

ANNUAL REPORT
FOR THE YEAR ENDED 31st MARCH 2020

HINDUSTAN WIRES LTD.

HINDUSTAN WIRES LIMITED

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CORPORATE INFORMATION

BOARD OF DIRECTORS

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

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 U.S. Bhartia	-	Member
Shri K.M. Lal	-	Member
Shri. R.K. Gupta	-	Member

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, ICICI Bank, HDFC Bank

STATUTORY AUDITORS

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

E:mail : manishkgarg@mlgargco.com

INTERNAL AUDITORS

M/s. K.N. Gutgutia & Co., 11K Gopala Tower, 25 Rajendra Place, New Delhi – 110008

E-mail : kng1971@yahoo.com

REGISTERED OFFICE

5th Floor, 3A, Shakespeare Sarani, Kolkata – 700 071, **Phone :-** 033-22823586, **e-mail :-** ho@hwlgas.com

CIN : L27106WB1959PLC 024177

FARIDABAD OFFICE:

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

e-mail:- ho@hwlgas.com **Website :** www.hwlgas.com

REGISTRAR AND TRANSFER AGENT :

Niche Technologies (P) Ltd., 7th Floor, Room No. 7A & 7B, 3A, Auckland Place, Kolkata - 700 017.

Phone Nos: (033) 2280-6616, 2280-6617 & 2280-6618, **email-** nichetechpl@nichetechpl.com

HINDUSTAN WIRES LIMITED

CIN : L27106WB1959PLC 024177

Reg. Office: 5th Floor, 3A, Shakespeare Sarani, Kolkata 700 071

Email: ho@hwlgas.com Website : www.hwlgas.com, Ph: +91 33 22823586

NOTICE

NOTICE is hereby given that the 60th Annual General Meeting (“AGM”) of the Members of **Hindustan Wires Limited** will be held on Tuesday 29th September, 2020 at 11:00 AM through Video Conferencing/Other Audio Visual Means (“VC/OAVM”) facility to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2020 and the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Gobind Ram Goenka (DIN 00133700) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any, read with schedule V of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactments thereof, for the time being in force) and rules made thereunder, on the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors in their meeting held on 9th December, 2019, subject to such other approvals as may be necessary, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Raj Kumar Gupta (DIN 00423525) as whole time Director and Key Managerial Personnel, to be designated as Executive Director of the Company for a period of three years w.e.f. 1st November, 2019 up to 31st October, 2022 on the following terms, remuneration and perquisites: Basic salary: Rs. 2,09,000 (Rs. Two Lakhs Nine Thousand Only) per month; Perquisites: Following perquisites shall be allowed per month in addition to basic salary:- House rent allowance: 50% of Basic salary, Medical Allowance: 10% of basic salary, Leave travel Assistance: For self and family and from any place in India once in a year, subject to 12.5% of the basic salary, Provident fund: Company’s contribution towards employee’s Provident fund at such rate as may be prescribed under EPF and Misc. Provisions Act, 1952 from time to time, Gratuity: Payment of gratuity shall be allowed at the rate of 15 days last drawn basic salary as per the provisions of the payment of Gratuity Act 1972, Leave: Leave with full salary and allowances or encashment of Basic Salary as per Rules of the company, Car: Use of Company owned car with driver for official use, Telephone: Provision of Mobile Phone, Telephone and Internet Connectivity at residence for official use, Personal Accident Insurance: Shall be covered under the group personal accident insurance policy, if any, arranged by the company for its employees. The terms and condition of appointment and remuneration given herein may be altered and or/varied from time to time by the Board on the recommendation of Nomination and Remuneration Committee as it may, at its discretion deem fit, not exceeding the limit specified in Schedule V of the Companies Act, 2013 or any amendment made thereto from time to time. The Executive Director will not be entitled to receive any sitting fees for attending meeting of the Board of Directors of the Company or any Committee thereof. The Executive Director shall not, so long as he functions as Executive Director of the Company, become interested or otherwise concerned directly or through his wife and or minor children any selling agency of the company’s products without the approval of the Board of Directors. The Executive Director shall hold office for a term of three years w.e.f. 1st November 2019, unless determined earlier by voluntary resignation or otherwise in accordance with the law. The Board may terminate the agreement at any time in case of willful breach of any of the terms of the agreement on the part of Executive Director.

FURTHER RESOLVED THAT the salary including allowances and perquisites shall not exceed the limit of managerial remuneration as specified in section 197 & 198 and schedule V of the Companies Act, 2013 including any other statutory modifications or re-enactment thereof from time to time.

Provided that (i) Provident fund to the extent not taxable under the Income tax Act, 1961 (ii) Gratuity payment at the rate not exceeding half a month’s salary of each completed year of service (iii) encashment of leave at the end of the tenure and (iv) Company’s car and telephone/mobile phones as mentioned hereinabove shall not be included in computation of the limit of remuneration for the purpose of Companies Act, 2013.

RESOLVED FURTHER THAT on the recommendation of Nomination and Remuneration Committee, the terms and condition of appointment and remuneration given herein may be altered and or/varied from time to time by the Board as it may, at its discretion deem fit, so as not exceed the limit specified in Schedule V of the companies Act, 2013 or any amendment made thereto from time to time.

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FURTHER RESOLVED THAT in the event of absence or inadequacy of profits in any financial year the salary and perquisites as mentioned above be paid as minimum remuneration to the whole-time director during the tenure of his appointment.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to the above Resolution.”

By Order of the Board of Directors

Regd. Office:
5th Floor, 3A Shakespeare Sarani, Kolkata-71
The 11th July, 2020.

sd/
(U.S. Bhartia)
Director
DIN 00063091

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 3 of the accompanying Notice, is annexed hereto.
2. **General instructions for accessing and participating in the 60th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**
 - a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and pursuant to General Circular No.14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and in compliance with the provisions of the Act, the 60th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
 - b. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 60th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 60th AGM through VC/OAVM Facility and e-Voting during the 60th AGM.
 - c. In line with the MCA Circulars, the Notice of the 60th AGM will be available on the website of the Company at www.hwlqas.com and also on the website of CDSL at www.evotingindia.com.
 - d. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
 - e. Central Depository Services (India) Limited (“CDSL”) will be providing facility for voting through remote e- voting, for participation in the 60th AGM through VC/OAVM Facility and e- Voting during 60th AGM.
 - f. Members may join the 60th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 10:45 a.m. i.e. 15 minutes before and after the time scheduled to start the 60th AGM
 - g. Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of atleast 1,000 Members on a on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors, etc. can attend the 60th AGM without any restriction on account of first-come-first-served principle.
 - h. Attendance of the Members participating in the 60th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) read with MCA Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 60th AGM and facility for those Members participating in the 60th AGM to cast vote through e-Voting system during the 60th AGM.
3. **The instructions for shareholders for remote e-Voting are as under:**
 - i) The e-voting period begins on **Saturday, 26th September, 2020 at 10:00 A.M.** and ends on **Monday, 28th September, 2020 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 **22nd September, 2020**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue

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- iii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- iv) Click on “Shareholders” tab.
- v) 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.

OR

Alternatively, if you are registered for CDSL’s **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL’s **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix) After entering these details appropriately, click on “SUBMIT” tab.
- x) 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.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for “**Hindustan Wires Limited**” on which you choose to vote.
- xiii) 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.
- xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv) 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.
- xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii) 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.
- xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile
- xx) 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.

HINDUSTAN WIRES LIMITED

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details 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 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address ho@hwlgas.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

xxi) In case you have any queries or issues regarding attending AGM and e-voting from the e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022- 23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43

xxii) 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.

4. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:

- a. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ho@hwlgas.com or nichetechpl@nichetechpl.com.
- b. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ho@hwlgas.com or nichetechpl@nichetechpl.com.

5. Instructions for Members for participating in the 60th AGM through VC/OAVM are as under:

- a. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 (Ten) **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ho@hwlgas.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 (Ten) **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ho@hwlgas.com. These queries will be replied to by the company suitably by email.
- f. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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- 6. Instructions for shareholders for e-voting during the AGM are as under:-**
- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 - b. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 - c. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - d. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 22nd September, 2020. 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 Company sends notice of the 60th AGM by email and holds shares as on Cut-off date i.e. 22nd September, 2020 may obtain the Login ID & Password by sending a request at helpdesk.evoting@cdslindia.com or to the Company at 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. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
10. The shareholders shall have one vote per equity share held by them as on the cut-off date of 22nd September, 2020. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
11. 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 casting vote through the e-Voting system at the AGM, in a fair and transparent manner. The decision of the Scrutinizer on validity of votes shall be final.
12. During the 60th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 60th AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 60th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 60th AGM.
13. The Scrutinizer shall after the conclusion of e-Voting at the 60th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 60th AGM, who shall then countersign and declare the result of the voting by 1st October, 2020.
14. The Results declared along with the report of the Scrutinizer shall be placed on the website of CDSL at www.evotingindia.com immediately after the declaration of Results by the Chairman or a person authorized by him.
15. Pursuant to the MCA Circulars, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 60th AGM and the Annual Report for the year 2020 including therein the Audited Financial Statements for year 2020, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 60th AGM and the Annual Report for the year 2020 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address ho@hwlgas.com.
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
16. The Notice of the 60th AGM and the Annual Report for the year 2020 including therein the Audited Financial Statements for the year 2020, will be available on the website of the Company at www.hwlgas.com. The Notice of 60th AGM will also be available on the website of CDSL at www.evotingindia.com. The Registered office of the Company shall deemed to be the venue of the 60th AGM.

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17. The Register of Members and the Share Transfer Books of the company will remain close from Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive).
18. Electronic copy of all the documents referred to in the accompanying Notice of the 60th AGM shall be available for inspection during the continuance of the AGM through electronic mode.

By Order of the Board of Directors

Regd. Office:
5th Floor, 3A Shakespeare Sarani, Kolkata-71
The 11th July, 2020.

sd/-
(U.S. Bhartia)
Director
DIN 00063091

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE OF 60th AGM

The members of the Company had appointed Shri Raj Kumar Gupta as the whole time Director of the Company designated as "Executive Director" for a term of three years and as such his present term had expired on 31st October 2019. The Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee, at their meeting held on 9th December, 2019, subject to the approval of shareholders of the Company, have re-appointed Shri Raj Kumar Gupta as Whole time Director to be designated as "Executive Director" of the Company for a further period of three years w.e.f. 1st November 2019.

