

HINDUSTAN WIRES LIMITED

Registered Office :
3A, Shakespeare Sarani (5th Floor)
Kolkata - 700 071

Phone : (033) 2282-3586
(033) 2282-3585
E-mail : ho@hwlgas.com
Website : www.hwlgas.com
CIN : L27106WB1959PLC024177

HWL/
Aug 14, 2019

BSE Ltd.
P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001

Subject:- Intimation for 59th AGM to be held on 11th Sep, 2019 and submission of Annual Report for the year ended 31/03/2019.

Dear Sir,

We wish to inform you that the 59th AGM of the Company will be held on Wednesday the 11th Sep, 2019 at 11:00 A.M. at the Auditorium of Bhartiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata - 700 017. The facility of Remote E-voting will commence on Sunday the 08th Sep, 2019 at 10:00 A.M. and ends on Tuesday the 10th Sep, 2019 at 05:00 P.M.

The register of members and share transfer books of the Company will remain close from 05th Sep, 2019 to 11th Sep, 2019 (both days inclusive) for the purpose of AGM.

We further wish to inform you that we have commenced dispatch of Annual Report to shareholders of the Company on 14th August, 2019 and accordingly pursuant to regulation 34(1) of SEBI LODR Regulations, 2015, we are enclosing herewith a copy of the Annual Report for the year ended 31/03/2019 and copy of the AGM Notice is also annexed in the Annual Report.

A copy of the Annual Report and AGM Notice is also available on the Company's website at www.hwlgas.com.

This is for your information and record please.

Thanking you
For Hindustan Wires Limited


R.K. Gupta
Executive Director



ANNUAL REPORT

FOR THE YEAR ENDED 31st MARCH 2019

HINDUSTAN WIRES LTD.



HINDUSTAN WIRES LIMITED

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri U.S. Bhartia	DIN 00063091	Chairman & Non-Executive 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 59th Annual General Meeting of the Members of Hindustan Wires Ltd. will be held on Wednesday 11th September, 2019 at 11.00 AM at the Auditorium of Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017 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, 2019 and the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Uma Shankar Bhartia (DIN 00063091) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To re-appoint Mr. Krishna Murari Lal (DIN 00016166) as an Independent Director for the Second Term.**

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

"Resolved that pursuant to the provision of Section 149, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment & Qualifications of Directors) Rules, 2014 and SEBI (LODR) Regulations, 2015, and other applicable Rules if any, Mr. Krishna Murari Lal (DIN 00016166), who was appointed as an Independent Director for a period of Five years at the 54th Annual General Meeting held on 16th September, 2014 and who holds office upto the ensuing 59th Annual General Meeting of the Company, and who has attained the age of more than 75 years, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of the Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for the second term of 5 (Five) consecutive years upto the conclusion of the 64th Annual General Meeting of the Company in the calendar year 2024."

4. **To re-appoint Mr. Jagdish Saran Bajjal (DIN 00049565) as an Independent Director for the Second Term.**

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

"Resolved that pursuant to the provision of Section 149, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment & Qualifications of Directors) Rules, 2014 and SEBI (LODR) Regulations, 2015, and other applicable Rules if any, Mr. Jagdish Saran Bajjal (DIN 00049565), who was appointed as an Independent Director for a period of Five years at the 54th Annual General Meeting held on 16th September, 2014 and who holds office upto the ensuing 59th Annual General Meeting of the Company, and who has attained the age of more than 75 years, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of the Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for the second term of 5 (Five) consecutive years upto the conclusion of the 64th Annual General Meeting of the Company in the calendar year 2024."

By Order of the Board of Directors

Regd. Office:
5th Floor, 3A Shakespeare Sarani, Kolkata-71
The 27th May, 2019.

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

NOTES:

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

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

HINDUSTAN WIRES LIMITED

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

2. The Register of Members and the Share Transfer Books of the company will remain close from 5th September, 2019 to 11th September, 2019 (both days inclusive).
3. Voting through electronic means: In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL on all resolutions set forth in this Notice.
4. Facility of voting through Ballot/Poll paper shall be made available at the Meeting. Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
5. Voting by show of hands is not allowed at the Annual General Meeting.
6. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting, but shall not be entitled to vote again at the AGM.

The notice of Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at the closing hours of business on Friday 26th July, 2019.

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 4th September, 2019. A person who is not a member as on cut off date should treat this notice for information purpose only.
8. Any person, who acquires Shares of the Company and become a member of the Company after the dispatch of the AGM Notice and holds shares as on Cut-off date i.e. 4th September, 2019 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. The shareholders shall have one vote per equity share held by them as on the cut-off date of 4th September, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
10. The instructions for shareholders voting electronically are as under followed by i) to xx) lines.
 - i) The e-voting period begins on **Sunday the 8th September, 2019 at 10.00 A.M. and ends on Tuesday the 10th September, 2019 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 **4th September, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - iii) Click on "Shareholders" tab.
 - iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - v) Next enter the Image Verification as displayed and Click on Login.
 - vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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vii) If you are a first time user follow the steps given below:

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

viii) After entering these details appropriately, click on "SUBMIT" tab.

ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi) Click on the EVSN for "**Hindustan Wires Limited**" on which you choose to vote.

xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

v) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.

HINDUSTAN WIRES LIMITED

- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
11. Institutional Members/Bodies Corporate (i.e other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. together with the attested specimen signature of the duly authorised signatory(ies) who are authorised to vote on e-mail at helpdesk.evoting@cdslindia.com with a copy marked at ho@hwlgas.com on or before 10th September, 2019 up to 5 P.M without which the vote shall not be treated as valid.
12. Mrs. Smita Sharma, a Practicing Company Secretary (Certificate of Practice Number 6077) has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process and through Ballot/Poll paper at the AGM, in a fair and transparent manner. The decision of the Scrutinizer on validity of votes shall be final.
13. The Scrutinizer shall after conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote-e-voting in the presence of at least two (2) witnesses not in the employment of the Company.
14. The Scrutinizer will collate the votes cast at the Meeting, votes downloaded from the e-voting system and make not later than two days from the conclusion of the Meeting, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorised by him in writing, who shall countersign the same.
15. The Chairman of the Meeting or a person authorised by him in writing shall declare the result by 14th September, 2019 at 4.00 p.m. at the Registered Office of the Company. The results declared, along with the Scrutinizer's Report will be displayed at the Registered office of the Company and shall also be communicated to the Stock Exchanges and will also be displayed on the Company's website www.hwlgas.com.
16. The grievances of the members connected with the voting including voting by electronic means shall be addressed to Company Secretary on e-mail ho@hwlgas.com or by phone **033-22823586** or by post by writing at Registered Office of the Company.
17. The Shareholders are expected to send their queries on Annual Report to the Company Secretary at least 7 days before the date of Meeting, so that the requisite information/explanations can be provided in time.
18. Member/Proxies should bring the enclosed attendance slip duly filled in, for attending Annual General Meeting along with copy of the Annual Report.
19. The information as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 relating to the Directors seeking re-appointment at this meeting, is annexed to this notice.

By Order of the Board of Directors

Regd. Office:
5th Floor, 3A Shakespeare Sarani, Kolkata-71
The 27th May, 2019.

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

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

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

ITEM NO. 3

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

Section 149(10) of the Act, provides that an Independent Director shall hold office for a term of upto five (5) consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and Section 149(11) of the Act provides that an Independent Director may hold office upto two (2) consecutive terms.

HINDUSTAN WIRES LIMITED

Mr. Krishna Murari Lal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to continue to act as Director. However, he has attained the age of more than 75 years and as per Regulation 17(A) of SEBI (LODR) Regulations, 2015 no listed entity shall appoint a person as a Director who had attained the age of 75 years unless approved by a Special Resolution by the members of the Company.

Mr. Krishna Murari Lal is a retired IAS Officer and has a rich and varied experience in the field of Finance and he possesses appropriate skills, experience and knowledge in the management of the Companies. It will be in the interest of the Company if he continues on the Board of the Company as an Independent Director for the second term.

The Company has also received a declaration from him that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Krishna Murari Lal fulfil the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Further, Mr. Krishna Murari Lal is Independent of the Management.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Your Directors, therefore, recommend the appointment of Mr. Krishna Murari Lal as an Independent Director of the Company for the second term of five (5) consecutive years from 59th AGM of the Company to 64th AGM of the Company.

Brief resume and other Directorship of Mr. Krishna Murari Lal is given hereinafter.

Save and except Mr. Krishna Murari Lal and his relatives, none of the other Directors, key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise in the above resolution.

The Board recommends the Special Resolution set out in ITEM No. 3 of the accompanying notice for approval of the members.

