1, 2016</b>	-	63.14	63.31	136.57	5.88	3.89	9.85	282.64
Charge for the Year	-	3.26	10.54	5.31	0.14	-	3.78	23.03
Disposals	-	-	-		0.10	-	-	0.10
<b>As at March 31, 2017</b>	-	<b>66.40</b>	<b>73.85</b>	<b>141.88</b>	<b>5.92</b>	<b>3.89</b>	<b>13.63</b>	<b>305.57</b>
Charge for the Year	-	3.25	10.38	-	0.13	-	3.38	17.14
Disposals	-	-	-		-	-	-	-
<b>As at March 31, 2018</b>	-	<b>69.65</b>	<b>84.23</b>	<b>141.88</b>	<b>6.05</b>	<b>3.89</b>	<b>17.01</b>	<b>322.71</b>
<b>Net Carrying Amount</b>								
As at April 1, 2016	5.79	46.85	74.10	12.78	0.82	0.20	20.24	160.78
As at March 31, 2017	5.79	43.59	63.93	7.47	1.05	0.20	16.46	138.49
As at March 31, 2018	5.79	40.34	54.05	7.47	0.92	0.20	13.08	121.85

As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
Numbers	Amount	Numbers	Amount	Numbers	Amount

## 3. INVESTMENTS

[NON-CURRENT (*Other than Trade*)]

### Investment in Equity Shares:

#### Others (At fair value through P & L) :

India Glycols Limited	65,000	293.96	65,000	103.90	65,000	54.83
Aggregate amount of quoted investments		293.96		103.90		54.83
Market Value of quoted investments		293.96		103.90		54.83

## 4. DEFERRED TAX ASSETS (NET)

Deferred Tax (Liability) / Asset - Net

As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
61.12	106.80	133.57
<b>61.12</b>	<b>106.80</b>	<b>133.57</b>

## 5. OTHER NON-CURRENT ASSETS

Security Deposits

Unsecured Considered good

**Total**

As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1.60	1.60	1.60
<b>1.60</b>	<b>1.60</b>	<b>1.60</b>

## HINDUSTAN WIRES LIMITED

				(₹ in lakhs)
Note No.	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>6.</b>	<b>INVENTORIES (Valued at lower of cost or net realisable value)</b>			
	Raw Materials (at cost)	7.54	4.36	5.37
	<b>Total</b>	<b>7.54</b>	<b>4.36</b>	<b>5.37</b>
<b>7.</b>	<b>TRADE RECEIVABLES [CURRENT] (Unsecured)</b>			
	Considered Good	35.20	71.41	68.00
	<b>Total</b>	<b>35.20</b>	<b>71.41</b>	<b>68.00</b>
<b>8.</b>	<b>CASH &amp; CASH EQUIVALENTS</b>			
	Cash in hand	1.31	1.78	8.06
	Balance with Banks:			
	In Current Accounts	23.32	9.06	6.33
	<b>Total</b>	<b>24.63</b>	<b>10.84</b>	<b>14.39</b>
<b>9.</b>	<b>OTHER BANK BALANCES</b>			
	Deposit with remaining maturity for less than 12 months but more than 3 months	130.00	99.93	121.27
	<b>Total</b>	<b>130.00</b>	<b>99.93</b>	<b>121.27</b>
<b>10.</b>	<b>LOANS [CURRENT]</b>			
	Unsecured, Considered Good :			
	Others	934.90	1,783.32	1,625.41
	<b>Total</b>	<b>934.90</b>	<b>1,783.32</b>	<b>1,625.41</b>
<b>11.</b>	<b>OTHER FINANCIAL ASSETS [CURRENT]</b>			
	Unsecured, Considered Good :			
	Interest accrued but not due	0.64	3.68	3.15
	<b>Total</b>	<b>0.64</b>	<b>3.68</b>	<b>3.15</b>
<b>12.</b>	<b>CURRENT TAX ASSETS / (LIABILITIES) (NET)</b>			
	Current Tax Assets / (Liabilities) (Net)	6.69	1.54	2.76
	<b>Total</b>	<b>6.69</b>	<b>1.54</b>	<b>2.76</b>
<b>13.</b>	<b>OTHER CURRENT ASSETS</b>			
	Balances with Government Authorities	-	0.17	0.23
	Prepaid Expenses	5.55	4.05	4.49
	Others	1.92	0.83	3.04
	<b>Total</b>	<b>7.47</b>	<b>5.05</b>	<b>7.76</b>

# HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016	
<b>14. I. EQUITY SHARE CAPITAL</b>					
<b>a. Authorised:</b>					
Equity Shares - 100,00,000 of Rs.10/- each with voting rights		1000.00	1000.00	1000.00	
		<b>1000.00</b>	<b>1000.00</b>	<b>1000.00</b>	
<b>b. Issued, Subscribed and fully paid up:</b>					
Equity Shares - 98,20,000 of Rs.10/- with voting rights					
Balance at the beginning of the year		982.00	982.00	982.00	
changes in Equity Share capital during the year		-	-	-	
Balance at the end of the reporting year		<b>982.00</b>	<b>982.00</b>	<b>982.00</b>	
<b>c. Reconciliation of the number of shares outstanding:</b>					
Shares outstanding as at the beginning of the year		9,820,000	9,820,000	9,820,000	
changes during the year		-	-	-	
Shares outstanding as at the end of the year		<b>9,820,000</b>	<b>9,820,000</b>	<b>9,820,000</b>	
<b>d. Details of each shareholder holding more than 5% shares:</b>					
<b>Name of Shareholder</b>		<b>No. of shares held</b>	<b>% held</b>	<b>No. of shares held</b>	<b>% held</b>
Kashipur Holdings LTD.(Holding Co.)		6,930,000	70.57	6,930,000	70.57
Rajendra Prasad Bubna		1,199,998	12.22	1,200,198	12.22