Shri. Raj Kumar Gupta is not disqualified to be the Director of the Company in terms of Section 164 of the Companies Act, 2013 (the Act) and has given his consent to act as the Executive Director of the Company. Shri Raj Kumar Gupta satisfies all the conditions specified on Section 196 (3) of the Act and part I of Schedule V for being eligible for his appointment.

Shri Raj Kumar Gupta, aged about 65 years (DOB: 14th September, 1954) is a member of the Institute of Chartered Accountants of India. Shri Gupta was appointed as the Executive Director of the Company w.e.f. 1st November, 2002. Shri Gupta is involved in the day to day management of the Company. He is having more than 40 years of experience in the field of commercial, financial and administrative functions of the Industries. During the F.Y. 2019-20, he attended four meetings of the Board of Directors of the Company. He holds 50 equity shares of the Company. He is a Director on the Board of the Holding Company of Hindustan Wires Limited i.e. Kashipur Holdings Limited. The Board of Directors in their meeting held on 9th December, 2019 upon the recommendation of the Nomination and Remuneration Committee, subject to the approval of the members, approved the terms and conditions including the remuneration of Shri Raj Kumar Gupta as the Executive Director of the Company as set out in the resolution no. 3 of the notice. The last Annual remuneration drawn by Shri Raj Kumar Gupta was Rs. 46.27 Lakhs p.a.

The Ministry of Corporate Affairs vide its Notification dated 12th September 2018, notified the relevant provisions of the Companies (Amendment) Act, 2017 and Schedule V thereto. The amended provisions of Section 197 (3) of the Act read with Schedule V thereto allows a Company having losses or inadequate profits or otherwise to pay such amount as remuneration to its Managerial personnel, as it may deem fit, subject to the approval of members and compliance of certain conditions and disclosures as mentioned therein.

The information and particulars needed to be provided to the shareholders in terms of schedule V of the Companies Act, 2013 are given below:-

1. General Information-

- a. Nature of industry:** Trading & Transportation of Industrial Gases, Business Support Services, Financing & Investments etc.
- b. Date of commencement of commercial production:** The manufacturing process was stopped in July-18 and since then the Company is continuing its business in trading & transportation of Industrial Gases.
- c. Financial performance based on given indicators:-** Broadly the financial performance of last Two Financial Years are as given below.

Rs. In Lakhs

Particulars	Year Ended 31 st March, 2020	Year Ended 31 st March, 2019
Revenue from Operations	750.28	586.16
Other income & provisions written back.	339.52	196.91
Exceptional Income (Expenses)	(30.08)	3740.95
Expenses	936.94	679.12
Depreciation	4.22	7.22
Profit before tax	118.56	3837.68
Profit after tax	384.28*	3023.77

** including MAT credit entitlement of Rs. 306.87 Lakhs*

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d. **Foreign investments or collaborators, if any:** NIL

2. Information about the appointee

- a) **Background details :** Shri Raj Kumar Gupta is a Chartered Accountant having more than 40 years of experience in Finance, Commercial and operational areas of the industry. He is having more than 36 years long association with the Company. Presently he is working as Executive Director of the Company since last more than 16 years.
- b) **Past Remuneration:-** Mr. Raj Kumar Gupta was re-appointed as a Whole time Director of the company designated as "Executive Director" w.e.f. 1st November 2016 for a period of three years. His last remuneration consisted of Basic Salary of Rs. 2,09,000/- per month plus applicable allowances and reimbursement as per the Rules of the Company.
- c) **Recognition of awards:** None
- d) **Job Profile and his Suitability:** Mr. Raj Kumar Gupta is associated with the Company since last more than 36 years and is working as Executive Director of the Company since last more than 16 years. Considering his vast experience in the field of Financial, Commercial and Operational areas of the Industry, he is considered suitable person for this post and which will also be in the interest of the Company.
- e) **Remuneration Proposed:-** Same remuneration of Rs.2,09,000/- (Rs. Two Lakhs Nine Thousands Only) plus applicable allowances and reimbursements per month from 1st Nov, 2019 (details of the remuneration are mentioned in the aforesaid resolution).

The Executive Director will not be entitled to receive any sitting fees for attending meetings of the Board of Directors of the Company or any committee thereof.

The above stated remuneration shall be paid to Shri Raj Kumar Gupta, Executive Director, as minimum remuneration notwithstanding no profits or inadequate profits in any financial year.

- f) **Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:** Mr. Raj Kumar Gupta is a Whole time Director of the Company designated as Executive Director since last more than 16 years. He is associated with the Company since last more than 36 years and has vast experience in the functional areas of Finance, Commercial, and operations of the industry. Considering his experience and responsibilities given, the remuneration proposed to be paid is justified and reasonable considering the availability of professionals at Senior Level in the private sector and is comparable with the prevailing industry norms. Under the circumstances, the Company is seeking your approval to pay the same remuneration as minimum remuneration even in the event of the profits being inadequate or if the Company incurs losses during his tenure as whole time Director designated as Executive Director.
- g) **Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial personnel, if any:** Mr. Raj Kumar Gupta is not having any pecuniary relationship directly or indirectly with the company or relationship with any of the managerial personnel. He is not in receipt of any remuneration from any Company other than Hindustan Wires Ltd.

3. Other Information:

Reasons for inadequate profits: Considering the present business activities of the Company and overall Business conditions, the profits are inadequate to meet the conditions of Managerial Remuneration under Section 197 and 198 of the Companies Act, 2013. However Company is on the lookout to identify new line of business to increase its revenue from operations and profits.

- a) **Steps taken for improvement:** The Company is in the business of Industrial Gases since last 12 years. There is a good demand of Industrial Gases in and around Faridabad and as such the Company expects to improve its performance in this area in the coming years. The Company has also further diversified its business in the areas of providing Business Support Services, Financing & Investments.
- b) **Expected increase in productivity/profitability:** The total revenue from operations for the year ended 31st March, 2020 was Rs. 750.28 Lakhs. The Company implemented various economic measures and also diversified its business in some other areas, hence the Company is expected to post better results in the coming years.

Save and except Shri Raj Kumar Gupta, none of the directors or Key Managerial Personnel of the Company or their relatives, in any way, concerned or interested in this resolution.

Your directors, recommend this Ordinary Resolution specified in item no. 3 of this notice for your approval.

By Order of the Board of Directors

Regd. Office:
5th Floor, 3A Shakespeare Sarani, Kolkata-71
The 11th July, 2020.

sd/-
(U.S. Bhartia)
Director
DIN 00063091

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 31st March, 2020.

FINANCIAL RESULTS

The Results are summarised below:

(Rs. In Lakhs)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
Revenue from Operations	750.28	586.16
Other income (after decrease in fair value of investments)	339.52	196.91
Total Revenue	1089.80	783.07
Expenses	936.94	679.12
Profit/(Loss) before Depreciation & Tax	152.86	103.95
Depreciation	4.22	7.22
Exceptional Income/(Expenses)	(30.08)	3740.95
Profit Before Tax	118.56	3837.68
Provision for income tax	43.37	850.73
Income Tax for earlier years	3.17	
MAT Credit Entitlement	306.87	-
Deferred Tax Charged / (Credit)	54.68	50.34
Net Profit/(Loss) after tax	324.21	2936.61
Other Comprehensive Income	60.07	87.16
Net Profit/(Loss) Carried to Balance Sheet	384.28	3023.77

OPERATIONS & GENERAL REVIEW

During the year under review, the revenue from operations is Rs. 750.28 Lakhs as against Rs. 586.16 Lakhs in the previous year. In addition, the Company has also earned other income of Rs. 339.52 Lakhs (after deduction of decrease in fair value of investment amounting to Rs. 42.77 Lakhs) as against Rs. 196.91 Lakhs (after decrease in fair value of investment amounting to Rs. 112.84 Lakhs) in the preceding year mainly on account of interest income and income from providing Business Support Services etc. The Company is continuing to keep invested some of its funds in Debt Mutual Funds and in short-term inter-corporate loans till the time the new line of business is identified.

DIVIDEND

Considering the future need of the funds in the business, your Directors do not recommend any dividend for the year ended 31st March, 2020.

PUBLIC DEPOSITS

The Company has not accepted any deposits from public during the year under review. No amount on account of principal or interest on deposits of public was outstanding as on 31st March, 2020.

DELISTING OF EQUITY SHARES

The Equity Shares of the Company were listed on BSE & CSE. During the year, Kashipur Holdings Ltd. (Acquirer), one of the Promoter Group Entity desired to voluntarily delist the Company from all the Stock Exchanges wherever it was listed. It was intended that since there is low volume in the trading of the Equity Shares of the Company on BSE and no trading on CSE the delisting would provide an Exit Opportunity to the public shareholders. The Acquirer made a Public Announcement on 21st May, 2019 seeking to acquire the entire Public Shareholding of the Company for the purpose of delisting of the Equity Shares of the Company. The Reverse Book

HINDUSTAN WIRES LIMITED

Building Process during which shareholders tendered their shares to the acquirer commenced on 30th May, 2019 and was closed on 06th June, 2019. The exit price determined from the Reverse Book Building Process and accepted by the Acquirer as per the Delisting Regulations was Rs. 42.00 per equity share. The Stock Exchanges approved the delisting offer of the acquirer and accordingly equity shares of the Company were delisted from BSE & CSE w.e.f. 05th September, 2019 and 13th August, 2019 respectively. However, the Public shareholders of the Company who did not or were unable to participate in the Reverse Book Building Process or who unsuccessfully tendered their shares, can now avail last and final opportunity to offer their shares to the acquirer at the Exit Price of Rs. 42.00 per share till 05th September, 2020 i.e. for upto a period of one year in compliance with the relevant provisions of SEBI (Delisting of Equity Shares) Regulations, 2009 as amended.

DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. G.R. Goenka (DIN 00133700), a Director of Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. The Directors recommended his re-appointment as a Director of the Company.

During the year, Mr. R.K. Gupta was re-appointment as Whole Time Director designated as Executive Director w.e.f. 01st November, 2019 for a period of three years in the Board meeting held on 09th December, 2019 and the same is subject to the approval of the members in the forthcoming Annual General meeting.

During the year, there is no other 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 and the rules made thereunder. In addition, a declaration is also received from them that they had registered themselves with the Indian Institute of Corporate Affairs and complied/will comply the other conditions related thereto pursuant to Rule 6(1) and (2) of Companies (Appointment and Qualification of Directors) Rules, 2014.