ITEM NO. 4

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

Section 149(10) of the Act, provides that an Independent Director shall hold office for a term of upto five (5) consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and Section 149(11) of the Act provides that an Independent Director may hold office upto two (2) consecutive terms.

Mr. Jagdish Saran Baijal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to continue to act as Director. However, he has attained the age of more than 75 years and as per Regulation 17(A) of SEBI (LODR) Regulations, 2015 no listed entity shall appoint a person as a Director who had attained the age of 75 years unless approved by a Special Resolution by the members of the Company.

Mr. Jagdish Saran Baijal is a retired IAS Officer and has a rich and varied experience in the field of Finance. It will be in the interest of the Company if he continues on the Board of the Company as an Independent Director for the second term.

The Company has also received a declaration from him that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Jagdish Saran Baijal fulfil the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Further, Mr. Jagdish Saran Baijal is Independent of the Management.

The Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Your Directors, therefore, recommend the appointment of Mr. Jagdish Saran Baijal as an Independent Director of the Company for the second term of five (5) consecutive years from 59th AGM of the Company to 64th AGM of the Company.

Brief resume and other Directorship of Mr. Jagdish Saran Baijal is given hereinafter.

Save and except Mr. Jagdish Saran Baijal and his relatives, none of the other Directors, key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise in the above resolution.

The Board recommends the Special Resolution set out in ITEM No. 4 of the accompanying notice for approval of the members.

HINDUSTAN WIRES LIMITED

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

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

Name of the Director	Mr. Uma Shankar Bhartia	Shri. Krishna Murari Lal	Shri. Jagdish Saran Bajjal
DIN	00063091	00016166	00049565
Date of Birth / Age	13-12-1953 / 65 Years	22-06-1940 / 79 Years	06-06-1931 / 88 Years
Date of First Appointment	28 th September, 1981	07 th Sep, 2005	16 th Sep, 2014
Expertise in specific functional area	He is one of the promoter and has diverse and extensive experience of over 40 years in Management of different Industries.	He is a retired IAS Officer and has more than 55 years of experience in the field of Finance & Administration	He is a retired IAS Officer and has more than 60 years of experience in the field of Finance and Management
Qualification	B. Com (Hons)	M. Sc and IAS	M.A. (Economics) and IAS
Terms & Conditions of appointment &	Non-Executive Director liable to retire by rotation.	Re-appointment as Independent Director (Non-Executive) for a period of Five years not liable to retire by rotation	Re-appointment as Independent Director (Non-Executive) for a period of Five years not liable to retire by rotation
Details of Remuneration last drawn	Sitting Fee Rs. 1,30,000/- paid during last financial year @ of Rs. 10,000/- per meeting of the Board & Committee Meetings	Sitting Fee Rs. 1,30,000/- paid during last financial year @ of Rs. 10,000/- per meeting of the Board & Committee Meetings	Sitting Fee Rs. 1,30,000/- paid during last financial year @ of Rs. 10,000/- per meeting of the Board & Committee Meetings
No. of shares held in the Company			
a. Own	1402 Equity Shares	60 Equity Shares	100 Equity Shares
b. For other persons on a beneficial basis	NIL	NIL	NIL
No. of Board Meeting attended during one year	8	8	8
Relationship between Directors Inter-se	He is father of Mrs. Pooja Jhaver, who is also a Director in the Company.	None	None
Directorship in other Public Limited Companies	(1) India Glycols Ltd. (2) Polylink Polymers (I) Ltd. (3) Kashipur Holdings Ltd. (4) IGL Finance Ltd.	(1) Polylink Polymers India Ltd. (2) Panacea Biotech Ltd. (3) Gem Sugar Ltd.	(1) Dalmia Bharat Sugar Industries Ltd. (2) Polylink Polymers India Ltd.

HINDUSTAN WIRES LIMITED

Chairman/Member of the Committees of the Board of the other Public Limited Companies in which he is a Director	<u>Polylink Polymers (I) Ltd. :-</u>	(1)	Polylink Polymers India Ltd. –	(1)	Dalmia Bharat Sugar Industries Ltd. –
	Audit Committee (Member)		Audit Committee (Member)		Audit Committee (Member)
	Nomination & Remuneration Committee (Member)		Nomination & Remuneration Committee (Member)		Nomination & Remuneration Committee (Member)
	Stakeholder 's Relationship Committee (Member)		Stakeholder 's Relationship Committee (Member)		CSR Committee (Chairman)
	<u>India Glycols Ltd. :-</u>				Stake Holders Relationship Committee (Chairman)
	Stakeholders Relationship Committee (Member)	(2)	Panacea Biotech Ltd. –	(2)	Polylink Polymers India Ltd. –
	CSR Committee (Chairman)		Audit Committee – (Member)		Audit Committee (Member)
	Risk Management Committee (Chairman)		Nomination & Remuneration Committee (Member)		Nomination & Remuneration Committee (Member)
	<u>Kashipur Holdings Ltd. :-</u>		Stakeholder 's Relationship Committee (Chairman)		Stakeholder 's Relationship Committee (Member)
	Audit Committee (member)				

Inspection of Documents : The documents referred to hereinabove will remain open for inspection for the members at the registered office of the Company upto the date of ensuing AGM during 02:30 P.M. to 05:00 P.M. on working days except Saturdays.

By Order of the Board of Directors

Regd. Office:
5th Floor, 3A Shakespeare Sarani, Kolkata-71
The 27th May, 2019.

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, 2019

FINANCIAL RESULTS

The Results are summarised below:

(Rs. In Lacs)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018
Revenue from Operations (excluding duties & taxes)	586.16	540.65
Other income (including increase in fair value of investments)	196.91	482.47
Total Revenue	783.07	1023.12
Expenses	679.12	649.28
Profit/(Loss) before Depreciation & Tax	103.95	373.84
Depreciation	7.22	17.14
Exceptional Income	3740.95	-
Profit Before Tax	3837.68	356.70
Provision for income tax	850.73	33.93
MAT Credit Entitlement	-	(33.93)
Deferred Tax Charged / (Credit)	50.34	79.50
Net Profit/(Loss) after tax	2936.61	277.20
Other Comprehensive Income	87.16	0.28
Net Profit/(Loss) Carried to Balance Sheet	3023.77	277.48

OPERATIONS & GENERAL REVIEW

During the year under review, the revenue from operations is Rs. 586.16 Lakhs as against Rs. 540.65 Lakhs in the previous year. In addition, the Company has also earned other income of Rs. 196.91 Lakhs (after deduction of decrease in fair value of investment amounting to Rs. 112.84 Lakhs) as against Rs. 482.47 Lakhs (including increase in fair value of investment amounting to Rs. 190.06 Lakhs) in the preceding year mainly on account of interest income, rental income and income from providing Business Support Services etc. During the year the Company has disposed off its Land & Building etc. to monetise its assets after due consent of the members of the Company and the net surplus on such sale was Rs. 3740.95 Lakhs. Presently, the surplus so earned is invested in Debt Mutual Funds and short term intercorporate loans. The Company even after disposal of its Land and Building, is continuing its existing operations from a rented premise and also looking for any new line of business.

CAPITAL REDEMPTION RESERVE

During the year, the Company has redeemed its preference shares amounting to Rs. 490 Lakhs out of the profits of the current year and accordingly capital redemption reserve amounting to Rs. 490 Lakhs has been created out of the profits of the Company.

DIVIDEND

Considering the future need of the funds in the business, your Directors do not recommend any dividend for the year ended 31st March, 2019. During the year the Company has paid dividend including arrears of dividend on 15% Redeemable Cumulative Preference Shares amounting to Rs. 16,69,250/- and Rs. 3,43,198/- paid towards Dividend Distribution Tax.

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, 2019.

HINDUSTAN WIRES LIMITED

LISTING OF SHARES ON THE STOCK EXCHANGE

The equity shares of the Company are listed on BSE & CSE. We have paid the Annual Listing Fee and there are no arrears. However, during the year, the Promoter(s) of the Company have proposed to buy entire Public Shareholding and consequently the Company proposed voluntary delisting of equity shares from BSE & CSE under SEBI (Delisting of Equity Shares) Regulations, 2009. Accordingly, the Company had also taken the Consent of the members of the Company which was sought through Postal Ballot dated 16th January, 2019.

In terms of the SEBI Listing Regulations w.e.f. 01st April, 2019, transfer of securities would be carried out in dematerialized form only. Hence, shareholders holding shares in physical form are requested to arrange the dematerialization of their holding in Equity Shares of the Company at the earliest to avoid any inconvenience in future in transfer of shares.

DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. U.S. Bhartia (DIN 00063091) 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.

Mr. Krishna Murari Lal was appointed as Independent Director on 16th Sep, 2014 for a period of 5 years. His term of 5 years expires at the forthcoming AGM. He is more than 75 years of age but is eligible for re-appointment subject to the approval of the members of the Company by a Special Resolution. Considering his valuable contribution and guidance in the affairs of the Company, the Directors recommend his re-appointment for a second term of 5 years in the forthcoming AGM.

Mr. Jagdish Saran Baijal was appointed as Independent Director on 16th Sep, 2014 for a period of 5 years. His term of 5 years expires at the forthcoming AGM. He is more than 75 years of age but is eligible for re-appointment subject to the approval of the members of the Company by a Special Resolution. Considering his valuable contribution and guidance in the affairs of the Company, the Directors recommend his re-appointment for a second term of 5 years in the forthcoming AGM.

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

DECLARATION BY INDEPENDENT DIRECTORS

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- i) In the preparation of the annual accounts for the year ended 31st March, 2019, the applicable accounting standards have been followed;
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The directors have prepared the annual accounts on a going concern basis; and
- v) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- vi) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MEETINGS OF THE BOARD

During the financial year ended 31st March, 2019, eight Board Meetings were held i.e. on 17th April, 2018, 16th May, 2018, 13th August, 2018, 12th November, 2018, 19th December, 2018, 16th January, 2019, 6th February, 2019 and 30th March, 2019

HINDUSTAN WIRES LIMITED

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.

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, 2019, Five Audit Committee Meetings were held i.e. on 16th May, 2018, 13th August, 2018, 12th November, 2018, 6th February, 2019 and 30th March, 2019.

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

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

The 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. To expedite the process of share transfer the Board has delegated the power of share transfer to Share Transfer Committee consisting of Shri G.R. Goenka and Shri S.K. Sharma (Manager Finance & Accounts).

PERFORMANCE EVALUATION

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

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

HINDUSTAN WIRES LIMITED

INTERNAL FINANCIAL CONTROL SYSTEMS & RISK MANAGEMENT

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

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

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

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

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

AUDITORS' REPORT

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

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, 2019.

SECRETARIAL AUDIT

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

The Secretarial Audit Report for the financial year ended 31st March, 2019 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 E**".

BUSINESS RISK MANAGEMENT

Pursuant to section 134 (3) (n) of the Companies Act, 2013, the company has constituted a Risk Management Committee. The Company has formulated a Risk Management Policy for identification of risks and for formulating mitigation plans.

VIGIL MECHANISM

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

PREVENTION OF INSIDER TRADING

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the

HINDUSTAN WIRES LIMITED

Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

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

CORPORATE GOVERNANCE

During the current year the provisions of Regulation 15(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to Corporate Governance has become applicable to your Company since the Company's paid-up equity capital and net worth has crossed the threshold limit on the basis of Audited Financial Statements for the year ended 31st March, 2019. However, in terms of this Regulation, the Company can comply with these Regulations within Six months from the date on which the provisions became applicable. Accordingly, no Report on Corporate Governance is being submitted with this Annual Report. However, your Directors confirm that the Company has substantially followed the norms of Corporate Governance.

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

The Company has a policy of zero tolerance for sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("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 2018-19. There are no pending complaints as on the end of the financial year.

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. 38 Annexed to Annual Financial Statements for the year ended 31st March, 2019 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 their principal business activities. The loans to Related Parties were subject to the approval of the members of the Company which was awaited on the date of signing of this report. The Company has also made investment in debt mutual funds (See note no. 7) for the short term till such time any new venture 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 F" in Form No. AOC - 2. There was no contract or arrangement with the related party which was not at arm's length. All the Related Party Transactions are in the interest of the Company which are necessary for furtherance of the objectives of the Company and to also smoothly run its business of trading & transportation in Industrial Gases and other business segments.

Related Party Disclosures as required under regulation 34(3) read with para 'A' of the schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given under Note No. 38 Annexed to the Annual Financial Statements for the year ended 31st March, 2019.

MANAGEMENT DISCUSSION AND ANALYSIS

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

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

U.S. Bhartia
Director
DIN : 00063091

G.R.Goenka
Director
DIN 00133700

Place: Noida

Date: 27th May, 2019

HINDUSTAN WIRES LIMITED

Annexure A to Directors' Report

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

1. Criteria of selection

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

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

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

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

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

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

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

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

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

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

HINDUSTAN WIRES LIMITED

ANNEXURE B to Directors' Report

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

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

Requirements of Rule 5(1)		Details
(i)	the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	Mr. R.K. Gupta is the only Whole Time Director designated as Executive Director. The median ratio is 1:20.
(ii)	the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	The percentage increase in remuneration of (a) Executive Director - NIL, (b) Chief Financial Officer - 6%, (c) Company Secretary 9.4 %
(iii)	the percentage increase in the median remuneration of employees in the financial year;	7%
(iv)	the number of permanent employees on the rolls of company;	20 employees of all categories as on 31.03.2019
(v)	the explanation on the relationship between average increase in remuneration and company performance;	During the financial year increase in remuneration was given considering general inflation.
(vi)	comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	There was no increase in the remuneration of Executive Director. The net profit of the Company for the year 2018-19 is of Rs. 3023.77 Lakhs including exceptional income, whereas the net profit in the year 2017-18 was Rs. 277.48 Lakhs.
(vii)	variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	<p>The market capitalisation of the Company as on 31.03.2019 was Rs. 35.45 crores as against Rs. 44.78 crores as on 31.03.2018 i.e. decrease of 20.84% during the year. Price earning ratio as on 31/03/2019 was 1.22 and price earning ratio as on 31/03/2018 was 16.11.</p> <p>The last public offer for the shares of the Company was an offer for sale made by the Promoter(s) in March 2015 for 16,00,000 equity shares of Rs. 10/- each at a floor price of Rs. 45/- per share. The market quotation of equity share of the Company as on 31/03/2019 was Rs. 36.10 per share at BSE Ltd, representing decrease of 19.78 % over the period.</p>
(viii)	average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average increase in remuneration of employees was 5-6% and increase in Managerial remuneration i.e. Whole Time Director was NIL
(ix)	comparison of each remuneration of the Key Managerial Personnel against the performance of the company;	Increase in the Executive Director's remuneration was NIL, increase in remuneration of CFO and Company Secretary is 6% and 9.04% respectively. The net profit of the Company during the year ended 31-03-2019 was Rs. 3023.77 Lakhs including exceptional income and the net profit for the year ended 31-03-2018 was Rs. 277.48 Lakhs.
(x)	The key parameters for any variable component of remuneration availed by the directors;	NIL
(xi)	The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year; and	NIL
(xii)	Affirmation that the remuneration is as per the remuneration policy of the Company.	It is affirmed that the remuneration of Key Managerial Personnel, Directors and other employees are as per the remuneration policy of the Company.

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

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Annexure C to Directors' Report

Information as per Section 134(3) (m) read with Rule 8(3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended on 31st March, 2019

CONSERVATION OF ENERGY

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

TECHNOLOGY ABSORPTION

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

FOREIGN EXCHANGE EARNINGS & OUTGO

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

HINDUSTAN WIRES LIMITED

ANNEXURE D to Directors' Report

Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED ON 31ST March, 2019

[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, 2019 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, 2019 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 is under the process of delisting)**
 - (h) The Securities and Exchange Board of India (Buyback 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 : 20/05/2019

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 : 20/05/2019

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

HINDUSTAN WIRES LIMITED

ANNEXURE E to Directors' Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019

[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	Yes (Listed in BSE & CSE)
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@nichetechpl.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	Manufacturing and Trading of Industrial Gases	20111	98.00
3.	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	70.570	2(46) of the Companies Act, 2013