14A OTHER EQUITY	Equity Component of Redeemable Cumulative/ Non-Cumulative preference shares	Reserve and Surplus			Other Comprehensive Income	Total Other Equity
		Capital Reserve	Capital Redemption Reserve	Retained Earnings		
Restated balance as at 1st April, 2016	252.10	3.42	32.00	-311.23	-	-23.71
Profit for the year				173.00		173.00
Re-measurement of net defined benefit plans					0.70	0.70
As at 31st March, 2017	252.10	3.42	32.00	-138.23	0.70	149.99
Profit for the year				277.20		277.20
Re-measurement of net defined benefit plans					0.28	0.28
<b>As at 31st March, 2018</b>	<b>252.10</b>	<b>3.42</b>	<b>32.00</b>	<b>138.97</b>	<b>0.98</b>	<b>427.47</b>

15. BORROWINGS [NON-CURRENT]	Non-Current		Current			
	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
	<b>Liability component of Compound Financial Instruments</b>					
15% Redeemable Cumulative / Non-Cumulative Preference shares redeemable on 10th March 2029.	167.51	151.93	137.81	-	-	-
	<b>167.51</b>	<b>151.93</b>	<b>137.81</b>	<b>-</b>	<b>-</b>	<b>-</b>



# HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
<b>16.</b>	<b>PROVISION [NON-CURRENT]</b>			
	Provision for Employee Benefits	11.58	9.05	7.91
	<b>Total</b>	<b>11.58</b>	<b>9.05</b>	<b>7.91</b>
<b>17.</b>	<b>TRADE PAYABLES</b>			
	Payable to Micro and Small Enterprises	-	-	-
	Payable to Others	23.15	20.77	17.52
	<b>Total</b>	<b>23.15</b>	<b>20.77</b>	<b>17.52</b>
<b>18.</b>	<b>OTHER FINANCIAL LIABILITIES [CURRENT]</b>			
	Other payables	9.14	10.73	7.39
	<b>Total</b>	<b>9.14</b>	<b>10.73</b>	<b>7.39</b>
<b>19.</b>	<b>OTHER CURRENT LIABILITIES</b>			
	Trade Advances	3.51	1005.26	1003.78
	<b>Total</b>	<b>3.51</b>	<b>1005.26</b>	<b>1003.78</b>
<b>20.</b>	<b>PROVISIONS [CURRENT]</b>			
	Provision for Employee Benefits	1.24	1.19	66.19
	<b>Total</b>	<b>1.24</b>	<b>1.19</b>	<b>66.19</b>
		<b>Year ended March 31, 2018</b>	<b>Year ended March 31, 2017</b>	
<b>21.</b>	<b>REVENUE FROM OPERATIONS</b>			
	Sale of:			
	- Products(including Excise Duty up to 30th, June 2017 ,excluding GST)	542.67	523.64	
	- Income from Financing Activities ( Interest)	172.05	183.67	
	- Services-Cylinder testing Charges received	10.81	8.97	
	- Income from Transport/Other services	5.77	21.89	
	-Dividend Income	0.65	0.00	
	<b>Total</b>	<b>731.95</b>	<b>738.17</b>	
<b>22.</b>	<b>OTHER INCOME</b>			
	Rent and Storage Charges ( on immovable Property held in fixed assets)	87.59	84.26	
	Income from Business Support Services	30.00	30.00	
	Insurance Claims received	2.12	-	
	Excess Provsion/Liabilites no longer required written back.	0.11	1.45	
	Fair Value changes in investments	190.06	49.07	
	Miscellaneous receipts	0.54	0.90	
	<b>Total</b>	<b>310.42</b>	<b>165.68</b>	
<b>23.</b>	<b>COST OF MATERIALS CONSUMED</b>			
	Opening Inventories	4.36	5.37	
	Add: Purchases	303.56	270.95	
	Less: Closing Inventories	7.54	4.36	
	<b>Total</b>	<b>300.38</b>	<b>271.96</b>	

# HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars	Year ended March 31, 2018	Year ended March 31, 2017
<b>24.</b>	<b>EMPLOYEE BENEFITS EXPENSE</b>		
	Salaries and Wages	129.78	118.43
	contribution to Provident and other Funds	6.74	6.84
	Employees' Welfare and other Benefits	13.75	15.73
	<b>Total</b>	<b>150.27</b>	<b>141.00</b>
<b>25.</b>	<b>FINANCE COSTS</b>		
	Interest Expenses*	21.54	14.13
	<b>Total</b>	<b>21.54</b>	<b>14.13</b>
	*Includes Rs. 15.58 lakhs in respect of Liability component of cumulative/ Non-Cumulative Preference Shares for the year ended March 31, 2018 and Rs. 14.13 lakhs for the year ended March 31, 2017.		
<b>26.</b>	<b>OTHER EXPENSES</b>		
	Running & Maintenance Expenses of Mobile Gas Tankers	71.45	63.17
	Auditors Remuneration	2.45	1.58
	Test Shop Expenses	2.45	2.38
	Consumption of Stores and Spares	3.07	3.31
	Directors' sitting fees	3.31	3.35
	Insurance	2.45	2.26
	Legal, professional and consultancy charges	24.07	11.57
	Loss on sale/disposal of fixed assets	-	0.02
	Power and Fuel	10.68	14.46
	Vehicle Running & Hire Charges	5.86	5.57
	Rates and Taxes	3.58	3.54
	Repair and Maintenance :		
	- Building	4.52	9.78
	- Plant and Machinery	16.65	6.02
	- Others	1.84	1.82
	Other Expenses	24.71	21.74
	<b>Total</b>	<b>177.09</b>	<b>150.57</b>
<b>27.</b>	<b>AUDITORS REMUNERATION</b>		
	a) Statutory Audit fee	0.75	0.75
	b) Tax Audit Fee	0.20	0.20
	c) Limited Review	1.47	0.62
	d) Reimbursement of Expenses and Service Tax /GST	0.03	0.01
		<b>2.45*</b>	<b>1.58</b>
	*Out of this, Rs. 1.50 Lakhs paid to erstwhile Auditors.		
<b>28.</b>	<b>DISCLOSURE AS PER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006</b>		
	The amount due to units covered under "The Micro, Small & Medium enterprises Development Act,2006" is Rs. NIL (Previous Year Rs. NIL)		
<b>29.</b>	<b>DIVIDEND</b>		
	Board of Directors have not proposed any Dividend for the Financial Year 2017-18 & previous year 2016-17		

# HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars	Year ended March 31, 2018	Year ended March 31, 2017
<b>30.</b>	<b>EARNINGS PER SHARE (EPS)</b>		
a)	Profit for the year attributable to Equity Shareholders	277.20	173.00
b)	Weighted average number of Equity Shares for Basic and Diluted EPS	9,820,000	9,820,000
c)	Earnings per share		
	- Basic	2.83	1.77
	- Diluted	2.83	1.77
<b>31.</b>	<b>COMPONENTS OF OTHER COMPREHENSIVE INCOME (OCI)</b>		
	Gain/(Loss) on FVTOCI financial assets	0.39	1.05
	Deferred Tax effect on Re-measurement Cost	(0.11)	(0.35)
	<b>Total</b>	<b>0.28</b>	<b>0.70</b>
		<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
<b>32.</b>	<b>CONTINGENT LIABILITIES (to the extent not provided for in Financial Statement)</b>		
	Other contingent liabilities		
	Claims against the company not acknowledged as debt	44.36	44.36
	<b>Total</b>	<b>44.36</b>	<b>44.36</b>

It is not possible to predict the outcome of the pending litigations with accuracy, the Company believes, based on legal opinions received, that it has meritorious defenses to the claims. The management believe that pending actions will not require outflow of resources and will not have a material adverse effect upon the results of the operations, cash flows or financial condition of the company.

## 33. RELATED PARTIES DISCLOSURES

(i) Relationships :

**a) Holding Company**

**1 Kashipur Holdings Limited**

**b) Key Management Personnel (KMP):**

**2 Mr. R.K.Gupta**

**c) Other Related Parties with which Company has transactions:**

(Enterprises over which the holding Company or the promoters of the holding company are able to exercise significant influence)

1 India Glycols Limited (IGL)

2 IGL Infrastructures Pvt Ltd (IGL IPL)

3 Kashipur Infrastructures & Freight Terminal Pvt Ltd (KIFTL)

# HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars	Holding Company	Other Related Parties	TOTAL
(ii)	The following transactions were carried out with related parties in the ordinary course of business.			
	<b>Nature of Transactions</b>			
	Repayment of Loans taken / Trade Advances to - IGL	-	1,000	1,000
	Loans given to - IGL IPL	-	193	193
		-	(125)	(125)
	Refund received of Loans given to - IGL IPL	-	1,000	1,000
	Services Rendered to - IGL	-	39	39
		-	(48)	(48)
	Interest Income from - IGL IPL	-	168	168
		-	(175)	(175)
	Purchase of Goods from -IGL	-	304	304
		-	(264)	(264)
	Dividend Income from -IGL		0.65	0.65
	<b>Outstanding as at year end:</b>			
	Loan including interest receivable from - IGL IPL		930	930
			(1,748)	(1,748)
	Interest receivable from - KIFTL		5	5
			(5)	(5)

*(Figures in brackets represent amounts pertaining to previous year.)*

(iii) Remuneration paid to Key Managerial Personnel	2017-18	2016-17
Managerial Remuneration	44.44	47.94

## 34. EMPLOYEE BENEFITS

The disclosures required under Ind AS 19 "Employee Benefits" notified in the Companies (Indian Accounting Standards) Rules, 2015 are as given below:

### (a) Defined Benefit Plan

Particulars	Leave Encashment (Non Funded)		Gratuity (Non Funded)	
	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017
<b>I. Change in the Present Value of Obligation</b>				
1) Present Value of Defined Benefit Obligation at the beginning of the year	1.96	10.20	8.27	63.91
2) Current Service cost	1.72	0.84	2.22	1.25
3) Interest Expense or cost	0.14	0.71	0.60	4.47
4) Re-measurement (or actuarial) (gain) / loss arising from:				
- change in demographic assumptions	-	-	0.00	-
- change in financial assumptions	-	-	-	0.00
- experience variance (i.e. actual experience vs. assumptions)	-	-	0.00	0.00
5) Total Actuarial (Gain) /Loss ,on obligation	-0.13	-0.58	(0.39)	(1.05)
6) Benefit Paid	(0.33)	(9.21)	(1.26)	(60.31)
7) Present Value of Obligation as at the end of year	<b>3.36</b>	<b>1.96</b>	<b>9.44</b>	<b>8.27</b>

# HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars				
Particulars	Leave Encashment (Non Funded)		Gratuity (Non Funded)		
	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017	
<b>II. Change in the Fair Value of Plan Assets</b>					
1) Fair value of Plan Assets at the beginning of the year	-	-	-	-	
2) Investment income	-	-	-	-	
3) Employer's contribution	-	-	-	-	
4) Benefits Paid	-	-	-	-	
5) Return on Plan Assets, excluding amount recognised in net interest Expense	-	-	-	-	
6) Fair value of Plan Assets as at the end of year	-	-	-	-	
<b>III. Expenses recognised in the Statement of Profit &amp; Loss Account *</b>					
1) Service cost	1.72	0.84	2.22	1.25	
2) Net interest (income) / cost on the Net Defined Benefit Liability (Asset)	0.14	0.71	0.60	4.47	
3) Net Actuarial (Gain) /Loss ,recognised in the period	-0.13	-0.57			
4) Expenses recognised in the income Statement	<b>1.73</b>	<b>0.98</b>	<b>2.82</b>	<b>5.72</b>	
<b>IV. Other Comprehensive Income</b>					
1) Actuarial (Gains) / Losses			-0.39	-1.05	
- change in demographic assumptions	-	-	-	-	
- change in financial assumptions	-	-	-	-	
-experience variance (i.e. actual experience vs. assumptions)	-	-	0.00	0.00	
2) Return on Plan Assets, excluding amount recognised in net interest Expense	-	-	-	-	
3) Components of Defined Benefit costs recognised in Other comprehensive income	-	-	<b>-0.39</b>	<b>-1.05</b>	
<b>V. Actuarial Assumptions</b>					
1) Discount Rate	7.40%	7.31%	7.40%	7.31%	
2) Expected rate of return on Plan Assets	7.40%	7.20%	7.40%	7.20%	
3) Mortality	Indian Assured Lives Mortality (2006-08) Ultimate				
4) Salary Escalation	8.00%	8.00%	8.00%	8.00%	
5) Withdrawal rate	6.00%	6.00%	6.00%	6.00%	
6) Average outstanding service of employees up to retirement	3.61	9.39	3.61	9.39	