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 31st March, 2020, 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 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 31st March, 2020, four Board Meetings were held i.e. on 27th May, 2019, 13th August, 2019, 09th December, 2019, and 14th February, 2020.

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 the work of the Internal and Statutory Auditors. It reviews the reports of the internal auditors and statutory auditors.

HINDUSTAN WIRES LIMITED

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 of the Committee (Independent Director)
2.	Mr. J.S. Bajjal	Independent Director
3.	Mr. U.S. Bhartia	Non- Executive Director
4.	Mr. G.R. Goenka	Non- Executive Director

During the financial year ended 31st March, 2020, four Audit Committee Meetings were held i.e. on 27th May, 2019, 13th August, 2019, 09th December, 2019, and 14th February, 2020.

There have been no instances during the year when recommendations of the Audit Committee were not accepted by the Board.

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.

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 of the Committee (Independent Director)
2.	Mr. J.S. Bajjal	Independent Director
3.	Mr. U.S. Bhartia	Non- Executive Director
4.	Mr. G.R. Goenka	Non- Executive Director

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

There was no employee covered under the provisions of Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee looks into various aspects of interest of shareholders. The Committee comprises of three Directors i.e. Shri U.S. Bhartia (Non-Executive Director), Shri G.R. Goenka (Non-Executive Director) and Shri K.M. Lal (Independent Director) to look after the redressal of shareholders and investors complaints.

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 Corporate Social Responsibility (CSR) are not applicable to the Company as the Company's net worth or turnover or average net profits are below the threshold limit.

HINDUSTAN WIRES LIMITED

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

Information as per Section 134(3)(m) read with Rule 8(3) of the Companies (Accounts) Rules 2014 :-

There is no manufacturing activity or any activity relating to consumption of energy and hence, no reporting is being done in respect of Energy Conservation and Technology Absorption. During the year, there was no earning in foreign exchange and outgo of the foreign exchange was also NIL.

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.

AUDITORS

M/s M.L. Garg & Co., Chartered Accountants, New Delhi (FRN 001604N) were appointed as Statutory Auditors of the Company for a period of Five years in the 57th AGM of the Company held on 1st Sep, 2017, to hold office from the conclusion of 57th Annual General Meeting until the conclusion of the 62nd Annual General Meeting to be held in the year 2022. The Auditors have submitted a certificate confirming that continuation of their appointment is in accordance with Section 139 read with section 141 of the Act.

INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014 on the recommendation of the Audit Committee, M/s K.N. Gutgutia & Co., Chartered Accountants, New Delhi were appointed by the Board of Directors to conduct Internal Audit of the Company for the year ended 31st March, 2020.

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 B**".

The Secretarial Audit Report for the financial year ended 31st March, 2020 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.

REPORTING OF FRAUD

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported to the Audit Committee or Board any instances of fraud committed in the Company by its Officers or employees which is required to be reported under Section 143(12) of the Act.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Act read with applicable Rules extract of the Annual Return in form MGT-9 is attached as "**Annexure C**".

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 formulated a Risk Management Policy for identification of risks and for formulating mitigation plans.

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 ("POSH ACT") and the Rules there under.

As per the requirement of POSH ACT and Rules made thereunder, the Company has constituted an Internal Committee to inquire and redress complaints received regarding sexual harassment.

The Company has not received any complaint of Sexual Harassment during the financial year 2019-20. There are no pending complaints as on the end of the financial year.

HINDUSTAN WIRES LIMITED

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS AND SECURITIES

As required under Section 186 of the Act, particulars of loans given, investments made and guarantees and securities provided are given under Note No. 34 Annexed to Annual Financial Statements for the year ended 31st March, 2020 and the same forms part of this report. The Inter-Corporate short-term loans were given for meeting their working capital requirements to carry out principal business activities. The Company has also made investment in debt mutual funds (See note no. 7) for the short term till such time any new line of business is identified.

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 D" 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 business of trading & transportation in Industrial Gases and other business segments.

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
Director
DIN : 00423525

U.S. Bhartia
Director
DIN : 00063091

Place: Noida

Date: 11th July, 2020

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

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST March, 2020

[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)
5th 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 31st March, 2020 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 31st March, 2020 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; (Not applicable as no Foreign Exchange Transactions were entered by the Company during the period under review);
- (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, 2015;
 - (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; (Not applicable as there was no reportable event during the period under review);
 - (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; [Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review];
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (**Company has already been delisted from BSE and CSE on 05/09/2019 and 13/08/2019 respectively**).
 - (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; (Not applicable as there was no reportable event during the period under review); and
- (vi) and other laws applicable specifically to the company, namely
 - a) Factories Act, 1948,
 - b) The Payment of Gratuity Act, 1972.
 - c) Indian Explosive Act, 1884 .
 - d) Gas Cylinder Rules, 2004
 - e) 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) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 : 09/07/2020

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 : 09/07/2020

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

HINDUSTAN WIRES LIMITED

ANNEXURE C to Directors' Report

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020
 [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.	CIN	L27106WB1959PLC024177
2.	Registration Date	March 28, 1959
3.	Name of the Company	HINDUSTAN WIRES LIMITED
4.	Category / Sub-Category of the Company	Company having Share Capital
5.	Address of the Registered office and contact details	5 th Floor 3A, Shakespeare Sarani, Kolkata 700 071 Phone: +91 (033) 22823586 E-mail : ho@hwlgas.com
6.	Whether listed company	NO
7.	Name, Address and Contact details of Registrar and Transfer Agent	NICHE TECHNOLOGIES PRIVATE LTD 7 th Floor, Room No. 7A & 7B, 3A, Auckland Road, Elgin, Kolkata – 700017 Ph :- 033-22806616, 17, 18 E-mail – nichetechpl@nicetechpl.com

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	Trading in Industrial Gases	20111	98.00
2.	Others (Contribution less than 10 %)	-	2.00

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	90.985	2(46) Of the Companies Act, 2013

HINDUSTAN WIRES LIMITED

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

(i) Category-wise Share Holding

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	44298	150	44448	0.453	44298	150	44448	0.453	0.000
b) Central Government									
c) State Government									
d) Bodies Corporate	7287482	0	7287482	74.211	9292214	0	9292214	94.625	20.414
e) Banks / Financial Institutions									
f) Any Other									
Sub Total: (A) (1)	7331780	150	7331930	74.663	9336512	150	9336662	95.078	20.415
2. Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corporate									
d) Banks / Financial Institutions									
e) Any Other									
SUB TOTAL (A) (2)	0	0	0	0.000	0	0	0	0.000	0.000
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	7331780	150	7331930	74.663	9336512	150	9336662	95.078	20.415
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds									
b) Banks / Financial Institutions	310486	1081	311567	3.173	0	1081	1081	0.011	-3.162
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)									
SUB TOTAL (B)(1):	310486	1481	311967	3.177	0	1481	1481	0.015	-3.162
2. Non Institutions									
a) Bodies corporates									
i. Indian	1348480	84995	1433475	14.598	2232	83778	86010	0.876	-13.722
ii. Overseas									
b) Individuals									
i. Individual shareholders holding nominal share capital upto Rs.1 lakhs	73415	358252	431667	4.396	55437	339527	394964	4.022	-0.374
ii. Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	251549	0	251549	2.562					-2.562
c) Others (specify)									
1. NRI	746	0	746	0.008	849	0	849	0.009	0.001
2. Overseas Corporate Bodies									
3. Foreign Nationals									
4. Clearing Members	495	0	495	0.005	10	0	10	0.000	-0.005
5. Trusts	58171	0	58171	0.592	24	0	24	0.000	-0.592
6. Foreign Bodies - D.R.									
SUB TOTAL (B)(2):	1732856	443247	2176103	22.160	58552	423305	481857	4.907	-17.253
Total Public Shareholding (B)= (B)(1)+(B)(2)	2043342	444728	2488070	25.337	58552	424786	483338	4.922	-20.415
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS									
Grand Total (A+B+C)	9375122	444878	9820000	100.000	9395064	424936	9820000	100.000	0.000

HINDUSTAN WIRES LIMITED

(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/en-cumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/en-cumbered to total shares	
1	AJAY COMMERCIAL CO. PVT. LTD	64404	0.656	0.000	64404	0.656	0.000	0.000
2	EXECUTORS TO THE ESTATE OF LATE SAJANI DEVI BHARTIA	42696	0.435	0.000	42696	0.435	0.000	0.000
3	FACIT COMMOSALES PRIVATE LIMITED	47600	0.485	0.000	47600	0.485	0.000	0.000
4	GENERAL ENTERPRISES PVT. LTD	5624	0.057	0.000	5624	0.057	0.000	0.000
5	J.BOSECK & CO. PRIVATE LIMITED	500	0.005	0.000	500	0.005	0.000	0.000
6	JB COMMERCIAL COMPANY PRIVATE LIMITED	4182	0.043	0.000	4182	0.043	0.000	0.000
7	KASHIPUR HOLDINGS LIMITED	6930000	70.570	0.000	8934732	90.985	0.000	20.415
8	LUND & BLOCKLEY PVT. LTD	82190	0.837	0.000	82190	0.837	0.000	0.000
9	MAYUR BARTER PRIVATE LIMITED	139549	1.421	0.000	139549	1.421	0.000	0.000
10	POOJA JHAVER	100	0.001	0.000	100	0.001	0.000	0.000
11	PRAGYA BHARTIA BARWALE	100	0.001	0.000	100	0.001	0.000	0.000
12	SAJANI DEVI BHARTIA	150	0.002	0.000	150	0.002	0.000	0.000
13	SUKHVARSHA DISTRIBUTORS PVT. LTD	13433	0.137	0.000	13433	0.137	0.000	0.000
14	UMA SHANKAR BHARTIA	1402	0.014	0.000	1402	0.014	0.000	0.000
	TOTAL	7331930	74.663	0.000	9336662	95.078	0.000	20.415

(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	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			64404	0.656
2	EXECUTORS TO THE ESTATE OF LATE SAJANI D				
	a) At the Beginning of the Year	42696	0.435		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			42696	0.435
3	FACIT COMMOSALES PRIVATE LIMITED				
	a) At the Beginning of the Year	47600	0.485		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			47600	0.485
4	GENERAL ENTERPRISES PVT. LTD				
	a) At the Beginning of the Year	5624	0.057		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			5624	0.057
5	J.BOSECK & CO. PRIVATE LIMITED				
	a) At the Beginning of the Year	500	0.005		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			500	0.005

