

ANNUAL REPORT

FOR THE YEAR ENDED 31st MARCH 2017

HINDUSTAN WIRES LTD.

HINDUSTAN WIRES LIMITED

BOARD OF DIRECTORS

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

BANKERS

State Bank of India
Punjab National Bank
HSBC Ltd
Axis Bank

AUDITORS

Messrs. K.N. Gutgutia & Co., 11 K Gopala Tower
25, Rajendra Place, New Delhi - 110008

REGISTERED OFFICE

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

CIN : L27106WB1959PLC024177

FACTORY:

Plot No.267, Sector – 24,
Faridabad, (Haryana) – 121 005,
Phone : 0129-2233411,
e-mail: ho@hwlgas.com
Website : www.hwlgas.com

REGISTRAR AND TRANSFER AGENT:

Niche Technologies Pvt. Ltd., D-511,
Bagree Market (5th Floor),
71, B.R.B. Basu Road, Kolkata – 700001
Phone :- 033-22357270/71,
Fax:- 033-22156823,
email: nichetechpl@nichetechpl.com

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Phone: 033-22823586
email: ho@hwlgas.com

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For Attention of Members: We wish to inform all our members that the CDSL & NSDL both have accepted the Equity Shares of the Company for DEMAT vide ISIN No.INE075C01010 and as such the members of the Company can avail of the Depository Services with any of the Depository participant registered with CDSL or NSDL.

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 57th Annual General Meeting of the Members of the Company will be held at the Auditorium of Bharatiya Bhasha Parishad at 36A, Shakespeare Sarani, Kolkata - 700017 on Friday 1st September, 2017 at 11.00 AM to transact the following business :

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2017 and the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri G.R. Goenka (DIN No. 00133700) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION.

“Resolved that pursuant to the provisions of Sections 139 and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit & Auditors) Rules, 2014, as amended, M/s M.L. Garg & Co., Chartered Accountants, New Delhi (Regn. No. FRN001604N), be and is hereby appointed as the Statutory Auditors of the Company, in place of the retiring auditors M/s K.N. Gutgutia & Co., New Delhi to hold office for a term of 5 consecutive financial years from the conclusion of this 57th Annual General Meeting, until the conclusion of the 62nd Annual General Meeting of the Company, subject to ratification of the appointment at each Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company.”

By Order of the Board of Directors

Regd. Office:
5th Floor, 3A Shakespeare Sarani, Kolkata-71
The 30th May, 2017.

(G.R. Goenka)
Director
DIN 00133700

NOTES:

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

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

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

2. The Register of Members and the Share Transfer Books of the company will remain close from 26th August, 2017 to 1st September, 2017 (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 7th July, 2017.

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 25th August, 2017. A person who is not a member as on cut off date should treat this notice for information purpose only.

HINDUSTAN WIRES LIMITED

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. 25th August, 2017 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 25th August, 2017. 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 29th August, 2017 at 10.00 A.M. and ends on 31st August, 2017 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 25th August, 2017, 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.
 - 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.

HINDUSTAN WIRES LIMITED

- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
- 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 31st August, 2017 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 on 4th September, 2017 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 proposed to be retiring by rotation and seeking re-appointment at this meeting, is annexed to this notice.

By Order of the Board of Directors

Regd. Office:
5th Floor, 3A Shakespeare Sarani, Kolkata-71
The 30th May, 2017.

(G.R. Goenka)
Director
DIN 00133700

HINDUSTAN WIRES LIMITED

Annexure to item 2 of the AGM Notice Dated 30th May, 2017

Details of Director seeking appointment/re-appointment at the Annual General Meeting of the Company.

Name of the Director	Shri G.R. Goenka
DIN	00133700
Date of Birth	2 nd September, 1936
Date of Appointment	24 th September, 2003
Expertise in specific functional area	He is having more than 57 years of experience in the field of Finance, Taxation and Management of Industries.
Qualification	M.Com, LLB
Shareholding in the Company	1024 Equity Shares
Directorship in other Public Limited Listed Companies	Naga Dhunseri Group Ltd.
Chairman/Member of the Committees of the Board of the Public Limited Companies in which he is a Director	Member of Audit Committee, Nomination & Remuneration Committee and CSR Committee of Naga Dhunseri Group Ltd.