## VI. Sensitivity analysis

Reasonably possible changes at the year end, to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation as the amounts shown below:

Particulars	Leave Encashment				Gratuity			
	31st March 2018		31st March 2017		31st March 2018		31st March 2017	
	Decrease	Increase	Decrease	Increase	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 0.50%)	0.03	-0.03	0.04	-0.04	0.18	-0.16	0.23	-0.22
Salary Growth Rate (- / + 0.50%)	-0.03	0.03	-0.04	0.04	-0.17	0.18	-0.22	0.23

## (b) Defined Contribution Plans

Employer's contributions to Provident and other Funds charged off during the year ended 31st March, 2018 of Rs.6.74 Lakhs (Previous Year : Rs.6.84 Lakhs) has been included under the head Employee Benefits Expense.

# HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars	Year ended March 31, 2018	Year ended March 31, 2017
<b>35.</b>	<b>INCOME TAX</b>		
	<b>(A) Amounts recognised in Statement of Profit and Loss</b>		
	Current Tax	33.93	42.39
	Adjustments in respect of current income tax of earlier year	-	-
	MAT credit Entitlement	-33.93	-42.39
	<b>Total</b>	<b>-</b>	<b>-</b>
	Deferred Tax		
	- Relating to Origination and Reversal of Temporary Differences	79.50	68.80
	<b>Income Tax Expense Reported in the Statement of Profit or Loss</b>	<b>79.50</b>	<b>68.80</b>
	<b>(B) Income Tax recognised in Other Comprehensive Income</b>		
	Current Income Tax on Re-measurement Losses on Defined Benefit Plans	-0.11	-0.35
	<b>Total</b>	<b>(0.11)</b>	<b>(0.35)</b>
	<b>(C) Reconciliation of Effective Tax Rate</b>		
	<b>Profit before Tax</b>	356.70	241.80
	Tax using the domestic tax rate	33.93	42.39
	MAT Credit Entitlements	33.93	42.39
	Non-deductible tax expenses	(79.50)	(68.80)
	<b>Reported Income Tax Expense</b>	<b>(79.50)</b>	<b>(68.80)</b>
	<b>(D) Deferred Tax Assets (Net)</b>		
	<b>Deferred Tax Liabilities</b>		
	Income tax at the applicable rate on the difference between the aggregate book written down value of Property, Plant and Equipment	22.15	29.31
	Equity Component of Redeemable Preference Shares	124.52	124.52
		<b>146.67</b>	<b>153.83</b>
	<b>Deferred Tax Assets</b>		
	Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purpose on payment basis		
	-Employee benefits	3.53	3.39
	-MAT Credit Entitlements	99.66	65.73
	-Business Loss	100.31	178.76
	-Others	4.29	12.75
		<b>207.79</b>	<b>260.63</b>
	<b>Deferred Tax Assets (NET)</b>	<b>61.12</b>	<b>106.80</b>
	<b>(E) Reconciliation of Deferred Tax Assets (Net)</b>		
	<b>Opening Balance</b>	106.80	133.57
	Deferred Tax Expense recognised in:		
	Statement of Profit or Loss	(79.50)	(68.80)
	Other comprehensive income	(0.11)	(0.36)
	MAT Credit Entitlements	33.93	42.39
	<b>Closing Balance</b>	<b>61.12</b>	<b>106.80</b>

## 36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company's activities are exposed primarily to financial risks from its operations. The key financial risks include market risk (including foreign currency risk, interest rate risk and commodity price risk), credit risk and liquidity risk. The company's overall risk management policy seeks to minimise potential adverse effects on company's financial performance.

# HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars
1	<p><b>Market Risk:</b> Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly three types of risk: interest rate risk, currency risk and other price risk such as commodity price risk.</p> <p>(a) <b>Foreign Currency Risk:</b> Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company is not having foreign currency trade payables and receivables and is therefore, not exposed to foreign exchange risk.</p> <p>(b) <b>Interest Rate Risk:</b> Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any changes in the interest rates environment may impact future rates of borrowing. The company mitigates this risk by regularly assessing the market scenario, interest rate negotiations with the lenders for ensuring the cost effective method of financing.</p> <p>(c) <b>Commodity Price Risk:</b> The company is affected by the price volatility of certain commodities. its operating activities require the purchase of liquid industrial Gases. For commodity price risk, the company has an approved supplier base to get best competitive prices for the commodities and to assess the market to manage the cost without any compromise on quality.</p>
2	<p><b>Credit Risk:</b> Credit risk is the risk that counterparty might not honor its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risk. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables.</p> <p><b>Trade Receivables:</b> Customer credit risk is managed based on company's established policy, procedures and controls. The company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.</p> <p>For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.</p> <p>Credit risk is reduced by receiving pre-payments and letter of credit to the extent possible. The company has a well defined sales policy to minimize its risk of credit defaults. Outstanding customer receivables are regularly monitored and assessed. impairment analysis is performed based on historical data at each reporting date on an individual basis.</p>
3	<p><b>Liquidity Risk:</b> Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.</p>

## 37. CAPITAL MANAGEMENT

The company's policy is to maintain an adequate capital base so as to maintain creditor and market confidence and to sustain future development. capital includes issued capital, share premium and all other equity reserves attributable to equity holders. The primary objective of the Company's capital management is to maintain an optimal structure so as to maximise the shareholder's value. In order to strengthen the capital base, the company may use appropriate means to enhance or reduce capital, as the case may be.