HINDUSTAN WIRES LIMITED

6	JB COMMERCIAL COMPANY PRIVATE LIMITED					
	a) At the Beginning of the Year	4182	0.043			
	b) Changes during the year	[NO CHANGES DURING THE YEAR]				
	c) At the End of the Year			4182	0.043	
7	KASHIPUR HOLDINGS LIMITED					
	a) At the Beginning of the Year	6930000	70.570			
	b) Changes during the year					
	Date Reason					
	21/06/2019 Transfer	1731973	17.637	8661973	88.207	
	20/09/2019 Transfer	4618	0.047	8666591	88.254	
	27/09/2019 Transfer	60829	0.619	8727420	88.874	
	04/10/2019 Transfer	252	0.003	8727672	88.876	
	11/10/2019 Transfer	180	0.002	8727852	88.878	
	18/10/2019 Transfer	1042	0.011	8728894	88.889	
	25/10/2019 Transfer	352	0.004	8729246	88.893	
	01/11/2019 Transfer	280	0.003	8729526	88.895	
	08/11/2019 Transfer	187982	1.914	8917508	90.810	
	15/11/2019 Transfer	1134	0.012	8918642	90.821	
	22/11/2019 Transfer	100	0.001	8918742	90.822	
	29/11/2019 Transfer	59	0.001	8918801	90.823	
	06/12/2019 Transfer	1602	0.016	8920403	90.839	
	13/12/2019 Transfer	443	0.005	8920846	90.844	
	20/12/2019 Transfer	1483	0.015	8922329	90.859	
	27/12/2019 Transfer	112	0.001	8922441	90.860	
	31/12/2019 Transfer	1604	0.016	8924045	90.876	
	03/01/2020 Transfer	100	0.001	8924145	90.877	
	10/01/2020 Transfer	200	0.002	8924345	90.879	
	07/02/2020 Transfer	200	0.002	8924545	90.881	
	14/02/2020 Transfer	2239	0.023	8926784	90.904	
	21/02/2020 Transfer	218	0.002	8927002	90.906	
	28/02/2020 Transfer	4800	0.049	8931802	90.955	
	06/03/2020 Transfer	1936	0.020	8933738	90.975	
	13/03/2020 Transfer	292	0.003	8934030	90.978	
	20/03/2020 Transfer	702	0.007	8934732	90.985	
	c) At the End of the Year			8934732	90.985	
	8	LUND & BLOCKLEY PVT. LTD				
		a) At the Beginning of the Year	82190	0.837		
b) Changes during the year		[NO CHANGES DURING THE YEAR]				
c) At the End of the Year				82190	0.837	
9	MAYUR BARTER PRIVATE LIMITED					
	a) At the Beginning of the Year	139549	1.421			
	b) Changes during the year	[NO CHANGES DURING THE YEAR]				
	c) At the End of the Year			139549	1.421	
10	POOJA JHAVER					
	a) At the Beginning of the Year	100	0.001			
	b) Changes during the year	[NO CHANGES DURING THE YEAR]				
	c) At the End of the Year			100	0.001	

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11	PRAGYA BHARTIA BARWALE				
	a) At the Beginning of the Year	100	0.001		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			100	0.001
12	SAJANI DEVI BHARTIA				
	a) At the Beginning of the Year	150	0.002		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			150	0.002
13	SUKHVARSHA DISTRIBUTORS PVT. LTD				
	a) At the Beginning of the Year	13433	0.137		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			13433	0.137
14	UMA SHANKAR BHARTIA				
	a) At the Beginning of the Year	1402	0.014		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1402	0.014
T O T A L		7331930	74.663	9336662	95.078

(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	KAVITA COMMERCIAL PVT. LTD.				
	a) At the Beginning of the Year	43335	0.441		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			43335	0.441
2	SHOBHANA COMMERCIAL (P) LTD				
	a) At the Beginning of the Year	32535	0.331		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			32535	0.331
3	SHYAMSUNDER KISANGOPAL LAKHANI				
	a) At the Beginning of the Year	3316	0.034		
	b) Changes during the year				
	Date Reason				
	26/04/2019 Transfer	-300	0.003	3016	0.031
	21/06/2019 Transfer	1674	0.017	4690	0.048
c) At the End of the Year			4690	0.048	
4	PRITI K CHANDAK				
	a) At the Beginning of the Year	3100	0.032		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			3100	0.032
5	CHANDI PRASAD BHARTIA				
	a) At the Beginning of the Year	2850	0.029		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2850	0.029

HINDUSTAN WIRES LIMITED

6	KRISHNAGOPAL M CHANDAK				
	a) At the Beginning of the Year	2500	0.025		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2500	0.025
7	HITESH RAMJI JAVERI				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	07/06/2019 Transfer	1599	0.016	1599	0.016
	26/07/2019 Transfer	401	0.004	2000	0.020
c) At the End of the Year			2000	0.020	
8	DELHI GYMKHANA CLUB LTD				
	a) At the Beginning of the Year	1960	0.020		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1960	0.020
9	RAMESH VASANTRAO TIPNIS				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
23/08/2019 Transfer	1462	0.015	1462	0.015	
c) At the End of the Year			1462	0.015	
10	KAVITA KAJARIA				
	a) At the Beginning of the Year	1420	0.014		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1420	0.014
11	ANIRUDHA BUBNA TRUST				
	a) At the Beginning of the Year	58147	0.592		
	b) Changes during the year				
	Date Reason				
31/05/2019 Transfer	-58147	0.592	0	0.000	
c) At the End of the Year			0	0.000	
12	CHIRANJILALJI FINANCE LIMITED				
	a) At the Beginning of the Year	395000	4.022		
	b) Changes during the year				
	Date Reason				
31/05/2019 Transfer	-395000	4.022	0	0.000	
c) At the End of the Year			0	0.000	
13	LIFE INSURANCE CORPORATION OF INDIA				
	a) At the Beginning of the Year	187992	1.914		
	b) Changes during the year				
	Date Reason				
05/11/2019 Transfer	-187792	1.912	200	0.002	
c) At the End of the Year			200	0.002	

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14	M.PRASAD & CO LIMITED				
	a) At the Beginning of the Year	334385	3.405		
	b) Changes during the year				
	Date Reason				
	31/05/2019 Transfer	-334385	3.405	0	0.000
c) At the End of the Year			0	0.000	
15	MAHENDRA GIRDHARILAL WADHWANI				
	a) At the Beginning of the Year	61573	0.627		
	b) Changes during the year				
	Date Reason				
	31/05/2019 Transfer	-61000	0.621	573	0.006
	21/06/2019 Transfer	61000	0.621	61573	0.627
	30/08/2019 Transfer	-912	0.009	60661	0.618
	27/09/2019 Transfer	-60661	0.618	0	0.000
c) At the End of the Year			0	0.000	
16	MANJU BHALOTIA MANJU				
	a) At the Beginning of the Year	141176	1.438		
	b) Changes during the year				
	Date Reason				
	31/05/2019 Transfer	-141176	1.438	0	0.000
c) At the End of the Year			0	0.000	
17	R.A.S. ASSOCIATES LIMITED				
	a) At the Beginning of the Year	388085	3.952		
	b) Changes during the year				
	Date Reason				
	31/05/2019 Transfer	-388085	3.952	0	0.000
c) At the End of the Year			0	0.000	
18	RAJENDRA PRASAD BUBNA BUBNA				
	a) At the Beginning of the Year	48800	0.497		
	b) Changes during the year				
	Date Reason				
	31/05/2019 Transfer	-48800	0.497	0	0.000
c) At the End of the Year			0	0.000	
19	THE METHONI TEA CO. LTD				
	a) At the Beginning of the Year	194000	1.976		
	b) Changes during the year				
	Date Reason				
	31/05/2019 Transfer	-194000	1.976	0	0.000
c) At the End of the Year			0	0.000	
20	UNITED INDIA INSURANCE COMPANY LIMITED				
	a) At the Beginning of the Year	118729	1.209		
	b) Changes during the year				
	Date Reason				
	21/06/2019 Transfer	-118729	1.209	0	0.000
c) At the End of the Year			0	0.000	

HINDUSTAN WIRES LIMITED

(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	GOBIND RAM GOENKA				
	a) At the Beginning of the Year	1024	0.010		
	b) Changes during the year				
	Date Reason				
	31/12/2019 Transfer	-324	0.003	700	0.007
2	JAGDISH SHARAN BAIJAL				
	a) At the Beginning of the Year	100	0.001		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			100	0.001
	07/02/2020 Transfer	-200	0.002	500	0.005
3	POOJA JHAVER				
	a) At the Beginning of the Year	100	0.001		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			100	0.001
	21/06/2019 Transfer	-536	0.005	50	0.001
4	RAJ KUMAR GUPTA				
	a) At the Beginning of the Year	586	0.006		
	b) Changes during the year				
	Date Reason				
	21/06/2019 Transfer	-536	0.005	50	0.001
5	UMA SHANKAR BHARTIA				
	a) At the Beginning of the Year	1402	0.014		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1402	0.014
	Krishna Murari Lal				
6	a) At the Beginning of the Year	60	0.001		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			60	0.001

V. INDEBTEDNESS :

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

Rs. in Lakhs

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1898.28	—	—	1898.28
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	1898.28	—	—	1898.28
Change in Indebtedness during the financial year	—	—	—	—
Addition	—	—	—	—
Reduction	504.22	—	—	504.22
Net Change Indebtedness	-504.22	—	—	-504.22
At the end of the financial year	—	—	—	—
i) Principal Amount	1394.06	—	—	1394.06
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	1394.06	—	—	1394.06

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	
		Whole Time Director Mr. R.K. Gupta	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (Excluding contribution to Provident Fund)		4012800
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		39600
	(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
	Total (A)		4052400
	Ceiling as the Companies Act, 2013	The ceiling is 5% of the net profit of the Company which is Rs. 19.21 Lakhs. The remuneration of Whole Time Director is subject to approval by members in the forthcoming AGM. 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. Bajjal		
1	Independent Directors : Fee for attending board / committee meetings	1,00,000	1,00,000		2,00,000
	Commission	-	-		-
	Others, please specify	-	-		-
	Total (1)	1,00,000	1,00,000		2,00,000
2	Other Non-Executive Directors Directors :-	Mr. U.S. Bhartia	Mr. G.R. Goenka	Mrs. Pooja Jhaver	
	Fee for attending board / committee meetings	1,00,000	1,00,000	20000	2,20,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	1,00,000	1,00,000	20,000	2,20,000
	Total (B)=(1+2)	2,00,000	2,00,000	20,000	4,20,000
	Total Managerial (A+B) Remuneration				44,72,400
	Overall Ceiling as per the Act	The overall ceiling is 11% of the net profit which is Rs. 42.27 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.			