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IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of 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	1602	42846	44448	0.453	44298	150	44448	0.453	0.000
b) Central Government									
c) State Government									
d) Bodies Corporate	7287482	0	7287482	74.211	7287482	0	7287482	74.211	0.000
e) Banks / Financial Institutions									
f) Any Other									
Sub Total: (A) (1)	7289084	42846	7331930	74.663	7331780	150	7331930	74.663	0.000
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)	7289084	42846	7331930	74.663	7331780	150	7331930	74.663	0.000
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds									
b) Banks / Financial Institutions	312400	1081	313481	3.192	310486	1081	311567	3.173	-0.019
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):	312400	1481	313881	3.196	310486	1481	311967	3.177	-0.019
2. Non Institutions									
a) Bodies corporates									
i. Indian	189076	85295	274371	2.794	1348480	84995	1433475	14.598	11.804
ii. Overseas									
b) Individuals									
i. Individual shareholders holding nominal share capital upto Rs.1 lakhs	51129	380601	431730	4.396	73415	358252	431667	4.396	0.000
ii. Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1467512	0	1467512	14.944	251549	0	251549	2.562	-12.382
c) Others (specify)									
1. NRI					746	0	746	0.008	0.008
2. Overseas Corporate Bodies									
3. Foreign Nationals									
4. Clearing Members	552	0	552	0.006	495	0	495	0.005	-0.001
5. Trusts	24	0	24	0.000	58171	0	58171	0.592	0.592
6. Foreign Bodies - D.R.									
SUB TOTAL (B)(2):	1708293	465896	2174189	22.140	1732856	443247	2176103	22.160	0.020
Total Public Shareholding (B)= (B)(1)+(B)(2)	2020693	467377	2488070	25.337	2043342	444728	2488070	25.337	0.000
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS									
Grand Total (A+B+C)	9309777	510223	9820000	100.000	9375122	444878	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 / encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	
1	AJAY COMMERCIAL CO. PVT. LTD	64404	0.656	0.000	64404	0.656	0.000	0.000
2	EXECUTORS TO THE ESTATE OF LATE SAJANI DEVI BHARTIA	0	0.000	0.000	42696	0.435	0.000	0.435
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	6930000	70.570	0.000	0.000
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 BHARTIA	100	0.001	0.000	100	0.001	0.000	0.000
11	PRAGYA BHARTIA	100	0.001	0.000	100	0.001	0.000	0.000
12	SAJANI DEVI BHARTIA	42846	0.436	0.000	150	0.002	0.000	-0.434
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
	T O T A L	7331930	74.663	0.000	7331930	74.663	0.000	0.000

(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 DEVI BHARTIA				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	04/01/2019 Transfer	42696	0.435	42696	0.435
	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

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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
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	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			6930000	70.570
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 BHARTIA				
	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
11	PRAGYA BHARTIA				
	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	42846	0.436		
	b) Changes during the year				
	Date Reason				
	31/08/2018 Transfer	-42696	0.435	150	0.002
	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
	TOTAL	7331930	74.663	7331930	74.663

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(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	ANIRUDHA BUBNA TRUST				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	14/09/2018 Transfer	750	0.008	750	0.008
	25/01/2019 Transfer	57397	0.584	58147	0.592
	c) At the End of the Year			58147	0.592
2	CHIRANJILALJI FINANCE LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	13/07/2018 Transfer	395000	4.022	395000	4.022
	c) At the End of the Year			395000	4.022
3	LIFE INSURANCE CORPORATION OF INDIA				
	a) At the Beginning of the Year	187992	1.914		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			187992	1.914
4	M.PRASAD & CO LIMITED				
	a) At the Beginning of the Year	185372	1.888		
	b) Changes during the year				
	Date Reason				
	27/04/2018 Transfer	6600	0.067	191972	1.955
	22/06/2018 Transfer	50	0.001	192022	1.955
	30/06/2018 Transfer	-50	0.001	191972	1.955
	06/07/2018 Transfer	1000	0.010	192972	1.965
	13/07/2018 Transfer	4413	0.045	197385	2.010
	20/07/2018 Transfer	39000	0.397	236385	2.407
	27/07/2018 Transfer	-39500	0.402	196885	2.005
	10/08/2018 Transfer	650	0.007	197535	2.012
	17/08/2018 Transfer	-645	0.007	196890	2.005
	24/08/2018 Transfer	-5	0.000	196885	2.005
	31/08/2018 Transfer	12150	0.124	209035	2.129
	14/09/2018 Transfer	-12150	0.124	196885	2.005
	18/01/2019 Transfer	275000	2.800	471885	4.805
	25/01/2019 Transfer	-137500	1.400	334385	3.405
	c) At the End of the Year			334385	3.405
5	MAHENDRA GIRDHARILAL WADHWANI				
	a) At the Beginning of the Year	61573	0.627		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			61573	0.627

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6	MANJU BHALOTIA MANJU				
	a) At the Beginning of the Year	205941	2.097		
	b) Changes during the year				
	Date Reason				
	27/04/2018 Transfer	-6600	0.067	199341	2.030
	22/06/2018 Transfer	-50	0.001	199291	2.029
	30/06/2018 Transfer	-13800	0.141	185491	1.889
	06/07/2018 Transfer	50	0.001	185541	1.889
	20/07/2018 Transfer	-39500	0.402	146041	1.487
	27/07/2018 Transfer	-4200	0.043	141841	1.444
	10/08/2018 Transfer	-650	0.007	141191	1.438
	17/08/2018 Transfer	-15	0.000	141176	1.438
	c) At the End of the Year			141176	1.438
7	R.A.S. ASSOCIATES LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	13/07/2018 Transfer	388085	3.952	388085	3.952
	c) At the End of the Year			388085	3.952
8	RAJENDRA PRASAD BUBNA BUBNA				
	a) At the Beginning of the Year	1199998	12.220		
	b) Changes during the year				
	Date Reason				
	13/07/2018 Transfer	-1199998	12.220	0	0.000
	25/01/2019 Transfer	48800	0.497	48800	0.497
9	THE METHONI TEA CO. LTD				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	25/01/2019 Transfer	194000	1.976	194000	1.976
	c) At the End of the Year			194000	1.976
10	UNITED INDIA INSURANCE COMPANY LIMITED				
	a) At the Beginning of the Year	120643	1.229		
	b) Changes during the year				
	Date Reason				
	21/12/2018 Transfer	-22	0.000	120621	1.228
	18/01/2019 Transfer	-255	0.003	120366	1.226
	25/01/2019 Transfer	-1637	0.017	118729	1.209
	c) At the End of the Year			118729	1.209

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	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1024	0.010
2	K M LAL				
	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
3	RAJ KUMAR GUPTA				
	a) At the Beginning of the Year	586	0.006		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			586	0.006
4	J. S. 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
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
6	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
7	SITA RAM SHARMA (CFO)				
	a) At the Beginning of the Year	200	0.002		
	b) Changes during the year :				
	<u>Date</u> <u>Reason</u>				
	31.10.2018 Transfer	-200			
	c) At the End of the Year			0	0.000

V. INDEBTEDNESS : NIL

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

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

HINDUSTAN WIRES LIMITED

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in Rs.)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	Total Amount
		Whole Time Director Mr. R.K. Gupta	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (Excluding contribution to Provident Fund)		4012800
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		353100
	(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)		4365900
	Ceiling as the Companies Act, 2013	The ceiling is 5% of the net profit of the Company which is Rs. 151.18 Lakhs. The remuneration of Whole Time Director was approved by members. The remuneration paid is also covered under the provisions of Section 197(3) and Schedule V of the Companies Act, 2013.	

B. Remuneration to other directors:

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. K.M. Lal	Mr. J.S. Baijal		
1	Independent Directors : Fee for attending board / committee meetings	1,30,000	1,30,000		2,60,000
	Commission	-	-		-
	Others, please specify	-	-		-
	Total (1)	1,30,000	1,30,000		2,60,000
2	Other Non-Executive Directors Directors :-	Mr. U.S. Bhartia	Mr. G.R. Goenka	Mrs. Pooja Jhaver	
	Fee for attending board / committee meetings	1,30,000	1,30,000	10000	2,70,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	1,30,000	1,30,000	10,000	2,70,000
	Total (B)=(1+2)	2,60,000	2,60,000	10,000	5,30,000
	Total Managerial (A+B) Remuneration				48,95,900
	Overall Ceiling as per the Act	The overall ceiling is 11% of the net profit which is Rs. 332.61 Lakhs. The percentage of the Managerial Remuneration fixed under the Act is exclusive of any fees paid to Directors for attending Board & Committee Meetings. In case of Whole Time Director remuneration paid is covered under the provisions of Section 197(3) and Schedule V of the Companies Act, 2013.			

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

(Amount in Rs.)

Sl.No.	Particulars of Remuneration	Key Managerial Personnel	
		CHIEF FINANCIAL OFFICER SITA RAM SHARMA	COMPANY SECRETARY MS. PREETI SHARMA
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	438858	256836
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	36715	25500
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (C)	475573	282336

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

ANNXURE F to Directors' Report

FORM NO. AOC-2

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

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

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

S. No.	Particulars of Contracts for the year 2018-19	Name of Related Party (Common Promoter)	Amount
1.	Rent Receipt – Agreement for Three Months (April – 18 to June – 18) at prevailing market rent. (No Advance)	From India Glycols Ltd.	0.75 Lakhs
2.	Purchase of goods – Continuous Agreement at market prices. (No Advance)	From India Glycols Ltd.	474.18 Lakhs
3.	Business Support Services and other miscellaneous services - Continuous Agreement at market prices. (No Advance)	To India Glycols Ltd.	31.50 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.