The company is not subject to any external imposed capital requirement. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net Debt is calculated as borrowings less cash and cash equivalents.

	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
Borrowings	167.51	151.93	137.81
Less: Cash and cash Equivalents	24.63	10.84	14.39
<b>Net Debt</b>	<b>142.88</b>	<b>141.09</b>	<b>123.42</b>
Equity Share Capital	982.00	982.00	982.00
Other Equity	427.47	149.99	-23.71
<b>Total Capital</b>	<b>1409.47</b>	<b>1131.99</b>	<b>958.29</b>
<b>Capital and Net Debt</b>	<b>1552.35</b>	<b>1273.08</b>	<b>1081.71</b>
<b>Gearing Ratio</b>	<b>9.20%</b>	<b>11.08%</b>	<b>11.41%</b>

# HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars
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## 38. OPERATING SEGMENTS

As the Company's business activity primarily falls within a single business and geographical segment i.e. Gas Business, thus there are no additional disclosures to be provided under Ind AS 108 - "Operating Segment". The management considers that the various goods and services provided by the Company constitutes single business segment since the risk and rewards are not different from one another.

## 39. FAIR VALUES

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the company:

	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>(i) Financial Assets</b>						
(a) At Fair Value through Profit and Loss						
- Investments in Equity Shares	293.96	293.96	103.90	103.90	54.83	54.83
(b) At Amortised cost						
- Trade Receivables	35.20	35.20	71.41	71.41	68.00	68.00
- Others	1090.17	1090.17	1897.77	1897.77	1764.22	1764.22
<b>Total</b>	<b>1419.33</b>	<b>1419.33</b>	<b>2073.08</b>	<b>2073.08</b>	<b>1887.05</b>	<b>1887.05</b>
<b>(ii) Financial Liabilities</b>						
At Amortised cost						
- Borrowings	167.51	167.51	151.93	151.93	137.81	137.81
- Trade Payables	23.15	23.15	20.77	20.77	17.52	17.52
- Others	9.14	9.14	10.73	10.73	7.39	7.39
<b>Total</b>	<b>199.80</b>	<b>199.80</b>	<b>183.43</b>	<b>183.43</b>	<b>162.72</b>	<b>162.72</b>

The following methods and assumptions were used to estimate the fair values:

- Cash and short-term deposits, trade receivables, loans, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- Other non-current receivables are evaluated by the company, based on parameters such as interest rates, individual credit worthiness of the counterparty etc. Based on this evaluation, allowances are considered to account for the expected losses of these receivables. As at end of each reporting year, the carrying amounts of such receivables, net of allowances (if any), are not materially different from their calculated fair values.
- Fair value of investments in quoted mutual funds and equity shares are based on quoted market price at the reporting date.
- Fair value of borrowings from banks and other non-current financial liabilities, are estimated by discounting future cash flows using rates currently available for debt on similar terms and remaining maturities.
- The fair values of derivatives are calculated using the RBI reference rate as on the reporting date as well as other variable parameters.

### Fair Value Hierarchy

All financial assets and liabilities for which fair value is measured in the financial statements are categorised within the fair value hierarchy, described as follows:

Level 1 - Quoted prices in active markets.

Level 2 - inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly. Level 3 - inputs that are not based on observable market data.



# HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars	Level 1	Level 2	Level 3
	The following table presents the fair value measurement hierarchy of financial assets and liabilities, which have been measured, subsequent to initial recognition, at fair value as at 31st March, 2018, 31st March 2017 and 1st April 2016:			
	<b>Particulars</b>			
	<b>31st March, 2018</b>			
	<b>Financial Assets:</b>			
	- Quoted Equity Shares	293.96	-	-
	- Unquoted Equity Shares	-	-	-
	- Unquoted Preference Shares	-	-	-
	- Mutual Funds	-	-	-
	<b>Financial Liabilities:</b>			
	- Forward contracts			
	<b>31st March, 2017</b>			
	<b>Financial Assets:</b>			
	- Quoted Equity Shares	103.90	-	-
	- Unquoted Equity Shares	-	-	-
	- Unquoted Preference Shares	-	-	-
	- Mutual Funds	-	-	-
	- Forward contracts			
	<b>1st April, 2016</b>			
	<b>Financial Assets:</b>			
	- Quoted Equity Shares	54.83	-	-
	- Unquoted Preference Shares	-	-	-
	- Mutual Funds	-	-	-
	<b>Financial Liabilities:</b>			
	- Forward contracts			

During the year ended March 31st, 2018 and March 31st, 2017, there were no transfers between Level 1 and Level 2 fair value measurements and no transfer into and out of Level 3 fair value measurements.

**40.** Public Sector Oil Companies i.e. IOCL, HPCL, BPCL, and IBP had reduced in the earlier years, the price of LPG cylinders with retrospective effect i.e. from 01.07.1999. The oil companies after reduction in prices had withheld in aggregate Rs. 3,24,56,427/- from the supply bills of the Company. The company is contesting this reduction in price of Cylinders before the appropriate authorities. However since the matter had become very old and after considering the principles of financial prudence the entire amount was written off in the books of accounts in earlier years. As the matter of prudence, the entire amount is provided for and written off without prejudice to the right of recovery through legal process.

**41. Events Occurring after the Balance Sheet**

The company after the Balance Sheet date (31.03.2018) has entered into an agreement to sell its Land and Building situated at Faridabad Unit. However the Company will continue to operate its current line of business from nearby location to be taken on rent.

**42. RECONCILIATIONS**

**Overall principle**

These are the Company's first financial statement prepared in accordance with Ind AS, accordingly the Company has prepared the opening Balance Sheet as per Ind AS at of April 1, 2016 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities.