HINDUSTAN WIRES LIMITED

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	445340	284819
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	27203
	(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 (Gratuity etc.)	600303	Nil
	Total (C)	1045643	312022

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)
A. COMPANY					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
B. DIRECTORS					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

HINDUSTAN WIRES LIMITED

ANNEXURE D 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 2019-20	Name of Related Party (Common Promoter)	Amount including GST
1.	Purchase of goods – Continuous Agreement at market prices. (No Advance)	From India Glycols Ltd.	677.94 Lakhs
2.	Business Support Services - Continuous Agreement at market prices. (No Advance)	To India Glycols Ltd.	42.48 Lakhs
3.	Transport Services etc at market rate. (No Advance)	To India Glycols Ltd.	7.37 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.

Annexure A to D of Directors' Report

For and on behalf of the Board of Directors

R.K. Gupta
Director
DIN : 00423525

U.S. Bhartia
Director
DIN : 00063091

Place: Noida
Date: 11th July, 2020

HINDUSTAN WIRES LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF HINDUSTAN WIRES LIMITED

I. Report on the Audit of Financial Statements for the year ended 31st March, 2020

1. Opinion

- A. We have audited the Financial Statements of **HINDUSTAN WIRES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2020, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its Profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

4. Information Other than the Financial Statements and Auditor's Report thereon

- A. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

- B. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

5. Responsibilities of Management and Those Charged with Governance for the Financial Statements

- A. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) specified under section 133 of company Act. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

HINDUSTAN WIRES LIMITED

- B. In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

6. Auditor's Responsibilities for the Audit of the Financial Statements

- A. Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- i) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - v) Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- C. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- D. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- E. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

II. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.

HINDUSTAN WIRES LIMITED

2. (A) As required by Section 143(3) of the Act, based on our audit we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;
 - 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".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations, if any, on its financial position in its Financial Statements.
 - ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) The company did not have any dues in respect of Investor Education and Protection Fund.
- (C) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act,:
- In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

PLACE: NEW DELHI
DATE: JULY, 11, 2020

For M. L. GARG & CO.
CHARTERED ACCOUNTANTS
FRN 001604N

(MANISH K GARG)
PARTNER
M. NO. 96238
UDIN:20096238AAAACU4739

HINDUSTAN WIRES LIMITED

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph II point 1 under “Report on Other Legal and Regulatory Requirements” section of our report to the members of Hindustan Wires Limited of even date)

- (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, there is no immovable property in the name of company, hence question of title deeds of immovable property in the name of the company does not arise.
- (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, Goods and Service Tax, Customs Duty, 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, 2020 for a period of more than six months from the date they became payable.
 - (c) Accordingly to the records of the company, there was 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 defaulted in repayment of loans or borrowings to 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/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013. However, the same is subject to the approval of members of the company in the forthcoming AGM.

HINDUSTAN WIRES LIMITED

- (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.
- (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 Ind AS.
- (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 CARO 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.

PLACE: NEW DELHI
DATE: JULY, 11, 2020

For M. L. GARG & CO.
CHARTERED ACCOUNTANTS
FRN 001604N

(MANISH K GARG)
PARTNER
M. NO. 96238
UDIN:20096238AAAACU4739

HINDUSTAN WIRES LIMITED

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph II point 2 A (f) under “Report on Other Legal and Regulatory Requirements” section of our report to the members of Hindustan Wires Limited 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”)

Opinion

We have audited the internal financial controls over financial reporting of **HINDUSTAN WIRES LIMITED** (“the Company”) as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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, 2020, 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 Accountants of India.

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 judgment, 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

HINDUSTAN WIRES LIMITED

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.

PLACE: NEW DELHI
DATE: JULY, 11, 2020

For M. L. GARG & CO.
CHARTERED ACCOUNTANTS
FRN 001604N

(MANISH K GARG)
PARTNER
M. NO. 96238
UDIN:20096238AAAACU4739

HINDUSTAN WIRES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2020

(₹ in lakhs)

Particulars	Note No.	As at 31.03.2020	As at 31.03.2019
ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment	2	32.23	20.07
(b) Financial Assets			
- Investments	3	138.35	181.12
- Other Financial Assets	4	1.68	2.45
(c) Deferred Tax Assets (Net)	5	318.37	104.53
(d) Other Non-current Assets		-	-
Total Non-Current Assets		490.63	308.17
(2) Current Assets			
(a) Inventories	6	-	-
(b) Financial Assets			
- Investments	7	2,316.90	2,413.39
- Trade Receivables	8	46.42	25.40
- Cash and Cash Equivalents	9	11.81	16.80
- Loans	10	3,146.19	3,375.66
(c) Current Tax Assets (Net)	11	23.41	10.52
(d) Other current Assets	12	5.65	4.96
Total Current Assets		5,550.38	5,846.73
TOTAL ASSETS		6,041.01	6,154.90
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	13	982.00	982.00
(b) Other Equity	14	3,613.15	3,228.87
Total Equity		4,595.15	4,210.87
LIABILITIES			
(1) Non-current Liabilities			
Provisions	15	8.24	5.47
Total Non-Current Liabilities		8.24	5.47
(2) Current Liabilities			
(a) Financial Liabilities			
- Borrowings	16	1,394.06	1,898.28
- Trade Payables	17		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		29.72	20.72
- Other Financial Liabilities	18	6.16	2.80
(b) Other current Liabilities	19	2.73	7.84
(c) Provisions	20	4.95	8.92
Total Current Liabilities		1,437.62	1,938.56
TOTAL EQUITY AND LIABILITIES		6,041.01	6,154.90

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

(U.S. Bhartia)
Director
DIN - 00063091

Place: NEW DELHI
Date: 11.07.2020

HINDUSTAN WIRES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

Particulars	Note No.	Year ended March 31, 2020	Year ended March 31, 2019
i. Revenue from Operations	21	750.28	586.16
ii. Other income	22	339.52	196.91
III. Total Income (I+II)		1,089.80	783.07
IV. Expenses :			
Cost of Materials consumed	23	-	64.74
Purchases of Stock-in-trade		588.60	346.08
Employee benefits expense	24	90.81	106.67
Finance costs	25	141.07	29.48
Depreciation	2	4.22	7.22
Other Expenses	26	116.46	132.15
Total Expenses		941.16	686.34
V. Profit / (Loss) before Exceptional Items and Tax (III-IV)		148.64	96.73
VI. Exceptional items : Income/(Expenses)	27	(30.08)	3,740.95
VII. Profit / (Loss) before Tax (V+VI)		118.56	3,837.68
VIII. Tax Expense :			
1 Current Tax		43.37	850.73
2 Mat Credit Entitlement for earlier years	28	(306.87)	-
3 Income Tax for earlier years		3.17	-
4 Deferred Tax Charged / (Credit)		54.68	50.34
IX. Profit / (Loss) for the Year (VII-VIII)		324.21	2,936.61
X. Other Comprehensive Income :			
Items that will not be reclassified to Profit or Loss:			
- Re-measurement Losses / (profit) on Defined Benefit Plans		(0.28)	0.27
- Less: income tax pertaining to Re-measurement losses / Profit on Defined Benefit Plans		0.08	(0.08)
Items that will be reclassified to Profit or Loss:			
Changes in Fair Value of debt Instruments (OCI)		127.69	113.39
Less: Reclassified to profit or loss from OCI on redemption of Investments		(44.19)	-
Less: income tax pertaining to fair value changes in above investment		(23.23)	(26.42)
Total Other Comprehensive Income		60.07	87.16
XI. Total Comprehensive Income for the Year (IX+X)		384.28	3,023.77
XII. Earnings per Equity Share			
Basic and Diluted (in Rs.)		3.30	29.70

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

(U.S. Bhartia)
Director
DIN - 00063091

Place: NEW DELHI
Date: 11.07.2020

HINDUSTAN WIRES LIMITED

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2020

(₹ in lakhs)

	For the year ended March 31, 2020		For the year ended March 31, 2019	
A. Cash flow from operating activities				
Profit before tax		118.56		3,837.68
Adjustments for :				
Depreciation	4.22		7.22	
(Gain)/loss on disposal of property, plant and equipments	(9.82)		(3,740.95)	
Finance cost	141.07		29.48	
Interest income	(336.21)		(259.84)	
Dividend income	(7.80)		(2.60)	
Provision for gratuity	(1.95)		2.77	
Loss on sale of mutual fund	2.56		-	
Increase/decrease in fair value of Investments	42.77		112.84	
		(165.16)		(3,851.08)
Operating profit before working capital changes		(46.60)		(13.40)
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	-		7.54	
Trade receivables	(21.02)		9.80	
Other current assets	(0.69)		3.16	
Other non-Current assets	0.77		111.99	
Loans (current & non-current)	229.47		(2,440.76)	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	9.00		(2.43)	
Other current financial liabilities	3.36		(6.34)	
Other current liabilities	(5.11)		4.33	
Current provisions	(3.97)		7.68	
Non-current provisions	4.45		(8.96)	
		216.26		(2,313.99)
Cash generated from operations		169.66		(2,327.39)
Income tax paid		(44.25)		(854.56)
Net cash flow (used) / from operating activities (A)		125.41		(3,181.95)
B. Cash flow from investing activities				
Capital expenditure on Property, Plant & Equipments	(18.61)		(2.39)	
Proceeds from sale of Property, Plant & Equipments	12.05		3,892.90	
Purchase /sale of Current Investments(Net)	177.44		(2,300.00)	
Interest income on Loans	336.21		259.84	
Dividend income	7.80		2.60	
Movement in bank balances not considered as cash and cash equivalents	-		130.00	
Net cash flow from / (used in) investing activities (B)		514.89		1,982.95
C. Cash flow from financing activities				
Proceeds from long-term and Short-term borrowings	(504.22)		1,730.77	
Repayment of Preference share capital	-		(490.00)	
Finance Cost	(141.07)		(29.48)	
Dividend Paid (including Dividend Distribution Tax)	-		(20.12)	
Net cash flow from / (used in) financing activities (C)		(645.29)		1,191.17
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(4.99)		(7.83)
Cash and cash equivalents at the beginning of the year		16.80		24.63
Cash and cash equivalents at the end of the year		11.81		16.80