ANNXURE G to Directors' Report

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

MANAGEMENT DISCUSSION & ANALYSIS

The Company is engaged in trading of Industrial Gases, transportation of gases, financing and investment activities besides providing services in the field of Business support services.

During the year the revenue from sale of Industrial Gases is Rs 586.16 Lakhs, income from Gas transport services is Rs. 5.77 Lakhs, income from financing & investment activities is Rs. 262.44 Lakhs, other incomes - from business support services is Rs. 31.50 Lakhs, rental income is Rs. 14.85 Lakhs. During the year the Company has disposed off its Land & Building etc. to monetise its assets after due consent of the members of the Company and the net surplus on such sale was Rs. 3740.95 Lakhs. However, the Company has earned a net profit (after tax) amounting to Rs. 3023.77 Lakhs.

During the year, the Company has taken short term loans from Banks amounting to Rs. 1898.28 Lakhs and accordingly the debt equity ratio has significantly changed. During the year, the net profit and net worth of the Company has also increased significantly due to profit on sale of immovable property of the Company.

The Company is supplying Industrial Gases primarily in Northern India in the Gas Tankers owned by the Company. The Company has made some investments in debt mutual funds and also provided short term loans till such time any new line of business is finalised.

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

HINDUSTAN WIRES LIMITED

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

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

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

During the year the Industrial Relations were cordial. The Company has always valued its human resources and believes in unlimited potential of each employee. The number of employees (including contractor workers) at the yearend were 20.

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

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

**Place: Noida
Date: 27th May, 2019**

**U.S. Bhartia
Director
DIN : 00063091**

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

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

To,
The Members,
Hindustan Wires Limited,

I, R.K. Gupta, Executive Director of Hindustan Wires Ltd. hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the code of conduct, as applicable to them, for the year ended 31st March, 2019 pursuant to the requirement of the Regulation 26 of SEBI (LODR) Regulations, 2015.

**Place : Faridabad
Date : 27th May, 2019**

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

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, 2019

1. Opinion

- A. We have audited the accompanying Financial Statements of **Hindustan Wires Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). 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 ICAI's 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. Management's Responsibility 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, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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. Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.
- D. 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.
- E. 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.
- F. 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.

HINDUSTAN WIRES LIMITED

II. Report on Other Legal and Regulatory Requirements

1. 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, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- E. On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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 A**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting;
- G. 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, as amended:

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; and

- H. 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements.
 - 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.

- 2. 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 B” a statement on the matters specified in paragraph 3 and 4 of the Order.

PLACE: NEW DELHI
DATE: MAY, 27, 2019

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

(MANISH K GARG)
PARTNER
M. NO. 96238

HINDUSTAN WIRES LIMITED

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph II point 1 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”)

We have audited the internal financial controls over financial reporting of **Hindustan Wires Limited** (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

HINDUSTAN WIRES LIMITED

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, 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.

PLACE: NEW DELHI

DATE: MAY, 27, 2019

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

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

HINDUSTAN WIRES LIMITED

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph II point 2 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. During the year company has disposed off substantial part of fixed assets however it does not affect the company’s going concern status.
- (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. However, the compliance of the provision of Section 185 of the Companies Act, 2013 is subject to the approval by Special Resolution of the members of the Company, for which Postal Ballot was issued for seeking the consent of the members of the Company and the voting result on the Postal Ballot was awaited on the date of signing of this report.
- (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, 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, Goods and Service Tax, Cess and other material statutory dues in arrears as at March 31, 2019 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.

HINDUSTAN WIRES LIMITED

- (xi) In our opinion and according to the information and explanations given to us, the Company has paid managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us the Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us, During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of 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: MAY, 27, 2019

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

(MANISH K GARG)
PARTNER
M. NO. 96238

HINDUSTAN WIRES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2019

(₹ in lakhs)

Particulars	Note No.	As at 31.03.2019	As at 31.03.2018
ASSETS			
(1) Non-current Assets			
(a) Property, Plant and Equipment	2	20.07	121.85
(b) Financial Assets			
- Investments	3	181.12	293.96
- Other Financial Assets	4	2.45	1.60
(c) Deferred Tax Assets (Net)	5	104.53	61.12
(d) Other Non-current Assets		-	-
Total Non-Current Assets		308.17	478.53
(2) Current Assets			
(a) Inventories	6	-	7.54
(b) Financial Assets			
- Investments	7	2,413.39	-
- Trade Receivables	8	25.40	35.20
- Cash and Cash Equivalents	9	16.80	24.63
- Other Bank Balances	10	-	130.00
- Loans	11	3,375.66	934.90
- Other Financial Assets	12	-	0.64
(c) Current Tax Assets (Net)	13	10.52	6.69
(d) Other current Assets	14	4.96	7.47
Total Current Assets		5,846.73	1,147.07
TOTAL ASSETS		6,154.90	1,625.60
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	15	982.00	982.00
(b) Other Equity	16	3,228.87	427.47
Total Equity		4,210.87	1,409.47
LIABILITIES			
(1) Non-current Liabilities			
(a) Financial Liabilities			
- Borrowings	17	-	167.51
(b) Provisions	18	5.47	11.58
Total Non-Current Liabilities		5.47	179.09
(2) Current Liabilities			
(a) Financial Liabilities			
- Borrowings	19	1,898.28	-
- Trade Payables	20	-	-
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		20.72	23.15
- Other Financial Liabilities	21	2.80	9.14
(b) Other current Liabilities	22	7.84	3.51
(c) Provisions	23	8.92	1.24
Total Current Liabilities		1,938.56	37.04
TOTAL EQUITY AND LIABILITIES		6,154.90	1,625.60

Company Overview, Basis of preparation and Significant Accounting Policies.

The accompanying notes (2 - 47) form an integral part of the financial statements.

As per our report of even date

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

For and on behalf of the Board of Directors

(MANISH K GARG)
Partner
M. NO. 96238

(Preeti Sharma)
Company Secretary

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

(G.R. Goenka)
Director
DIN - 00133700

(U.S. Bhartia)
Chairman
DIN - 00063091

Place: NEW DELHI
Date: 27.05.2019

HINDUSTAN WIRES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in lakhs)

[illegible]

HINDUSTAN WIRES LIMITED

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in lakhs)

	For the year ended March 31, 2019		For the year ended March 31, 2018	
A. Cash flow from operating activities				
Profit before tax		3,837.68		356.70
Adjustments for :				
Depreciation	7.22		17.14	
(Gain)/loss on disposal of property, plant and equipments	(3,740.95)		-	
Interest expenses	29.48		21.54	
Interest income	(259.84)		(172.05)	
Dividend income	(2.60)		(0.65)	
Provision for gratuity	2.77		2.44	
Increase/decrease in fair value of Investments	112.84		(190.06)	
		(3,851.08)		(321.64)
Operating profit before working capital changes		(13.40)		35.06
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	7.54		(3.18)	
Trade receivables	9.80		36.21	
Other current assets	3.16		(2.42)	
Other non-Current assets	111.99		-	
Loans (current & non -current)	(2,440.76)		848.42	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	(2.43)		2.38	
Other current financial liabilities	(6.34)		(1.59)	
Other current liabilities	4.33		(1,001.75)	
Current provisions	7.68		(2.36)	
Non-current provisions	(8.96)		2.89	
		(2,313.99)		(121.40)
Cash generated from operations		(2,327.39)		(86.34)
Income tax paid		(854.56)		(39.08)
Net cash flow (used) / from operating activities (A)		(3,181.95)		(125.42)
B. Cash flow from investing activities				
Capital expenditure on fixed assets	(2.39)		(0.50)	
Proceeds from sale property, plant and equipments	3,892.90		-	
Purchase of Current Investments	(2,300.00)		-	
Interest income on Loans	259.84		175.09	
Dividend income	2.60		0.65	
Movement in bank balances not considered as cash and cash equivalents	130.00		(30.07)	
Net cash flow from / (used in) investing activities (B)		1,982.95		145.17
C. Cash flow from financing activities				
Proceeds from long-term and Short -term borrowings	1,730.77		15.58	
Redemption of Preference share capital	(490.00)		-	
Interest expenses	(29.48)		(21.54)	
Dividend Paid (including Dividend Distribution Tax)	(20.12)		-	
Net cash flow from / (used in) financing activities (C)		1,191.17		(5.96)
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(7.83)		13.79
Cash and cash equivalents at the beginning of the year		24.63		10.84
Cash and cash equivalents at the end of the year		16.80		24.63

The accompanying notes (2 - 47) form an integral part of the financial statements.