The following reconciliations provide a quantification of the effect of significant differences arising as a result of transition from Previous GAAP to ind AS in accordance with ind AS 101:

- Reconciliation of Equity as at April 01, 2016 (date of transition to Ind-AS)
- Reconciliation of Equity as at March 31, 2017
- Reconciliation of Statement of Profit and Loss for the year ended 31st March, 2017
- Notes to Reconciliation of Equity as at April 01, 2016 & March 31, 2017 and Statement of Profit and Loss for the year ended 31st March, 2017

# HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars
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## Notes to Reconciliation of Equity as at April 01,2016 & March 31,2017 and Statement of Profit and Loss for the year ended 31st March, 2017

### A. Property, Plant and Equipment (PPE)- Fair Value as Deemed cost in Ind AS

Ind AS 101 permits first time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognized in financial statement as at date on transition to Ind AS , measured as the previous GAAP and use that as its deemed cost as at date of transition. Accordingly Company has elected to measure all of its Property, Plant and Equipment at their previous GAAP carrying value .

### B. Investments other than investment in Subsidiary and joint venture

Under Indian GAAP non-current investments other than investment in subsidiary, joint venture are measured at cost less any permanent diminution in value of investment. Difference between the cost and market price is recognized in profit and loss. Under Ind AS, investments are designated as fair value through profit and loss (FVTPL)

On the transition date the Investments in Quoted Shares have been measured at their fair value which is less than the cost as per previous GAAP, resulting in increase in carrying amount by Rs.2.70 Lakhs as at transition date with resulting gain adjusted in retained earnings.

### C. Fair valuation of financial assets and liabilities

Under Indian GAAP, receivables and payables were measured at transaction cost less allowances for impairment, if any. Under Ind AS, these financial assets and liabilities are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment, if any. The resulting finance charge or income is included in finance expense or finance income in the Statement of Profit and Loss for financial liabilities and financial assets respectively.

### D. Redeemable Cumulative/Non-Cumulative Preference Shares

The Company had issued Redeemable Cumulative/Non-Cumulative Preference Shares. The Preference shares carry fixed dividend which is at the discretion of the Company. Under Indian GAAP, the Preference shares were classified as equity and dividend payable thereon, if any, was treated as distribution of Profit.

Under Ind-AS , these Preference Shares are separated into liability and equity based on the terms of the contract. Interest on liability component is recognised using effective interest rate method. Thus the preference share capital is reduced by Rs. 237.90 Lakhs as at March 31,2017 and Rs. 237.90/- Lakhs as at April 1,2016 with a corresponding increase in Borrowings as liability and tax component.

### E. Deferred Tax

Previous GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base.

The various transitional adjustments lead to temporary differences. Accordingly the Company has to account for such differences. Deferred tax adjustments are recognised in correlation to the underlying transaction in Retained Earnings. The net impact on deferred tax assets is Rs.133.57 Lakhs as on the date of transition and net impact on deferred tax assets is Rs.106.80 Lakhs for the year ended March 31,2017.

### F. Defined benefit obligations

The impact of change in actuarial assumption and experience adjustments for defined benefit obligation towards gratuity liability is accounted in the Statement of Other Comprehensive Income and corresponding tax impact on the same. Due to this, Rs.0.70 lakhs (Net of deferred tax) for the period ended March 31, 2017, tax credit thereon is shown in OCI and reversal in Statement of Profit and loss.

### G. MAT Credit Entitlement

Mat credit entitlement has been reclassified to Deferred Tax Assets as per Ind AS. Therefore Rs. 23.35 lakhs and Rs. 65.73 lakhs have been reclassified from MAT credit to Deferred Tax Assets on the date of transition on April 1,2016 and March 31,2017 Respectively.

# HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars
43.	The impact of transition from Indian GAAP to Ind AS on the Statement of Cash Flows is due to various reclassification adjustments recorded under Ind AS in Balance Sheet and Statement of Profit & Loss.
44.	(i) Figures Relating to April 1, 2016 (date of transition) and previous year have been restated / regrouped / reclassified wherever necessary to make them comparable with the current year figures. (ii) Previous year figures were audited by another firm of Chartered Accountants.

As per our report of even date

For **M. L.GARG & CO**  
Chartered Accountants  
FRN 001604N

For and on behalf of the Board of Directors

**(MANISH K GARG)**  
Partner  
M. NO. 96238

**(Preeti Sharma)**  
Company  
Secretary

**(R.K.Gupta)**  
Executive Director  
DIN 00423525

**(G.R.Goenka)**  
Director  
DIN 00133700

Place: Noida  
Date: 16.05.2018

# HINDUSTAN WIRES LIMITED

## Reconciliation of Equity as at 1st April, 2016

(₹ in lakhs)