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

(MANISH K GARG)
Partner
M. NO. 96238

(Preeti Sharma)
Company Secretary

For and on behalf of the Board of Directors

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

(U.S. Bhartia)
Director
DIN - 00063091

Place: NEW DELHI
Date: 11.07.2020

HINDUSTAN WIRES LIMITED

STATEMENT OF CHANGES IN EQUITY (SOCE) FOR THE YEAR ENDED 31ST MARCH, 2020

A. Equity Share capital

(₹ in lakhs)

Particulars	Balance as at 1st April 2019	Change during the year 2019-20	Balance as at 31st March 2020
ISSUED, SUBSCRIBED AND FULLY PAID UP			
Equity Shares 98,20,000 of Rs. 10/- each fully paid up	982.00	-	982.00
Total	982.00		982.00

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		
As at 31st March, 2018	252.10	3.42	32.00	138.97	0.98	427.47
Profit for the year ended 31st March 2019				2,936.61		2,936.61
Re-measurement of net Defined Benefit Plans					0.19	0.19
Other Comprehensive income increased due to Fair value gain in Debt Instruments (Investments in MF)(net of tax)					86.97	86.97
Equity Component of Preference Shares reversed on Redemption	(252.10)					(252.10)
Adjustment of financial Liabilities net of Deferred Tax assets				49.85		49.85
Transfer from retained earning			490.00	(490.00)		-
Dividend on cumulative Preference shares along with Dividend distribution Tax				(20.12)		(20.12)
As at 31st March, 2019	-	3.42	522.00	2,615.31	88.14	3,228.87
Profit for the year ended 31st March 2020	-	-	-	324.21		324.21
Re-Measurement of net defined benefit plan					(0.20)	(0.20)
Other Comprehensive income increased due to Fair value gain in Debt Instruments (Investments in MF)(net of tax and reclassification)					60.27	60.27
As at 31st March 2020	-	3.42	522.00	2,939.52	148.21	3,613.15

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

(U.S. Bhartia)
Director
DIN - 00063091

Place: NEW DELHI
Date: 11.07.2020

HINDUSTAN WIRES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020

Note No.	Particulars
1	Company Overview, Basis of Preparation and Significant Accounting Policies
1.1	Company Overview
	<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. The Company’s registered office is at 5th Floor, 3A, Shakespeare Sarani, Kolkata-70071.</p> <p>These financial statements were authorized for issuance by the board of directors of the company in their meeting held on July 11, 2020</p>
1.2	Basis of Preparation of financial statements
(A)	Statement of Compliance
	<p>These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.</p>
(B)	Basis of measurement
	<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>
(C)	Functional and Presentation Currency
	<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 (up to two decimals), except as stated otherwise.</p>
(D)	Use of Estimates
	<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>
(E)	Current and non-current classification
	<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">• Expected to be realized or intended to be sold or consumed in normal operating cycle;• Held primarily for the purpose of trading;• Expected to be realized within twelve months after the reporting period; or• 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. <p>A liability is current when:</p> <ul style="list-style-type: none">• It is expected to be settled in normal operating cycle;• It is held primarily for the purpose of trading;• It is due to be settled within twelve months after the reporting period; or• There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period. <p>All other liabilities are classified as non-current.</p>

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Note No.	Particulars
1.3 Significant Accounting Policy	
(A) Property Plant & Equipment	
A.1 Initial recognition and measurement	
	<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 & 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>
A.2 Subsequent Costs	
	<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>
A.3 De-recognition	
	<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>
A.4 Depreciation / amortization	
	<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) Capital work-in-progress	
	<p>The cost of self-constructed assets includes the cost of materials & 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>
(C) Inventories	
	<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>

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Note No.	Particulars
(D) Cash and Cash Equivalents	
	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.
(E) Financial Instruments	
	Initial recognition
	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.
	Subsequent measurement
	Non derivative financial instruments
	(i) Financial assets carried at amortized cost: 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.
	(ii) Financial assets carried at fair value through other comprehensive income (FV) 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.
	(iii) Financial assets carried at fair value through profit or loss (FVTPL): A financial asset which is not classified in any of the above categories is subsequently measured at fair value through profit or loss.
	(iv) Financial liabilities: 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.
(F) Compound financial instruments	
	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.
	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.
(G) Impairment	
	(i) Financial assets
	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.
	(ii) Non –Financial assets
	Tangible and intangible assets
	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.

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Note No.	Particulars
(H) Fair value measurement	<p>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.:</p> <p>Level 1 – Quoted prices in active markets.</p> <p>Level 2 – Input other than quoted prices included within Level 1 that are observable, either directly or indirectly.</p> <p>Level 3 – Input that are not based on observable market data.</p>
(I) Provisions, Contingent Liabilities and Contingent Assets	<p>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.</p> <p>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.</p>
(J) Revenue Recognition	<p>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.</p> <p>Income in respect of renting immovable property/warehousing services and financial services etc are recognized in term of the respective agreements on accrual basis.</p> <p>Dividend income is recognized when the right to receive the income is established.</p> <p>Interest income is recognized, on time proportion basis taking amount involved and the rate of interest as agreed.</p>
(K) Foreign Currency Conversions/Transactions	<p>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.</p>

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Note No.	Particulars
(L) Income Taxes	
	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.
a) Current Tax	
	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) Deferred Tax	
	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.
(M) Employee Benefits	
M.1. Short Term Employee Benefits	
	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.
M.2 Post-Employment benefits	
	Employee benefit that are payable after the completion of employment are Post Employment Benefit (other than termination benefit). These are of two types:
M.2.1 Defined contribution plans	
	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.
M.2.2 Defined benefit plans	
	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 benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have

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Note No.	Particulars
	<p>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>
(N)	Borrowing Cost <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>
(O)	Earnings Per Share <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>
(P)	Leases <p>Accounting for finance leases</p> <p>The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset.</p> <p>The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the period of lease term.</p> <p>The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the incremental borrowing rate of the company.</p> <p>For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.</p>

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(₹ in lakhs)

Note No.	Particulars							
2. PROPERTY, PLANT AND EQUIPMENT								
	Freehold Land	Buildings	Plant , Computer and A.C. Equipments	Mobile Gas Tankers with Vehicles	Furniture's and Fixtures	Office Equipments	Vehicles	Total
Gross Block :								
As at March 31, 2018	5.79	109.99	138.28	149.35	6.97	4.09	30.09	444.56
Additions	-	-	1.08	-	0.41	0.30	0.60	2.39
Disposals	5.79	109.99	131.51	-	0.91	1.91	1.29	251.40
As at March 31, 2019	-	-	7.85	149.35	6.47	2.48	29.40	195.55
Additions	-	-	0.39	-	-	-	18.22	18.61
Disposals	-	-	0.28	44.08	-	-	-	44.36
As at March 31, 2020	-	-	7.96	105.27	6.47	2.48	47.62	169.80
Accumulated Depreciation :								
As at March 31, 2018	-	69.65	84.23	141.88	6.05	3.89	17.01	322.71
Charge for the Year	-	1.01	2.78	-	0.08	0.03	3.32	7.22
Disposals	-	70.66	80.83	-	0.54	1.82	0.60	154.45
As at March 31, 2019	-	-	6.18	141.88	5.59	2.10	19.73	175.48
Charge for the Year	-	-	0.58	-	0.07	0.05	3.52	4.22
Disposals	-	-	0.26	41.87	-	-	-	42.13
As at March 31, 2020	-	-	6.50	100.01	5.66	2.15	23.25	137.57
Net Carrying Amount								
As at March 31, 2019	-	-	1.67	7.47	0.88	0.38	9.67	20.07
As at March 31, 2020	-	-	1.46	5.26	0.81	0.33	24.37	32.23

As at 31.03.2020		As at 31.03.2019	
Numbers	Amount	Numbers	Amount

3.	INVESTMENTS [NON-CURRENT (<i>Other than Trade</i>)] Investment in Equity Shares: (Quoted) (At fair value through P & L) :				
	India Glycols Limited	65,000	138.35	65,000	181.12
	Aggregate amount of quoted investments		138.35		181.12
	Market Value of quoted investments		138.35		181.12
			<u>As at 31.03.2020</u>	<u>As at 31.03.2019</u>	
4.	OTHER NON-CURRENT FINANCIAL ASSETS				
	Security Deposits: (Unsecured Considered good)		1.68	2.45	
	Total		<u>1.68</u>	<u>2.45</u>	
5.	DEFERRED TAX ASSETS (NET)				
	Deferred Tax (Liability) / Asset - Net		318.37	104.53	
	Total		<u>318.37</u>	<u>104.53</u>	
6.	INVENTORIES (Valued at lower of cost or net realisable value)				
	Raw Materials / Stock-in-trade		-	-	
	Total		<u>-</u>	<u>-</u>	

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				(₹ in lakhs)	
Note No.	Particulars	As at 31.03.2020	As at 31.03.2019		
7.	INVESTMENTS :				
	Investment in Mutual Funds : (Unquoted)				
	(At fair value through OCI) :				
	Axis Strategic Bond Fund	563.40	524.00		
	Franklin India Low Duration fund	-	844.19		
	Franklin India Low Duration fund- Segregated Portfolio 1	-	-		
	Franklin India Low Duration fund- Segregated Portfolio 2	-	-		
	Kotak Low Duration Fund	1,126.54	1,045.20		
	ICICI Prudential Short Term Fund	313.36	-		
	IDFC Dynamic Bond Fund	156.82	-		
	SBI Dynamic Bond Fund	156.78	-		
	Total	2,316.90	2,413.39		
	Aggregate amount of unquoted investments	2,316.90	2,413.39		
	Note: The Investment of Rs. 8.00 Crores in Franklin India Low Duration Debt Fund was redeemed on 12th March 2020. However the said Fund had side pocketed their investment at zero value in Vodafone Idea Ltd by segregating the investment under Two portfolios of 3883136.99 units each. The receipt of Income, if any, from these two segregated portfolios will be accounted for in the year of receipt.				
8.	TRADE RECEIVABLES (Unsecured)				
	Considered Good	46.42	25.40		
	Total	46.42	25.40		
9.	CASH & CASH EQUIVALENTS				
	Cash in hand	2.97	1.68		
	Balances with Bank In Current Accounts	8.84	15.12		
	Total	11.81	16.80		
10.	LOANS				
	Unsecured, Considered Good :				
	Others	3,146.19	3,375.66		
	Total	3,146.19	3,375.66		
11.	CURRENT TAX ASSETS (NET)				
	Advance Tax / T.D.S.	23.41	10.52		
	Total	23.41	10.52		
12.	OTHER CURRENT ASSETS				
	Balances with Government Authorities	-	0.65		
	Advance to Suppliers	0.08	-		
	Prepaid Expenses	2.13	3.09		
	Others	3.44	1.22		
	Total	5.65	4.96		