As per our report of even date

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

For and on behalf of the Board of Directors

(MANISH K GARG)
Partner
M. NO. 96238

(Preeti Sharma)
Company
Secretary

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

(G.R. Goenka)
Director
DIN - 00133700

(U.S. Bhartia)
Chairman
DIN - 00063091

Place: NEW DELHI
Date: 27.05.2019

HINDUSTAN WIRES LIMITED

STATEMENT OF CHANGES IN EQUITY (SOCE) FOR THE YEAR ENDED 31ST MARCH, 2019

A. Equity Share capital

(₹ in lakhs)

Particulars	Balance as at 1st April 2018	Change during the year 2018-19	Balance as at 31st March 2019
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		
Balance as at 1st April, 2017	252.10	3.42	32.00	(138.23)	0.70	149.99
Profit for the year ended 31st March 2018				277.20		277.20
Re-measurement of net Defined Benefit Plans					0.28	0.28
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
Fair Value of Debt instruments through OCI					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 earnings			490.00	(490.00)		-
Dividend on cumulative Preference shares along with Dividend distribution Tax				(20.12)		(20.12)
Balance as at 31st March, 2019	-	3.42	522.00	2,615.31	88.14	3,228.87

As per our report of even date

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

For and on behalf of the Board of Directors

(MANISH K GARG)
Partner
M. NO. 96238

(Preeti Sharma)
Company Secretary

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

(G.R. Goenka)
Director
DIN - 00133700

(U.S. Bhartia)
Chairman
DIN - 00063091

Place: NEW DELHI
Date: 27.05.2019

HINDUSTAN WIRES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

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 including renting of immovable properties. The Company's registered office is at 5th Floor, 3A, Shakespeare Sarani, Kolkata-70071. The Company is listed on BSE Ltd and The Calcutta Stock Exchange Ltd.</p> <p>These financial statements were authorized for issuance by the board of directors of the company in their meeting held on May 27, 2019.</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 (upto 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>

HINDUSTAN WIRES LIMITED

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>

HINDUSTAN WIRES LIMITED

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.

HINDUSTAN WIRES LIMITED

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>
(L) Income Taxes	<p>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.</p>

HINDUSTAN WIRES LIMITED

Note No.	Particulars
a) Current Tax	<p>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.</p>
b) Deferred Tax	<p>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.</p> <p>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.</p> <p>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.</p>
(M) Employee Benefits	
M.1. Short Term Employee Benefits	<p>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.</p>
M.2 Post-Employment benefits	<p>Employee benefit that are payable after the completion of employment are Post Employment Benefit (other than termination benefit). These are of two types:</p>
M.2.1 Defined contribution plans	<p>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.</p>
M.2.2 Defined benefit plans	<p>A Defined benefit plan is a post-employment benefit plan other than a defined contribution plan.</p> <p>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 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>

HINDUSTAN WIRES LIMITED

Note No.	Particulars
	<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 or 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>Leases of Property, Plant and Equipment, if any, where the company, as lessee has substantially all risks and rewards of ownership are classified as finance lease. On initial recognition, assets held under finance leases are recorded as Property, Plant and Equipment and the related liability is recognized under borrowings. At inception of the lease, finance leases are recorded at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. Minimum lease payments made under finance leases are apportioned between the finance expenses and the reduction of the outstanding liability.</p> <p>Accounting for operation leases</p> <p>Leases in which a significant portion or the risks and reward of ownership are not transferred to the Company as lessee are classified as operating lease. Payments made under operating leases are recognized as an expense over the lease term.</p>
(Q) Recent Accounting pronouncements	<p>IND AS 116:</p> <p>On 30th March 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable from 1st April, 2019.</p> <p>Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e. the lessee and the lessor. Ind AS 116 introduces a single lease accounting model for lessee and requires the lessee to recognize right of use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is low value in nature. Currently, operating lease expense are charged to the statement of profit and loss. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.</p> <p>As per Ind AS 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities.</p> <p>The Company is currently evaluating the impact of transitioning from old standard i.e. Ind AS 17 to new standard i.e. Ind AS 116 and the transition approach.</p>

HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars
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2. PROPERTY, PLANT AND EQUIPMENT

Particulars	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, 2017	5.79	109.99	137.78	149.35	6.97	4.09	30.09	444.06
Additions	-	-	0.50	-	-	-	-	0.50
Disposals	-	-	-	-	-	-	-	-
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
Accumulated Depreciation :								
As at March 31, 2017	-	66.40	73.85	141.88	5.92	3.89	13.63	305.57
Charge for the Year	-	3.25	10.38	-	0.13	-	3.38	17.14
Disposals	-	-	-	-	-	-	-	-
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
Net Carrying Amount								
As at March 31, 2018	5.79	40.34	54.05	7.47	0.92	0.20	13.08	121.85
As at March 31, 2019	-	-	1.67	7.47	0.88	0.38	9.67	20.07

As at 31.03.2019		As at 31.03.2018	
Numbers	Amount	Numbers	Amount

3. INVESTMENTS

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

Investment in Equity Shares: (Quoted)

(At fair value through P & L) :

India Glycols Limited	65,000	181.12	65,000	293.96
Aggregate amount of quoted investments		181.12		293.96
Market Value of quoted investments		181.12		293.96

As at 31.03.2019	As at 31.03.2018
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4. OTHER NON-CURRENT FINANCIAL ASSETS

Security Deposits: (Unsecured Considered good)	2.45	1.60
Total	2.45	1.60

5. DEFERRED TAX ASSETS (NET)

Deferred Tax (Liability) / Asset - Net	104.53	61.12
Total	104.53	61.12

6. INVENTORIES (Valued at lower of cost or net realisable value)

Raw Materials	-	7.54
Total	-	7.54

HINDUSTAN WIRES LIMITED

		(₹ in lakhs)	
Note No.	Particulars	As at 31.03.2019	As at 31.03.2018
7.	INVESTMENTS :		
	Investment in Mutual Funds : (Unquoted)		
	(At fair value through OCI) :		
	Axis Strategic Bond Fund	524.00	-
	Franklin India Low duration fund	844.19	-
	Kotak Low duration Fund	1,045.20	-
	Total	2,413.39	-
	Aggregate amount of unquoted investments	2,413.39	
8.	TRADE RECEIVABLES (Unsecured)		
	Considered Good	25.40	35.20
	Trade receivables which have significant increase in credit risk	-	-
	Trade receivables- credit impaired	-	-
	Total	25.40	35.20
9.	CASH & CASH EQUIVALENTS		
	Cash in hand	1.68	1.31
	Balances with Banks In Current Accounts	15.12	23.32
	Total	16.80	24.63
10.	OTHER BANK BALANCES		
	Deposit with remaining maturity for less than 12 months but more than 3 months	-	130.00
		-	130.00
11.	LOANS		
	Unsecured, Considered Good :		
	Others	3,375.66	934.90
	Loans which have significant increase in credit risk	-	-
	Loans- credit impaired	-	-
	Total	3,375.66	934.90
12.	OTHER FINANCIAL ASSETS		
	Unsecured and Considered Good:		
	Interest accrued but not due	-	0.64
	Total	-	0.64
13.	CURRENT TAX ASSETS (NET)		
	Advance Tax / T.D.S.	10.52	6.69
	Total	10.52	6.69
14.	OTHER CURRENT ASSETS		
	Balances with Government Authorities	0.65	-
	Prepaid Expenses	3.09	5.55
	Others	1.22	1.92
	Total	4.96	7.47

HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars	As at 31.03.2019	As at 31.03.2018
15. I.	EQUITY SHARE CAPITAL		
a.	Authorised:		
	(i) 10000000 Equity Shares 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 31.03.2019	As at 31.03.2018
		No. of shares held	No. of shares held
		% held	% held
	(a) Kashipur Holdings Ltd (Holding Co.)	6930000	6930000
		70.57	70.57
	(b) Rajendra Prasad Bubna	-	1199998
		-	12.22

16 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 2017	252.10	3.42	32.00	(138.23)	0.70	149.99
Profit for the year ended 31st March 2018				277.20		277.20
Re-Measurement of net defined benefit plans					0.28	0.28
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
Fair value of Debt Instruments through OCI					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 Earnings			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