	Reference Explanation	Previous GAAP as at 01.04.2016	Ind-AS Impact	Ind-AS as at 01.04.2016
<b>ASSETS</b>				
<b>(1) Non-current Assets</b>				
(a) Property, Plant and Equipment	A	160.78	-	160.78
(b) Financial Assets			-	-
- Investments	B	57.53	-2.70	54.83
(c) Deferred Tax Assets (Net)	E & G	23.35	110.22	133.57
(d) Other Non-current Assets		1.60	-	1.60
<b>Total Non-Current Assets</b>		<b>243.26</b>	<b>107.52</b>	<b>350.78</b>
<b>(2) Current Assets</b>				
(a) Inventories		5.37	-	5.37
(b) Financial Assets				
- Trade Receivables	C	68.00	-	68.00
- Cash and cash Equivalents		14.39	-	14.39
- Other Bank Balances		121.27	-	121.27
- Loans		1625.41	-	1625.41
- Other Financial Assets		3.15	-	3.15
(c) Current Tax Assets (Net)		2.76	-	2.76
(d) Other current Assets		7.76	-	7.76
<b>Total Current Assets</b>		<b>1848.11</b>	<b>-</b>	<b>1848.11</b>
<b>TOTAL ASSETS</b>		<b>2091.37</b>	<b>107.52</b>	<b>2198.89</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
(a) Equity Share capital		982.00	-	982.00
(b) Other Equity				
Equity component of Redeemable cumulative /Non-cumulative Preference Shares	D	490.00	-237.90	252.10
Retained earnings		-518.84	207.61	-311.23
other reserves		35.42	-	35.42
<b>Total Equity</b>		<b>988.58</b>	<b>-30.29</b>	<b>958.29</b>
<b>LIABILITIES</b>				
<b>(1) Non-current Liabilities</b>				
(a) Financial Liabilities				
- Borrowings		-	137.81	137.81
(b) Provisions		7.91	-	7.91
<b>Total Non-Current Liabilities</b>		<b>7.91</b>	<b>137.81</b>	<b>145.72</b>
<b>(2) Current Liabilities</b>				
(a) Financial Liabilities				
- Trade Payables		17.52	-	17.52
- Other Financial Liabilities		7.39	-	7.39
(b) Other current Liabilities		1,003.78	-	1,003.78
(c) Provisions		66.19	-	66.19
<b>Total Current Liabilities</b>		<b>1094.88</b>	<b>-</b>	<b>1094.88</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2091.37</b>	<b>107.52</b>	<b>2198.89</b>

# HINDUSTAN WIRES LIMITED

## Reconciliation of Equity as at 31st March, 2017

(₹ in lakhs)

	Reference Explanation	Previous GAAP as at 31.03.2017	Ind-AS Impact	Ind-AS as at 31.03.2017
<b>ASSETS</b>				
<b>(1) Non-current Assets</b>				
(a) Property, Plant and Equipment	A	138.49	-	138.49
(b) Financial Assets			-	-
- Investments	B	57.53	46.37	103.90
(c) Deferred Tax Assets (Net)	E & G	65.73	41.07	106.80
(d) Other Non-current Assets		1.60	-	1.60
<b>Total Non-Current Assets</b>		<b>263.35</b>	<b>87.44</b>	<b>350.79</b>
<b>(2) Current Assets</b>				
(a) Inventories		4.36	-	4.36
(b) Financial Assets			-	-
- Trade Receivables	C	71.41	-	71.41
- Cash and cash Equivalents		10.84	-	10.84
- Other Bank Balances		99.93	-	99.93
- Loans		1783.32	-	1783.32
- Other Financial Assets		3.68	-	3.68
(c) Current Tax Assets (Net)		1.54	-	1.54
(d) Other current Assets		5.05	-	5.05
<b>Total Current Assets</b>		<b>1980.13</b>	<b>-</b>	<b>1980.13</b>
<b>TOTAL ASSETS</b>		<b>2243.48</b>	<b>87.44</b>	<b>2330.92</b>
<b>EQUITY AND LIABILITIES</b>				
<b>EQUITY</b>				
(a) Equity Share capital		982.00	-	982.00
(b) Other Equity				
Equity component of Redeemable cumulative /Non-cumulative Preference Shares	D	490.00	-237.90	252.10
Retained earnings		-310.93	173.41	-137.52
other reserves		35.42	-	35.42
<b>Total Equity</b>		<b>1196.49</b>	<b>-64.49</b>	<b>1132.00</b>
<b>LIABILITIES</b>				
<b>(1) Non-current Liabilities</b>				
(a) Financial Liabilities				
- Borrowings		-	151.93	151.93
(b) Provisions		9.05	-	9.05
<b>Total Non-Current Liabilities</b>		<b>9.05</b>	<b>151.93</b>	<b>160.98</b>
<b>(2) Current Liabilities</b>				
(a) Financial Liabilities				
- Trade Payables		20.77	-	20.77
- Other Financial Liabilities		10.73	-	10.73
(b) Other current Liabilities		1,005.26	-	1,005.26
(c) Provisions		1.19	-	1.19
<b>Total Current Liabilities</b>		<b>1037.95</b>	<b>-</b>	<b>1037.95</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2243.49</b>	<b>87.44</b>	<b>2330.93</b>

## HINDUSTAN WIRES LIMITED

### Reconciliation of Statement of Profit and Loss for the year ended 31st March, 2017

(₹ in lakhs)

	Reference Explanation	Previous GAAP 2016-2017	Ind-AS Impact	Ind- AS 2016-2017
I.	Revenue from Operations	670.21	-	670.21
II.	Other income	184.57	49.07	233.64
III.	<b>Total Income (I+II)</b>	<b>854.78</b>	<b>49.07</b>	<b>903.85</b>
IV.	<b>Expenses</b>			
	Cost of Materials consumed	271.96	-	271.96
	Excise Duty on Sales	61.36	-	61.36
	Employee Benefits Expense	139.95	1.05	141.00
	Finance costs	-	14.13	14.13
	Depreciation and Amortisation Expense	23.03	-	23.03
	Other Expenses	150.57	-	150.57
	<b>Total Expenses (IV)</b>	<b>646.87</b>	<b>15.18</b>	<b>662.05</b>
V.	<b>Profit / (Loss) before Exceptional Items and Tax (III-IV)</b>	<b>207.91</b>	<b>33.89</b>	<b>241.80</b>
VI.	Exceptional items	-	-	-
VII.	<b>Profit / (Loss) before Tax (V+VI)</b>	<b>207.91</b>	<b>33.89</b>	<b>241.80</b>
VIII.	Tax Expense			
	(1) current Tax	(42.39)	-	(42.39)
	(2) Deferred Tax	-	-68.80	(68.80)
	(3) Mat Credit Entitlement	42.39	-	42.39
	(4) Taxes for earlier years	-	-	-
IX.	<b>Profit / (Loss) for the Year (VII-VIII)</b>	<b>207.91</b>	<b>(34.91)</b>	<b>173.00</b>
X.	<b>Other Comprehensive Income</b>			
	items that will not be Reclassified to Profit or Loss:			
	- Re-measurement Losses on Defined Benefit Plans	-	1.05	1.05
	- income Tax relating to items that will not be eclassified to Profit or Loss	-	(0.35)	(0.35)
	<b>Total Other Comprehensive Income</b>	<b>-</b>	<b>0.70</b>	<b>0.70</b>
XI.	<b>Total Comprehensive Income for the Year (IX+X)</b>	<b>207.91</b>	<b>-34.21</b>	<b>173.70</b>