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(₹ in lakhs)

Note No.	Particulars	As at 31.03.2020	As at 31.03.2019
13.	SHARE CAPITAL		
a.	Authorised:		
	(i) Equity Shares- 10000000 of Rs. 10 each with voting rights	1,000.00	1,000.00
	(ii) 468000 15% Redeemable non- Cumulative Preference Shares of Rs. 100 each.	468.00	468.00
	(iii) 32000 15% Redeemable Cumulative Preference Shares of Rs. 100 each.	32.00	32.00
	Total	1,500.00	1,500.00
b.	Issued, subscribed and fully paid up :		
	Equity Shares- 9820000 of Rs. 10 each with voting rights :		
	Balance at the beginning of the year	982.00	982.00
	Change in Equity Share Capital during the year	-	-
	Balance at the end of the reporting year	982.00	982.00
c.	Reconciliation of the number of Shares outstanding :		
	Shares outstanding as at the beginning of the year	9,820,000	9,820,000
	changes during the year	-	-
	shares outstanding as at the end of the year	9,820,000	9,820,000

d. Details of Shareholdings more than 5% shares :

Name of Shareholder	As at 31.03.2020		As at 31.03.2019	
	No. of shares held	% held	No. of shares held	% held
(a) Kashipur Holdings Ltd (Holding Co.)	8934732	90.98	6930000	70.57

14 OTHER EQUITY

Particulars	Equity Component of Redeemable Cumulative/ Non-Cumulative preference shares	Reserve and Surplus			Other Comp- prehensive Income	Total Other Equity
		Capital Reserve	Capital Redemption Reserve	Retained Earnings		
As at 31st March 2018	252.10	3.42	32.00	138.97	0.98	427.47
Profit for the year ended 31st March 2019				2,936.61		2,936.61
Re-Measurement of net defined benefit plans					0.19	0.19
Other Comprehensive income increased due to Fair value gain in Debt Instruments (Investments in MF)(net of tax)					86.97	86.97
Equity Component of Preference Shares reversed on Redemption	(252.10)					(252.10)
Adjustment of Financial Liabilities net of Deferred Tax Asset				49.85		49.85
Transfer from Retained Earning			490.00	(490.00)		-
Dividend on cumulative Preference shares along with Dividend distribution Tax				(20.12)		(20.12)
As at 31st March 2019	-	3.42	522.00	2,615.31	88.14	3,228.87
Profit for the year ended 31st March 2020				324.21		324.21
Re-Measurement of net defined benefit plans					(0.20)	(0.20)
Other Comprehensive income increased due to Fair value gain in Debt Instruments (Investments in MF)(net of tax and reclassification)					60.27	60.27
As at 31st March 2020	-	3.42	522.00	2,939.52	148.21	3,613.15

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		(₹ in lakhs)	
Note No.	Particulars	As at 31.03.2020	As at 31.03.2019
15.	PROVISION (NON CURRENT)		
	Provision for Employee Benefits	8.24	5.47
	Total	8.24	5.47
16.	BORROWINGS (CURRENT)		
	Loan against Investment Securities:		
	ICICI Bank Ltd	1,394.06	1,218.28
	HDFC Bank Ltd	-	680.00
	Total	1,394.06	1,898.28
17.	TRADE PAYABLES		
	Payable to Micro and Small Enterprises	-	-
	Payable to Others	29.72	20.72
	Total	29.72	20.72
18.	OTHER FINANCIAL LIABILITIES (CURRENT)		
	Other payables	6.16	2.80
	Total	6.16	2.80
19.	OTHER CURRENT LIABILITIES		
	Statutory Liabilities Payable	2.73	7.84
	Total	2.73	7.84
20.	PROVISIONS (CURRENT)		
	Provision for Employee Benefits	4.95	8.92
	Total	4.95	8.92
		Year ended 31-Mar-20	Year ended 31-Mar-19
21.	REVENUE FROM OPERATIONS		
	Sale of Industrial Gas Manufacturing	-	95.32
	Sale of Industrial Gas Trading	734.75	481.22
	Total Sales	734.75	576.54
	Cylinder Testing Charges received	-	1.25
	Income from Transport Services	7.73	5.77
	Dividend received	7.80	2.60
	Total	750.28	586.16
22.	OTHER INCOME		
	Interest	336.21	259.84
	Rent and Storage Charges	-	14.85
	Income from Business Support Services	36.00	31.50
	Gain on sale of Fixed Assets	9.82	-
	Excess provision / Liabilities no longer required written back	0.02	0.22
	Fair Value changes in Investments-Gain / (Loss) :	(42.77)	(112.84)
	Miscellaneous receipts	0.24	3.34
	Total	339.52	196.91

HINDUSTAN WIRES LIMITED

			(₹ in lakhs)		
Note No.	Particulars	Year ended 31-Mar-20	Year ended 31-Mar-19		
23.	COST OF RAW MATERIAL CONSUMED				
	Opening Stock	-	7.54		
	Add: Purchases	-	57.20		
		-	64.74		
	Less: Closing Stock	-	-		
	Total	-	64.74		
24.	EMPLOYEE BENEFITS EXPENSE				
	Salaries and Wages	77.09	89.14		
	Contribution to Provident & Other Funds	5.80	5.74		
	Employees Welfare Expenses	7.92	11.79		
	Total	90.81	106.67		
25.	FINANCE COSTS				
	Interest paid to Bank	140.93	29.26		
	Interest paid to Others	0.14	0.22		
	Total	141.07	29.48		
26.	OTHER EXPENSES				
	Running & Maintenance Expenses of Mobile Gas Tankers	60.11	67.02		
	Auditors Remuneration (refer Note no. 26A)	1.40	1.30		
	Test Shop Expenses	-	0.10		
	Consumption of Stores and Spares	-	0.82		
	Directors' Sitting Fees	4.20	5.30		
	Insurance	2.31	2.32		
	Legal, Professional and Consultancy Charges	12.95	7.33		
	Power and Fuel	3.68	4.82		
	Vehicle Running and Hire Charges	3.99	4.61		
	Rates and Taxes	1.99	4.31		
	Repairs- Plant and Machinery / Computers	1.45	1.11		
	Repairs & Maintenance - Others	3.42	2.84		
	Tax Audit Fee	-	0.30		
	Loss on Sale of investment	2.56	-		
	Other Expenses	18.40	29.97		
	Total	116.46	132.15		
26A.	AUDITORS REMUNERATION				
	Statutory Audit Fee	1.00	1.00		
	Tax Audit Fee	0.30	-		
	Limited Review	0.10	0.30		
	Total	1.40	1.30		

HINDUSTAN WIRES LIMITED

			(₹ in lakhs)		
Note No.	Particulars	Year ended 31-Mar-20	Year ended 31-Mar-19		
27.	EXCEPTIONAL ITEMS : Income / (Expenses)				
	Expenses for De-listing of Equity Shares	(30.08)		3,740.95	
	(Previous year:- gain on Sale of Property, Plant & Equipments including land & Buildings)				
	Total	(30.08)		3,740.95	
28.	The Company has recognised Mat credit entitlement for Rs. 306.87 lakhs pertaining to earlier years as per Income tax returns and utilised Rs. 15.20 lakhs Mat Credit as Company has earned Taxable Income in the current year and is liable to pay tax as per normal Income tax rate.				
29.	DISCLOSURE AS PER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006				
	The Amount due to units covered under “The Micro Small & Medium enterprises Development Act 2006 is Rs. Nil. (Previous year Rs. Nil)				
30.	DIVIDEND				
	Board of Directors have not proposed any Dividend on Equity Shares for the Financial Year 2019-20 & previous year 2018-19				
31.	EARNINGS PER SHARE (EPS)				
	a) Profit for the year attributable to Equity Shareholders	324.21		2,916.49	
	(Previous year:- profit is after providing dividend of Rs.20.12 Lakhs on Cumulative Preference shares)				
	b) Weighted average number of Equity Shares	9,820,000		9,820,000	
	for Basic and Diluted EPS				
	c) Earnings per share				
	- Basic	3.30		29.70	
	- Diluted	3.30		29.70	
32.	COMPONENTS OF OTHER COMPREHENSIVE INCOME (OCI)				
	Gain/(Loss) on FVTOCI financial assets	(0.28)		0.27	
	Deferred Tax effect on Re-measurement Cost	0.08		(0.08)	
	Total	(0.20)		0.19	
				As at	As at
				31.03.2020	31.03.2019
33.	CONTINGENT LIABILITIES				
	(to the extent not provided for in Financial Statement)				
	Other contingent liabilities				
	Claims against the company not acknowledged as debt	-		44.36	
	Claim/demands from owner of the rented property in Kolkata which are under litigation-amount not ascertainable.	-		-	
		-		44.36	

It is not possible to predict the outcome of the pending litigation with accuracy, the Company based on legal opinions feels, that it has meritorious defense to the claims. The management believe that pending cases 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.

HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars
34.	Investment in equity shares (Non current) have been classified as "Fair value through profit & loss" under Ind-AS and the fair value change of the debt instruments (Current Investments) measured at fair value through Other comprehensive income is recognised in Debt instruments through Other Comprehensive Income. Upon derecognition, the cumulative fair value changes on the said instruments will be reclassified in the Statement of Profit and Loss.

35. RELATED PARTIES DISCLOSURES

(i) Relationships :

a) Holding Company

- 1 Kashipur Holdings Limited

b) Key Management Personnel (KMP):

1. Mr. R.K.Gupta (Executive Director)
2. Mr. Sita Ram Sharma (Chief Financial officer)
3. Mrs. Preeti Sharma (Company Secretary)

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 IGL Finance Ltd (IGLF)

(ii) The following transactions were carried out with related parties in the ordinary course of business.

