



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 Baijal (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 Baijal (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.

HINDUSTAN WIRES LIMITED

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.

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- 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 Baijal
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.