

ANNUAL REPORT

FOR THE YEAR ENDED 31st MARCH 2018

HINDUSTAN WIRES LTD.

HINDUSTAN WIRES LIMITED

CONTENTS	Pages
Corporate Information	1
Notice	2-8
Directors' Report	9-29
Auditors' Report	30-34
Balance Sheet	35
Statement of Profit and Loss	36
Cash Flow Statement	37
Statement of Changes in Equity	38
Notes to Accounts	39-62

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

AUDIT COMMITTEE

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

STAKEHOLDERS RELATIONSHIP COMMITTEE:-

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

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

KEY MANAGERIAL PERSONNEL

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

BANKERS

State Bank of India, Punjab National Bank, Axis Bank

AUDITORS

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

E:mail : manishkgarg@mlgargco.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 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

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

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

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

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

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

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

By Order of the Board of Directors

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

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

NOTES:

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

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

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

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

HINDUSTAN WIRES LIMITED

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

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

7. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 10th September, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.
8. Any person, who acquires Shares of the Company and become a member of the Company after the dispatch of the AGM Notice and holds shares as on Cut-off date i.e. 10th September, 2018 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 10th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
10. The instructions for shareholders voting electronically are as under followed by i) to xx) lines.
 - i) The e-voting period begins on **14th September, 2018 at 10.00 A.M. and ends on 16th September, 2018 at 5.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **10th September, 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) The shareholders should log on to the e-voting website www.evotingindia.com 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • 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).

HINDUSTAN WIRES LIMITED

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for "**Hindustan Wires Limited**" on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 15th September, 2018 up to 5 P.M without which the vote shall not be treated as valid.
12. Mrs. Smita Sharma, a Practicing Company Secretary (Certificate of Practice Number 6077) has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process and through Ballot/Poll paper at the AGM, in a fair and transparent manner. The decision of the Scrutinizer on validity of votes shall be final.

HINDUSTAN WIRES LIMITED

13. The Scrutinizer shall after conclusion of voting at the Annual General Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote-e-voting in the presence of at least two (2) witnesses not in the employment of the Company.
14. The Scrutinizer will collate the votes cast at the Meeting, votes downloaded from the e-voting system and make not later than two days from the conclusion of the Meeting, a consolidated Scrutinizer Report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorised by him in writing, who shall countersign the same.
15. The Chairman of the Meeting or a person authorised by him in writing shall declare the result on 20th September, 2018 at 4.00 p.m. at the Registered Office of the Company. The results declared, along with the Scrutinizer's Report will be displayed at the Registered office of the Company and shall also be communicated to the Stock Exchanges and will also be displayed on the Company's website www.hwlqas.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@hwlqas.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 16th May, 2018.

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

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

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

ITEM NO. 3

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

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

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

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

HINDUSTAN WIRES LIMITED

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

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

ITEM NO. 4

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

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

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

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

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

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

ITEM NO. 5

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

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

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

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

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

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

HINDUSTAN WIRES LIMITED

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

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

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

HINDUSTAN WIRES LIMITED

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

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

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

HINDUSTAN WIRES LIMITED

DIRECTORS' REPORT

TO THE MEMBERS

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

FINANCIAL RESULTS

The Results are summarised below:

(Rs. In Lacs)

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

OPERATIONS & GENERAL REVIEW

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

DIVIDEND

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

STATE OF COMPANY AFFAIR

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

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

PUBLIC DEPOSITS

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

TRADING IN SHARES OF THE COMPANY

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