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, 2017

FINANCIAL RESULTS

The Results are summarised below:

(Rs. In Lacs)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Revenue from Operations (excluding excise duty & service tax)	676.81	635.16
Other income	116.61	186.46
Total Revenue	793.42	821.62
Expenses	562.48	551.42
Profit/(loss) before exceptional items depreciation & tax	230.94	270.20
Exceptional Income	-	300.00
Profit/(Loss) before Depreciation & Tax	230.94	570.20
Depreciation	23.03	46.02
Provision for income tax (MAT)	42.39	23.35
MAT Credit Entitlement	(42.39)	(23.35)
Net Profit/(Loss) after tax	207.91	524.18
Net Profit/(Loss) Carried to Balance Sheet	207.91	524.18

OPERATIONS & GENERAL REVIEW

During the year, the revenue from operations including income from financing activities for the current year is Rs. 676.81 Lacs as against Rs. 635.16 Lacs in the previous year. During the year, in the business of Gas re-filling station, gross sales were at Rs. 523.64 Lacs as against Rs. 496.15 Lacs in the previous year. Further during the year, the Company has earned interest amounting to Rs. 183.67 Lacs as against Rs. 166.57 Lacs in the previous year from its financing activities. In addition the Company has also earned other income of Rs. 116.61 Lacs as against Rs. 186.46 Lacs in the preceding year mainly on account of receipt of Rent, Storage charges and income from providing Business Support Services etc. The Company expects to improve its performance in the Current year.

The net profit carried to Balance Sheet is Rs. 207.91 Lacs and the net accumulated loss at the year end is Rs. 275.51 Lacs which is being carried forward.

DIVIDEND

In view of accumulated losses, your Directors are not in a position to recommend any dividend for the year ended 31st March, 2017.

STATE OF COMPANY AFFAIR

During the year the Company carried on its activities in manufacturing and trading in Industrial Gases and also undertaken financing and investment activities. The Company also earned income from Rent and from providing Business Support Services. The Company has well equipped re-filling station to process and fill different types of gases in cylinders and all safety measures are in place. The net profit during the year is Rs. 207.91 Lacs as against previous year profit of Rs. 224.18 Lacs (excluding exceptional income of Rs. 300 Lacs). The net profit carried to balance sheet is Rs. 207.91 Lacs and the net accumulated loss at the year end is Rs. 275.51 Lacs. The Company expects to further improve its performance in the coming years.

There has been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

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

PUBLIC DEPOSITS

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

HINDUSTAN WIRES LIMITED

TRADING IN SHARES OF THE COMPANY

It was reported in the last Annual report that BSE had suspended the script of the Company for trading as a surveillance w.e.f. 31st March, 2016. However BSE revoked the suspension and the normal trading operations started w.e.f. 20th June, 2016.

DEPOSITORY SERVICES FOR EQUITY SHAREHOLDERS OF THE COMPANY

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

DIRECTORS & KEY MANAGERIAL PERSONNEL

Shri G.R. Goenka (DIN 00133700) a Director of Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for re-appointment.

During the year Shri R.K. Gupta was re-appointed as Whole Time Director designated as Executive Director w.e.f. 1st Nov, 2016 for a period of 3 years in the Board meeting held on 9th Nov, 2016 and the same was also approved by members vide Postal Ballot Notice (including E-voting) dated 30th Nov, 2016.

The Company has appointed Mr. Sita Ram Sharma as Chief Financial Officer w.e.f. 24th May, 2016. During the year, no Key Managerial Person has retired or resigned.

DECLARATION BY INDEPENDENT DIRECTORS

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- i) In the preparation of the annual accounts for the year ended 31st March, 2017, 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, 2017, five Board Meetings were held i.e. on 13th May, 2016, 24th May, 2016, 8th Aug, 2016, 09th Nov, 2016 and 9th Feb, 2017.

AUDIT COMMITTEE

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

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

HINDUSTAN WIRES LIMITED

The composition of the Audit Committee is given below:

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

NOMINATION & REMUNERATION COMMITTEE (NRC)

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

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

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

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

PARTICULARS OF EMPLOYEES & REMUNERATION

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

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

PERFORMANCE EVALUATION

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

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

INTERNAL FINANCIAL CONTROL SYSTEMS & RISK MANAGEMENT

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

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

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

HINDUSTAN WIRES LIMITED

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

The Auditors M/s K.N Gutgutia & Co., Chartered Accountants will be completing the period of Three years of their appointment as Statutory Auditors of the Company in the forthcoming AGM. As per the provisions of Section 139 of the Companies Act, 2013 read with Rules made there under, they cannot be re-appointed for any further period.

Hence another firm M/s M.L. Garg & Co., Chartered Accountants, New Delhi (FRN 001604N) is proposed to be appointed as auditors of the Company. They have consented to their appointment as Statutory Auditors and have confirmed that their appointment, if made, will be in accordance with Section 139 & Section 141 of the Companies Act, 2013.

The members are requested to consider and approve their appointment as Statutory Auditors of the Company for a period of 5 financial years (from the conclusion of the 57th AGM until the conclusion of the 62nd AGM of the Company) and to authorize the Board to fix their remuneration in the forthcoming AGM subject to ratification of appointment at each AGM.

SECRETARIAL AUDIT

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

SECRETARIAL AUDIT REPORT

The Secretarial Audit Report for the financial year ended 31-03-2017 do not contain any qualification, reservation, adverse remark or disclaimer.

EXTRACT OF ANNUAL RETURN

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

BUSINESS RISK MANAGEMENT

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

VIGIL MECHANISM

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

PREVENTION OF INSIDER TRADING

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

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

CORPORATE GOVERNANCE

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