Explanations for reconciliation of Total Comprehensive Income as previously reported under Previous GAAP to Ind AS

# HINDUSTAN WIRES LIMITED

(₹ in lakhs)

## Particulars

### Reconciliation of other equity as at 1 April 2016 and 31 March 2017 and Statement of Profit & Loss for the year ended March 31, 2017

Particulars	31.03.2017	01.04.2016
<b>Other equity under previous GAAP</b>	<b>214.49</b>	<b>6.57</b>
<b>Adjustments</b>		
Measurement of equity investments at fair value through profit or loss (FVTPL)	46.37	(2.70)
Equity Component of Redeemable Cumulative/Non-Cumulative preference shares	(237.90)	(237.90)
Interest on Liability component of Redeemable Cumulative/Non-Cumulative preference shares	(38.56)	(24.43)
Tax adjustments	165.59	234.75
<b>Total Adjustment</b>	<b>(64.50)</b>	<b>(30.28)</b>
<b>Other equity as per Ind AS</b>	<b>149.99</b>	<b>(23.71)</b>

### Reconciliation of Profit and Loss for the year ended March 31, 2017

Particulars	31.03.2017
<b>Profit after tax as per previous GAAP</b>	<b>207.91</b>
<b>Adjustment:</b>	
Measurement of equity investments at fair value through profit or loss (FVTPL)	49.07
Interest on Liability component of Redeemable Cumulative/Non-Cumulative preference shares	(14.13)
Actuarial loss on defined benefit plan recognised in OCI (net of tax)	(0.70)
Tax adjustments	(69.15)
<b>Total Adjustment</b>	<b>(34.91)</b>
<b>Profit after tax as per Ind-AS</b>	<b>173.00</b>
Other comprehensive income (net of tax)	
Actuarial Gain/loss on defined benefit obligation (Net of tax)	0.70
<b>Total comprehensive income as per Ind-AS</b>	<b>173.70</b>





# HINDUSTAN WIRES LIMITED

CIN : L27106WB1959PLC 024177

Reg. Office: 5<sup>th</sup> Floor, 3A, Shakespeare Sarani, Kolkata 700 071

Email: [ho@hwlgas.com](mailto:ho@hwlgas.com) Website : [www.hwlgas.com](http://www.hwlgas.com), Ph: +91 33 22823586

## FORM MGT-11 PROXY FORM

( Pursuant to Section 105( 6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules 2014-

Name of the Member(s): \_\_\_\_\_

Registered Address : \_\_\_\_\_ Email ID: \_\_\_\_\_

Folio No: \_\_\_\_\_ DPID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

No. of Shares held \_\_\_\_\_

I/we being the member(s) of Hindustan Wires Limited, hereby appoint the following

1. Name: \_\_\_\_\_ address \_\_\_\_\_  
e-mail id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her;
2. Name: \_\_\_\_\_ address \_\_\_\_\_  
e-mail id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her;
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 58<sup>th</sup> Annual General Meeting of the Company, to be held on 17<sup>th</sup> September, 2018 at 11.00 AM at the Auditorium of Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata – 700 017 and at any adjournment thereof in respect of the following resolutions:

S. NO.	Resolution	FOR	AGAINST
	<b>ORDINARY BUSINESS</b>		
1	Ordinary Resolution : To consider and adopt Audited Financial Statements for the year ended 31-03-2018 and report of the Board of Directors and Auditors thereon.		
2	Ordinary Resolution : To re-appoint Mrs. Pooja Jhaver (02109201) who retires by rotation as Director and eligible for re-appointment.		
	<b>SPECIAL BUSINESS</b>		
3.	Continuation of Directorship of Shri. Krishna Murari Lal as an Independent Director (Non-Executive)		
4.	Continuation of Directorship of Shri. Jagdish Saran Bajjal as an Independent Director (Non-Executive)		
5.	Continuation of Directorship of Shri. Gobind Ram Goenka as a Non-Executive Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Affix  
Revenue  
Stamp

Signature of Member \_\_\_\_\_

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 meeting.
2. A Proxy need not be a member of the Company.





## HINDUSTAN WIRES LIMITED

CIN : L27106WB1959PLC 024177

Reg. Office: 5<sup>th</sup> Floor, 3A, Shakespeare Sarani, Kolkata 700 071

Email: [ho@hwlgas.com](mailto:ho@hwlgas.com) Website : [www.hwlgas.com](http://www.hwlgas.com), Ph: +91 33 22823586

### ATTENDANCE SLIP (To be presented at the entrance)

<b>Registered Folio/ DP ID and Client ID</b>	
<b>Name and Address of the Shareholder(s)</b>	
<b>Joint Holder 1</b>	
<b>Joint Holder 2</b>	
<b>No. of Shares</b>	

I/We hereby record my/our presence at 58<sup>th</sup> Annual General Meeting of Hindustan Wires Ltd. held on 17<sup>th</sup> September, 2018 at 11.00 A.M. at the Auditorium of Bharatiya Bhasha Parishad at 36 A, Shakespeare Sarani, Kolkata – 700 017


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Full Name of Member's /Proxy's in BLOCK Letters

---

Signature of Member/Proxy

#### Notes :

1. Only Member / Proxy holder can attend the Meeting.
  2. Please complete the Folio/DP ID No. And name of the Member / Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
  3. Shareholder/ Proxy holder desiring to attend the Meeting should bring his/her copy of the Annual Report for reference at the Meeting.
- 

*If undelivered please return to:*

**Hindustan Wires Limited**

5<sup>th</sup> Floor, 3A, Shakespeare Sarani

Kolkata-700 071