HINDUSTAN WIRES LIMITED

		(₹ in lakhs)	
Note No.	Particulars	As at 31.03.2019	As at 31.03.2018
17. BORROWINGS (NON-CURRENT)			
	Liability Components of Compound Financial Instruments		
	15% Redeemable Cumulative / Non- Cumulative preference shares (redeemed on 30.03.2019)	-	167.51
	Total	-	167.51
18. PROVISION (NON CURRENT)			
	Provision for Employee Benefits	5.47	11.58
	Total	5.47	11.58
19. BORROWINGS (CURRENT)			
	Loans against Investment in Mutual Funds (short-term)		
	ICICI Bank Ltd	1,218.28	-
	HDFC Bank Ltd	680.00	-
	Total	1,898.28	-
20. TRADE PAYABLES			
	Payable to Micro and Small Enterprises	-	-
	Payable to Others	20.72	23.15
	Total	20.72	23.15
21. OTHER FINANCIAL LIABILITIES (CURRENT)			
	Other payables	2.80	9.14
	Total	2.80	9.14
22. OTHER CURRENT LIABILITIES			
	Statutory Liabilities Payable	7.84	3.51
	Total	7.84	3.51
23. PROVISIONS (CURRENT)			
	Provision for Employee Benefits	8.92	1.24
	Total	8.92	1.24
		Year ended 31-Mar-19	Year ended 31-Mar-18
24. REVENUE FROM OPERATIONS			
	Sale of Industrial Gas Manufacturing (excluding GST but including Excise duty up to 30th, June 2017)	95.32	542.67
	Sale of Industrial Gas Trading	481.22	-
	Sub Total	576.54	542.67
	Cylinder Testing Charges received	1.25	10.81
	Income from Transport Services	5.77	5.77
	Dividend received	2.60	0.65
	Total	586.16	559.90

HINDUSTAN WIRES LIMITED

(₹ in lakhs)			
Note No.	Particulars	Year ended 31-Mar-19	Year ended 31-Mar-18
25. OTHER INCOME			
	Interest	259.84	172.05
	Rent and Storage Charges	14.85	87.59
	Income from Business Support Services	31.50	30.00
	Insurance Claims received	-	2.12
	Excess provision / Liabilities no longer required written back	0.22	0.11
	Fair Value changes in Investments-Gain / (Loss) :	(112.84)	190.06
	Miscellaneous receipts	3.34	0.54
	Total	196.91	482.47
26. COST OF RAW MATERIAL CONSUMED			
	Opening Stock	7.54	4.36
	Add: Purchases	57.20	303.56
		64.74	307.92
	Less: Closing Stock	-	7.54
	Total	64.74	300.38
27. EMPLOYEE BENEFITS EXPENSE			
	Salaries and Wages	89.14	129.78
	Contribution to Provident & Other Funds	5.74	6.74
	Employees Welfare Expenses	11.79	13.75
	Total	106.67	150.27
28. FINANCE COSTS			
	Interest paid to Bank	29.26	-
	Interest paid on Loans	-	4.93
	Liability component of Preference Shares	-	15.58
	Interest paid to Others	0.22	1.03
	Total	29.48	21.54
29. OTHER EXPENSES			
	Running & Maintenance Expenses of Mobile Gas Tankers	67.02	71.45
	Auditors Remuneration (refer Note no. 29A)	1.30	0.95
	Test Shop Expenses	0.10	2.45
	Consumption of Stores and Spares	0.82	3.07
	Directors' Sitting Fees	5.30	3.31
	Insurance	2.32	2.45
	Legal, Professional and Consultancy Charges	7.33	25.37
	Power and Fuel	4.82	10.68
	Vehicle Running and Hire Charges	4.61	5.86
	Rates and Taxes	4.31	3.58
	Repair and Maintenance :		
	- Building	-	4.52
	- Plant and Machinery	1.11	16.65
	- Others	2.84	1.84
	Tax Audit Fee	0.30	0.20
	Other Expenses	29.97	24.71
	Total	132.15	177.09

HINDUSTAN WIRES LIMITED

		(₹ in lakhs)	
Note No.	Particulars	Year ended 31-Mar-19	Year ended 31-Mar-18
29A. AUDITORS REMUNERATION			
	Statutory Audit Fee	1.00	0.75
	Limited Review	0.30	0.20
	Total	1.30	0.95
30. EXCEPTIONAL ITEMS *			
	Net gain on Sale of Property, Plant & Equipments (Including Land & Buildings)	3,740.95	-
	Total	3,740.95	-
*During the year, the company disposed off its Land and Buildings etc. to monetise its assets after obtaining due consent of the members of the company.			
31. 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)		
32. DIVIDEND	Board of Directors have not proposed any Dividend on Equity Shares for the Financial Year 2018-19 and previous year 2017-18		
33. EARNINGS PER SHARE (EPS)			
a)	Profit for the year attributable to Equity Shareholders (Current year profit is after providing dividend of Rs. 20.12 Lakhs on cumulative Preference shares)	2,916.49	277.20
b)	Weighted average number of Equity Shares for Basic and Diluted EPS	9,820,000	9,820,000
c)	Earnings per share		
	- Basic	29.70	2.82
	- Diluted	29.70	2.82
34. COMPONENTS OF OTHER COMPREHENSIVE INCOME (OCI)			
	Gain/(Loss) on FVTOCI financial assets	0.27	0.39
	Deferred Tax effect on Re-measurement Cost	(0.08)	(0.11)
	Total	0.19	0.28
		As at 31.03.2019	As at 31.03.2018
35. CONTINGENT LIABILITIES (to the extent not provided for in Financial Statement)			
	Other contingent liabilities		
	Claims against the company not acknowledged as debt.	44.36	44.36
	Claim/demands from owner of the rented property in Kolkata which are under litigation- amount not ascertainable.	-	-
		44.36	44.36

It is not possible to predict the outcome of the pending litigations 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
36.	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.
37.	During the Year the Company has redeemed 15 % Redeemable preference shares amounting to Rs. 490 Lakhs out of the profit of Current year and consequently, Capital Redemption Reserve has been created amounting to Rs. 490 Lakhs . The Company has declared Dividend including arrears of Dividend amounting to Rs 16.69 Lakhs (Excluding dividend distribution Tax Rs. 3.43 Lakhs) on the Cumulative redeemable Preference shares.

38 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. Ms. 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 Kashipur Infrastructures & Freight Terminal Pvt Ltd (KIFTL)
- 4 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
Repayment of Loans taken / Trade Advances to - IGL	-	-	-
		(1,000.00)	(1,000.00)
Loans given to - IGL IPL	-	910.00	910.00
		(193.00)	(193.00)
Loans given to - IGL	-	1,500.00	1,500.00
		(-)	(-)
Refund received of Loans given to - IGL IPL	-	-	-
		(1,000.00)	(1,000.00)
Refund received of Loans given to - IGL	-	600.00	600.00
		(-)	(-)
Services Rendered to - IGL	-	41.37	41.37
		(38.69)	(38.69)
Interest Income from - IGL IPL	-	136.52	136.52
		(167.93)	(167.93)
Interest Income from - IGL	-	26.33	26.33
		(-)	(-)
Purchases of Goods from IGL	-	474.18	474.18
		(303.69)	(303.69)
Dividend Income from - IGL	-	2.60	2.60
		(0.65)	(0.65)
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			
	Nature of Transactions	Holding Company	Other Related Parties	TOTAL
	Outstanding as at year end:			
	Loan including interest receivable - from IGL IPL	-	1,957.74	1,957.74
			(929.87)	(929.87)
	Loan including interest receivable - from IGL	-	900.00	900.00
			(-)	(-)
	Amount receivable against Services rendered - from IGL	-	0.12	0.12
			(-)	(-)
	Interest receivable from - KIFTL	-	-	-
			(5.03)	(5.03)

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

(iii) Remuneration paid to Key Management Personnel	2018-19	2017-18
Remuneration paid	54.41	51.44

39 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, 2019	Year ended March 31, 2018	Year ended March 31, 2019	Year ended March 31, 2018
I. Change in the Present Value of Obligation				
1) Present Value of Defined Benefit Obligation at the beginning of the year	3.37	1.96	9.45	8.27
2) Current Service cost	1.68	1.72	2.07	2.22
3) Interest Expense or cost	0.25	0.14	0.70	0.60
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	(0.21)	(0.13)	(0.27)	(0.39)
6) Benefit Paid	(0.36)	(0.33)	(2.29)	(1.26)
7) Present Value of Obligation as at the end of year	4.73	3.36	9.66	9.44
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	-	-	-	-

HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars				
	Particulars	Leave Encashment (Non Funded)		Gratuity (Non Funded)	
		Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2019	Year ended March 31, 2018
III.	Expenses recognised in the Statement of Profit & Loss Account *				
	1) Service cost	1.68	1.72	2.07	2.22
	2) Net interest (income) / cost on the Net Defined Benefit Liability (Asset)	0.25	0.14	0.70	0.60
	3) Net Actuarial (Gain) /Loss ,recognised in the period	(0.21)	(0.13)	-	-
	4) Expenses recognised in the income Statement	1.73	1.73	2.77	2.82
IV	Other Comprehensive Income				
	1) Actuarial (Gains) / Losses	-	-	0.27	0.39
	- 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	-	-	(0.27)	(0.39)
V.	Actuarial Assumptions				
	1) Discount Rate	6.96%	7.40%	6.93%	7.40%
	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)	3.61	(0.35)	3.61

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 2019		31st March 2018	
	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 2019		31st March 2018	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 0.50%)	0.11	(0.10)	0.18	(0.17)
Salary Growth Rate (- / + 0.50%)	(0.10)	0.10	(0.17)	0.18

(b) Defined Contribution Plans

Employer's contributions to Provident and other Funds charged off during the year ended 31st March, 2019 of Rs.5.74 Lakhs (Previous Year : Rs.6.74 Lakhs) has been included under the head Employee Benefits Expense.