Nature of Transactions	Holding Company	Other Related Parties	TOTAL
Loans given to - IGL IPL	-	310.00	310.00
		(910.00)	(910.00)
Loans given to - IGL	-	1,350.00	1,350.00
		(1,500.00)	(1,500.00)
Refund received of Loans given to - IGL IPL		20.00	20.00
		-	-
Refund received of Loans given to - IGL		1,350.00	1,350.00
		(600.00)	(600.00)
Transport Services etc to - IGL		7.37	7.37
		(4.20)	(4.20)
Business Support Services to - IGL		42.48	42.48
		(37.17)	(37.17)
Interest Income from - IGL IPL		219.12	219.12
		(136.52)	(136.52)
Interest Income from - IGL		115.84	115.84
		(26.33)	(26.33)
Purchases of Goods from IGL		677.94	677.94
		(474.18)	(474.18)
Dividend Income from - IGL		7.80	7.80
		(2.60)	(2.60)
Redemption of redeemable Preference Shares - IGLF		-	-
		(490.00)	(490.00)
Dividend paid on Cumulative Redeemable Preference Shares - IGLF		-	-
		(16.69)	(16.69)

HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars	2019-20	2018-19
(iii)	Remuneration paid to Key Managerial Personnel		
	Remuneration paid	60.79	54.41

36. 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, 2020	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2019
I. Change in the Present Value of Obligation				
1) Present Value of Defined Benefit Obligation at the beginning of the year	4.73	3.37	9.66	9.45
2) Current Service cost	1.75	1.68	2.21	2.07
3) Interest Expense or cost	0.32	0.25	0.67	0.70
4) Re-measurement (or actuarial) (gain) / loss arising from:				
- change in demographic assumptions	-	-	-	-
- change in financial assumptions	-	-	-	-
- experience variance (i.e. actual experience vs. assumptions)	-	-	-	-
5) Total Actuarial (Gain) /Loss ,on obligation	(0.44)	(0.21)	0.28	(0.27)
6) Benefit Paid	(0.89)	(0.36)	(5.11)	(2.29)
7) Present Value of Obligation as at the end of year	5.47	4.73	7.71	9.66
II. Change in the Fair Value of Plan Assets				
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	-	-	-	-
III. Expenses recognised in the Statement of Profit & Loss Account				
1) Service cost	1.75	1.68	2.21	2.07
2) Net interest (income) / cost on the Net Defined Benefit Liability (Asset)	0.32	0.25	0.67	0.70
3) Net Actuarial (Gain) /Loss ,recognised in the period	(0.44)	(0.21)	0.28	(0.26)
4) Expenses recognised in the income Statement	1.63	1.72	3.16	2.51

HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars				
Particulars	Leave Encashment (Non Funded)		Gratuity (Non Funded)		
	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2019	
IV Other Comprehensive Income					
1) Actuarial (Gains) / Losses	-	-	(0.28)	0.27	
- change in demographic assumptions	-	-	-	-	
- change in financial assumptions	-	-	-	-	
- experience variance (i.e. actual experience vs. assumptions)	-	-	-	-	
2) Return on Plan Assets, excluding amount recognised in net interest Expense	-	-	-	-	
3) Components of Defined Benefit costs recognised in Other comprehensive income	-	-	(0.28)	0.27	
V. Actuarial Assumptions					
1) Discount Rate	6.49%	6.96%	6.49%	6.93%	
2) Expected rate of return on Plan Assets	7.40%	7.40%	7.40%	7.40%	
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	(0.35)	(0.35)	(0.35)	(0.35)	

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			
	31st March 2020		31st March 2019	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 0.50%)	0.01	(0.01)	0.03	(0.03)
Salary Growth Rate (- / + 0.50%)	(0.01)	0.01	(0.03)	0.03
Particulars	Gratuity			
	31st March 2020		31st March 2019	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 0.50%)	0.11	(0.10)	0.11	(0.10)
Salary Growth Rate (- / + 0.50%)	(0.10)	0.10	(0.10)	0.10

(b) Defined Contribution Plans

Employer's contributions to Provident and other Funds charged off during the year ended 31st March, 2020 of Rs.5.80 Lakhs (Previous Year : Rs.5.74 Lakhs) has been included under the head Employee Benefits Expense.

HINDUSTAN WIRES LIMITED

Note No.	Particulars	Year ended 31-Mar-20	Year ended 31-Mar-19
(₹ in lakhs)			
37.	INCOME TAX		
	(A) Amounts recognised in Statement of Profit and Loss		
	Current Tax	43.37	850.73
	Adjustments in respect of current income tax of earlier year	3.17	-
	MAT credit Entitlement	(306.87)	-
	Total	(260.33)	850.73
	Deferred Tax		
	- Relating to Origination and Reversal of Temporary Differences	54.68	50.34
	Income Tax Expense Reported in the Statement of Profit or Loss	(205.65)	901.07
	(B) Income Tax recognised in Other Comprehensive Income		
	Current Income Tax on Re-measurement Losses on Defined Benefit Plans	0.08	(0.08)
	Current Income Tax on Fair value of debt Instruments	(23.23)	(26.42)
	Total	(23.15)	(26.50)
	(C) Reconciliation of Effective Tax Rate		
	Profit before Tax	118.56	3,837.68
	Tax using the domestic tax rate	43.37	850.73
	MAT Credit Entitlements	(306.87)	-
	Adjustments in respect of current income tax of earlier year	3.17	-
	Non-deductible tax expenses	54.68	50.34
	Reported Income Tax Expense	(205.65)	901.07
	(D) Deferred Tax Assets (Net)		
	Deferred Tax Liabilities		
	Income tax at the applicable rate on the difference between the aggregate book written down value of Property, Plant and Equipment	(3.87)	(0.84)
		(3.87)	(0.84)
	Deferred Tax Assets		
	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	3.67	4.19
	-MAT Credit Entitlements	391.34	99.66
	-Others	(72.77)	(0.16)
		322.24	103.69
	Deferred Tax Assets (NET)	318.37	104.53
	(E) The Movement in Deferred tax assets and liabilities during the year ended 31st March 2019 and 31st March 2020		
	Opening Balance	4.87	(38.54)
	Depreciation	(3.87)	0.81
	Expenses Allowed in the year of payment	3.67	4.03
	Others	(77.64)	38.57
	Total	(72.97)	4.87
	MAT Credit Entitlements	391.34	99.66
	Closing Balance	318.37	104.53

HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars
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38. 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.

1 Market Risk: 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.

(a) Foreign Currency Risk: 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.

(b) Interest Rate Risk: 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.

(c) Commodity Price Risk: 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.

2 Credit Risk: 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.

Trade Receivables: 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.

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.

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.

3 Liquidity Risk: 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.

39. 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.

Particulars	As at 31.03.2020	As at 31.03.2019
Borrowings	1,394.06	1,898.28
Less: Cash and cash Equivalents	11.81	16.80
Net Debt	1,382.25	1,881.48
Equity Share Capital	982.00	982.00
Other Equity	3,613.15	3,228.87
Total Capital	4,595.15	4,210.87
Capital and Net Debt	5,977.40	6,092.35
Gearing Ratio	23.12%	30.88%

HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars
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40. 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.

41. COVID-19

World Health Organisation (WHO) declared outbreaks of Coronavirus Disease (COVID-19) a global pandemic on March 11, 2020. Consequent to this, Government of India declared lockdown on March 23, 2020 and the Company temporarily suspended its trading operations in compliance with the lockdown instructions issued by the Central and State Governments. COVID-19 has impacted the normal business operations of the Company by way of interruption in availability of material from the suppliers for trading during the lock-down period which has been extended till May 31, 2020. However, the Company commenced its trading operations on a limited scale from May 14, 2020, since some of our products are covered under essential services.

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, inventories, property, plant and equipment and it has also taken into account the future cash flows. On the basis of evaluation and current indicators of future economic conditions, the Company expects to recover the carrying amounts of these assets and does not anticipate any impairment to these financial and non-financial assets. However, the impact assessment of COVID-19 is a continuing process, given the uncertainties associated with its nature and duration. The Company will continue to monitor any material changes to future economic conditions.

42. 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 31.03.2020		As at 31.03.2019	
	Carrying	Fair Value	Carrying	Fair Value
(i) Financial Assets				
(a) At Fair Value through Profit and Loss				
- Investments in Equity Shares	138.35	138.35	181.12	181.12
(b) At Fair Value through OCI				
- Investments in Mutual fund	2,316.90	2,316.90	2,413.39	2,413.39
(b) At Amortised cost				
- Trade Receivables	46.42	46.42	25.40	25.40
- Others	3,159.68	3,159.68	3,394.91	3,394.91
Total	5,661.35	5,661.35	6,014.82	6,014.82
(ii) Financial Liabilities				
At Amortised cost				
- Borrowings	1,394.06	1,394.06	1,898.28	1,898.28
- Trade Payables	29.72	29.72	20.72	20.72
- Others	6.16	6.16	2.80	2.80
Total	1,429.94	1,429.94	1,921.80	1,921.80

HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars
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The following methods and assumptions were used to estimate the fair values:

1. 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.
2. 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.
3. Fair value of investments in quoted mutual funds and equity shares are based on quoted market price at the reporting date.
4. 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.
5. 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.

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, 2020 and 31st March 2019

Particulars	Level 1	Level 2	Level 3
31st March, 2020			
Financial Assets:			
- Quoted Equity Shares	138.35	-	-
- Unquoted Equity Shares			
- Unquoted Preference Shares			
- Mutual Funds	2,316.90	-	-
Financial Liabilities:			
- Forward contracts			
31st March, 2019			
Financial Assets:			
- Quoted Equity Shares	181.12	-	-
- Unquoted Equity Shares			
- Unquoted Preference Shares			
- Mutual Funds	2,413.39	-	-
Financial Liabilities:			
- Forward contracts	-	-	-

During the year ended March 31st, 2020 and March 31st, 2019, 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.

HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars
43.	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 without prejudice to the right of recovery through legal process.
44.	Previous year's figures have been restated / regrouped / reclassified wherever necessary to make them comparable with the current year figures.

As per our report of even date

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

(MANISH K GARG)
Partner
M. NO. 96238

Place: **NEW DELHI**
Date: **11.07.2020**

For and on behalf of the Board of Directors

(Preeti Sharma)
Company Secretary

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

(U.S. Bhartia)
Director
DIN - 00063091

If undelivered please return to:

Hindustan Wires Limited

5th Floor, 3A, Shakespeare Sarani

Kolkata-700 071