HINDUSTAN WIRES LIMITED

		(₹ in lakhs)	
Note No.	Particulars	Year ended 31-Mar-19	Year ended 31-Mar-18
40.	INCOME TAX		
	(A) Amounts recognised in Statement of Profit and Loss		
	Current Tax	850.73	33.93
	Adjustments in respect of current income tax of earlier year	-	-
	MAT credit Entitlement	-	(33.93)
	Total	850.73	-
	Deferred Tax		
	- Relating to Origination and Reversal of Temporary Differences	50.34	79.50
	Income Tax Expense Reported in the Statement of Profit or Loss	901.07	79.50
	(B) Income Tax recognised in Other Comprehensive Income		
	Current Income Tax on Re-measurement Losses on Defined Benefit Plans	(0.08)	(0.11)
	Current Income Tax on Fair value of debt Instruments	(26.42)	-
	Total	(26.50)	(0.11)
	(C) Reconciliation of Effective Tax Rate		
	Profit before Tax	3837.68	356.70
	Tax using the domestic tax rate	850.73	33.93
	MAT Credit Entitlements	-	33.93
	Non-deductible tax expenses	(50.34)	(79.50)
	Deductible tax expenses	-	-
	Reported Income Tax Expense	(901.07)	(79.50)
	(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	(0.84)	22.15
	Equity Component of Redeemable Preference Shares	-	124.52
		(0.84)	146.67
	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	4.19	3.53
	-MAT Credit Entitlements	99.66	99.66
	-Business Loss	-	100.31
	-Others	(0.16)	4.29
		103.69	207.79
	Deferred Tax Assets (NET)	104.53	61.12
	(E) The Movement in Deferred tax assets and liabilities during the year ended 31st march 2018 and 31st March 2019		
	Opening Balance	(38.54)	41.07
	Depreciation	0.81	(22.15)
	Expenses Allowed in the year of payment	4.03	3.53
	Others	38.57	(60.99)
	Total	4.87	(38.54)
	MAT Credit Entitlements	99.66	99.66
	Closing Balance	104.53	61.12

HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars
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41. 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.

42. 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 31.03.2019	As at 31.03.2018
Borrowings	1,898.28	167.51
Less: Cash and cash Equivalents	16.80	24.63
Net Debt	1,881.48	142.88
Equity Share Capital	982.00	982.00
Other Equity	3,228.87	427.47
Total Capital	4,210.87	1,409.47
Capital and Net Debt	6,092.35	1,552.35
Gearing Ratio	30.88%	9.20%

HINDUSTAN WIRES LIMITED

(₹ in lakhs)

Note No.	Particulars
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43. 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.

44. Disclosures of leasing arrangements (Operating lease)

- (a) The Company has operating lease for its premises at Faridabad for a period up to 3 years. Lease agreements are locked-in for a period of first 1 years. There are escalation clauses every 1 years.

The lease rentals charged during the year for cancellable and non-cancellable operating lease are as follows :

Particular	As at 31st March, 2019	As at 31st March, 2018
Lease Rent Expenses	4.80	-

- (b) The schedule of future minimum lease payment in respect of non-cancellable operating leases period is set out as under:

Particular	As at 31st March, 2019	As at 31st March, 2018
Not later than one year	-	-
Later than one year but not later than five years	-	-
Later than five years	-	-

45. 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 31.03.2019		As at 31.03.2018	
	Carrying	Fair Value	Carrying	Fair Value
(i) Financial Assets				
(a) At Fair Value through Profit and Loss				
- Investments in Equity Shares	181.12	181.12	293.96	293.96
(b) At Amortised cost				
- Trade Receivables	25.40	25.40	35.20	35.20
- Others	5,805.85	5,805.85	1,090.17	1,090.17
Total	6,012.37	6,012.37	1,419.33	1,419.33
(ii) Financial Liabilities				
At Amortised cost				
- Borrowings	1,898.28	1,898.28	167.51	167.51
- Trade Payables	20.72	20.72	23.15	23.15
- Others	2.80	2.80	9.14	9.14
Total	1,921.79	1,921.79	199.80	199.80

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, 2019, 31st March 2018 and 1st April 2017:

Particulars	Level 1	Level 2	Level 3
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			
31st March, 2018			
Financial Assets:			
- Quoted Equity Shares	293.96	-	-
- Unquoted Equity Shares		-	-
- Unquoted Preference Shares		-	-
- Mutual Funds		-	-
Financial Liabilities:			
- Forward contracts			
1st April, 2017			
Financial Assets:			
- Quoted Equity Shares	103.90	-	-
- Unquoted Preference Shares		-	-
- Mutual Funds		-	-
Financial Liabilities:			
- Forward contracts			

During the year ended March 31st, 2019 and March 31st, 2018, 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
46.	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 including in the arbitration proceedings. 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.
47.	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

For and on behalf of the Board of Directors

(MANISH K GARG)
Partner
M. NO. 96238

(Preeti Sharma)
Company
Secretary

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

(G.R. Goenka)
Director
DIN - 00133700

(U.S. Bhartia)
Chairman
DIN - 00063091

Place: NEW DELHI
Date: 27.05.2019

HINDUSTAN WIRES LIMITED

Notes

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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

FORM MGT-11 PROXY FORM

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

Name of the Member(s): _____

Registered Address : _____ Email ID: _____

Folio No: _____ DPID No. _____ Client ID No. _____

No. of Shares held _____

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

1. Name: _____ address _____
e-mail id _____ Signature _____ or failing him/her;
2. Name: _____ address _____
e-mail id _____ Signature _____ or failing him/her;
3. Name: _____ address _____
e-mail id _____ Signature _____

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 59th Annual General Meeting of the Company, to be held on 11th September, 2019 at 11.00 AM at the Auditorium of Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata – 700 017 and at any adjournment thereof in respect of the following resolutions:

S. NO.	Resolution	FOR	AGAINST
	ORDINARY BUSINESS		
1	Ordinary Resolution : To consider and adopt Audited Financial Statements for the year ended 31-03-2019 and report of the Board of Directors and Auditors thereon.		
2	Ordinary Resolution : To re-appoint Mr. Uma Shankar Bhartia (00063091) who retires by rotation as Director and eligible for re-appointment.		
	SPECIAL BUSINESS		
3.	Special Resolution: Re-appointment of Shri. Krishna Murari Lal (DIN 0016166) as an Independent Director		
4.	Special Resolution: Re-appointment of Shri. Jagdish Saran Baijal (DIN 00049565) as an Independent Director		

Signed this _____ day of _____ 2019

Affx
Revenue
Stamp

Signature of Member _____

Signature of Proxy holder(s): _____

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of meeting.
2. A Proxy need not be a member of the Company.



HINDUSTAN WIRES LIMITED

CIN : L27106WB1959PLC 024177

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

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

ATTENDANCE SLIP

(To be presented at the entrance)

59th ANNUAL GENERAL MEETING ON WEDNESDAY, 11TH SEPTEMBER, 2019 AT 11:00 A.M. at Auditorium of Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata-700017.

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

I/We hereby record my/our presence at 59th Annual General Meeting of Hindustan Wires Ltd. held on Wednesday the 11th September, 2019 at 11.00 A.M. at the Auditorium of Bharatiya Bhasha Parishad at 36 A, Shakespeare Sarani, Kolkata – 700 017

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

Signature of Member/Proxy

Notes :

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

If undelivered please return to:

Hindustan Wires Limited

5th Floor, 3A, Shakespeare Sarani
Kolkata-700 071